CANADIAN COPPER INC. (formerly, MELIUS METALS CORP.)

MANAGEMENT’S DISCUSSION AND ANALYSIS

For the year ended October 31, 2022

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Dated – February 15, 2023

Date of this report and forward-looking statements

This management's discussion and analysis ("MD&A") of Canadian Copper Inc. (formerly Melius Metals Corp.) (the "Company") has been prepared by management as of February 15, 2023 and should be read in conjunction with the Company's audited financial statements and accompanying notes for the year ended October 31, 2022, (the "Financial Statements"), which have been prepared and reported in accordance with International Financial Reporting Standards ("IFRS") and the interpretations of the International Financial Reporting Interpretation Committee ("IFRIC").

Our Financial Statements and the management's discussion and analysis are intended to provide a reasonable basis for the investor to evaluate our financial situation.

All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

The Board of Directors of the Company have approved this document.

Where we say "we", "us", "our", the "Company" or "Canadian Copper", we mean Canadian Copper Inc.

These documents, and additional information relating to the Company, are available for viewing under the Company's profile at www.sedar.com.

Certain statements in this document constitute "forward-looking statements" and are based on current expectations and involve risks and uncertainties, referred to above and or in the Company's financial statements, that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in the forward-looking statements. Examples of such forward looking statements include statements regarding financial results and expectations, future anticipated results of exploration programs and development programs, including, but not limited to, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations, metal prices, demand for metals, currency exchange rates, political and operational risks inherent in mining or development activities, legislative factors relating to prices, taxes, royalties, land use, title and permits, importing and exporting of minerals, environmental protection, expenditures on property, plant and equipment, increases and decreases in reserves and/or resources and anticipated grades and recovery rates and are or may be based on assumptions and/or estimates related to future economic, market and other conditions. This list is not exhaustive and should be considered carefully by prospective investors, who should not place undue reliance on such forward-looking statements. Factors that could cause actual results, developments or events to differ materially from those anticipated include, among others, the factors described or referred to elsewhere herein including, without limitation, under the heading "Risks and Uncertainties" and/or the financial statements, and include unanticipated and/or unusual events as well as actual results of planned exploration and development programs and associated risk. Many of such factors are beyond the Company's ability to control or predict. Actual results may differ materially from those anticipated. Readers of this MD&A are cautioned not to put undue reliance on forward looking statements due to their inherent uncertainty. Forward-looking statements are made based upon management's beliefs, estimates and opinions on the date the statements are made, which management believes are reasonable, and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law. These forward-looking statements should not be relied upon as representing management's views as of any date subsequent to the date of this MD&A. Additional information, including interim and annual financial statements, the management information circulars and other disclosure documents, may also be examined and/or obtained through the Internet by accessing the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") website at www.sedar.com.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

OVERVIEW AND DESCRIPTION OF BUSINESS

Canadian Copper Inc. ("Canadian Copper" or "the Company") was incorporated under the *Business Corporations Act* (Ontario) (the "**OBCA**") on April 8, 2021, as Melius Capital 3 Corp. On July 27, 2021, Melius Capital 3 Corp. changed its name to Melius Metals Corp. On April 12, 2022 the Company's name was changed to Canadian Copper Inc. The Company became a conditional approved reporting issuer on May 24, 2022 on the Canadian Securities Exchange "CSE" and finally approved by the CSE on July 26, 2022 and the Company's shares became listed on the CSE under the ticket "CCI" on July 26, 2022.

The principal business of the Company is the identification, evaluation and acquisition of mineral properties in Canada. During the year ended October 31, 2022 and the initial 206-day period ended October 31, 2021, the Company has been active in investigating the viability of the Company's mineral properties (the "Properties"). The Company has not yet determined whether any of the properties it owns may contain a mineral resource that may eventually be economically recoverable. The economic viability of the properties will depend on the establishment of ore reserves, obtaining all necessary government and other relevant agency development and operating permit approvals, the confirmation of the Company's interest in the mineral claims, and the ability of the Company to obtain the necessary financing to complete its development and place it into commercial production.

The address of the Company's corporate office address is Canadian Venture Building, 82 Richmond Street East, Toronto ON, M5C 1P1.

As at October 31, 2022, the Company had no source of revenue, had a working capital of $1,069,517 (October 31, 2021 - $1,328,186) and an accumulated deficit of $2,390,466 (October 31, 2021 - $698,887). Management estimates that the cash as at October 31, 2022 will not be sufficient to meet the Company's needs for cash during the current year of 2023. The ability of the Company to continue as a going concern depends upon its ability to identify, evaluate, develop, and or negotiate an acquisition of a viable project and to continue to raise adequate financing and attain or develop future profitable operations. Management is continually targeting sources of additional financing through alliances with financial, exploration and mining entities, or other businesses to ensure continuation of the Company's operations and exploration programs. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. While this has been successful in the past, there is no assurance that such financing will be available in the future.

OVERALL PERFORMANCE

The Company has made significant progress on four key objectives: 1) to receive a receipt from the Ontario Securities Commission for filing the long form prospectus, 2) to successfully list Canadian Copper common shares on the Canadian Securities Exchange "CSE", 3) to satisfy outstanding its Puma Exploration Option Agreement ("Option Agreement"), and 4) to continue to advance the Chester Project.

To date, the Company reported receiving a receipt from the Ontario Securities Commission for filing (and the approval) of the long form prospectus on May 24, 2022. On June 9, 2022 the Company reported receiving conditional approval from the Canadian Securities Exchange "CSE" to list the Company's shares on the CSE under the ticker "CCI", subject to the satisfaction of the public distribution requirements and final approval of the CSE. The Company received final approval by the CSE on July 26, 2022 and the Company's shares became listed on the CSE under the ticker "CCI" on July 26, 2022. As announced by Puma Exploration Inc. ("Puma") on June 9, 2022, the Company has satisfied all conditions under the Option Agreement subject to the final share distribution that took place during the three months ended July 31, 2022. Finally, the Company executed an approximate 2,000 meter drill program at the Chester Project in Q3, 2021, and has initiated a new Mineral Resource Estimate ("MRE").

Financings:

On January 19, 2022 the Company completed a private placement and issued 5,475,000 units at a price of $0.25 per unit for gross proceeds of $1,368,750. Each unit was comprised of one common share and one half of a common share purchase warrants. Each whole warrant can purchase one common share at a price of $0.40 per warrant until January 19, 2025. In connection with the private placement, the Company paid $2,450 cash finders' fee.

On January 10, 2022 the Company issued 2,500,000 shares, as performance warrants were exercised at $0.02 per performance warrant for gross proceeds of $50,000.

During the 206-day period ended October 31, 2021, the Company issued 6,000,000 common shares at a fair value of $0.05 per share, with a fair value of 300,000, pursuant to the terms of an option agreement to obtain the portfolio of Puma's Copper Projects located in New Brunswick.

On May 13, 2021, the Company issued 20,000,000 common shares at $0.024 per share in settlement of accounts payable to the directors, President and a consultant of the Company. The settlement of those accounts payable have been recorded at the fair value of the common shares issued on the day of settlements, i.e. $0.024 per share for a total consideration of $480,000 and the difference between the fair value of the shares issued and the amount of accounts payable of $400,000 was recorded at the date of settlement in the statements of loss as loss on accounts payable settlement to Directors, President and a consultant.

During the 206-day period ended October 31, 2021, the Company issued 26,500,000 common shares at prices ranging from $0.005 to $0.10 per share, for gross proceeds of $1,520,000.

On July 12, 2022, the Company issued 6,000,000 common shares at a price of $0.16 per share pursuant to the terms of an option agreement with a fair value of 930,000.

Cash Flow Analysis

Operating Activities

During the year ended October 31, 2022, cash used in operating activities was $1,754,320 due to activities as described under discussion of operations and decreased financing of amounts payable and accrued liabilities and increased financing of receivable and prepaid expenses. The cash used in operating activities during the period from April 8, 2021 (date of incorporation) to October 31, 2021 was $69,995.

Investing Activities

During the year ended October 31, 2022, cash used for investing activities was $100,000 as the Company made an option payment on behalf of Puma and was part of the Company Option Agreement condition with Puma. This payment was necessary to close a previous option agreement signed by Puma and another party for the Chester Project. The cash used in investing activities during the period from April 8, 2021 (date of incorporation) to October 31, 2021 was $nil.

Financing Activities

During the year ended October 31, 2022 the Company received $1,366,300 from financing activities, by issuing shares, received $50,000 from performance warrants issued and $5,000 from subscriptions. The cash provided by investing activities during the period from April 8, 2021 (date of incorporation) to October 31, 2021 was $1,515,000 from issuing of shares in private placements.

Corporate Highlights

Exploration Activities

The current focus of the Company is on the Chester Project ("Chester") with the objective to expand its current +150,000,000 lbs copper resource estimate with a grade at +1% copper, in addition to re-activating grass roots exploration activities across the perspective property package totaling more than 13,000 hectares. After completing an approximate 2,000 meter drill program consisting of 33-holes in Q4, 2021 at Chester, the Company initiated a new Mineral Resource Estimate ("MRE") for the deposit. The objective of this Q4, 2021 drill program was to 1) validate the historic resource and geologic model at Chester, 2) test resource gaps between the Central and East Zone, and 3) test for presence of gold and silver mineralization given the historic resource did not routinely assay for these metals. Each of these three objectives were met and culminated in a new MRE released on November 1, 2022. The Chester deposit remains open at depth, along strike, and additional drill targets are being developed by Company.

TABLE 1: OPEN PIT MINERAL RESOURCE ESTIMATE AT A CUT-OFF OF 0.5% COPPER*

Classification	Tonnes	Grade (% Cu)	Copper (lbs)	Copper (kgs)
Indicated	4,866,000	1.127	120,285,000	54,560,000
Inferred	1,819,000	1.014	38,356,000	17,398,000

* https://canadiancopper.com/canadian-copper-significantly-grows-mineral-resources-at-chester-project/

The Company plans to initiate further exploration activities at the Chester Property once results from its December 2022 regional trenching program are complete, coupled with target identification at the Chester known deposit.

Puma Option Agreement Update

As announced by Puma on June 9, 2022, the Company has satisfied all conditions under the Option Agreement subject to the final share distribution that took place during the three months ended July 31, 2022. The Company will continue to advance the Option Agreement Properties as per the three-year conditions set out in note 5 of the Financial Statements ended October 31, 2022.

QUALIFIED PERSON STATEMENT

All scientific and technical information contained in this MD&A was prepared and approved by, Mike Dufresne - P.Geo., who is a Qualified Person as defined in NI 43-101.

SELECTED ANNUAL INFORMATION FOR THE PAST THREE YEARS

Canadian Copper Inc. was incorporated pursuant to the Ontario Business Corporations Act on April 8, 2021.

The following table summarizes selected financial data for the Company for the Initial 206-day period ended October 31, 2021 and the year ended October 31, 2022. The information set forth below should be read in conjunction with the Financial Statements. Financial Statements for the year ended October 31, 2022 and the Initial 206-day period ended October 31, 2021 presented are prepared in accordance with IFRS.

	Year ended October 31, 2022 ($)	**Initial 206-day period ended October 31, 2021 ($)**
Revenue	nil	nil
Net loss	(1,691,579)	(698,887)
Net loss per share – basic and diluted	(0.03)	(0.03)
	As at October 31, 2022 ($)	**As at October 31, 2021 ($)**
Total assets	2,542,742	1,757,708
Total liabilities	143,225	129,522

Summary of Quarterly Results

A summary of selected financial information of the eight most recently completed quarters is provided below:

Three Months Ended	**Total Revenue ($)**	**Net Income or (Loss)**	
		Total ($)	**Per Share ($)**
October 31, 2022	nil	(377,717)	(0.00)
July 31, 2022	nil	(95,079)	(0.00)
April 30, 2022	nil	(363,719)	(0.01)
January 31, 2022	nil	(855,064)	(0.02)
October 31, 2021	nil	(239,137)	(0.01)
July 31, 2021	nil	(459,750)	(0.02)

OUTLOOK

The resource sector is currently experiencing a broad-based downturn as a result of the significant risk of a global recession brought about by record inflation and rapidly rising interest rates. In this environment investment in the junior resource sector is greatly impaired. The value of the gold and other metals are also volatile and could decline further. The Company is mindful of the current market environment and is managing accordingly. See "Risk Factors".

Although there can be no assurance that additional funding will be available to the Company, management believes that its projects are delivering positive results and should attract investment under normal market condition. Hence, management believes it is likely to obtain additional funding for its projects in due course.

Results of Operations

Year ended October 31, 2022

The Company recorded total expenses of $1,691,579 for the year ended October 31, 2022. These expenses mainly include exploration program related costs at Chester of $678,866 and non-cash vesting expenses of $116,610 on options issued during December 2021 and January 2022. Some of the other significant charges to operations were as follows:

- On-going contractual agreements owed to former directors of Company entered on November 1, 2021 which expire November 1, 2022 that total $75,000 per quarter. The Company incurred consulting fees of $358,788, during the year ended October 31, 2022 compared to $426,000 consulting fee during the initial 206-day period ended October 31, 2021. The decrease is mainly due to the $100,000 consulting fees paid to former President.
- Professional fees of $238,655 during the year ended October 31, 2022 to accounting and auditors and legal expenses to comply with the securities requirements and preparing a prospectus in order to comply with listing requirements. During the initial 206-day period ended October 31, 2021, the Company incurred $16,500 professional fees.
- The Company incurred regulatory and filing fees of $48,173 during the year ended October 31,2022 relates mainly to the Company's payments to the transfer agent. During the initial 206-day period ended October 31, 2021, the Company incurred $3,014 regulatory fees.
- The Company incurred salaries and benefits of $176,561 for the year ended October 31, 2022.

Fourth quarter results

The Company recorded total expenses of $377,717 for the three months ended October 31, 2022. These expenses mainly include consulting fees of $130,798, non-cash vesting expenses of $20,091 on stock options granted during December 2021 and January 2022, exploration and evaluation expenditure of $37,664, professional fees of $95,997, salaries and benefits of $46,030 and regulatory fees of $16,544.

EXPLORATION AND EVALUATION EXPENDITURES

The Company incurred exploration and evaluation expenditures for the year ended October 31, 2022.During the year ended October 31, 2022, the Company spent $678,866 exploration expenditures to develop the Company's properties. During the initial 206-day period ended October 31, 2022, the Company initiated drilling on the Chester property 1571 where the bulk of the expenses were concentrated.

Financings, Liquidity and Working Capital and Capital Resources

The financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource property or business interests and develop profitable operations or a combination thereof, which is not assured, given today's volatile and uncertain financial markets. The Company may revise exploration and development programs depending on its working capital position.

As at October 31, 2022, the Company had no source of revenue, had a working capital of $1,069,517 (October 31, 2021 - $1,328,186) and an accumulated deficit of $2,390,466 (October 31, 2021 - $698,887). Current liabilities are $143,225 (October 31, 2021 - $129,522). See also Financings under overall performance above.

As at October 31, 2022, other than the above-mentioned current liabilities, the Company had no short-term capital spending requirements and future plans and expectations are based on the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. There can be no assurance that the Company will be able to obtain adequate financing in the future or if available that such financing will be on acceptable terms. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings.

Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company's future revenues, if any, are expected to be from the mining and sale of mineral products or interests related there to. The economics of developing and producing mineral products are affected by many factors including the cost of operations, variations in the grade of ore mined, and the price of metals. Depending on the price of metals, the Company may determine that it is impractical to continue commercial production. The price of metals has fluctuated widely in recent years and is affected by many factors beyond the Company's control including changes in international investment patterns and monetary systems, economic growth rates, political developments, the extent of sales or accumulation of reserves by governments, and shifts in private supplies of and demands for metals. The supply of metals consists of a combination of mine production, recycled material, and existing stocks held by governments, producers, financial institutions and consumers. If the market price for metals falls below the Company's full production costs and remains at such levels for any sustained period of time, the Company will experience losses and may decide to discontinue operations or development of other projects or mining at one or more of its properties at that time.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Transactions with Related Parties

During the year ended October 31, 2022, the Company entered into the following transactions with related parties and incurred payments to key management personnel, which were in the normal course of operations.

Names	Year Ended October 31, 2022 ($)	Initial 206-day period ended October 31, 2021 ($)
Salary paid to the CEO	153,767	-
Consulting fees paid to the former President	-	100,000
Consulting fees paid to former directors and officers	226,313	213,000
Consulting fees to three directors	14,315	-
Consulting fee paid to the CFO of the Company	30,184	-
Stock-based compensation	116,610	-
Total	**541,189**	**313,000**

As at October 31, 2022, the Company owed to directors or their companies $16,488 (October 31, 2021 - $13,000) recorded in accounts payable and accrued liabilities, to related parties. These transactions took place in the normal course of business.

During the year ended October 31, 2022 the Company issued 1,600,000 stock options to directors, vesting over a period of up to 18 months. The fair value of $137,505 was determined using the Black-Scholes model – see

Note 7 of the Financial Statements ended October 31, 2022. During the year ended October 31, 2022, $116,610 of stock-based compensation was recorded.

On November 1, 2021, the Company entered into a consulting arrangement with CXL Capital Inc. ("CXL"), a Company controlled by Mr. Lavoie, a former director. CXL is entitled to a consulting fee of $75,000 per year for a one year term only from November 1, 2021 to November 1, 2022. This agreement was never renewed and has since been terminated.

On November 1, 2021, the Company entered into a consulting arrangement with Terrella Capital Ltd. ("Terrella"), a Company controlled by Mr. Krasic, a former director. Terrella is entitled to a management fee of $75,000 per year for a one year term only from November 1, 2021 to November 1, 2022. This agreement was never renewed and has since been terminated.

On November 1, 2021, the Company entered into a consulting arrangement with Hypercap Ltd. ("Hypercap"), a Company controlled by Mr. Perras, a former director. Hypercap is entitled to consulting fees of $75,000 per year for a one year term only from November 1, 2021 to November 1, 2022. This agreement was never renewed and has since been terminated.

Proposed transactions

The Company is in the process to acquire 100% interest in the Puma Projects located in New Brunswick and are subject to and certain conditions being satisfied, as set out in note 5 of the financial statements for the year ended October 31, 2022.

Critical accounting estimates

i. Stock-based payments
To estimate expenses for stock-based payments, it is necessary to select an appropriate valuation model and obtain the inputs necessary for the valuation model chosen. The Company estimated the volatility of shares of similar companies and the expected life and the exercise period of warrants granted. The model used by the Company is the Black-Scholes valuation model.

ii. Provisions and contingent liabilities
The judgment is used to determine whether a past event has created a liability that should be recorded in the financial statements or whether it should be presented as a contingent liability. Quantify these liabilities involves judgments and estimates.

These judgments and estimates are based on several factors, such as the nature of the claim or dispute, legal procedures and the potential amount to be paid, legal advice obtained and the likelihood of the realization of a loss.

Significant accounting judgments

i. Going concern
The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meets its liabilities for the ensuing year and to fund planned and contractual exploration and evaluation programs, involves judgments including expectation of future events that are believed to be reasonable under the circumstances.

ii. Impairment of Exploration and evaluation Assets
Exploration and evaluation assets shall be assessed for an impairment test when facts and circumstances suggest that their carrying amount may exceed recoverable amount. To determine indications of impairment of exploration and evaluation assets require significant judgment. Management considers various factors including,

but are not limited to, financial and human resources available, exploration budgets planned, importance and results of exploration work done previously, industry and economic trends and price of minerals.

iii. Deffered tax assets

The determination of whether it is likely that future taxable profits will be available to utilize against any deferred tax assets.

Financial Instruments and Other Instruments

The Company's financial instruments include cash and cash equivalents, subscription receivables and accounts payable and accrued liabilities. 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.

The risk exposure is summarized as follows:

a) 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. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and cash equivalents. To minimize the credit risk on cash, the Company places the instrument with a high credit quality financial institution.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due. As at October 31, 2022, the Company had a cash and cash equivalent balance of $1,011,985 (October 31, 2021 - $1,445,005) to settle current liabilities of $143,225 (October 31, 2021 - $129,522) which mainly consists of account payables that are considered short term and normally settled within 30 days.

c) Market risk

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's cash and cash equivalents attract interest at a variable interest rate and at a fixed interest rate. The interest of Canadian banking rates, are at present low

A change of 100 basis points in the interest rates would not be material to the financial statements. The Company does not have any liabilities with variable interest rates. As such, management has determined interest rate risk to be low.

Other Requirements

Outstanding Share Data

As at the date of this MD&A, the Company had the following outstanding securities data:

Securities	Number	Exercise Price	Expiry Date
Common shares	70,555,000	N/A	N/A
Warrants issued	2,737,500	$0.40	January 19, 2025
Options issued	1,000,000	$0.10	December 01, 2026
Options issued	600,000	$0.25	January 24, 2027

Copies of all previously published and subsequent financial statements, MD&As, meeting materials, press releases, etc. are available under the Company's profile on the SEDAR website at www.sedar.com.

RISKS AND UNCERTAINTIES

Early Stage – Need for Additional Funds

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations. The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable, especially in today's volatile and uncertain financial markets. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Exploration and Development

Exploration for minerals is a speculative venture involving substantial risk. There is no certainty that the expenditures made by the Company and/or its subsidiaries will result in discoveries of commercial metal reserves.

Mining and development risks always accompany anticipated rewards, and uncertainties always exist where mineral properties are concerned. Uncertainties include the size, grade and recovery of naturally occurring mineral deposits. Although exploration and development efforts can outline a mineral deposit with a degree of certainty, ultimate grade and tonnages are never fully known until mining has been completed. Metal prices are also a significant factor in the development decision for a mineral property, as a mine may not be economically feasible in a period of depressed prices. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Pricing is affected by numerous factors such as international economic and political trends, global or regional consumption and demand patterns, and increased production by current producers.

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of metals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Foreign Country and Political Risk

The Company might from time to time pursue mineral properties in unstable political or economic countries. The Company would be subject to certain risks, including currency fluctuations and possible political or economic instability in certain jurisdictions, which may result in the impairment or loss of mineral concessions or other mineral rights. Mineral exploration and mining activities may be affected in varying degrees by political instability and government regulations relating to the mining industry. Any changes in regulations or shifts in political attitudes may also adversely affect the Company's business. Exploration may be affected in varying degrees by government regulations with respect to restrictions on future exploitation and production, price controls, export controls, foreign exchange controls, income taxes, expropriation of property, environmental legislation and mine and/or site safety. The Company does not presently own/pursue foreign exploration projects.

Title Risks

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

Environmental Regulations, Permits and Licenses

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health and safety, waste disposal, and other matters. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in impositions of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a direction of stricter standards, and enforcement, and higher fines and penalties for non-responsibility for companies including its directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability for the Company and its directors, officers and employees. The Company intends to fully comply with all environmental regulations.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or productions costs or reduction in levels of productions at producing properties, or requirements abandonment, or delays in development of new mining properties.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases. The Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Price Volatility of Public Stock

In recent years, securities markets have experienced extremes in price and volume volatility. The market price of securities of many early-stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's shares will be subject to market trends generally and the value of the Company's shares on a stock exchange may be affected by such volatility.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Conflicts of Interest

The Company's directors and officers may serve as directors and officers or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the *Business Corporations Act* (British Columbia) ("Corporations Act") in dealing with conflicts of interest. These provisions state, where a director/officer has such a conflict, that the director/officer must at a meeting of the board, disclose his interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

ADDITIONAL DISCLOSURE FOR A REPORTING ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's general and administrative expenses and exploration and evaluation costs is provided in the Company's statement of loss and note disclosures contained in its audited annual financial statements for the year ended October 31, 2022 and the initial 206-day period ended October 31, 2021. These statements are available on SEDAR - Site accessed through www.sedar.com.

Dividends

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors deem relevant.