

FORWARD-LOOKING INFORMATION AND MATERIAL ASSUMPTIONS

This report on results for the nine months ended May 31, 2023 contains forward-looking information, including forward-looking information about Huntsman Exploration Inc.'s (the "Company" or "Huntsman") operations, estimates, and exploration and acquisition spending.

Forward-looking information is generally signified by words such as "forecast", "projected", "expect", "anticipate", "believe", "will", "should" and similar expressions. This forward-looking information is based on assumptions that the Company believes were reasonable at the time such information was prepared, but assurance cannot be given that these assumptions will prove to be correct, and the forward-looking information in this report should not be unduly relied upon. The forward-looking information and the Company's assumptions are subject to uncertainties and risks and are based on a number of assumptions made by the Company, any of which may prove to be incorrect.

GENERAL

This Management Discussion and Analysis ("MD&A") of the financial condition, results of operations and cash flows of the Company for the nine months ended May 31, 2023 should be read in conjunction with the condensed consolidated interim financial statements as at May 31, 2023 and for the nine months then ended and the audited consolidated financial statements as at August 31, 2022 and for the year then ended. This MD&A is effective July 25, 2023. Additional information relating to the Company is available on SEDAR at www.sedar.com.

The Company has prepared its condensed consolidated interim financial statements as at May 31, 2023 and for the nine months then ended in Canadian dollars and in accordance with International Financial Reporting Standards ("IFRS") and International Accounting Standard ("IAS") 34 *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB").

DESCRIPTION OF BUSINESS

The Company is an exploration stage company incorporated pursuant to the British Columbia *Business Corporations Act* on March 31, 2011. The principal business of the Company is the acquisition, exploration and evaluation of mineral properties, as well as exploration of mineral properties once acquired. The Company's shares are listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "HMAN" and on the US OTC Markets under the symbol "BBBMF". The address of the Company's corporate office and its principal place of business is 1680 – 200 Burrard Street, Vancouver, British Columbia, Canada, V6C 3L6.

The Company is currently focusing its financial resources on conducting exploration programs. The Company has not yet determined whether its properties contain reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development of the resource properties and upon future profitable production or proceeds from the disposition thereof.

On March 10, 2023, the Company consolidated its common shares on the basis of one new share for ten old shares. All share and per share amounts have been revised to reflect the consolidation.

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EXPLORATION AND EVALUATION ASSETS

Total costs incurred on exploration and evaluation assets are summarized as follows:

| | Baxter Spring | Flint Property | Canegrass Property | Julimar Property | Total |
|--|---------------|----------------|--------------------|------------------|------------------|
| Acquisition Costs | | | | | |
| Balance, August 31, 2021 | \$ 4,202,263 | \$ 2,373,923 | \$ 1,680,082 | \$ - | \$ 8,256,268 |
| Acquisition and option payments | 318,000 | - | - | 2,164,106 | 2,482,106 |
| Claim costs (recovery) | 34,922 | (1,652) | 219,233 | 43,028 | 295,531 |
| Sale of exploration and evaluation assets | - | (2,374,750) | - | - | (2,374,750) |
| Impairment | (4,558,293) | - | - | - | (4,558,293) |
| Currency translation difference | 3,108 | 2,479 | (3,386) | (34,089) | (31,888) |
| Balance, August 31, 2022 | - | - | 1,895,929 | 2,173,045 | 4,068,974 |
| Claim costs (recovery) | - | - | 6,773 | 57,663 | 64,436 |
| Recovery of acquisition costs | - | - | (341,080) | - | (341,080) |
| Currency translation difference | - | - | (3,535) | (42,179) | (45,714) |
| Balance, May 31, 2023 | \$ - | \$ - | \$ 1,558,087 | \$ 2,188,529 | \$ 3,746,616 |
| Deferred Exploration Expenditures | | | | | |
| Balance, August 31, 2021 | \$ 20,664 | \$ 44,588 | \$ 1,863,809 | \$ - | \$ 1,929,061 |
| Drilling | - | - | 694,447 | - | 694,447 |
| Geological | 2,854 | 2,047 | 357,470 | - | 362,371 |
| Geophysical | - | - | 31,201 | - | 31,201 |
| Sale of exploration and evaluation assets | - | (46,989) | - | - | (46,989) |
| Impairment | (23,611) | - | - | - | (23,611) |
| Currency translation difference | 93 | 354 | (62,494) | - | (62,047) |
| Balance, August 31, 2022 | - | - | 2,884,433 | - | 2,884,433 |
| Drilling | - | - | 10,067 | - | 10,067 |
| Geological | - | - | 17,384 | - | 17,384 |
| Currency translation difference | - | - | (53,877) | - | (53,877) |
| Balance, May 31, 2023 | \$ - | \$ - | \$ 2,858,007 | \$ - | \$ 2,858,007 |
| Total Exploration and Evaluation Assets | | | | | |
| Balance, August 31, 2022 | \$ - | \$ - | \$ 4,780,362 | \$ 2,173,045 | \$ 6,953,407 |
| Balance, May 31, 2023 | \$ - | \$ - | \$ 4,416,094 | \$ 2,188,529 | \$ 6,604,623 |

Baxter Spring Property

On August 26, 2020, and as amended September 22, 2021, the Company entered into an option agreement to acquire a 100% interest in the Baxter Spring Property, located in Nevada, from Liberty Gold Corp. ("Liberty") and Liberty's wholly owned subsidiary, Pilot Gold (USA) Inc.

In consideration, the Company must make payments as follows:

- Cash payment of US\$250,000 (paid);
- An additional cash payment of US\$250,000 (paid) on or before May 31, 2022; and
- Issuance of common shares of the Company equal to 19.5% of the outstanding shares (issued 1,498,689 shares valued at \$3,821,657).

The property is subject to a 2% net smelter return royalty ("NSR") and Liberty retains a back-in right to acquire a 35% interest in the property within three years upon payment of the sum of US\$1,000,000 to the Company.

The Company recorded impairment charges in the amount of \$4,581,904 to fully impair during the year ended August 31, 2022, as substantive expenditure for the exploration and evaluation asset is neither budgeted nor planned. The Company retains ownership of the Baxter Spring Property.

Flint Property

On December 3, 2020, the Company entered into an agreement to acquire a 100% interest in claims as part of the Flint Property. In consideration, the Company paid US\$100,000 in cash and issued 845,000 common shares of the Company valued at \$2,070,250.

The Company satisfied the option agreement by staking 174 claims within the area of interest of the agreement at a cost of \$127,900. The vendors retain a 2% NSR on the Flint Property, including claims staked by the Company.

On August 8, 2022, the Company sold its 100% interest in claims as part of the Flint Property for consideration of US\$130. As a result, the Company recorded a loss of \$2,421,574 on the disposal of the property.

Canegrass Property

On March 15, 2018, the Company entered into an option agreement with Trafalgar Resources Pty. Ltd. ("Trafalgar") to acquire a 100% interest in the Canegrass Property, located in the Mount Magnet region of Western Australia.

In consideration, the Company must make payments as follows:

- Cash payment of \$25,000 (paid) and issuance of 150,000 common shares of the Company (issued and valued at \$870,000) upon approval by the TSX-V (approval received on March 21, 2018);
- Issuance of an additional 93,750 common shares of the Company on or before March 21, 2019 (issued and valued at \$553,125); and
- Issuance of an additional 93,750 common shares of the Company on or before March 21, 2020 (issued and valued at \$131,250).

The Company must also incur exploration expenditures as follows:

- \$500,000 on or before March 21, 2019 (incurred);
- An additional \$500,000 on or before March 21, 2020 (incurred); and
- An additional \$500,000 on or before March 21, 2021 (incurred).

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A finder's fee of 13,053 common shares (issued and valued at \$75,707) was paid in relation to the agreement. Subject to further TSX-V approval, a discovery bonus of 75,000 common shares of the Company will be issued in the event of discovery of a copper/cobalt equivalent resource of 250,000 ounces or greater on the Canegrass Property. During the year ended August 31, 2021, the Company fulfilled its purchase obligations on the property to earn a 100% interest in the Canegrass Property.

The Company also paid a \$25,000 letter of intent fee to Trafalgar during the year ended August 31, 2018.

On April 13, 2021, the Company announced it had exercised the option on the Canegrass Property. The Company now owns an undivided 100% interest. The Company further summarized the highlights of its Phase I drilling program as follows:

- From prior electromagnetic ("EM") surveys, a total of 9 targets warranted drill testing and were the focus of the Phase I drilling campaign.
- Phase I included 16 holes; 12 RC and 4 diamond were drilled (Table 1).
- Phase I 2021 Diamond Drillhole BBDD009 at Tulloch was designed to test the mineralized zone at depth and was collared 55 metres ("m") west of 2018 drillhole BBDD002, which intersected: **4.9 m of 1.33% Ni, 1.26% Cu and 0.1% Co**. Drillhole BBDD009 results confirm 41.1 m of favourable host rock with 2 distinct mineralized horizons.
 - The first intercept started at 278.9 m and included higher-grade intervals of:
 - **1 m @ 2.8% Ni, 0.1% Cu, 0.15% Co 0.11 grams per tonne ("g/t") Pt and 0.21 g/t Pd;**
 - **0.7 m @ 2.3 % Cu, 0.5% Ni, 0.04% Co, 0.33 g/t Pt and 0.04 g/t Pd;** and
 - **2 m @ 1.8% Ni, 0.5% Cu, 0.11% Co, 0.22 g/t Pt and 0.17 g/t Pd.**
 - The second mineralized horizon occurs at 307.5 m downhole and intersected 2 higher grade intersections of:
 - **3.1 m @ 2.2% Ni, 0.2% Cu, 0.15% C, 0.15 g/t Pt and 0.21 g/t Pd;** and
 - **1.1 m @ 0.9%Ni, 5.7% Cu, .07% Co, 0.11 g/t Pt and 0.05 g/t Pd.**
- Phase I 2021 RC results from the Tulloch zone include:
 - **3 m @ 0.88% Ni, 0.4% Cu and 0.07% Co** from 91 m downhole in BBRC013;
 - **3 m @ 1.0% Ni, 0.58% Cu and 0.09% Co** from 139 m downhole in BBRC014; and
 - This extends the Tulloch zone 100 m east for a total distance of 200 m and open in all directions.
- Successful follow up of the 2018 drill program with multiple Ni-Cu-Co-Pt-Pd intercepts in step out holes at the Tulloch and Sunline targets.
 - Notable 2018 intercepts:
 - (Tulloch BBDD002) **4.9 m @ 1.33% Ni, 1.26% Cu and 0.1% Co;**
 - (Winx BBRC001) **14 m @ 1.17% Ni, 0.88% Cu and 0.05 Co from 65 m, including 1 m of 2.7% Ni, 0.23% Cu and 0.12% Co;** and
 - (Sunline BBDD001) **0.57 m @ 3.07% Ni, 0.62% Cu and 0.24% Co from 144.1 m.**
- Prior to completion of the current moving loop EM and downhole EM ("DHEM") surveys, a total of 9 targets have been identified on the Canegrass Property. Phase I 2021 drilling focused on 4 of these targets, which reside in the northern part of the property.
- The Tulloch Ni-Cu zone is open in all directions and now has a total of 5 drillholes along a single east-west fence of drilling. Each hole has encountered various grades of mineralization along 200 m of drilling and down to 300 m in depth. Huntsman will begin to plan step outs to the north and south to further define a strike length of the mineralized horizons within the Wyemadoo Shear zone. It is Huntsman's belief that intercepts discovered to date should be pursued along the north-south strike of the shear zone and at depth to determine if the targets are linked, or a source of the current mineralized zones is part of a much larger system. Several known Australian nickel sulphide producing deposits have been discovered by following mineralization that ultimately led to a feeder system that formed the bulk of those deposits. Huntsman will continue ongoing evaluation of the potential of the Tulloch zone, as well as additional targets on the property.
- All holes were reported as downhole lengths and were planned to intersect target EM plates as perpendicular as possible and are interpreted to be near true width.

Table 1. Phase I Drilling at Canegrass Property.

| Hole ID | Easting | Northing | Elevation | Azimuth | Dip | EOH (m) |
|---------|---------|----------|-----------|---------|-----|---------|
| BBDD006 | 647375 | 6843314 | 470 | 90 | -65 | 381 |
| BBDD007 | 649105 | 6847779 | 485 | 88 | -60 | 376 |
| BBDD008 | 649037 | 6847762 | 488 | 89 | -60 | 480 |
| BBDD009 | 648403 | 6846354 | 469 | 88 | -65 | 363 |
| BBRC006 | 649203 | 6847869 | 483 | 88 | -60 | 216 |
| BBRC007 | 649196 | 6847811 | 486 | 85 | -59 | 216 |
| BBRC008 | 649443 | 6847665 | 486 | 96 | -60 | 138 |
| BBRC009 | 649602 | 6848606 | 465 | 88 | -60 | 96 |
| BBRC010 | 649041 | 6848844 | 465 | 87 | -60 | 174 |
| BBRC011 | 648558 | 6846819 | 465 | 93 | -59 | 90 |
| BBRC012 | 649400 | 6847628 | 492 | 89 | -60 | 180 |
| BBRC013 | 648543 | 6846368 | 464 | 89 | -61 | 120 |
| BBRC014 | 648500 | 6846368 | 465 | 91 | -61 | 156 |
| BBRC015 | 647572 | 6843698 | 464 | 92 | -60 | 96 |
| BBRC016 | 647501 | 6843138 | 471 | 90 | -60 | 250 |
| BBRC017 | 648314 | 6843000 | 480 | 273 | -60 | 150 |

On February 22, 2022, the Company commenced a 5,000 m drilling program at the Company's wholly owned Canegrass nickel project in Western Australia. On June 20, 2022, the Company announced the results of the drill program. Intercepts from the Tulloch prospect BBDD010 (EM platform hole) included:

- 26.55 m of 1.4% nickel, 0.4% copper and 0.08% cobalt from 243.4 m;
- 1.55 m of 1.3% nickel, 5.2% copper and 0.1% cobalt from 119.65 m; and
- 1.55 m of 1.4% nickel, 0.4% copper and 0.1% cobalt from 149.15 m.

The Company will now focus on the commencement of Phase II, which will include:

- Completion of DHEM at key prospects;
- Completion of diamond drilling at Sunline;
- Drill test additional anomalies in the northeast and the additional new anomalies resulting from the planned DHEM surveys; and
- Field-based evaluation of pegmatites identified within tenure.

On December 20, 2022, the Company announced completion of an exploration targeting program completed across the project.

On April 3, 2023, the Company closed the sale of the lithium and other pegmatite-related metal rights on the Canegrass property in consideration of £20,000 and 50,000,000 shares of Corcel PLC valued at \$309,288.

Julimar Property

On April 26, 2022, the Company closed its acquisition of all of the issued and outstanding shares of PieCo Metals Pty. Ltd. ("PieCo"), a private company with a portfolio of projects within the Julimar province of Western Australia and proximal to the Company's Canegrass Property.

The Company incurred a non-refundable option fee of AUD\$30,000 to the vendors for the option (included in exploration and evaluation assets). Total consideration includes 3,900,000 common shares to be issued to the shareholders of PieCo as follows:

- 1,300,000 common shares on closing of the acquisition (issued and valued at \$715,000);

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- 1,300,000 common shares within six months of closing of the acquisition (issued and valued at \$715,000); and
- 1,300,000 common shares within one year of closing of the acquisition (issued and valued at \$715,000).

The agreement provides that the second or third share issuances will be deferred in the event that the issuance would result in any of PieCo's shareholders becoming insiders pursuant to Canadian securities laws to such later time or times that the issuance will not result in the creation of an insider.

The vendors retain a 1.5% NSR on the projects held by PieCo.

The acquisition of PieCo has been accounted for as an acquisition of assets and liabilities, as PieCo does not meet the definition of a business under IFRS 3 *Business Combinations*. The acquisition of the net assets of PieCo was recorded at the fair value of the consideration transferred of \$2,145,000 and the value of the option fee of AUD\$30,000, of which \$2,144,911 was allocated to the mineral property, as detailed above. The net assets acquired consisted substantially of exploration and evaluation assets.

SELECTED ANNUAL INFORMATION

| | August 31, 2022 | August 31, 2021 | August 31, 2020 |
|---|----------------------------|----------------------------|----------------------------|
| | \$ | \$ | \$ |
| Revenue | - | - | - |
| Net loss | (8,466,764) | (2,655,707) | (1,193,997) |
| Basic and diluted loss per common share | (0.70) | (0.30) | (0.40) |
| Total assets | 7,188,290 | 11,153,872 | 2,814,731 |
| Non-current financial liabilities | - | - | - |
| Dividends | - | - | - |

SUMMARY OF QUARTERLY RESULTS

(\$000s, except loss per share)

| For the Quarter Periods Ending on | May 31, 2023 | February 28, 2023 | November 30, 2022 | August 31, 2022 |
|---|-------------------------|------------------------------|------------------------------|----------------------------|
| | \$ | \$ | \$ | \$ |
| Revenue | - | - | - | - |
| Net loss | (133) | (106) | (128) | (7,111) |
| Basic and diluted loss per common share | (0.01) | (0.01) | (0.01) | (0.49) |
| Total assets | 6,948 | 7,272 | 7,218 | 7,188 |
| Non-current financial liabilities | - | - | - | - |

| For the Quarter Periods Ending on | May 31, 2022 | February 28, 2022 | November 30, 2021 | August 31, 2021 |
|---|-------------------------|------------------------------|------------------------------|----------------------------|
| | \$ | \$ | \$ | \$ |
| Revenue | - | - | - | - |
| Net loss | (349) | (651) | (355) | (356) |
| Basic and diluted loss per common share | (0.00) | (0.06) | (0.04) | (0.04) |
| Total assets | 13,842 | 12,779 | 12,946 | 11,154 |
| Non-current financial liabilities | - | - | - | - |

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OPERATIONS

Three Months Ended May 31, 2023

During the three months ended May 31, 2023, the Company reported a net loss of \$132,797 (2022 - \$349,310). Variations in expenses from the three months ended May 31, 2023 to the three months ended May 31, 2022 were as follows:

- Consulting fees of \$25,895 (2022 - \$119,211) decreased due to a reduction in the use of consultants compared to the prior period;
- General exploration costs of \$nil (2022 - \$33,160) decreased due to a reduction in due diligence on prospective projects, as well as a reduction in the use of general exploration consultants compared to the prior period;
- Management fees of \$26,558 (2022 - \$49,627) decreased due to a decrease in chief executive officer fees charged compared to the prior period;
- Office and general expenses of \$12,112 (2022 - \$17,685) decreased due to a general reduction in activity compared to the prior period;
- Professional fees of \$1,477 (2022 - \$30,311) were lower due to lower legal fees compared to the prior period;
- Rent of \$10,000 (2022 - \$21,925) decreased due to a reduction in office space being utilized;
- Shareholder communications and investor relations expenses of \$5,078 (2022 - \$60,571) decreased due to decreased promotional activity for the Company in the current period;
- Transfer agent and filing fees of \$7,606 (2022 - \$16,260) decreased due to property acquisition filing fees incurred in the comparative period; and
- Loss on marketable securities of \$44,160 (2022 - \$nil), as the marketable securities held by the Company decreased in value during the period.

Nine Months Ended May 31, 2023

During the nine months ended May 31, 2023, the Company reported a net loss of \$367,241 (2022 - \$1,356,255). Variations in expenses from the nine months ended May 31, 2023 to the nine months ended May 31, 2022 were as follows:

- Consulting fees of \$102,687 (2022 - \$386,584) decreased due to a reduction in the use of consultants compared to the prior period;
- General exploration costs recovery of \$24,717 (2022 - expense of \$95,155) was the result of marketable securities received for the previous sale of the Maybrun property, as well as a reduction in due diligence on prospective projects and general exploration consultants compared to the prior period;
- Management fees of \$89,674 (2022 - \$148,365) decreased due to a decrease in chief executive officer fees charged compared to the prior period;
- Office and general expenses of \$46,955 (2022 - \$54,341) decreased due to a general reduction in activity compared to the prior period;
- Professional fees of \$35,783 (2022 - \$114,117) were lower due to lower legal fees compared to the prior period;
- Rent of \$44,416 (2022 - \$65,673) decreased due to a reduction in office space being utilized;
- Share-based payments of \$nil (2022 - \$270,111) decreased, as a higher amount of stock options were granted during the current period;
- Shareholder communications and investor relations expenses of \$10,368 (2022 - \$192,109) were the result of decreased promotional activity for the Company in the current period;
- Transfer agent and filing fees of \$18,362 (2022 - \$28,452) decreased due to property acquisition filing fees incurred in the comparative period, as well as the timing of expenditures; and
- Loss on marketable securities of \$44,160 (2022 - \$nil), as the marketable securities held by the Company decreased in value during the period.

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LIQUIDITY AND CAPITAL RESOURCES

The Company's cash at May 31, 2023 was \$25,587, compared to \$191,069 at August 31, 2022. At May 31, 2023, the Company had a term deposit of \$17,628 (August 31, 2022 - \$17,976) and marketable securities of \$289,593 (August 31, 2022 - \$nil). The working capital deficit was \$144,646 (August 31, 2022 - \$23,395).

The Company will need to raise additional financing in order to meet general working capital requirements for the 2023 fiscal year and continue exploration on its mineral properties.

SUBSEQUENT EVENTS

None.

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS WITH RELATED PARTIES

These amounts of key management compensation are included in the amounts shown on the condensed consolidated interim statements of loss and comprehensive loss for the nine months ended May 31, 2023 and 2022:

| | May 31, 2023 | May 31, 2022 |
|----------------------|--------------|--------------|
| Consulting fees | \$ - | \$ 22,051 |
| General exploration | - | 27,000 |
| Management fees | 89,674 | 148,365 |
| Share-based payments | - | 254,222 |
| Total | \$ 89,674 | \$ 451,638 |

Key management includes directors and officers of the Company, including the chief executive officer, president and chief financial officer.

During the nine months ended May 31, 2023, the Company also paid or accrued:

- \$40,000 (2022 - \$45,000) in rent to a company with a common officer; and
- \$283 (2022 - \$nil) in exploration and evaluation asset expenditures to a private company for a director's services.

As at May 31, 2023, included in accounts payable and accrued liabilities is \$168,938 (August 31, 2022 - \$78,338) due to companies controlled by directors for outstanding consulting fees. The amounts are unsecured, non-interest-bearing and due on demand.

COMMITMENTS

The Company is obligated to make certain payments and issue shares in connection with the acquisition of its exploration and evaluation assets.

SIGNIFICANT ACCOUNTING POLICIES

The Company did not adopt any significant accounting policies during the nine months ended May 31, 2023.

NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee that are mandatory for accounting periods in the future. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

IAS 1 Presentation of Financial Statements

IAS 1 has been amended to clarify classification of liabilities as current or non-current. The amendments are effective for years beginning on or after January 1, 2023. The amendment is expected to have no impact on the Company's consolidated financial statements.

ACCOUNTING ESTIMATES AND JUDGMENTS**Judgments in applying accounting policies**

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the condensed consolidated interim financial statements within the next financial year are discussed below.

Impairment of exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation expenditures and impairment of the capitalized expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the year the new information becomes available.

Income taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability, including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. This is deemed to be the case when there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity that are expected to reverse in the same year as the expected reversal of the deductible temporary difference, or in years into which a tax loss arising from the deferred tax asset can be carried back or forward. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

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Business combinations

Judgment is used in determining whether an acquisition is a business combination or an asset acquisition. In a business combination, all identifiable assets, liabilities and contingent liabilities acquired are recorded at their fair values. In determining the allocation of the purchase price in a business combination, including any acquisition related contingent consideration, estimates, including market based and appraisal values, are used. The contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity.

Going concern risk assessment

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to fund its existing acquisition and exploration commitments on its exploration and evaluation assets when they come due, which would cease to exist if the Company decides to terminate its commitments, and to cover its operating costs. The Company may be able to generate working capital to fund its operations by the sale of its exploration and evaluation assets or raising additional capital through equity markets. However, there is no assurance it will be able to raise funds in the future. The condensed consolidated interim financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the condensed consolidated interim financial statements.

Share-based payments

The Company's determination that the fair value of exploration and evaluation assets acquired with share-based consideration cannot be estimated reliably.

Areas of estimation uncertainty

The following are key assumptions concerning the future and other sources of estimation uncertainty that have a significant risk of resulting in material adjustments to the condensed consolidated interim financial statements.

Decommissioning liabilities

Rehabilitation provisions have been created based on the Company's internal estimates. Assumptions, based on the current economic environment, have been made, which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from year to year. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs that will reflect the market condition at the time the rehabilitation costs are actually incurred.

The final cost of the currently recognized rehabilitation provisions may be higher or lower than currently provided for. As at May 31, 2023, the Company has no known rehabilitation requirements, and accordingly, no provision has been made.

Fair value of stock options granted

The Company uses the Black-Scholes option pricing model to value the stock options granted during the year. The Black-Scholes model was developed for use in estimating the fair value of traded options that

have no vesting restrictions and are fully transferable. The model requires management to make estimates that are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments include cash, term deposit, marketable securities and accounts payable. Cash, term deposit and marketable securities are classified as fair value through profit or loss. Accounts payable is classified as measured at amortized cost. The carrying values of these instruments approximate their fair values due to the relatively short periods to maturity.

Financial risk management objectives and policies

The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The financial instrument that potentially subjects the Company to concentrations of credit risk consists principally of cash. To minimize the credit risk on cash, the Company places the instrument with a major Canadian financial institution. The maximum amount of credit risk is equal to the carrying value of cash.

Liquidity risk

The Company manages liquidity risk by maintaining a balance between continuity of funding and flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations. As at May 31, 2023, the Company had contractual obligations consisting of accounts payable and accrued liabilities of \$446,282 and loans payable of \$42,000, due within the next 12 months. All of the liabilities presented as accounts payable are due within 30 days of the reporting date.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

- i) *Currency risk* – Currency risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company has operations in Canada, the USA and Australia, and incurs operating and exploration expenditures in all currencies. The fluctuation of the Canadian dollar in relation to the Australian dollar will have an impact upon the results of the Company. A fluctuation in the exchange rate between the Canadian and Australian dollars of 10% would result in a change to the Company's cash of \$3,800 and accounts payable and accrued liabilities of \$8,700. The fluctuation of the Canadian dollar in relation to the US dollar would not have any significant impact upon the results of the Company. The Company does not use any techniques to mitigate currency risk.
- ii) *Interest rate risk* – The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant, as the

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deposits are short-term. The Company has not entered into any derivative instruments to manage interest rate fluctuations. The Company has no interest-bearing financial liabilities.

- iii) *Other price risk* – Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company does not have significant exposure to this risk.

SHARE CAPITAL

As at July 25, 2023, the Company had the following securities issued and outstanding:

| | July 25, 2023 | May 31, 2023 | August 31, 2022 |
|----------------------|------------------|-----------------|--------------------|
| Common shares | 15,724,740 | 15,724,740 | 14,424,740 |
| Warrants | 3,117,845 | 3,117,845 | 3,117,845 |
| Stock options | 932,500 | 932,500 | 1,029,900 |
| Fully diluted shares | 19,775,085 | 19,775,085 | 18,572,485 |

RISKS

The Company, and the securities of the Company, should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Company's securities.

There are a number of outstanding securities and agreements pursuant to which common shares of the Company may be issued in the future. This will result in further dilution to the Company's shareholders.

The Company has a very limited history of operations, is in the early stage of development and has received no revenues other than insignificant interest revenues following its transition to a mineral exploration and development company. As such, the Company is subject to many risks common to such enterprises. There can be no assurance that the Company will be able to obtain adequate financing in the future or, if available, that the terms of such financing will be favourable. The Company does not anticipate paying any dividends in the near future.

Although the Company has taken steps to verify the title to mineral properties in which it has acquired an interest, no assurance whatsoever can be given that the Company's interests may not be challenged by third parties. If challenged, and if the challenge is sustained, it will have an adverse effect on the business of the Company. Title to mineral properties may be subject to unregistered prior agreements or transfers and may also be affected by undetected defects or the rights of Indigenous peoples.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the properties may be diminished or negated.

The exploration of mineral properties involves significant risks, which even experience, knowledge and careful evaluation may not be able to avoid. The price of metals has fluctuated widely, particularly in recent years, as it is affected by numerous factors that are beyond the Company's control, including international economic and political trends, expectations of inflation or deflation, currency exchange fluctuations, interest rate fluctuations, global or regional consumptive patterns, speculative activities and increased production due to new extraction methods. The effect of these factors on the price of metals, and therefore, the economic viability of the Company's interests in the mineral properties cannot be accurately predicted.

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Furthermore, changing conditions in the financial markets and Canadian income tax legislation may have a direct impact on the Company's ability to raise funds for exploration expenditures. A drop in the availability of equity financings will likely impede spending. As a result of all these significant risks, it is quite possible that the Company may lose its investments in the Company's mineral property interests.

In March 2020, there was a global outbreak of coronavirus (COVID-19) that has resulted in changes in global supply and demand of certain mineral and energy products. These changes, including a potential economic downturn and any potential resulting direct and indirect negative impact to the Company, cannot be determined, but they could have a prospective material impact to the Company's project exploration activities, cash flows and liquidity.

The Company's business financial condition and results of operations may be further negatively affected by economic and other consequences from Russia's military action against Ukraine and the sanctions imposed in response to that action in late February 2022. In response to the military action by Russia, various countries, including Canada, issued broad-ranging economic sanctions against Russia. The ramifications of the hostilities and sanctions may not be limited to Russia and Ukraine and may spill over to and negatively impact other regional and global economic markets and on various sectors, industries, and markets for securities and commodities globally. While the Company expects any direct impacts to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could impact the Company's cash flows and liquidity.

BOARD OF DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest that they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Current directors of the Company are as follows:

Scott Patrizi, President, Chief Executive Officer and Director
Nathan Tribble, Director
Jeremy Ross, Director
Neil McCallum, Director