LUCKY MINERALS INC.

FORM 51-102F1

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED JULY 31, 2022

CONTENTS

GENERAL

This Management's Discussion and Analysis ("MD&A" or "Report") of the financial condition of Lucky Minerals Inc. (an exploration stage company) ("Lucky" or the "Company") and results of operations of the Company for the period ended July 31, 2022 (the "Period") has been prepared by management in accordance with the requirements under National Instrument 51-102 as at September 27, 2022 (the "Report Date"). The Report should be read in conjunction with the condensed interim consolidated financial statements including the notes thereto for the period ended July 31, 2022 and the audited consolidated financial statements including the notes thereto for the year ended October 31, 2021 (collectively, the "Financial Statements"). The Financial Statements are presented in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"), and Lucky's accounting policies are described in the notes to the Financial Statements. All dollar amounts in the Report are in Canadian dollars unless otherwise noted.

The Financial Statements, together with the MD&A, are intended to provide investors with a reasonable basis for assessing the performance and potential future performance of the Company and are not necessarily indicative of the results that may be expected in future periods. The information in the MD&A may contain forward-looking statements, and the Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, as they are subject to significant risks and uncertainties that may cause projected results or events to differ materially from actual results or events. Please refer to the risks and cautionary notices of this MD&A.

FORWARD-LOOKING STATEMENTS

The Company's Financial Statements, and this accompanying MD&A, contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators. Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking statements in this MD&A include statements regarding the Company's future exploration plans and expenditures, the satisfaction of rights and performance of obligations under agreements to which the Company is a part, the ability of the Company to hire and retain employees and consultants and estimated administrative assessment and other expenses. The forward-looking statements that are contained in this MD&A involve a number of risks and uncertainties. As a consequence, actual results might differ materially from results forecast or suggested in these forward-looking statements. Some of these risks and uncertainties are identified under the heading "Risks and uncertainties" in this MD&A. Additional information regarding these factors and other important factors that could cause results to differ materially may be referred to as part of particular forward-looking statements. The forward-looking statements are qualified in their entirety by reference to the important factors discussed under the heading "Risks and uncertainties" and to those that may be discussed as part of particular forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause the actual results to differ include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory approvals and general market conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Additional information relating to the Company and its operations can be obtained from the offices of the Company, on the Company's website: www.luckyminerals.com and on SEDAR at www.sedar.com.

OVERALL PERFORMANCE

Description of Business

Lucky is a Canadian-based mineral exploration company which owns, through its subsidiary, a 100% interest in the Fortuna Project in Ecuador. The Fortuna Project is a royalty-free 550km^2 (55,000 Ha, or 136,000 Acres) exploration concession, and is located in southern Ecuador. Lucky may also acquire and explore additional mineral properties, as such opportunities arise.

The Company is registered in British Columbia under the Business Corporations Act and is engaged in acquiring and exploring mineral property interests. The Company's head office and principal business address is Suite 1010, 789 West Pender Street, Vancouver, British Columbia V6C 1H2. The Company's common shares are listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "LKY", and it is a reporting issuer in the provinces of British Columbia, Alberta and Manitoba. The Company also trades on the Frankfurt Stock Exchange under symbol "8LM", and in the United States on the OTCQB under the symbol "LKMNF".

Highlights During the Period

Securities Transactions During the Period

- The Company closed a Private Placement, pursuant to which it issued units "Units" comprised of common shares ("Shares"), transferable warrants ("Warrants"), and paid finders' fees in cash and non-transferable warrants ("Finders' Warrants") as follows:

Private Placement January 2022	
Closing Date	January 24, 2022
Gross Proceeds	$2,011,795
Shares Issued	22,353,278
Warrants Issued	22,353,278
Warrant Exercise Price	$0.200
Warrant Expiry Date	January 24, 2024
Finders' Fees	
Cash	$35,000
Finders' Warrants	388,888
Exercise Prices	$0.150
Expiry Date	January 24, 2023

Private Placement June 9, 2022	
Closing Date	June 9, 2022
Gross Proceeds	$2,000,000
Shares Issued	35,714,286
Warrants Issued	35,714,286
Warrant Exercise Price	$0.10
Warrant Expiry Date	June 9, 2025

- On December 31, 2021 the Company issued 84,380 shares in connection with interest on the convertible debenture.

- On February 7, 2022, the Company issued 1,500,000 common shares of the Company in respect of services received by the Company, which shares were valued at $150,000 in total.

- On July 22, 2022, the Company issued 115,867 common shares of the Company in respect of services received by the Company, which shares were valued at $8,922 in total.

2022 Exploration Update

The 100% owned Fortuna Property comprises approximately 55,000 hectares in a prolific mineralized zone in southern Ecuador. The Fortuna Property is host to the Wayka high sulphidation epithermal gold zone.

The Wayka Zone

This zone was discovered last year. It is a high sulphidation epithermal gold system in which assay results from surface trenching channel samples have returned up to 26.5 g/t gold across 1.0 metre.

Wayka lies within a topographic high (ridge) that trends approximately NNE and is bound to the east by the El Buitre Porphyry Prospect and to the west by the Emma Porphyry Prospect. It consists of a large mineralized elongated area within a surface expression presently estimated at 3.5 km long by approximately 1.5 km wide. It is characterized by outcrops of altered metagranite, shists and volcanics with vuggy silica, breccias, alunite and jarosite, which are all typical of high sulphidation epithermal gold systems.

A review of geophysical data from a mag survey completed by our former JV partner has improved our understanding of Wayka. The mag survey shows an anomalous elongated mag low that appears to coincide with the alteration zones at Wayka.

The mag low anomaly trends northeast for approximately 3 km, of which 1.5 km appears to coincide with the surface alteration and mineralization identified to date at Wayka. Our exploration team continues to extend the surface alteration along the interpreted fault both to the north and the south. The interpretation of the mag low extends to the limit of the current geophysical data both to the north and the south.

Exploration teams are focused on gathering samples to further our understanding of current zones and expand the known footprint of the mineralized system. An initial trenching program has been recently completed, and the combination of trenches T-5, T-6, T-14, T15, T-17, T-18, T-19, T-20 and T-21 show several distinct strongly silicified structurally controlled mineralized trends, which are interpreted to be feeder zones. The middle-mineralized trend (feeder in T-6) averages 6.68 g/t gold across 12 metres and mineralization is also interpreted to be structurally controlled along a trend that is hosted in strongly silicified meta-granites and shists. Trench 21 assayed across 14 metres 5.24 g/t gold in strongly silicified shists with fine disseminated pyrite.

Soil sampling (1,027 soil samples along a 50 x 50-meter grid at Wayka), identified two large anomalous gold areas. Anomalous area "A" (strongest anomalous gold area) measures approximately 700 x 400 meters and lies approximately 950 meters NE of trenches 5,6 and 14. Soil gold values in this area range from 0.035 up to 1.43 ppm gold. Anomalous area "B" measures approximately 425 x 300 meters and lies approximately 540 meters NNW of trenches 5,6 and 14. Soil gold values in this area range from 0.031 up to 0.19 ppm gold.

The initial trenching program which included mapping and sampling will be followed by scout drilling.

El Buitre Prospect

The El Buitre porphyry target on Fortuna 3 is known to host copper-moly-gold mineralization.

Field work to date has identified a phyllic altered area of approximately 2 x 1.5 km, not yet constrained, which is prospective for copper, molybdenum and gold mineralization. The host rocks include a dacite quartz porphyry and a granite porphyry which is an "S" type meta-granite. Two main stockwork type veins have been observed. Quartz-molybdenite veins ("B" veins) and pyrite-sericite-silica ("D" veins). Rock chip samples within the phyllic altered host rocks have returned assays up to 1.21 g/t gold and stream sediment samples up to 10.5 g/t gold.

The El Buitre porphyry area lies within a northeast trending copper, gold and molybdenum metallogenetic belt of Miocene age. Known porphyry deposits along this belt include Chaucha (Cu-Mo porphyry), Gaby-Papa Grande (Au porphyry), and the Alpala (high-grade Cu-Au porphyry). In all cases the mineralization is of Miocene age. At Alpala, host rocks include volcanic and sedimentary Cretaceous to Tertiary rocks, whereas at El Buitre host rocks include Paleozoic to Triassic meta-sediments.

Pursuant to a memorandum of understanding entered into in March 2020 with First Quantum Minerals Ltd. ("First Quantum"), First Quantum had the right to earn, over 3 phases, an undivided 70% interest in the property, in consideration for incurring certain expenditures on the property and making certain payments to the Company. Pursuant to the terms of the agreement, when First Quantum advised the Company on February 23, 2021 that First Quantum was terminating the Option Agreement, First Quantum provided all the data they had generated while they worked on the Fortuna concessions 3,4,5 & 6.

Lucky CEO, Francois Perron, stated "The high-quality work accomplished by First Quantum offers us significant insights into the potential of the property. Their conclusion from this work is that they did not see the potential for a large-scale copper porphyry system they are interested in targeting. The surface mapping and geophysics undertaken is of great value and will be the basis of our future strategy with respect to those target areas. In particular recent review of data confirms the presence of the upper parts of a potential copper gold porphyry system at the Emma prospect."

The Emma Prospect

Field work completed last year on the northern section of the Fortuna 4 concession, outlined the Emma Prospect ("Emma"), a large alteration area measuring approximately 2.8 km by 2.0 km. Emma lies approximately 8 km south of the El Garo Prospect and approximately 2 km west of the El Buitre Porphyry. Results from rock chip samples confirm the alteration area has anomalous gold and copper.

At Emma geological outcrop mapping, Terraspec rock analyses and sampling has defined an area of phyllic alteration with stockwork type quartz veinlets, areas of strong silicification and advanced argillic alteration hosted in a meta-granite.

The discovery of this large alteration zone at Emma confirms the presence of a strong hydrothermal system that will warrant further exploration work. Emma has characteristics of a porphyry system.

At Emma, the host rock exposed on surface outcrop is predominantly an altered meta-granite that exhibits foliation. Of interest are northeast trending quartz veins with widths ranging from 1 to 3 meters. These veins are located on the SE margin of the alteration envelope and are hosted in meta-granite.

In addition to the above porphyry targets, the Fortuna Project has potential to host three significant types of gold mineralization – epithermal, orogenic, and placer gold. Historical and current gold placer mining to the south and west on the property are good indicators for locating the source of gold mineralization.

Last year's exploration program conducted from August to October focused on a northeast trending Miocene volcanic belt known as "The Shincata Gold Trend" that is host to the El Mozo epithermal gold deposit and includes several anomalous areas through the Fortuna 1, 4, 5, 8, 9 and 10 concessions. This trend extends for approximately 22 kilometres from Fortuna 10 in the SW to Fortuna 1 in the NE.

Lucky's 2020 exploration effort was focused on gold discovery and in last year's exploration program outlined the El Garo Prospect, a high sulphidation precious metal epithermal prospect in the Fortuna 1 concession, and the Sherman prospect, a quartz stockwork and orogenic vein system in the southwestern area of the Fortuna 4 concession.

This year Lucky discovered a new high sulphidation epithermal gold system known as "Wayka", and in the Sherman prospect a new zone called Macuche.

El Garo Prospect

El Garo is characterized by a large advanced argillic alteration area measuring approximately 2 km x 1 km confirmed by outcrop sampling, Terraspec rock analyses and is open in all directions. The host rocks are dacite tuffs with outcrops of vuggy silica, hydrothermal breccias, alunite, and jarosite. These rock types and alteration minerals are typical of high sulphidation precious metal systems.

At El Garo geological teams have collected thus far 859 soil samples, out of approximately 900 samples, following a grid with 200-meter line separation, and samples taken every 50 meters along lines. The area sampled covers an extension of approximately 4.4 km x 2 km.

Outcrop sampling at El Garo has been restricted by the scarcity of outcrop. It is expected that as the soil grid continues to the east, there will be exposed bedrock which will allow for more sampling. It is important to observe that as the grid moves to the east, different elevations in the lithology are expected to be exposed and thus sampled.

Once all soils are assayed and a geochemical compilation and interpretation of these is completed, a hand dug trench program will be prepared. This work will be followed by ground geophysics, and subsequently a drill program will be planned.

Sherman Prospect

Continued field work on the southwestern section of the Fortuna 4 concession, outlined the Sherman Prospect ("Sherman"), An area of significant quartz veining, measuring approximately 5.5 km by 4.5 km. Sherman lies approximately 6.6 km southwest of the Emma Prospect. Results from rock chip samples confirm the alteration area has anomalous gold with samples up to 1.6 g/t gold. The Sherman prospect was initially explored based on regional features, namely quartz veins, identified as trending northeast and northwest. The current area of interest lies at the intersection of these two regional trends. This area of Sherman lies within the intersection of quartz veins (0.20 m – 1.0 m wide) that trend northwest, and a system of quartz veins (1.0 m – 3.0 m wide) that trend northeast. It appears that within the area of vein intersections (Sherman Prospect), the meta-granites have been subjected to strong brittle fracturing, thus allowing hydrothermal fluids to migrate and deposit quartz-pyrite as narrow veins within fractures in the meta-granite and schists.

Thus far geological field work has identified three zones with significant potential for large tonnage mineralization at Sherman. Zones 1 and 2 are characterized by stockwork quartz veins (1 mm to 3 cm wide) with disseminated pyrite and iron oxides, hosted in a meta-granite (up to 0.477 g/t gold), and zone 3 ("Macuche Zone") is characterized by narrow quartz-tourmaline veins hosted in schists and meta-granites.

Current compilation efforts will include completing the analysis of multi-element rock geochemistry and a more detailed review of the structural geology of the area explored. More detailed field work, such as mapping, and sampling is needed between zones 1 and 2. These two zones are separated by approximately 1.7 km. Zone 3 lies approximately 1.5 km southwest from zone 2. The next step will include detailed field reconnaissance, trenching and sampling. This work will help to understand and define the size of the area, the behaviour of the quartz vein stockwork and its gold content. Permitting for hand trenching is currently underway.

<u>The Macuche Zone</u>

Sample result highlights at Sherman include 2.19 g/t and 1.98 g/t gold. These samples were taken within a zone of Sherman now known as "Macuche" in which sample 261057 taken last year returned 1.66 g/t gold and sample 261058 returned 0.487 g/t gold respectively.

Fieldwork at Macuche has identified an area of mineralization of approximately 30 m by 30 m and sampling has confirmed potential for a bulk mining target. As this is an area at an early exploration stage, geological work will continue to better identify the extent of this mineralized area. Prospecting work includes geological mapping and sampling to determine rock and alteration types. At this time, mineralization has been observed to be related to silica-pyrite stockwork type veinlets.

Though Macuche is still early stage, Lucky is very excited about this significant area, as it may also have potential for a large tonnage low grade type target. Of interest is that the rivers and creeks at the Sherman Prospect flow into the Shincata River, where alluvial gold operations have occurred for over 300 years and continue to the present day.

All rock samples have been submitted to ALS Chemex laboratories in Quito for prep work, and the analytical work is completed at their lab facility in Lima, Peru. ALS Chemex is an ISO certified and accredited laboratory.

QA/QC protocols are in place and include the insertion of a coarse blank, a standard and duplicate sample on every batch of 25 samples.

Victor Jaramillo, M.Sc.A., P.Geo., Lucky's Exploration Manager and a qualified person in accordance with National Instrument 43-101, is responsible for supervising the exploration program at the Fortuna Project for Lucky and has reviewed and approved the technical information contained in this Management Discussion and Analysis.

RESULTS OF OPERATIONS

<u>Exploration and evaluation property expenditures</u>

The Company incurred the following expenditures at the Fortuna property for the 9 months ended July 31, 2022 and 2021:

Exploration and Evaluation Expenditures	July 31, 2022 $	July 31, 2021 $
Camp and accommodation	19,101	-
Compliance reporting	44,730	-
Camp costs	376,154	329,862
Community relations	58,132	-
Equipment rental	1,210	6,667
Field personnel	1,002,998	86,613
Geological evaluations	160,500	-
Sampling	263,744	55,317
Technical reporting	106,458	-
Travel	74,189	60,477
Total	**2,107,216**	**538,936**

General and other expenditures

	Three months ended July 31		Nine months ended July 31	
	2022	**2021**	**2022**	**2021**
	($)	($)	($)	($)
General operating expenditures				
Salaries, consulting, management, Director' fees	159,826	212,366	602,944	731,398
Shareholder, transfer agent, regulatory	112,092	67,515	343,781	208,816
Professional - legal, accounting, other	48,355	23,896	209,785	261,904
Travel	2,706	-	4,909	71
General office administration, rent, insurance	(123,712)	77,511	(115,872)	200,191
	199,267	381,288	1,045,547	1,402,380
Other expenditures/income				
Share-based compensation	-	-	-	45,237
Amortization	4,712	-	16,734	-
	4,712	-	16,734	45,237
Exploration and evaluation expenditures	1,161,827	247,764	2,107,216	538,936
	1,365,806	629,052	3,169,497	1,986,553
Accretion and interest expense	88,876	129,227	250,336	357,352
Loss on lease modification	-	-	-	909
Change in fair value for derivative liability	(138,981)	(20,782)	(343,168)	(60,542)
	(50,105)	108,445	(92,832)	297,719
Net loss	**1,315,701**	**737,497**	**3,076,665**	**2,284,272**

For the three months ended July 31, 2022 ("2022 Quarter") as compared with the three months ended July 31, 2021 ("2021 Quarter")

During 2022 Quarter, the Company incurred a net loss of $1,315,701 as compared with a net loss of $737,497 in 2021 Quarter. Overall, general and administrative expenditures for 2022 Quarter decreased as compared with 2021 Quarter: salaries, consulting, management and Directors' fees decreased on re-aligning agreements with various parties; shareholder, transfer agent and regulatory fees increased, primarily related to entering into agreements with various shareholder communication services providers; professional fees increased in respect of services received; and general office administration, rent and insurance decreased on reclassification of certain prior period expenditures to exploration and evaluation expenditures. Expenditures made at the Fortuna project were $1,161,827 in 2022 Quarter as compared with $247,764 in 2021 Quarter. In respect of the convertible debenture, the Company recorded a change in fair value of the derivative liability of $138,981 in 2022 Quarter (2021 Quarter: $20,782).

For the nine months ended July 31, 2022 ("2022") as compared with the nine months ended July 31, 2021 ("2021")

During 2022, the Company incurred a net loss of $3,076,665 as compared with a net loss of $2,284,272 in 2021. Overall, general and administrative expenditures for 2022 decreased as compared with 2021: salaries, consulting, management and Directors' fees decreased on re-aligning agreements with various parties; shareholder, transfer agent and regulatory fees increased, primarily related to entering into agreements with various shareholder communication services providers; professional fees decreased in respect of services received; and general office administration, rent and insurance decreased on reclassification of certain expenditures to exploration and evaluation expenditures. Expenditures made at the Fortuna project were $2,107,216 in 2022 as compared with $538,936 in 2021. In respect of the convertible debenture, the Company recorded a change in fair value of the derivative liability of $343,168 in 2022 (2021: $60,542).

SUMMARY OF QUARTERLY RESULTS

The following table summarized the results of operations for the eight most recent quarters.

	Q3 2022 Jul 31 2022 ($)	Q2 2022 Apr 30 2022 ($)	Q1 2022 Jan 31 2022 ($)	Q4 2021 Oct 31 2021 ($)	Q3 2021 Jul 31 2021 ($)	Q2 2021 Apr 30 2021 ($)	Q1 2021 Jan 31 2021 ($)	Q4 2020 Oct 31 2020 ($)
Net income (loss)	(1,315,701)	(964,713)	(796,251)	(1,699,893)	(773,497)	(834,211)	(676,313)	(1,566,285)
Basic and diluted income (loss) per share	(0.01)	(0.01)	(0.01)	(0.02)	(0.01)	(0.01)	(0.01)	(0.03)

The increase in loss and comprehensive loss in Q3 2022 as compared with Q2 2022 results from increased exploration and evaluation expenditures of $1,161,827. The increase in loss and comprehensive loss in Q2 2022 as compared with Q1 2022 results from increased exploration and evaluation expenditures of $152,959 and professional fees of $118,378, the reclassification of certain administrative expenditures to exploration and evaluation assets of $210,836, and the change in fair value of the derivative liability of $106,509. The decrease in loss and comprehensive loss in Q1 2022 as compared with Q4 2021 results from the share-based compensation of $516,738 on the grant of incentive stock options in Q4 2021 (Q1 2022: $Nil). The increase in loss and comprehensive loss in the Q4 of 2021 as compared with the Q3 2021 relates primarily to share-based compensation of $516,738 on the grant of incentive stock options (Q3 2021: $Nil). Loss and comprehensive loss in Q3, Q2 and Q1 2021 remained relatively similar. The loss and comprehensive loss of Q4 2022 includes the write off of exploration and evaluation assets of $1,052,751 in respect of the St. Julian and Emigrant properties. (See "*Results of Operations*" in this Report.)

LIQUIDITY, FINANCIAL CONDITION AND GOING CONCERN

The Company's cash and cash equivalents are comprised of bank deposits and a savings account. At July 31, 2022, the Company had cash of $2,182,743. Accounts payable and accrued liabilities of $376,190 are due in the fourth quarter of 2022 fiscal year. At July 31, 2022, the Company had a working capital of $2,235,267 (October 31, 2021: working capital of $2,181,609).

The Company is not in commercial production on any of its mineral properties and continues to incur operating losses, has limited financial resources, no source of operating cash flow, and there can be no assurance that sufficient funding will be available to conduct further exploration and development of its mineral properties. The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to fund its mineral properties through the issuance of capital stock, through entering into joint ventures or by realizing proceeds from the disposition of its mineral interests. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. Management plans to continue to secure the necessary financing through a combination of equity financing and entering into joint venture arrangements; however, there is no assurance that the Company will be successful in these actions. The Financial Statements do not give effect to adjustments to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The Company must manage its treasury while satisfying regulatory requirements, maintaining its property agreements in good standing, and conducting exploration programs. As results of exploration programs are determined and other opportunities become available to the Company, management may seek to complete external financings as required in order to fund further exploration. Should the Company wish to continue fieldwork on its exploration projects, further financing will be required and the Company will either have to go to the market or engage a strategic partner to achieve this. Given the volatility in equity markets, unfavorable market conditions in the mining industry, uncertainties in the markets due to COVID-19, cost pressures and results of exploration activities, management regularly reviews expenditures and exploration programs and equity markets in order that the Company have sufficient liquidity to support its growth strategy.

OUTSTANDING SHARE CAPITAL AT THE REPORT DATE

At the Report date, the Company has the following securities outstanding:

	Expiry date	$/sh	#	(#)
Common shares				186,106,574
Warrants	19-Feb-23	0.15	30,605,600	
	07-Sep-23	0.15	34,098,000	
	16-Sep-23	0.15	14,850,000	
	24-Jan-23	0.15	388,888	
	24-Jan-24	0.20	22,353,278	
	09-Jun-25	0.10	35,714,286	
				138,010,052
Stock options	09-Jul-25	0.22	3,037,000	
	25-Mar-26	0.10	700,000	
	01-Oct-26	0.10	7,755,000	
				11,492,000
				335,608,626

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

SUBSEQUENT EVENTS

- Warrants at $0.15 per common share expired, as to 1,317,660 and 146,125 on September 7 and September 16, 2022, respectively
- On September 12, 2022, 159,310 shares were issued in respect of services received, for value of $9,034.

COMPENSATION OF KEY MANAGEMENT PERSONNEL

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has arrangements pursuant to which parties related to the Company by way of directorship or officership provide certain services, either directly or through companies owned or controlled by the officers and directors. Transactions were in the normal course of operations. The Company incurred the following transactions with directors and key management personnel during the period ended July 31, 2022 and 2021:

	July 31, 2022 ($)	**July 31, 2021 ($)**
Consulting fees	36,000	56,000
Directors' fees	105,000	127,500
Management fees and salaries	230,247	135,000
	371,247	**318,500**

A total of $134,167 was owed to various related parties at July 31, 2022 (October 31, 2021: $29,167)

PROPOSED TRANSACTIONS

There are no proposed transactions to be reported.

CHANGES IN ACCOUNTING POLICIES

The same accounting policies have been used in the preparation of the condensed interim consolidated financial statements as those used in the most recent audited annual financial statements and in the opinion of management reflect all the adjustments considered necessary for the fair presentation in accordance with IFRS of the result of the interim periods presented.

There were no changes in the Company's accounting policies during the period ended July 31, 2022.

FINANCIAL INSTRUMENTS

As at July 31, 2022, the Company's financial instruments consist of cash, other receivables, accounts payable and accrued liabilities, due to related parties, and the convertible debenture liability. IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification within a hierarchy that prioritizes the inputs to fair value measurement.

The three levels of hierarchy are:

- Level 1 - Quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - Inputs for the asset or liability that are not based on observable market data.

As at July 31, 2022, the Company believes that the carrying values of other receivables, accounts payable and accrued liabilities, and due to related parties approximate their fair values because of their nature and relatively short maturity dates or durations.

Credit risk
Credit risk is the risk that the counterparty to a financial instrument will fail to meet their payment obligations, thus this risk is primarily attributable to cash. The Company's cash is held at large financial institutions such that counterparty risk is considered to be very low.

Interest rate risk
Interest rate risk is the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at July 31, 2022, this risk relates just to the Company's cash where interest rate risk is low due to the low prevailing interest rates.

RISK FACTORS AND UNCERTAINTIES
The principal business of the Company is the acquisition and exploration of mineral properties. Given the inherent risky nature of the exploration and mining business, the limited extent of the Company's assets and the present stage of development, investors should consider the following risk factors, among others:

Corona Virus (COVID-19)
The outbreak of the coronavirus (COVID-19) global pandemic has adversely affected workforces, economies, and financial markets globally. Since March 2020, governmental measures have been implemented and amended in Canada and the rest of the world in response to the pandemic. The Company continues to operate its business, and adheres to Canadian Federal and Provincial, and Ecuadorian Federal, Regional, Provincial, municipal and parish emergency measures as those are developed. COVID-19 and the various government measures, which could include government mandated temporary closures of international borders, of the Company or of its contractors, or restrictions on travel of various personnel, could impact the Company's ability to conduct its exploration programs in a timely manner. The Company continues to adapt to these changing circumstances and to evaluate the best way to move its exploration activities forward during current conditions and when emergency measures are lifted

Exploration Stage Company
The Company does not hold any known mineral reserves of any kind and does not generate any revenues from production. The Company's success will depend largely upon its ability to locate commercially viable mineral reserves. Mineral exploration is highly speculative in nature, involves many risks and frequently is non-economically viable. There is no assurance that exploration efforts will be successful. Success in establishing reserves is a result of a number of factors, including the quality and experience of management, the level of geological and technical expertise, and the quality of the property available for exploration. Once mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Significant financial investment is required to establish proven and probable reserves through drilling and bulk sampling, to determine the optimal metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of resources or

reserves.

Operating History and Availability of Financial Resources

The Company does not have any history of generating operating revenue and is unlikely to generate any significant amount in the foreseeable future. Hence, it may not have sufficient financial resources to undertake by itself all of its planned mineral property acquisition and exploration activities. Operations will continue to be financed primarily through the issuance of securities. The Company will need to continue its dependence on the issuance of such securities for future financing, which may result in dilution to existing shareholders. Furthermore, the amount of additional funds required may not be available under favorable terms, if at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or discontinue its operations.

Inflation and Metal Price Risk

The ability of the Company to raise interim financing to advance its Fortuna Project in Ecuador will be significantly affected by changes in the market price of the metals for which it explores. The prices of gold are volatile, and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supplies of and demands for gold and the stability of exchange rates can all cause fluctuations in these prices. Such external economic factors are influenced by changes in international investment patterns and monetary systems and political developments. The prices of gold have fluctuated significantly in recent years. Future significant price declines could cause investors to be unprepared to finance exploration and development of gold deposits, with the result that the Company may not have sufficient financing with which to advance its projects.

Share Price Volatility and Lack of Active Market

Worldwide Securities markets continue to experience a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.

It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly. If an active market does not develop, the liquidity of the investment may be limited and the market price of such securities may decline below the subscription price.

Competition

The mineral resource industry is intensively competitive in all of its phases, and the Company competes with many other companies possessing much greater financial and technical resources. Competition is particularly intense with respect to the acquisition of desirable undeveloped properties. The principal competitive factors in the acquisition of prospective properties include the staff and data necessary to identify and investigate such properties, and the financial resources necessary to acquire and develop the projects. Competition could adversely affect the Company's ability to acquire suitable prospects for exploration.

Government Regulations and Environmental Risks and Hazards

The Company's conduct is subject to various federal, provincial and state laws, and rules and regulations including environmental legislation in the countries of the Republic of Ecuador and United States of America. The Company has adopted environmental practices designed to ensure that it continues to comply with environmental regulations currently applicable to it. All of the Company's activities are in compliance in all material respects with applicable environmental legislation. Environmental hazards may exist on the Company's properties, which may have been caused by previous or existing owners or operators of the properties. The Company is not aware of any existing environmental hazards related to any of its current property interests that may result in material liability to the Company. 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 resource property interests, the potential for production on the property may be diminished or negated.

Reliance on Key Personnel

The Company relies on a relatively small number of key directors, officers and senior personnel. Loss of any one of those persons could have an adverse effect on the Company. The Company does not currently maintain "key employee" insurance in respect of any of its senior management.

Licenses and Permits

The operations of the Company require licenses and permits from various government authorities. The Company believes that it holds all necessary licenses and permits under applicable laws and regulations for work in progress and believes it is presently complying in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change under various circumstances.

There can be no assurance that the Company will be able to obtain or maintain all necessary licenses and permits that may be required to explore and develop its properties, commence construction or operation of mining facilities or to maintain continued operations that economically justify the cost.

Title to Property

Although the Company has exercised the usual due diligence with respect to title to properties in which it has a material interest, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interest may be subject to prior unregistered agreements or transfers, aboriginal land claims, government expropriation and title may be affected by undetected defects. In addition, certain mining claims in which the Company has an interest are not recorded in the name of the Company and cannot be recorded until certain steps are taken by other parties.

Risk of Legal Claims

The Company may become involved in disputes with third parties or government authorities in the future that may result in litigation. The results of these legal claims cannot be predicted with certainty and defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. If the Company is unable to resolve these disputes in the Company's favor or if the cost of the resolution is substantial, such events may have a material adverse impact on the ability of the Company to carry out its business plan.

Foreign Countries, Political Risk and Regulatory Requirements

Currently, the Company holds claims, has entered into an exploration and option agreements, and has entered into a right and option agreement to earn an interest in certain claims in Ecuador. Consequently, the Company is subject to certain risks associated with foreign ownership, including currency fluctuations, inflation, and political risk, all of which could cause delays to the Company's operations. Mineral exploration and mining activities and production activities in foreign countries may be affected in varying degrees by political stability and government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to disputes and/or conflicts between State and Federal legislations and regulations, community rights, restrictions on production, price controls, export controls, restriction of earnings, taxation laws, expropriation of property, environmental legislation, water use, labour standards and workplace safety.

Limited Financial Resources and Going Concern

The Company has no significant source of operating cash flow and no revenues from operations. The Company has limited financial resources, no operating revenues and its ability to continue operating as a going concern is dependent upon management's success in raising additional monies to sustain the Company until cash flow from operations is adequate to sustain the Company's viability. Substantial expenditures are required to be made by the Company and/or its development partners to establish ore reserves and develop a mining operation. Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. At present, the Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing exploration budgets. Failure to obtain additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's projects and the Company may become unable to carry out its business objectives. The Financial Statements contain a note that indicates the existence of material uncertainties that raise significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to fund its mineral properties through the issuance of capital stock or joint ventures, and to realize future profitable production or proceeds from the disposition of its mineral interests. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a materially adverse outcome on the Company and its securities, and its ability to continue as a going concern.

Uninsurable

The Company and its subsidiaries may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.