TOCVAN VENTURES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED MAY 31, 2022

The following Management Discussion and Analysis ("MD&A") of Tocvan Ventures Corp. (the "Company" or "Tocvan") has been prepared by management, in accordance with the requirements of National Instrument 51-102 as of July 28, 2022, and should be read in conjunction with the condensed consolidated interim financial statements for the nine months ended May 31, 2022, and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. The Company is presently a "Venture Issuer" as defined in NI 51-102.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting currency of the Company, unless specifically noted. The Company's functional currency is Canadian Dollar, and the Company's wholly-owned subsidiary's functional currency is Mexican Peso.

Additional information related to the Company is available for view on SEDAR at www.sedar.com.

Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements include statements regarding the future price of metals, the timing and amount of estimated future production, costs of production, capital expenditures, the success of exploration activities, permitting time lines, currency fluctuations, the requirements of future capital, drill results and the estimation of mineral resources and reserves. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements contained in this report should not be unduly relied upon. These statements speak only as of the date of this report. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this report. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about general business and economic conditions; the supply and demand for, deliveries of, and the level and volatility of prices of iron ore and other commodities; the availability of financing for the Company's exploration programs; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; and the ability to attract and retain skilled staff.

These forward-looking statements involve risks and uncertainties relating to, among other things, changes in commodity and, particularly, iron ore prices, access to skilled mining development personnel, results of exploration and development activities, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, actual performance of facilities, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors hereinabove. Additional risk factors are described in more detail hereinafter. **Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The forward-looking statements contained in this report are expressly qualified by this cautionary statement.** The Company intends to discuss in its quarterly and annual reports referred to as the Company's management's discussion and analysis documents, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this management discussion and analysis.

Qualified Person

Brodie Sutherland, P. Geo, a director and CEO of the Company, is a Qualified Person as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* and has reviewed and approved all technical information in this management discussion and analysis.

Description of Business

Tocvan was incorporated on May 23, 2018, under the Alberta Business Corporations Act. Effective March 1, 2019, the Company's shares are traded on the Canadian Securities Exchange ("CSE") under the symbol "TOC". The Company's head office address is Suite 820 – 1130 West Pender St., Vancouver, British Columbia V6E 4A4, Canada. The registered and records office address is Suite 1150 – 707 7 Avenue SW, Calgary, Alberta T2P 3H6, Canada.

On September 15, 2020, the Company incorporated, under the laws of Mexico, a wholly-owned subsidiary, Burgencio S.A. de C.V. ("Burgencio").

As of the date of this MD&A, the Company is focused on the exploration and development of its two properties; the Pilar Gold Project ("Pilar") and the El Picacho Property (El Picacho). Pilar is located near the town of Suaqui Grande in Sonora, Mexico. Pilar consists of two concessions, the Guadaloupana concession and the La Sonora concession, totalling 105 hectares. El Picacho is located 140 kilometers north of Hermosillo in Sonora, Mexico and is fully accessible by road. El Picacho consists of 12 mining concessions totalling 2,413.7 hectares.

The Pilar property shows NW-SE trends of gold and silver mineralization with significant grades in several locations. The Company has not yet determined whether the Pilar property contains ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production from the mineral properties or proceeds from the disposition of the mineral properties.

The El Picacho property is interpreted as an orogenic gold system within the regional Caborca Orogenic Gold Belt known for producing gold mines that include La Herradura and San Francisco. The Company has not yet determined if El Picacho contains ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production from the mineral properties or proceeds from the disposition of the mineral properties.

Overall Performance

For the nine months ended May 31, 2022 and 2021, the Company incurred a net loss of $1,381,843 (2021 - $1,261,587).

The Company had no revenues and the expenses were incurred primarily for exploration and evaluation-related expenses, share-based compensation, management, advertising and promotion, and consulting.

On September 29, 2021, the Company signed an agreement with C3 Metals to purchase 100% of the Rogers Creek. On October 5, 2021, the Company issued 500,000 shares for a 100% interest in Rogers Creek property subject to 2% NSR of which 1% can be repurchased for $1,000,000. The shares were subject to re-sale restrictions with 200,000 shares becoming free-trading on February 6, 2022, 150,000 shares becoming free-trading on May 5, 2022, and final 150,000 shares becoming free-trading on August 5, 2022.

On April 22, 2022, The Company executed an assignment agreement for the sale of Rogers Creek project to Cascade Copper Corp. ("Cascade Copper"). The transaction consisted of the sale of Rogers Creek in exchange for 5,000,000 common shares of Cascade Copper (the "Cascade Shares"), a privately-held company, with a deemed issue price of $0.05 per Cascade Share for an aggregate consideration of $250,000. The Company agreed to distribute Cascade Shares to the shareholders of the Company as of the close of business on May 31, 2022, on the date Cascade Copper completes its initial public offering. As at May 31, 2022, the Company recorded $423,970 loss on the disposition of Rogers Creek and an investment in Cascade Copper of $250,000. At the time of sale, Rogers Creek had a total book value of $673,970.

At May 31, 2022, the Company had cash of $146,163 (2021 - $149,860) and working capital of $391,205 (2021 - $219,101).

To date, the Company's sole source of financing has been derived from the issuance of common shares.

During the nine months ended May 31, 2022, the following shares were issued:

During the nine months ended May 31, 2022, the Company issued a total of 3,426,586 new common shares (August 31, 2021 – 6,294,509) with a total gross value of $2,919,311 (August 31, 2021 – $2,273,534),

On September 20, 2021, the Company issued 1,000,000 shares with a fair value of $900,000 as payment on the Pilar property pursuant to the Property Option Agreement dated September 22, 2019, and amended August 31, 2021, between the Company and Colibri. (Note 4)

On October 7, 2021, the Company issued 500,000 shares with a fair value of $465,000 for the Rogers Creek property for a 100% interest in Rogers Creek property. (Note 4)

On November 30, 2021, the Company closed the first tranche of a non-brokered private placement of units (the "November Units") issuing 471,225 November Units for gross proceeds of $471,225 (the "November Offering"), and on December 13, 2021, the Company closed the second tranche of the November Offering issuing 266,000 November Units for gross proceeds of $266,000.

Each November Unit consisted of one Common Share and one-half Common Share purchase warrant (the "November Warrant"). Each November Warrant entitles the holder thereof to acquire one Common Share at a price of $1.50, for a period of 24 months from the closing of the November Offering.

In connection with the November Offering, the Company paid $25,500 in legal fees associated with the November Offering, and paid aggregate cash commissions to finders who assisted with the November Offering of approximately $40,791.

In addition, the Company issued a total of 21,378 finders' warrants (the "November Finders' Warrants"). Each November Finder's Warrant is exercisable at a price of $1.00 per Common Share for a period of 24 months from the closing of the November Offering. 20,098 November Finders' Warrants were valued at $11,045 using the Black Scholes option pricing model using the following assumptions: Share price - $0.98; Exercise price - $1.00; Expected life – 2 years; Expected volatility – 109.35%; Risk free interest rate – 1.05%. Remaining 1,280 November Finders' Warrants were valued at $678 using the following assumptions: Share price - $0.96; Exercise price - $1.00; Expected life – 2 years; Expected volatility – 108.29%; Risk free interest rate – 1.00%.

On March 21, 2022, the Company closed a non-brokered private placement of 481,071 units (the "March Units") at a price of $0.75 per unit for gross proceeds of $360,803 (the "March Offering"). Each March Unit consisted of one common share and one common share purchase warrant (the "March Warrant"). Each March Warrant entitles the holder to acquire one Common Share at a price of $1.35 which expires September 21, 2023. (Note 7)

In connection with the March Offering, the Company paid $4,000 in legal fees associated with the March Offering, and paid cash commissions to arm's length finders of approximately $14,322 and issued 19,096 finders' warrants exercisable at a price of $0.75 per common share expiring on September 21, 2023. The Company calculated share issuance costs of $6,237 using Black Scholes option pricing model with the following assumptions: Share price - $0.73; Exercise price - $0.75; Expected life – 1.5 years; Expected volatility – 97%; Risk free interest rate – 2.03%.

On May 9, 2022, the Company closed a non-brokered private placement of 432,750 units at a price of $0.80 per unit (the "May Unit") for gross proceeds of $346,200 (the "May Offering"). Each May Unit consisted of one Common Share and one purchase warrant (the "May Warrant"). Each May Warrant entitles the holder to acquire one Common Share at a price of $1.40 which expires May 9, 2024.

In connection with the May Offering, the Company paid $10,000 in legal fees, paid cash commissions to arm's length finders of approximately $27,696, and issued 34,620 finders' warrants exercisable at a price of $0.80 per common share expiring on May 9, 2024. The Company calculated share issuance costs of $12,644 using Black Scholes option pricing model with the following assumptions: Share price - $0.75; Exercise price - $0.80; Expected life – 2 years; Expected volatility – 93%; Risk free interest rate – 2.53%.

During the nine-month period ended May 31, 2022, the Company issued 174,500 shares on exercise of options to acquire shares for total proceeds of $65,125. (Note 7)

During the nine-month period ended May 31, 2022, the Company issued 101,040 shares on exercise of warrants for total proceeds of $44,958.

Subsequent events

Subsequent to May 31, 2022, a total of 80,250 common shares were issued for gross proceeds of $23,025 on exercise of options, of which 61,250 common shares were issued to related parties.

On June 14, 2022, the Company issued 243,500 common shares at $0.82 per share for total gross proceeds of $199,670 in connection with a non-brokered private placement of 243,500 units at $0.82 per unit. Each unit is comprised of one common share of the Company and a common share warrant which will entitle the holder to acquire additional common share exercisable at $1.40 and will expire on June 14, 2024; In connection with the private placement, the Company paid cash commissions of $9,971 as finders fees and issued 12,160 finders warrants with an exercise price of $0.82 exercisable until June 14, 2024.

On June 14, 2022, the Company issued 54,878 common shares at a price of $0.82 per share to an arm's-length consultant to settle an account of $45,000 for services rendered to the Company.

On June 14, 2022, the Company issued 81,522 common shares to a UK-based institutional investor at $0.92 per share as refundable due diligence deposit of $75,000 ("Deposit Shares") for a financing facility of $5,125,000 which closed on June 28, 2022.

On June 28, 2022, the Company completed a private placement with a UK-based institutional investor and issued 3,118,478 common shares at $0.82 per share and 3,200,000 common share purchase warrants for total gross proceeds of $2,557,152. The deposit shares issued on June 14, 2022, valued at $75,000 comprise the aggregate of the private placement. Each unit consisted of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one additional common share at a price of $1.20 per share exercisable until June 28, 2025.

On June 28, 2022, the Company issued 2,501 convertible loan notes in the principal amount of $1,000 per note bearing an interest of 1% per annum maturing on June 28, 2025. Each note is convertible at $0.82 per common share into 1,220 common shares and detachable warrants to acquire upto an additional 1,220 common shares, of which 610 warrants can be exercised at a price of $1.30 per common share and 610 warrants at a price of $1.40 per common share. The Company also issued an additional 308 convertible notes on the same terms under the Sharing Agreement as financing fee for the private placement. Conversion of the notes is limited to only when common shares issued combined with current holdings of the holder will not exceed than 9.9% ownership of the Company.

Commitments

Rogers Creek Property

On September 29, 2021, the Company signed an agreement with C3 Metals to purchase 100% of the Rogers Creek. On October 5, 2021, the Company issued 500,000 shares for a 100% interest in Rogers Creek property subject to 2% NSR of which 1% can be repurchased for $1,000,000. The shares were subject to re-sale restrictions with 200,000 shares becoming free-trading on February 6, 2022, 150,000 shares becoming fee-trading on May 5, 2022, and final 150,000 shares becoming fee-trading on August 5, 2022. On April 22, 2022, The Company executed an assignment agreement for the sale of Rogers Creek to Cascade Copper Corp. ("Cascade Copper"). The transaction consisted of the sale of Rogers Creek in exchange for 5,000,000 common shares of Cascade Copper (the "Cascade Shares"), a privately-held company, with a deemed issue price of $0.05 per Cascade share for an aggregate consideration of $250,000. The Company agreed to distribute Cascade Shares to the shareholders of the Company as of the close of business on May 31, 2022, on the date Cascade Copper completes its initial public offering.

As at May 31, 2022, the Company recorded $423,970 as loss on the disposition of Rogers Creek and an investment in Cascade Copper of $250,000. At the time of sale, Rogers Creek had a total book value of $673,970.

Pilar Gold Project

To acquire 51% of the Pilar Project in the state of Sonora, Mexico the Company must:

- Pay a deposit to Colibri Resource Corp. (an unrelated party) of $25,000 (paid September 18, 2019).
- After satisfactory due diligence was completed, the Company decided to proceed with the acquisition of the 51% interest in the Pilar Project, therefore the Company paid Colibri an additional $100,000 and issued 2,000,000 common shares.

The Company will have five years to fulfill its commitment under the option agreement. With payments, work commitments, and share issuances as follows by each anniversary date:

	Cash payment	exploration work	Shares
September 21, 2020	$125,000 (paid)	$175,000 (completed)	1,000,000 (issued)
September 21, 2021	$25,000 (paid)	$425,000 (completed)	1,000,000 (issued)
September 21, 2022	$75,000	$400,000	1,000,000
September 21, 2023	$75,000	$500,000	1,000,000
September 21, 2024	$75,000	$500,000	

Once the Company has fulfilled the above commitments it will have earned a 51% interest in the property and will have a six-month option to decide to purchase the remaining 49% interest in the property or establish a joint venture agreement with Colibri. The option to acquire the additional interest will require a $2,000,000 cash payment and granting to Colibri a 2% NSR. 1% of which can be repurchased for an additional cash payment of $1,000,000.

El Picacho Project

On June 7, 2021, the Company signed a letter of commitment to purchase the El Picacho Project ("El Picacho") from Recursos Millrock S. de R.L. de C.V. ("Millrock") a Mexican corporation. On signing of the letter of commitment the Company made an initial payment of $94,196 (USD$78,000).

On September 15, 2021, the Company entered into an assignment of option agreement with Millrock, which transferred to the Company the initial 5-year option to acquire El Picacho within the Caborca Orogenic Gold Belt in Sonora, Mexico. El Picacho consists of 12 mining concessions covering 6,428 hectares.

To acquire 100% interest in the El Picacho Project, the Company is required to pay USD$1,985,600 and an additional payment of USD$60,000 will be required to gain surface rights to use Picacho Ranch. Both payments are to be paid in series of instalments ending on April 1, 2026. Millrock is to retain a 2% NSR with option for the Company to purchase back 1% for USD$1,000,000. Upon full execution of the Option Agreement and completion of all cash payments, an Annual Advance Minimum Royalty ("AAMR") of USD$25,000 will be paid to Millrock, doubling each year until the start of production. AAMR payments will be subtracted from royalty payments on commencement of production.

Selected Annual Information

The Company is providing the following selected information with respect to the Company's audited financial statements for the last three fiscal years ended August 31, 2021. The audited financial statements for these fiscal periods were prepared in accordance with International Financial Reporting Standards and is expressed in Canadian dollars.

Statement of Comprehensive Loss Data	**Year ended August 31, 2021**	**Year ended August 31, 2020**	**Year ended August 31, 2019**
Total revenue	$ –	$ –	$ –
Operating expenses	(1,440,071)	(940,914)	(160,838)
Net loss	(1,440,071)	(940,914)	(160,838)
Basic and diluted loss per share	$ (0.06)	$ (0.06)	$ (0.02)

Balance Sheet Data	**As at August 31, 2021**	**As at August 31, 2020**	**As at August 31, 2019**
Total assets	$ 2,836,618	$ 1,707,154	$ 381,300
Total liabilities	82,388	103,700	41,367
Total equity	$ 2,754,230	$ 1,603,454	$ 339,933

Results of Operations

During the nine months ended May 31, 2022 and 2021, the Company incurred a net loss of $1,381,843 (2021 – $1,261,587).

The expenses for the nine months ended May 31, 2022 and 2021 include the following major items:

	Nine months ended May 31, 2022	May 31, 2021
Advertising and promotion	$ 573,237	$ 525,008
Consulting	$ 68,100	$ 143,500
Legal fees	$ 29,515	$ 16,453
Management fees	$ 50,500	$ 43,362
Office and miscellaneous	$ 44,429	$ 23,221
Registration and transfer fees	$ 48,722	$ 42,048
Share-based compensation	$ 132,236	$ 460,940
Loss from disposition of asset	$ 423,970	$ –

The increase in expenses was primarily due to increases in advertising and promotion expenses, legal fees, office and other miscellaneous expenses, management fees, and the loss from the sale of Rogers Creek. These increases were in part offset by the decreases in share-based compensation and consulting fees.

Exploration Projects

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

Nine months ended May 31, 2022	**Rogers Creek**	**Pilar**	**El Picacho**	**Total**
Acquisition costs				
Balance, August 31, 2021	$ 125,000	$ 990,000	$ 94,196	$ 1,209,196
Cash	–	25,000	–	25,000
Shares issued	465,000	900,000	–	1,365,000
Disposition of assets	(590,000)	–	–	(590,000)
Balance, May 31, 2022	$ –	$ 1,915,000	$ 94,196	$ 2,009,196
Deferred exploration expenditures				
Balance, August 31, 2021	$ 83,970	$ 1,241,963	$ –	$ 1,325,933
Geologist fees and assays	–	546,281	56,617	602,899
Other exploration expenses	–	36,600	39,660	76,260
Disposal	(83,970)	–	–	(83,970)
Balance, May 31, 2022	–	1,824,844	96,277	1,921,121
Total E&E assets, May 31, 2022	**$ –**	**$ 3,739,844**	**$ 190,473**	**$ 3,930,317**

Project Update

Rogers Creek

The Rogers Creek Property covers 212.34 km^2 in the Coastal Mountain Belt of British Columbia about 90 km northeast of Vancouver, B.C. The Rogers Creek project has advanced from a small showing discovered on a logging road in 2007 to an advanced exploration stage property with evidence for a large mineralized system. Mineralization is hosted within the Miocene age intrusions of the Cascade Magmatic Arc of southwestern BC, which have seen very little modern exploration.

Porphyry related alteration and mineralization has been identified in four (4) target areas on the Rogers Creek Property. The most extensive zone of alteration/mineralization has been identified in Target Areas I and II within a 6 km x 2 km zone which exhibits widespread propylitic (pyrite-carbonate-chlorite-epidote) alteration. Several stages and styles of mineralization typical of porphyry systems are present within this zone and have been observed both in surface outcrop and in drill core.

The most interesting mineralization to date was observed in drill hole MRC-007 (drilled in 2011), which intersected 380 ppm Cu over 150.9 meters. Drill testing of coincident geological and geophysical targets at this Target have now been prioritized. Follow-up work in 2019 relogged and analyzed core with short-wave infrared (SWIR) confirming alteration clay minerals coincident with porphyry deposits are present and increasing with mineralization recorded in drill hole MRC-007.

On April 22, 2022, The Company executed an assignment agreement for the sale of 100% of Rogers Creek project to Cascade Copper, a private company. The transaction consisted of the sale of Rogers Creek in exchange for 5,000,000 common shares of Cascade Copper ("Cascade Shares") with a deemed issue price of $0.05 per Cascade Share for an aggregate consideration of $250,000. The Company agreed to distribute Cascade Shares to the shareholders of the Company as of the close of business on May 31, 2022, on the date Cascade Copper completes its initial public offering.
As at May 31, 2022, the Company recorded a loss on the sale of Rogers Creek of $423,970 and an investment in Cascade Copper of $250,000. At the time of sale, Rogers Creek had a total book value of $673,970.

Pilar Gold Project

Located in the State of Sonora, Mexico, the Pilar Gold-Silver property is interpreted as a structurally controlled low-sulphidation epithermal project hosted in andesite rocks. Four zones of mineralization have been identified in the north-west part of the property from surface work and drilling and are referred to as the Main Zone, North Hill and 4 Trench and Triple Vein Zone. Structural features and zones of mineralization within follow an overall NW-SE trend of mineralization. Over 14,190 meters of drilling has been completed historically with an additional 8,786.44 meters completed by Tocvan from December 2020 to July 2022.

As at May 31, 2022, El Picacho Project has a total exploration and evaluation assets of $190,473 (2021 – $94,196).

Project highlights include:

- Total of 23,713 meters of drilling;
- 2,307m of historic surface and trench channel sampling with 590 total samples;
- Recent soil sampling results from undrilled areas indicating mineralization extends towards the southeast from the Main Zone, North Hill Zone, and 4-Trench Zone;
- 2020 Surface soil sampling returning up to 8.1 g/t Au and 317 g/t Ag in separate samples;
- 2020 Surface Rock sampling returning up to 23.7 g/t Au and 116 g/t Ag in areas previously not drill tested;
- 2021 Surface Rock sampling returning up to 19.9 g/t Au and 735 g/t Ag;
- Resistivity trends defined by ground geophysical surveys, including Induced Polarization (IP) and Controlled Source Audio Magnetotellurics (CSAMT);
- LiDAR survey of the Project area;
- Completion of Bottle Roll Metallurgical Study with gold recoveries up to 92%;
- Completion of a Phase One RC drill program totaling 1,505 meters.
- Completion of Phase Two RC Drill Program totaling 3,500 meters
- Completion of Phase Three of drilling with 1,256.80 meters of DDH and 1,686.66 meters of RC
- Planned Phase IV drilling program due to begin by September.
- Opening of four surface trenches, totaling 83.8 meters length, with bulk samples averaging between 0.179 and 0.730 g/t Au, for metallurgical tests.
- Start of column leach metallurgical tests.

<u>Phase One (December 2020) Drill Highlights:</u>

<u>Drill hole JES-20-32</u>
- 94.6 meters at 1.6 g/t Au from 57.9 to 152.5 meters
  including a high-grade core of 9.2 meters at 10.8 g/t Au and 38 g/t Ag from 57.9 to 67.1 meters

<u>Drill hole JES-20-33</u>
- 41.2 meters at 1.1 g/t Au from 57.9 to 99.1 meters
  including a high-grade core of 3.1 meters at 6.0 g/t Au and 12 g/t Ag from 71.6 to 74.8 meters\

<u>Drill hole JES-20-36</u>
- 24.4 meters at 2.5 g/t Au and 73 g/t Ag from 96.1 to 120.5 meters

including a high-grade core of 9.2 meters at 6.3 g/t Au and 192 g/t Ag from 96.1 to 105.2 meters
including 1.5 meters at 33.4 g/t Au and 1,090 g/t Ag from 96.1 to 97.6 meters

Phase Two (April to June 2021) Highlights:

Drill hole JES-21-38

- 29.0 meters at 0.71 g/t Au from surface to 29.0 meters
  - including 3.1 meters at 2.6 g/t Au from surface to 3.1 meters
  - including 6.1 meters at 1.9 g/t Au from 22.9 to 29.0 meters

- 24.4 meters at 0.56 g/t Au from 67.1 to 91.5 meters
  - including 9.2 meters at 1.3 g/t Au and 14 g/t Ag from 79.3 to 88.5 meters

Drill hole JES-21-43

- 35.1 meters at 0.66 g/t Au

Drill hole JES-21-47

- 47.7 meters at 0.70 g/t Au
  - including 3 meters at 5.6 g/t Au and 22 g/t Ag

Drill hole JES-21-50

- 39.7 meters at 0.96 g/t Au
  - including, 3 meters at 1.5 meters at 14.6 g/t Au

Phase Three (December 2021 to July 2022) Highlights:

JES-22-58 (Core)

- 33.3m at 0.6 g/t Au and 2 g/t Ag, from 85.6 meters
  - including 21.7m at 0.9 g/t Au

JES-22-59 (Core)

- 116.9m at 1.2 g/t Au and 7 g/t Ag
  - including 48.1m at 2.8 g/t Au and 9 g/t Ag
  - including 10.2m at 12.0 g/t Au and 23 g/t Ag

JES-22-61 (Core)

- 63.4m at 0.6 g/t Au and 11 g/t Ag, from 60.8m
  - including 29.9m at 0.9 g/t Au and 18 g/t Ag, from 60.8m

JES-22-62 (Core)

- 108.6m at 0.8 g/t Au and 3 g/t Ag, from 48.7m
  - including 31.9m at 2.4 g/t Au and 2 g/t Ag, from 125.4m
  - including 9.4m at 7.6 g/t Au and 5 g/t Ag, from 144.8m

Drill hole JES-22-62

- 108.6m at 0.8 g/t Au and 3 g/t Ag, from 48.7m
  - including 31.9m at 2.4 g/t Au and 2 g/t Ag, from 125.4m
  - including 9.4m at 7.6 g/t Au and 5 g/t Ag, from 144.8m

JES-22-63 (RC)

- 54.9m at 0.3 g/t Au and 5 g/t Ag, from 6.1m
  - including 13.7m at 0.6 g/t Au and 13 g/t Ag, from 6.1m

El Picacho

The El Picacho Gold-Silver property is interpreted as an orogenic gold system within the regional Caborca Orogenic Gold Belt known for producing gold mines that include La Herradura and San Francisco. The project is 140 kilometers north of Hermosillo and totals 2,414 hectares. Five primary zones of mineralization have been identified across the property totaling over six kilometers of prospective trends. Surface sampling has identified high-grade gold and silver values. Surface geological and structural mapping has been completed by Tocvan in 2022 adding a new target area which was previously identified.

Murcielago Zone

- 450-meter trend of gold-silver hosted in a brecciated dolomitic limestone, highlighted by:
- Historical artisanal mine working is present following high-grade mineralization
- Recent rock sampling highlights:
    - **7.2 g/t Au, 36 g/t Ag and 4.4% Pb**
    - **4.5 g/t Au, 197 g/t Ag, 4.8% Pb and 7.1% Zn**
    - **3.3 g/t Au, 67 g/t Ag and 1.6% Pb**
    - **2.7 g/t Au, 25 g/t Ag and 1.9% Zn**
- Historic Murcielago Rock Samples Results, highlighted:
    - **15.1 g/t Au, 18 g/t Ag and 2.9% Pb**
    - **13.8 g/t Au, 83 g/t Ag and 1.7% Pb**
    - **8.8 g/t Au, 234 g/t Ag and 4.6% Pb**

The five primary target areas, identified by previous work, are summarized below

San Ramon Zone

- 1.4 km prospective trend;
- Several historic mine workings associated with low angle faults;
- Historic Drill Highlights (Both were reconnaissance holes with no follow-up):
    - (Drill hole PD-01) 7.6m @ 0.73 g/t Au, including 3.0m @ 1.37g/t Au
    - (Drill hole RCP-02) 10.7m @ 0.67 g/t Au, including 4.6m @ 1.4 g/t Au
- Rock Sampling highlights:
    - 22 g/t Au and 22 g/t Ag
    - 16 g/t Au and 26 g/t Ag
    - 14 g/t Au and 83 g/t Ag

Cornea Zone

- 2.3 km prospective trend;
- Historic mine workings up to 30-meters deep along shear-zones;
- Rock Sampling Highlights:
    - 26 g/t Au and 340 g/t Ag
    - 15 g/t Au and 66 g/t Ag
    - 15 g/t Au and 29 g/t Ag

Jabali Zone

- 0.5 km prospective trend;
- Historic mine workings among low-angle thrust faults;
- Rock Sampling Highlights
    - 32 g/t Au
    - 28 g/t Au and 10 g/t Ag

El Puerto Zone

- 1.2 km prospective trend;
- Historic mine workings along vertical shear-zones hosted within a banded gneiss;
- Rock Sampling Highlights
    - 8 g/t Au and 10 g/t Ag
    - 6.5 g/t Au and 176 g/t Ag

Tortuga Zone

- 1.0 km prospective trend;
- Historic mine workings in Jurassic metasediments surrounded by mineralized biotite gneiss;
- Rock Chip Sampling Highlights
    - 2m @ 4.4 g/t Au and 46 g/t Ag

Summary of Quarterly Results

The following sets out a summary of the Company's quarterly results for the eight most recently completed quarters. All periods listed below were prepared in accordance with International Financial Reporting Standards and are expressed in Canadian dollars.

	Three months ended May 31, 2022	Three months ended February 28, 2022	Three months ended November 30, 2021	Three months ended August 31, 2021
Total assets	$ 4,554,009	$ 4,600,323	$ 4,491,902	$ 2,836,618
Working capital	$ 391,205	$ 46,916	$ 430,277	$ 219,101
Shareholders' equity	$ 4,321,522	$ 4,381,504	$ 4,383,702	$ 2,754,230
Net loss	$ 726,512	$ 380,690	$ 274,641	$ 192,177
Loss per share	$ 0.02	$ 0.01	$ 0.01	$ 0.01

	Three months ended May 31, 2021	Three months ended February 28, 2021	Three months ended November 30, 2020	Three months ended August 31, 2020
Total assets	$ 2,989,167	$ 2,182,426	$ 2,053,297	$ 1,707,154
Working capital	$ 490,722	$ 223,877	$ 422,786	$ 808,672
Shareholders' equity	$ 2,770,682	$ 2,009,254	$ 1,978,630	$ 1,603,454
Net loss (gain)	$ 499,731	$ 294,912	$ 466,944	$ 193,553
Loss per share	$ 0.02	$ 0.01	$ 0.02	$ 0.01

Liquidity and Capital Resources

To date, the Company has not yet realized profitable operations and has relied on equity financings and trade credit to fund the losses. The Company does not have sufficient funds to satisfy its exploration expenditure plans for the current fiscal year and will be required to raise capital through the equity market.

The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, or other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing.

	May 31, 2022	August 31, 2021
Working capital	$ 391,205	$ 219,101
Deficit	$ 3,941,818	$ 2,559,975

Net cash used in operating activities during the nine months ended May 31, 2022, was $862,309 (2021 – $925,374). The decrease in cash used in operating activities for the period was primarily due to the repayment of $55,000 from related party which were offset by an increase in prepayments of advertising expenses.

Net cash provided by financing activities during the nine months ended May 31, 2022, was $1,432,002 (2021 – $1,461,570) primarily from issuance of common shares.

Net cash used in investing activities during the nine months ended May 31, 2022, was $593,287 (2021 – $840,828) primarily from exploration and evaluation expenditures.

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 favourable. If adequate financing is not available when required, the Company may be unable to continue operating. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. 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 has sufficient funds to cover anticipated administrative expenses and continue to conduct exploration activities throughout the current fiscal year. It will continue to focus on actively exploring its mineral property.

Related Party Transactions

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 determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

The remuneration of directors and key management personnel during the nine months ended May 31 2022 and 2021, was as follows:

	Nine months ended May 31,	
	2022	**2021**
Share-based compensation	$ 53,650	$ 202,183
Management fees	50,500	–
Rent expenses	4,500	–
Exploration expenses	321,042	–
	$ 429,692	**$ 202,183**

Related party balances

At May 31, 2022, $25,200 was owed to a director of the Company and former CEO (August 31, 2021 – $3,769).

At May 31, 2022, $ 90,484 was owed to companies controlled by directors of the Company (August 31, 2021 – $3,150).

At May 31, 2022, $52,500 was owed to a company controlled by the new CEO of the Company, who was appointed on January 14, 2022, (August 31, 2021 –$10,500).

At May 31, 2022, $5,480 was owed to the new CEO of the Company (August 31, 2021 – $Nil).

The amounts owed to related parties are unsecured, non-interest bearing and due on demand.

Equity transactions with related parties

On January 11, 2022, 37,500 shares were issued when 37,500 options at $0.35 per option were exercised by a director of the company for total proceeds of $13,125.

On January 14, 2022, 25,000 shares were issued when 25,000 options at $0.40 per option were exercised by a director of the company for total proceeds of $10,000.

On March 21, 2022, 5,600 units were issued to CEO of the Company who participated in March Offering for total proceeds of $4,200.

Related party options granted

As at May 31, 2022, the Company has not issued any options within the nine-month period.

Total share-based compensation expense on options granted to directors and officers of the Company totaled $53,650 for the nine months ended May 31, 2022 (2021- $202,183).

Changes in Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in the condensed consolidated interim financial statements.

The condensed consolidated interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, the condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The functional currency of the Company is the Canadian dollar. The functional currency of Burgencio is the Mexican peso, which is determined to be the currency of the primary economic environment in which Burgencio operates. All amounts in the condensed interim consolidated financial statements are expressed in Canadian dollars, the Company's reporting currency.

Significant Accounting Policies

All significant accounting policies adopted by the Company have been described in the notes to the condensed consolidated interim financial statements for the nine months ended May 31, 2022.

Financial Instruments

Fair Values

The Company's financial instruments consist of cash, GST receivable, marketable securities, accounts payable and accrued liabilities, and due to related parties. The fair values of these financial instruments approximate their carrying values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments:

	May 31, 2022	August 31, 2021
Financial assets at amortized cost (i)	$ 424,375	$ 217,034
Financial liabilities at amortized cost (ii)	$ 232,487	$ 82,388

(i) Cash, tax receivable, marketable securities, and due from related parties
(ii) Due to related parties, accounts payable and accrued liabilities

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, which is held with a high credit quality financial institution and GST receivable from the Government of Canada and amounts due from a related party. As such the Company's credit risk exposure is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined above.

The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuances when required. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Company does not have investments in any asset backed deposits.

Foreign Exchange Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company has offices in Canada and Mexico, and holds cash in Canadian, United States, and Mexican Peso currencies. A significant change in the currency exchange rates between the Canadian dollar relative to US dollar and Mexican Peso could have an effect on the Company's results of operations, financial position, and/or cash flows. At May 31, 2022, the Company had no hedging agreements in place with respect to foreign exchange rates. As the majority of the transactions of the Company are denominated in CAD and Mexican Peso currencies, movements in the foreign exchange rates are not expected to have a material impact on the consolidated statements of comprehensive loss.

Interest Rate Risk

The Company is not exposed to significant interest rate risk.

Equity Price risk

Equity price risk is the risk that the fair value of equities decreases as a result of changes in the levels of equity indices and the value of individual stocks. The Company is exposed to equity price risk as a result of its investment in marketable securities following the sale of the Rogers Creek Property in exchange for common shares of Cascade Copper.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at May 31, 2022.

Additional Disclosure for Venture Issuers without Significant Revenue

Please refer to Note 4 in the interim condensed financial statements for the nine months ended May 31, 2022 for a description of the capitalized exploration and development costs on the Pilar and El Picacho properties. For a description of the general and administrative expenses, please refer to the statement of comprehensive loss contained in the condensed consolidated interim financial statements for the nine months ended May 31, 2022.

Outstanding Share Data

The following table summarizes the outstanding share capital as of the date of the MD&A:

	Number of shares issued or issuable
Common shares	36,270,650
Stock options	1,425,250
Warrants	9,627,503
	47,323,403

Business Risks

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks, but the Company is not fully insured against all risks, nor are all such risks insurable.

- Financial risks include commodity prices, interest rates and the Canada/United States/Mexico exchange rates, all of which are beyond the Company's control.

- Regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to acquire and maintain its exchange listing.

- The Company currently does not have adequate cash for planned exploration expenditures and general and administrative expenses in the next fiscal year and will require financing in the future to continue in business. There can be no assurance that such financing will be available or, if available, that it will be on reasonable terms. If financing is obtained by issuing common shares from treasury, control of the Company may change and investors may suffer additional dilution. To the extent financing is not available, lease payments, work commitments, rental payments and option payments, if any, may not be satisfied and could result in a loss of property ownership or earning opportunities for the Company.

Internal Controls over Financial Reporting

Management has designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of interim condensed financial statements for external purposes in accordance with IFRS. Lack of optimal segregation of duties has been observed due to the relatively small size of the Company, but management believes that these weaknesses have been adequately mitigated through management and director oversight.

Management's Responsibility for Financial Statements

The information provided in this report, including the condensed consolidated interim financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the interim condensed financial statements.

Further Information

Additional information relating to the Company can be found on SEDAR at www.sedar.com.