



## **MINERAL MOUNTAIN RESOURCES LTD.**

(the “Company” or “Mineral Mountain”)

### **FORM 51-102F1**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

### **FOR THE YEAR ENDED MARCH 31, 2022**

The following Management Discussion and Analysis (“MD&A”) has been prepared by management as of July 28, 2022, should be read in conjunction with the audited consolidated financial statements of the Company together with the related notes thereto for the year ended March 31, 2022. The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). All amounts are stated in Canadian dollars unless otherwise indicated.

Statements in this MD&A that are forward-looking statements (see “Forward Looking Statements”) are subject to various risks and uncertainties concerning the specific factors disclosed under the heading “Risk and Uncertainties”. Such information contained herein represents management’s best judgment as of the date hereof based on information currently available. The Company does not assume the obligation to update or revise any forward-looking statement, whether because of new information, future events, or any other reason.

### **OVERVIEW**

The Company was incorporated in British Columbia under the laws of the Business Corporations Act on September 1, 2006. The Company’s common shares are listed on the TSX Venture Exchange (TSX-V) under the symbol “MMV”, on the OTCQB under the symbol “MNRLF”, and on the Frankfurt Stock Exchange (FSE) under the symbol “M8M”.

The Company’s mandate is to identify, either in North America or globally, underexplored Archean and/or Paleoproterozoic-age greenstone belts that have had a long history of large-scale gold production, are located in safe jurisdictions, and are judged by our experienced technical team to be geologically favorable for the systematic exploration and the discovery of district-scale gold deposits. Another important selection criteria, for the Company’s highly experienced technical team, is that prospective underexplored greenstone belts are located in politically safe, mining friendly jurisdictions.

Between July 2010 and May, 2012, the Company’s initial focus was in Canada where it conducted gold exploration programs in South Central, British Columbia, in the Straw Lake area of northwestern Ontario, and, in the Shining Tree area of northeastern Ontario. In July 2012, the Company’s technical team identified a more advanced, underexplored gold opportunity in the Keystone Gold District located in the Black Hills area of South Dakota, U.S.A. As a result, the Company changed its entire focus to the systematic search for Early Proterozoic iron formation (BIF) hosted gold deposits occurring along the 70 km-long Homestake Gold Trend. The Keystone Gold District is approximately 70 km south of the world’s largest and richest orogenic gold deposits, the Homestake Deposit having produced 43 million ounces of gold from 1875 to the mine’s closing in 2011.

In July 2012, the Company entered into an option agreement with Holy Terror Mining Company, a private company that owned a property hosting six historical gold producers situated in the Keystone Gold District situated on the Homestake Gold Trend about 70 km south of the Homestake Mine in the Black Hills of South Dakota, U.S.A. In October 2016, due to a dramatic downturn in the overall mining industry, the Company terminated the Holy Terror

Option Agreement and began to focus on the Rochford Gold District, also situated along the Homestake Gold Trend but only 26 km south of the Homestake Mine. All three areas, the Homestake Mine, the Rochford District and the Keystone District host economic deposits of hydrothermal gold mineralization situated in highly altered folded and sheared iron formation locally known as “Ledges”.

Beginning in the fall of 2012 through to July, 2021, the Company began a program of considerable land consolidation in the Rochford Gold District, by both physical claim staking and by mineral property purchases. Currently, the Company land holdings in the Rochford District total 7,858 acres consisting of nine (9) patented lode claims and 476 unpatented BLM lodes claim. Coincidentally, the Company systematically acquired a comprehensive database covering the entire Homestake Gold Trend area including the Rochford District beginning in 2013 to the present. Complimenting the database, the Company completed a high resolution airborne EM and Mag survey (HeliTEM) in early 2013 covering the Company’s entire Rochford area land package. Based on the Company’s combined research of the historical exploration conducted in the Rochford District, its comprehensive database and field geological mapping program, the Company concluded that the Rochford District had similar geological and mineralogical characteristics to the Homestake Mine host rocks, and, that the entire Homestake Gold Trend offered above average exploration potential for gold. Following 3D modelling of the Company’s initial airborne survey, five unusually large magnetic bodies associated with gold-hosted banded iron formation (BIF) were highlighted within the Company’s land holdings in the Rochford District. Each of the three magnetic bodies, due to the size of the magnetic anomalies were considered to be potential Homestake-style gold targets. The largest magnetic body encompasses the Company’s 100%-owned Standby Mine gold deposit located within a folded plunging syncline. The intersection of the regional structure, the Homestake Gold Trend, and the highly deformed and hydrothermally altered iron formation unit hosting the Standby Mine deposit was interpreted to be a strong Homestake-style gold target that warranted core drilling.

A 9-hole Phase 1 drilling program totaling 2,937 meters was completed between February, 2018 and October, 2018. Eight of the nine drill holes intersected Homestake-style gold mineralization across widths of up to 30 meters within the East Limb Structure (Standby Shear Zone) to a vertical depth of 500 meters. Drill hole ST18-006 intersected 43.5 m grading 1.21 g/t Au adjacent to historical drill hole BLG-UG-03 which intersected 25.91 m grading 3.19 g/t Au. Phase 1 confirmed that the Standby gold horizon hosted robust gold mineralization over strong widths.

Based on the positive results from the Company’s Phase 1 drill program, between October 2019 and March, 2020, a 7-hole Phase 2 drill program totaling 2,551.35 meters was completed with mixed results. Initially, it was decided that a “pilot hole” was to be drilled in a SSE direction down the interpreted plunge of the folded syncline. The objective for the Phase 2 program was to initially drill an 1800 m pilot hole down plunge from surface to test a high grade intersection recorded by Homestake Mine in 1987. This hole did not accomplish our objective due to extensive hydrothermal alteration causing numerous hole deviations and low drill productivity. The hole was stopped at 720.10 metres. Although the Phase 2 drill program was not able to test the high gold mineralization near the 1800 m depth down plunge, a near massive interval of arsenopyrite in the Poverty Gulch Formation intersected 6.09 m grading 1.81 g/t Au. Mineralization of this type is rare and unusual in the rocks overlying the Rochford Iron Formation. Where this arsenopyrite-rich shear hits the underlying iron formation is considered to be a potential high grade target.

A 3<sup>rd</sup> Phase program totaling 9,000 m of drilling was planned by the Company’s technical staff to test three different targets along the Standby, gold trend and DENR permitting was applied for and granted to complete the proposed program.

In June 2020, the Company staked 3 unpatented BLM mineral claims totaling 61.98 acres (25.08 hectares). On September 1, 2020, the Company paid the renewal fees for 458 BLM unpatented mineral claims located in Pennington and Lawrence Counties.

### Impact of Covid-19

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. The Company announced its COVID-19 initiatives that the Company is complying with governmental orders and advice, and internal company protocols on travel restrictions, social distancing, and allowable business activities during the ongoing COVID-19 pandemic in order to keep Company personnel, contractors and local community contacts safe during this uncertain period. Management will continue to assess the timing of when active drilling and fieldwork can be resumed.

Currently, all Company personnel are working remotely but in regular voice and data communications as the Company progresses the compilation and targeting.

This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is currently not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds. The Company is closely monitoring the impact of the pandemic on all aspects of its business.

### **Standby Gold Project (2012 –2020)**

**Note: In previous management discussions and analysis, the Standby Gold Project was previously referred to as the “Rochford Gold Project” or “Rochford Project”. The project name was changed to avoid confusion with the Rochford Gold District.**

On March 1, 2016, the Company announced the purchase of two (2) strategically located gold properties totaling 19 unpatented lode mineral claims totaling 380 acres (152 hectares) from BHB Partners, the South Standby and the Cochrane South properties. As well, the Company assembled a comprehensive database consisting of over \$US 20 million in historical exploration costs completed by six major gold companies. On June 22, 2016, the Company staked an additional 37 unpatented lode mineral claims totaling 606 acres (242 hectares) south of the South Standby property acquired from BHB Partners. The claims were staked to provide better coverage along the 5.5 km long Standby-South Standby-Lookout Mine structural corridor. On September 2, 2016, the Company signed an Option to Purchase agreement on the historical Standby Mine property consisting of nine (9) contiguous patent claims totaling 67.45 acres (27 hectares). In September 2019, the Company completed the Option to Purchase Agreement thus owning 100% of the Standby patents. In October 2016, the Company purchased a proprietary digital database generated from core diamond drilling that was conducted by Homestake Mining Company between 1967 and 1988, and never before released to the public. The proprietary digital database consisted of 71 diamond drill holes totaling 22,393 meters of which 17 holes totaling 14,723 meters were drilled on the Standby Mine Property.

Between the period from January to June 30, 2017, the Company engaged the services of Earthscan Geoscience, a consulting group specializing in the compilation of the recently acquired comprehensive database. Since the data acquired was from multiple sources and from different generations, Earthscan Geoscience was able to get the data into a workable digital format compatible with several modern software programs. On May 2, 2017, the Company was issued EXNI permit 427 to drill 10,000 meters to define the down plunge extension of the Standby Mine gold deposit and was granted a water use permit for drill testing purposes. A diamond drill contract to drill 3,000 meters consisting of a minimum of 9 holes was signed with First Drilling, a Colorado based drill firm, in October 2017.

From February 11th, 2018 through to end of March, 2018 the Company completed 3 of the planned 9 drill holes on the Standby Mine patents totaling 1,322 meters. All three drill holes tested the upper 320 meters of the East Limb Structure. The drill program was voluntarily halted due to degrading road conditions due to spring thawing. Following the upgrading of the access road, drilling resumed on June 4, 2018. Between that period and August 7<sup>th</sup>, 2018, the Company completed an additional three (3) holes for a grand total of 2,155 meters drilled to date. Finally, between August 8<sup>th</sup> and September 5<sup>th</sup>, 2018, the Company completed an additional 3 holes totaling 782 meters. In all, 9 drill holes totaling 2,937 meters were completed in Phase 1. Based on the positive results recorded in Phase 1, the Company developed a plan to drill a 1600 meter long “trunk hole” down plunge along the East Limb Structure to drill test two historical gold zones previously intersected by Homestake Mining between 1986 and 1987. The deepest gold zone to be tested was at about a 1,000 m vertical depth. Directional drilling techniques and drill rig capable of drilling to 2800 m depths was used for Phase 2. To accomplish the deep drill testing, a total of 4,000 meters of drilling was planned for Phase 2. In September / October 2019, the Company closed a non-brokered private placement and raised an aggregate of \$2,409,130.

The Phase 2 drill program was initiated on September 27, 2019 with the “trunk hole” (ST19-011) attaining a down plunge total depth of 1050 m. ST19-011 was terminated in early December 2019 due to difficulties in maintaining the desired dip and angle of this hole. A second hole, ST19-012, was drilled to test the down dip extension of Target #1 prior to the holiday period. Drilling was halted on December 18<sup>th</sup>, 2019 and from October 2019 through to March 2020 a total of 2,551.35 m were completed.

As of the date of this report, the Company controls a 100% interest in 476 unpatented lode mineral claims totaling 7,790.55 acres (3,128.73 hectares) in the Rochford District and nine (9) patented claims totaling 67.45 acres (27 hectares) for a grand total of 7,858 acres (3,155.82 hectares) owned by the Company in the Rochford District.

## **MINERAL EXPLORATION ACTIVITIES**

### **Standby Gold Project, Black Hills, South Dakota**

The Rochford Gold District is situated within the Homestake Gold Trend 27 kilometers (16 miles) south-southwest of the Homestake Mine, one of the largest gold producers in North American history and the largest iron formation-hosted gold deposit of its kind in the world. The Company's experienced technical team concluded that, the Homestake Mine and the Rochford District were remarkably similar in host rock composition, structural style, metamorphic grade, and gold mineralization concluding that the Rochford District had the potential to contain more than one economic gold deposit. More than 45,000,000 ounces of gold have been produced from the Black Hills, with the majority from the world famous Homestake Mine (~43,000,000 ounces of Au) in Lead, South Dakota.

Between February and March 2013, the Company completed a HeliTEM electromagnetic and magnetic airborne geophysical survey over the Standby Project area totalling 977.4-line km. Following further research, due diligence, and numerous site visits to the Rochford District, in October 2015, the Company purchased two strategically located gold properties totaling 19 unpatented mineral claims and a comprehensive database that was never previously disclosed consisting of over \$US 20 million in historical exploration (primarily diamond drill results) from BHB Partners, a US based private group of geologists. The database and two gold properties were purchased for 4 million post-consolidated shares of the Company and no cash payment.

On September 12, 2016, the Company signed an exploration agreement with an option to purchase a 100-% interest in the historic Standby Mine property, a "turn of the century" high grade gold producer located in Pennington County and consisting of 9 contiguous patent claims totaling 67.45 acres. Gold mineralization at the Standby Mine is hosted in a synclinally folded, southeasterly plunging gold-hosted iron formation geologically similar to the Ledge-type deposits developed at the Homestake Mine. The Company also increased its landholdings in the Rochford District by staking an additional 113 unpatented

In April 2017, the Company engaged to services of Condor Geophysical Consulting based in Colorado, USA to conduct a Geo Interpretation of the magnetic data and a geophysical assessment of the airborne survey flown for the Company by Fugro in 2013. A final report was received from Condor in September 2017. In addition, the Company engaged the services of FMG Engineering, a local consulting firm based in Rapid City to assist the company to apply for drill permits on both the Standby Mine patented and on the Company's 100% owned unpatented claims located immediately south of the Cochrane gold deposit.

In October 2017, the Company signed a drilling contract with First Drilling, a Colorado-based drill contractor, to drill up to 12 holes on the Standby Mine patents. On February 11, 2018, drilling began and by September 5, 2018, nine holes of the planned twelve holes totaling 2,937 meters were completed. The deepest hole in Phase 1 tested the East Limb Structure to about 500 meters below the Standby Mine workings. Phase 1 drill results confirmed that the 30-meter-wide sheared banded iron formation that hosts the Standby Mine deposit is open down plunge below 500 meters TVD and that the gold mineralization had similar characteristics to the Homestake Mine ledges.

In September 2019, the Company completed the outright purchase of the Standby Mine patents totaling 67.45 acres.

The annual rental fees payable to the South Dakota Bureau of Land Management (BLM) for all the Company's land holdings in the Rochford District were paid in August 2021, assuring the claim package is in good standing until September 1, 2022.

Between October 2019 and March 20, 2020, the Company completed 7 holes totaling 2,551.35 meters designed to extend the Standby Mine gold zone down plunge below a vertical depth of 400 meters. In September 2020, the Company added a geological consultant to its technical team to map the Standby Mine surface and underground

geology and the Rochford District belt. Between September 26 and 29, 2020, the Company engaged Precision GeoSurveys to complete a second 708-line kilometer airborne magnetic and radiometric survey over its land position in the Rochford area. The survey lines were flown at 50-m line separation at a height of 30-m above the terrain.

In July 2020, the Company commissioned SRK Consulting (Canada) Inc. to complete a regional structural geological interpretation of electromagnetic, aeromagnetic, and radiometric data generated in the Rochford Project area. This interpretation focused on defining the structural architecture that may impact to distribution of gold mineralization at a regional scale. This study by SRK concluded that the controls of gold mineralization is equivalent between the Rochford and Homestake Districts.

A 9,000 m Phase 3 drill program is being proposed to drill gold targets along the 1800-meter-long Standby gold zone using conventional drilling across the mineralized structure.

### Qualified Person

The technical contents in this document have been reviewed and approved by Nelson W. Baker, P.Eng., a qualified person as defined by National Instrument (NI) 43-101.

### SELECTED ANNUAL INFORMATION

The following table sets out selected financial information for the Company which has been derived from the Company's audited financial statements for the fiscal years ended March 31, 2022, 2021, and 2020.

	Fiscal 2022 (\$)	Fiscal 2021 (\$)	Fiscal 2020 (\$)
Revenues	-	-	-
Income (loss) from continuing operations	(821,882)	(1,117,714)	(1,435,476)
Net income (loss)	(821,882)	(1,117,714)	(1,435,476)
Income (loss) from continuing operations per share - basic and diluted	(0.01)	(0.01)	(0.02)
Net loss (loss) per share - basic and diluted	(0.01)	(0.01)	(0.02)
Total assets	10,737,370	10,862,902	9,889,381
Total non-current liabilities	45,467	77,858	-
Dividends	-	-	-

### Factors That Affect the Comparability of the Annual Financial Data Disclosed Above

Net losses for the years ended March 31, 2022, 2021, and 2020 were \$821,882, \$1,117,714, and \$1,435,476, respectively. The general operating expenses excluding share-based payment expenses (2022 - \$754,631, 2021 - \$872,659, 2020 - \$921,473) have decreased over the last three fiscal years due to management's efforts to cut costs. The increase in total assets in fiscal 2021 was due to equity financings completed for net proceeds of \$2,365,525.

### DISCUSSION OF OPERATIONS

The Company is an exploration stage company and has no operating revenue. Expenditures related to mineral exploration and evaluation assets are capitalized. During the year ended March 31, 2022, the Company incurred

\$117,535 (2021 - \$118,767) in property claim maintenance costs and \$260,360 (2021 - \$445,419) in exploration expenditures. The details of the mineral expenditures are included in the note 7 to the consolidated financial statements.

During the year ended March 31, 2022, the Company reported a net loss of \$821,882 compared to a net loss of \$1,117,714 incurred in the year ended March 31, 2021. The loss in the fiscal 2022 relates primarily to general operating expenses of \$871,804 (2021 - \$1,185,126), partially mitigated by a gain on sale of the Straw Lake claims of \$50,000 (2021 - \$nil).

The general operating expenses excluding share-based payment expenses for the year ended March 31, 2022, were \$754,631 (2021 - \$872,659). The variance was mainly attributable to:

- Consulting fees of \$47,773 (2021 - \$92,437) relate to fees to contract consultants for corporate and general geological consulting work. The Company has minimized most of the contract services as part of its effort to reduce costs.
- Management fees of \$339,000 (2021 - \$324,000) relate to fees to the Company's management team. The Company has entered into four consulting agreements with a director and three companies controlled separately by two directors and an officer of the Company for management and corporate financial consulting services. The total monthly fee for these management agreements is \$22,000 (2021 - \$27,000).
- Media and news dissemination of \$18,587 (2021 - \$91,209) include costs of marketing firms, media events and publications, news dissemination and promotional materials. The Company scaled back its marketing activities during fiscal 2022.
- Professional fees of \$99,257 (2021 - \$124,065) are comprised of \$29,385 (2021 - \$47,655) for legal and \$69,872 (2021 - \$75,410) for accounting and audit related costs. The decrease is in line with management's efforts to reduce costs.

Share-based payment expenses of \$117,173 (2021 - \$312,467), a non-cash charge, are the estimated fair value of the stock options were vested during the period. The Company used the Black-Scholes option pricing model for the fair value calculation.

## SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected unaudited financial information for the Company's eight most recent quarters ending with the last quarter for the three months ended on March 31, 2022.

	For the Three Months Ending							
	Fiscal 2022				Fiscal 2021			
	Mar. 31, 2022	Dec. 31, 2021	Sept. 30, 2021	Jun. 30, 2021	Mar. 31, 2021	Dec. 31, 2020	Sept. 30, 2020	Jun. 30, 2020
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Total revenues	-	-	-	-	-	-	-	-
Income (loss) from continuing operations	(191,244)	(209,958)	(218,635)	(202,045)	(461,174)	(222,071)	(203,168)	(231,301)
Net income (loss)	(191,244)	(209,958)	(218,635)	(202,045)	(461,174)	(222,071)	(203,168)	(231,301)
Income (loss) from continuing operations per share - basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)
Net income (loss) per share - basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)

## **FOURTH QUARTER**

In the fourth quarter ended March 31, 2022, the Company incurred a net loss of \$191,244 (2021 - \$461,174). The current period's loss was mainly caused by general operating expenses of \$199,024 (2021 - \$467,539). The general operating expenses excluding share-based payment expenses for the quarter ended March 31, 2022, were \$199,024 (2021 - \$205,993). Factors affecting the loss for the current quarter are similar to those explained under the "Discussion of Operations" Section.

## **LIQUIDITY AND CAPITAL RESOURCES**

As at March 31, 2022, the Company had a cash balance of \$3,969, a decrease of \$452,198 from the cash balance of \$456,167 on March 31, 2021. The Company spent \$406,228 (2021 - \$857,794) in operating activities and \$276,079 (2021 - \$1,127,414) on its mineral exploration project. During the year ended March 31, 2022, the Company received net proceeds of \$198,250 (2021 - \$2,365,525) from issuance of common shares, \$50,000 (2021 - \$nil) from the sale of Straw Lake claims and \$20,000 of loans from related parties. The Company incurred \$32,390 (2021 - \$54,625) on lease payments.

The Company had working capital deficiency of \$745,083 as at March 31, 2022 compared to working capital of \$114,643 as at March 31, 2021.

At present, the Company does not have sufficient capital resources to meet its anticipated operating and capital requirements for the next 12 months. On April 27, 2022, the Company completed a non-brokered private placement of 1,100,000 units at a price of \$0.10 per unit for gross proceeds of \$110,000. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

### Going Concern

The Company is an exploration stage company. At present, the Company's operations do not generate cash flow and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. To continue as a going concern and to meet its corporate objectives, which primarily consist of exploration work on its mineral properties, the Company will require additional financing through debt or equity issuances or other available means. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Management believes it will be able to raise equity capital as required in the long term but recognizes there will be risks involved that may be beyond their control. The annual and interim financial statements do not include any adjustments to the recoverability and classification of reduced asset amounts and classification of liabilities that might be necessary should the Company be unable to continue operations. These adjustments could be material. The Company is not subject to material externally imposed capital constraints.

## **OFF-BALANCE SHEET ARRANGEMENTS**

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

## **RELATED PARTY TRANSACTIONS**

Amounts due to related parties of \$169,298 (2021 - \$nil) were for services rendered to the Company by the directors and officers or companies controlled by its directors and officers and are unsecured, non-interest bearing, and have no specific terms of repayment.

During the year ended March 31, 2022, the Company received a loan of \$10,000 each from a close family member of the President of the Company and a Company controlled by a director of the Company. The loans are unsecured, bear annual interest at 5% and are payable on demand. As at March 31, 2022, the Company accrued interest of \$178 on the loans.

Key management personnel include directors (executive and non-executive) and senior officers of the Company. The compensation paid or payable to key management personnel during the years ended March 31 is as follows:

	2022	2021
Consulting fees	\$ 339,000	\$ 324,000
Professional fees	50,397	62,354
Share-based payments	100,434	242,474
<b>Total</b>	<b>\$ 489,831</b>	<b>\$ 628,828</b>

The Company entered the following transactions relating to key management personnel and entities over which they have control or significant influence during the the year ended March 31, 2022:

- a) Incurred management fees of \$120,000 (2021 - \$120,000) to a company controlled by the President of the Company.
- b) Incurred management fees of \$60,000 (2021 - \$60,000) to a company controlled by a director of the Company.
- c) Incurred management fees of \$84,000 (2021 - \$84,000) to a director of the Company.
- d) Incurred management fees of \$10,000 (2021 - \$nil) to the Chief Financial Officer of the Company
- e) Incurred professional fees of \$nil (2021 - \$10,985) to a company which a director of the Company is an officer.
- f) Incurred professional fees of \$32,355 (2021 - \$48,045) and management of \$65,000 (2021 - \$60,000) to a company controlled by the former Chief Financial Officer of the Company.
- g) Incurred professional fees of \$18,042 (2021 - \$467) and other fees of \$1,273 (2021 - \$2,783) to a company with the Secretary in common with the Company.

The Company has entered into four consulting agreements with a director and three companies controlled separately by two directors and an officer of the Company for management and corporate consulting services for a total monthly fee of \$22,000 plus applicable taxes. These agreements are for a one-year term and continue thereafter on a month-to-month basis and may be terminated with a six month notice or a termination payment equal to six months' remuneration.

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the Company's consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. Significant areas requiring the use of management estimates include:

- i) The determination of the fair value of stock options and agent's warrants using stock pricing models, require the



input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions could materially affect the fair value estimate.

- ii) The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carryforwards. Changes in these assumptions could materially affect the recorded amounts.

## **FINANCIAL INSTRUMENTS**

The Company classified its financial instruments as follows: cash and restricted cash classified as subsequently measured at amortized cost; trade and other payables as subsequently measured at amortized cost financial liabilities. The carrying amount of financial assets and liabilities carried at amortized cost is a reasonable approximation of fair value due to the relatively short period to maturity of these financial instruments.

### **Financial risk management**

The Company's financial risks arising from its financial instruments are credit risk, liquidity risk, interest rate risk and foreign exchange rate risk. The Company's exposures to these risks 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 on a timely and effective manner.

#### *Credit risk*

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The credit risk of the Company is associated with cash and restricted cash. The credit risk with respect to its cash and restricted cash is minimal as they are held with high-credit quality financial institutions. Management does not expect these counterparties to fail to meet their obligations.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will not meet its obligations associated with its financial liabilities as they fall due. The Company performs cash flow forecasting for each fiscal year to ensure there is sufficient cash available to fund its projects and operations. As at March 31, 2022, the Company had a cash balance of \$3,969 and current liabilities of \$912,818. The Company's financial liabilities include trade and other payables which have contractual maturities of 30 days or are due on demand.

At present, the Company's operations do not generate cash flow. The Company's primary source of funding has been the issuance of equity securities through private placements and the exercise of stock options and warrants as well as loans from related parties. Despite previous success in completing these financings, there is no guarantee of obtaining future financings.

#### *Interest rate risk*

Interest risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions. The interest rate risks on cash and restricted cash are not considered significant due to their short-term nature and maturity.

#### *Foreign exchange rate risk*

Foreign exchange risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company funds certain operations, exploration, and administrative expenses in the United States by using US dollars converted from its Canadian bank accounts. At March 31, 2022, the Company had financial assets of \$9,915 and financial liabilities of \$540,113 denominated in United States dollars. A 10%

strengthening of the US dollar would affect net loss by approximately \$53,000. The Company does not hedge its foreign exchange risk.

## OUTSTANDING SHARE DATA

The Company had the following common shares, stock options and warrants outstanding as at the date of this report:

Issued and Outstanding Common shares	104,641,709
Stock options	7,625,000
Warrants	6,663,940
	<hr/>
	118,930,649

## CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

### New accounting standards

The Company has reviewed future new and amended IFRS pronouncements and determined that there are no standards that are not yet effective that would be expected to have a material impact on the Company's consolidated financial statements.

## RISK AND UNCERTAINTIES

### *Operating Hazards and Risks*

Mineral exploration involves many risks. The operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, any of which could result in work stoppages and damage to persons or property or the environment and possible legal liability for any and all damage. Fires, power outages, labour disruptions, flooding, landslides, and the inability to obtain suitable or adequate machinery, equipment or labour are some of the risks involved in the conduct of exploration programs. In addition, certain properties of the Company are located within the areas that may include Native American asserted traditional territories, and the exploration and development of these properties may affect or be perceived to affect asserted Native American rights and titles, which may cause permitting delays or opposition by Native American groups.

### *Environmental Factors*

The Company currently conducts exploration activities in South Dakota of US. Such activities are subject to various laws, rules and regulations governing the protection of the environment. Such legislation imposes rigorous standards on the mining industry to reduce or eliminate the effects of waste generated by extraction and processing operations and subsequently deposited on the ground or emitted into the air or water.

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed properties and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. The cost of compliance with changes in governmental regulations has the potential to preclude entirely the economic development of a property.

The Company can conduct its exploration within the provisions of the applicable environmental legislation without undue constraint on its ability to carry on efficient operations. The estimated annual cost of environmental compliance for all properties held by the Company in the exploration stage is minimal and pertains primarily to carrying out

diamond drilling, trenching, or stripping. Environmental hazards may exist on the Company's properties, which hazards are unknown to the Company at present, which have been caused by previous or existing owners or operators of the properties.

#### *Governmental Regulation*

Exploration activities on the Company's properties are affected to varying degrees by: (i) government regulations relating to such matters as environmental protection, health, safety, and labour; (ii) mining law reform; (iii) restrictions on production, price controls, and tax increases; (iv) maintenance of claims; (v) tenure; and (vi) expropriation of property. There is no assurance that future changes in such regulation, if any, will not adversely affect the Company's operations. Changes in such regulation could result in additional expenses and capital expenditures, restrictions on the availability of capital, competition, reserve uncertainty, potential conflicts of interest, title risks, dilution, and restrictions and delays in operations, the extent of which cannot be predicted.

The Company is at the exploration stage on all its properties. Exploration on the Company's properties requires responsible best exploration practices to comply with company policy, government regulations, maintenance of claims and tenure. All mining activities in South Dakota, regardless of the private or public status of the land on which they occur, are regulated through the South Dakota Mined Land Reclamation Act, and the South Dakota Mined Land Reclamation Regulations. The South Dakota Department of Environment of Natural Resources (DENR) administers the state mining laws; mining-related environmental permits are issued by the DENR, and its governor appointed citizen boards.

If any of the Company's projects are advanced to the development stage, those operations will also be subject to various laws and regulations concerning development, production, taxes, labour standards, environmental protection, mine safety, and other matters.

#### *Additional Funding Requirements*

Further exploration on and development of the Company's projects will require additional resources and funding. The Company currently does not have sufficient funds to fully develop these projects. In addition, any positive production decision, if achieved, would require significant funding for project engineering and construction. Accordingly, the continuing development of the Company's properties will depend upon the Company's ability to obtain financing through debt financing, equity financing, the joint venturing of projects, or other means. There is no assurance that the Company will be successful in obtaining the required financing for these or other purposes, including for general working capital.

## **FORWARD LOOKING STATEMENTS**

This MD&A contains certain forward-looking information and statements. These forward-looking statements are based on current expectations and various estimates, factors, and assumptions as at the date of this MD&A. The words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets", "may", "will" and similar expressions identify forward-looking statements. Information concerning the interpretation of drill results may also be considered a forward-looking statement as such information constitutes a prediction of what mineralization might be found to be present if and when a project is developed. The forward-looking statements reflect the current beliefs of the management of the Company and are based on currently available information. Readers are cautioned not to place undue reliance on these statements as they are subject to known and unknown risks, uncertainties, and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, such forward-looking statements. The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or any other reason.

## **DISCLOSURE CONTROLS**

In connection with Exemption Orders issued by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificates under National Instrument ("NI") 52-109 (Certification of disclosure in an Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting as defined in NI 52-109.

#### **ADDITIONAL INFORMATION**

Additional information concerning the Company and its operations is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company web site at [www.mineralmtn.com](http://www.mineralmtn.com).

#### **APPROVAL**

The Board of Directors of Mineral Mountain Resources Ltd. has approved the contents of this management discussion and analysis on July 28, 2022.