



PROSPECTOR

Metals Corp.

Management's Discussion and Analysis

Third Quarter – Interim period ended September 30, 2022

(Expressed in Canadian dollars, unless otherwise noted)

November 28, 2022

This management's discussion and analysis ("MD&A") for the nine months ended September 30, 2022, was prepared by management and approved and authorized for issue on the date of this report, for Prospector Metals Corp. (formerly Ethos Gold Corp.) (the "Company" or "Prospector") in accordance with International Financial Reporting Standards ("IFRS"). The MD&A should be read in conjunction with the Company's condensed interim consolidated financial statements for the nine months ended September 30, 2022 and the audited consolidated financial statements for the year ended December 31, 2021. Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls to ensure that information used internally or disclosed externally, including the MD&A, is complete and reliable. All amounts are in Canadian dollars unless otherwise specified. Additional information is available on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com, and on the Company's website at www.prospectormetalscorp.com.

OVERVIEW

The Company was incorporated on March 12, 2007 under the British Columbia Business Corporations Act. In 2007, the Company completed an initial public offering ("IPO") and was publicly listed as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange ("the TSX-V"). In 2008, the Company announced a proposed Qualifying Transaction. In July 2009, the TSX-V accepted the Company's Qualifying Transaction and filing statement, and the Company began trading on the TSX-V as a Tier 2 company under the symbol ECC. The Company's principal business activities are the identification, exploration and development of economically viable mineral properties. Subsequent to the year ended December 2021, on April 6, 2022, the Company completed a change of name to Prospector Metals Corp., with a ticker symbol of "PPP" in TSX Venture Exchange.

HIGHLIGHTS AND DEVELOPMENTS – Q3 2022

Strengthening of management

- On March 1, 2022, the Company appointed Rob Carpenter, Ph.D, P.Geo, to the Board of Directors where he will serve as Co-Chairman alongside Craig Roberts.
- On October 28, 2022, the Company appointed Alex Heath, CFA as Chief Financial Officer of the Company. Alex has a B.Com. with honours from the University of British Columbia and is a CFA Charterholder and is the current president, CEO and a director of the Company.

Share capital

- During the nine months ended September 30, 2022, the Company had consolidated its shares on the basis of one post-consolidation common share for each three pre-consolidation common shares. All shares and per share amounts have been retroactively restated.
- On March 1, 2022, the Company issued 1,333,318 common shares relating to the acquisition of the Whitton Lake mineral property.
- On April 8, 2022, the Company closed private placements for gross proceeds of \$3,461,772. In connection with the closing of the Private Placements, the Company issued 3,623,500 non-flow through units at a price of \$0.60 per unit. Each unit consists of one common share and one half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable into one common share of the Company at an exercise price of \$0.90 for a period of two years from the date of issue. In addition to the issuance of the units, the private placements consisted of the issuance of 1,187,567 National flow-through shares priced at \$0.72, (the "NTL FT Shares"), 213,497 Ontario flow-through shares priced at \$0.75 (the "ON FT Shares"), and 363,334 Quebec flow-through shares priced at \$0.75 (the "QC FT Shares").
- On June 15, 2022, the Company issued 100,000 common shares relating to the acquisition of the Fairbanks mineral property.
- On July 15, 2022, the Company issued 1,250,000 common shares relating to the acquisition of the Leopard Lake mineral property.
- On August 16, 2022, the TSX Venture Exchange (the "TSXV") consented to extend the term of 3,699,628 common share purchase warrants currently set to expire on September 3, 2022 (the "Warrants") to September 3, 2023. The Warrants were originally issued pursuant to a private placement of units completed by the Company on September 3, 2020. The exercise prices of the Warrants will remain the same (on a post consolidated basis) being \$0.60, \$0.66, \$0.72 and \$0.84 per common share.
- On October 28, 2022, the Company issued common shares for the following option agreements:
 - 200,000 common shares for Gaffney property.
 - 266,666 common shares for Virgin Arm property and \$90,000 in cash.
 - 266,666 common shares for Deep Cove property and \$50,000 in cash.
- On November 1, 2022, the Company issued 166,666 common shares in connection to the option agreement of the Fairchild Lake property.
- On November 15, 2022, the Company issued 666,666 common shares and \$50,000 in cash in connection to the option agreement of the Savant Lake property.

Going concern

The condensed interim consolidated financial statements have been prepared on the basis that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The ability of the Company to continue as a going concern is dependent on obtaining additional financing and if required through the issuance of debt or equity. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect the adjustments or reclassifications that would be necessary if the Company were unable to continue operations in the normal course of business.

EXPLORATION INITIATIVES

During the nine months ended September 30, 2022, the Company incurred the following exploration expenses:

	Pine Pass	Perk Rocky	Gaffney Gold	Fuchsite Lake	Savant Lake	Campbell	Fairchild	Whitton Lake
Administration	1,903	-	-	1,340	5,369	359	-	5,621
Assays	-	1,456	80	-	24,398	855	-	-
Camp costs	-	1,803	-	20,199	79,287	11,282	2,667	30,370
Community	-	-	-	-	-	-	-	-
Drilling	-	-	-	-	-	-	-	-
Field equipment	-	-	-	5,730	4,968	-	-	9,837
Geological consulting	-	9,421	58,328	38,384	249,266	53,480	2,975	96,693
Geophysics	-	-	-	4,168	36,736	-	-	-
Property maintenance	-	1,487	500	-	2,353	-	-	900
	1,903	14,167	58,908	69,821	402,377	65,976	5,642	143,421

	Leopard Lake	Bassano	Ligneris	Schefferville	Toogood	Total
Administration	4,644	-	-	58,938	35,605	113,779
Assays	69,663	-	-	17,257	180,723	294,432
Camp costs	41,803	-	-	421,706	302,264	911,381
Community	-	-	-	-	-	-
Drilling	-	-	-	-	440,738	440,738
Field equipment	40	-	-	-	20,601	41,176
Geological consulting	104,356	500	338	506,447	681,944	1,802,132
Geophysics	-	-	-	-	23,227	64,131
Property maintenance	21,200	-	-	1,860	3,000	31,300
	241,706	500	338	1,006,208	1,688,102	3,699,069

For details on all previously reported transactions, trenching, sampling, and drill results, please see the Company's filings on SEDAR.

a) Pine Pass Project, British Columbia

On July 31, 2018, the Company entered into an option agreement to acquire a 100% interest in three vanadium projects (Pine Pass, Ursula and Tunnel) in northeastern British Columbia. The Company can earn a 100% interest in the three projects by making cash payments of \$1,000,000 and issuing 1,000,000 common shares of the Company over a four-year period.

If the Company completes the 100% acquisition of the three properties by making the above cash payments and share issuances the Company will grant to the vendors a 2.0% Net Smelter Return ("NSR") royalty on all three projects, of which half can be repurchased at any time by the Company by paying the vendors \$1,500,000.

On March 29, 2019, the Company received notice from the Province of British Columbia that the mineral tenures making up its Pine Pass vanadium project, located on the John Hart Highway between Mackenzie and Chetwynd, B.C., are included in an area under consideration for an immediate moratorium on development proposals and possible inclusion in an expanded environmental protected area.

On June 20, 2019, the area in which the Pine Pass Project is located became subject to a moratorium on resource development (the "Moratorium") imposed by the Province of British Columbia in connection with caribou protection strategies.

On July 31, 2019, the Company entered in an amended option agreement (the "Addendum") with the vendors whereby the previous cash payments and share issuances are suspended indefinitely, pending the lifting of the Moratorium. The Moratorium will be deemed to have been lifted when the Company is no longer restricted by the Moratorium from carrying out exploration and development activities on the Pine Pass Project (the "Reinstatement Date"). Per the Addendum, to maintain the option agreement in good standing, the Company must make the following cash payments and share issuances.

	Cash		Shares	
Within five days of TSX Venture acceptance of the Addendum	\$30,000	Paid	33,333	Issued
On July 31, 2020 (the “Second Interim	\$30,000	Paid	33,333	Issued
If the Reinstatement Date falls after July 31, 2020	\$60,000*		66,667*	

* In the event the Moratorium is lifted, the final interim cash payment of \$60,000 and the issuance of 66,667 shares will be credited towards the first anniversary payments under the original agreement and the remainder of the cash payments and share issuances will be due annually on the Reinstatement Date, as per the original agreement. As at the date of this MD&A, the Moratorium has not been lifted.

In addition to the above cash payments and shares issuance, by the fourth anniversary of the Reinstatement Date, the Company will conduct and complete a PEA in respect of any one of the properties (Pine Pass or Ursula).

The Company will be making reasonable efforts to pursue any entitlement to compensation arising in connection with the Moratorium. In the event the Company is successful in recouping compensation, the Company shall first recover its costs and expenses incurred during this process with any remaining proceeds to be split evenly between the Company and the vendors. During the year ended December 31, 2021, the Company, had written-off the property for \$47,001.

b) Perk-Rocky Project, British Columbia

On May 10, 2019, the Company entered into an option agreement to acquire a 100% interest in the Perk-Rocky project located 225km west of Williams Lake, British Columbia. The Company can earn a 100% interest in the Perk-Rocky Project by making \$690,000 in cash payments and by issuing 966,667 common shares of the Company as follows:

	Cash		Shares	
Within five days of the execution date	\$10,000	Paid	-	
Within five days of TSX Venture	\$30,000	Paid	100,000	Issued
May 10, 2020	\$75,000	Paid	150,000	Issued
August 16, 2021	\$75,000 *	Paid	150,000 *	Issued
October 31, 2022	\$500,000*		566,667 *	

* During the to the year ended December 31, 2021, the Company amended the Perk-Rocky option agreement whereby the second anniversary payments of \$175,000 in cash and 233,333 common shares due on or before August 16, 2021 are now \$75,000 (paid) and 150,000 shares (issued) respectively and the third anniversary payments of \$400,000 cash and 483,333 shares due on or before October 31, 2022 are now \$500,000 and 566,667 shares respectively. On August 26, 2021, the Company issued 150,000 common shares relating to the acquisition of Perk-Rocky mineral property with a fair value of \$225,000.

In the event the Company accomplishes the milestones as listed below, milestone payments, which are due within 30 days of the Company reaching each milestone, will be paid as follows:

- US\$350,000 in the event the Company obtains a technical report that is compliant with NI 41-and that reports a current mineral resource.
- US\$500,000 in the event the Company obtains a Preliminary Economic Assessment.
- US\$1,000,000 in the event the Company obtains a Feasibility Study.
- US\$2,000,000 in the event the Company elects to put the property into commercial production.

Upon acquiring 100% interest in the property, the Company will grant the vendor a 3% NSR. The Company may repurchase 2% of the NSR for US\$7 million.

To date, the Company has advanced ground sampling and mapping and has completed airborne geophysics.

On March 2, 2021, the Company announced the Board of Directors approved maiden drill program at its fully permitted Perk-Rocky Copper-Gold Porphyry Project (“Perk-Rocky”) located ~ 200 kilometers west of Williams Lake at the

western end of a northwest trending linear array of porphyry copper mines and development projects including Highland Valley (Teck), New Afton (New Gold Inc.), Yalakom (Barrick) and New Prosperity (Taseko Mines Ltd.). The Perk-Rocky project contains a highly prospective, extensive 8 by 5-kilometer porphyry-style alteration footprint that may be related to one or more porphyry centers and contains copper sulphides at surface. Perk-Rocky is one of few roads accessible, metal endowed magmatic-hydrothermal systems in British Columbia that has never been drill tested.

On September 29, 2021, the Company announced drill results from the Company's first reconnaissance, wide-spaced drill program at the Perk-Rocky Copper-Gold Porphyry Project.

Highlights of Perk-Rocky Copper-Gold Porphyry Project

- Six widely spaced diamond drill holes totaling 2,050 m across three target areas were completed. The drill holes cover an east-west span of approximately 6 km, with hole lengths ranging from 235 to 437 m (Table 1, Figure 1).
- Drilling focused on three target areas identified during previous sampling and mapping programs and characterized by prospective surface alteration, anomalous Cu and Au in grab samples (at surface) and coincident geophysical anomalies (Figure 1).
- Five of the six holes contain intense alteration and intervals of anomalous Cu (above 100 ppm) with PK21-01 returning 113.87 ppm Cu over 27.83m, PK21-02 returning 121.34 ppm Cu over 33.60m, PK21-04 returning 134.54 ppm Cu over 25.60m, PK21-05 returning 113.23 ppm Cu over 137.25 m and 119.82 ppm Cu over 26.26m, and PK21-06 returning 120.36 ppm Cu over 36.67 and 126.94 ppm Cu over 9.63m (Table 2).
- Shortwave Infrared (SWIR) analysis identified alteration minerals including abundant pyrophyllite and topaz, consistent with an advanced argillic (AA) assemblage. The advanced argillic zones are nested within domains dominated by quartz-sericite± illite-pyrite (QSP). All QSP and AA alteration is surrounded by more distal chlorite-albite-epidote-magnetite-pyrite altered rock. Low grade or barren QSP and AA alteration zones are typically present in the upper parts of porphyry Cu-Au deposits.

c) Gaffney, British Columbia

On September 11, 2020, the Company entered into an earn in agreement whereby the Company can earn a 100% interest in the Gaffney gold property located in central British Columbia.

The Company can earn a 100% interest in the Gaffney gold property by making the following cash and share payments:

	Cash		Shares
Within five days of the execution date	\$15,000	Paid	-
Within five days of TSX Venture acceptance	-		200,000
On or before October 1, 2021	-		200,000
On or before October 1, 2022	-		200,000
On or before October 1, 2023	-		200,000

During the year ended, December 31, 2021, 200,000 shares were issued for a fair value of \$168,000.

The vendor retains a 1% NSR royalty, of which the first 0.5% can be purchased for \$500,000, and a second tranche of 0.5% may be purchased for \$1,000,000. There are no work commitments.

Project Overview

The 8,172-hectare (82 km²) Gaffney gold property is located in Central British Columbia, 197km north-northwest of Prince George. The property is accessible via paved road (Highway 27), 4 hours north of Prince George, near the Community of Manson Creek. Logging roads and cut blocks allow additional access to the majority of the property. Historic wide spaced reconnaissance soil sampling work indicates that several high-tenor, linear gold anomalies are located on the property. These coincide with historic gold-in-stream-sediment anomalies.²

² Note that historical assay values have not been independently verified by the Company and a potential investor should not place undue reliance on historical results when making an investment decision, nor should they be used as the sole criterion for making

investment decisions. There is no assurance that the Company can reproduce such results or that the historical results described therein will be realized.

Project highlights

- The project is situated in the Eastern Cordillera Gold belt, which includes the Barkerville gold camp. The property is located topographically above the Manson Creek Placer Gold District.
- Linear trends (+6 Km and +4km) of high-tenor gold-in-soil geochemical anomalies with soil values up to 2.95 g/t gold, interpreted to be structurally controlled.
- Geochemistry includes multiple large multielement soil anomalies including silver; arsenic; antimony – pathfinders for orogenic gold deposits.
- The large soil anomalies, similar in scale and intensity for example to pre-trenching targets at the Coffee Project (Kaminak; Yukon) ¹. With good access initial field work will be relatively low cost.
- The project is located in an emerging area for gold and copper exploration, with several producing mines also in the area.

¹ See Kaminak Press Release dated October 11th, 2011 entitled “Kaminak Defines Extensive Soil Anomalies Along Newly Recognised Sugar Trend, Coffee Project”. Comparisons to The Coffee Project are strictly for purposes of establishing deposit models and are not indicative of mineralization hosted on the Company’s property.

For additional information on the Gaffney project, refer to the Company’s news release dated October 1, 2020.

d) Fuchsite Lake Gold Project, Ontario

On August 5, 2020, the Company announced it had staked the Fuchsite Lake claim block, which comprises 3750 hectares located 20 km north of the town of Armstrong, Ontario. The southern boundary of the claim block can be accessed by forestry roads that link the property to the nearby town. The target is Archean shear zone hosted gold within deformed and altered ultramafic (fuchsite altered) and mafic volcanic rocks. This setting and rock type association is a major indicator of gold mineralization in many world class gold camps in the Superior Province of Ontario and Quebec.

The Fuchsite Lake claims represent a new greenfields fault zone gold target that has been overlooked and under explored despite reasonable access and favourable rock types and alteration that commonly accompany large gold discoveries. The presence of anomalous gold in outcrop samples within shears suggest a systematic structural and targeting program on the claim block will help assess the gold potential. Initial work will consist of ground truthing our shear zone model followed by an airborne magnetic survey designed to map out the structural geometry at the property scale.

On September 3, 2020, the Company entered into a definitive property option agreement with Cross River Ventures Corp. (“Cross River”) whereby Cross River has been granted the right to acquire up to a 60% interest in the project by advancing to the Company total cash payments of \$300,000 and 2,000,000 Cross River common shares. In addition, Cross River must incur \$1,950,000 in exploration expenditures on the project. The schedule of cash payments, share issuances and exploration expenditures are as follows:

	Cash		Shares		Work Commitment
Upon signing	-		500,000	Received	-
December 31, 2020	-		-		-
On or before December 3, 2021 *	\$75,000	Received	500,000	Received	-
December 31, 2021	-		-		-
On or before September 3, 2022	\$75,000	**	500,000	**	-
December 31, 2022	-		-		\$1,200,000
On or before September 3, 2023	\$75,000		500,000		-
December 31, 2023	-		-		\$750,000
On or before September 3, 2024	\$75,000		-		-

* On September 1, 2021, an amendment was made to the property option agreement. The cash payment of \$75,000 and 500,000 Cross River common shares, previously due on September 3, 2021, is now due on or before December 3, 2021. During the year ended December 31, 2021, the Company received 500,000 Cross River shares valued at \$70,000 at issuance date and 546,249 Cross River shares in lieu of the of the \$75,000 cash payment.

Upon Cross River earning their 60% interest, the Company will retain a 2% NSR royalty on the project. Cross River can acquire 1% of the NSR royalty by paying the Company a one-time cash payment of \$1,000,000.

For additional information on the Fuchsite Lake Gold Project, refer to the Company's news release dated September 8, 2020. For results of the Company's recently completed high resolution airborne magnetic survey, refer to the Company's news release dated October 15, 2020.

**As at the date of the report, the Company has not received the cash or shares commitment from Cross River that was scheduled on September 3, 2022. The Company is currently restructuring the option agreement with Cross River.

e) Savant Lake, Ontario

On September 1, 2020, the Company entered into an earn in agreement with Capella Resources Limited (formerly New Dimension Resources Ltd. ("Capella")) whereby the Company can earn a 70% interest in the Savant Lake gold property located in the Savant Lake Greenstone Belt 240km northwest of Thunder Bay, Ontario.

The Company can earn a 70% interest in the Savant Lake property by paying the optionor a total of \$200,000 in cash, issuing 2,666,667 common shares of the Company, and completing \$2,000,000 in exploration work. If a mineral resource in excess of one million ounces of gold is defined on the property the Company will make additional payments to Capella of \$50,000 in cash and issue 666,667 common shares of the Company.

During the year ended December 31, 2021, an amendment has been made to the Savant Lake Property Option Agreement. Changes are as follows:

	Cash		Shares		Work Commitment
Within five days of the execution date	\$50,000	Paid	-		-
Within five days of TSX Venture acceptance	-		666,667	Issued	-
On or before September 20, 2021	-		333,333	Issued	-
On or before November 15, 2022	\$50,000		666,667		\$500,000
On or before November 15, 2023	\$50,000		666,667		\$1,000,000
On or before November 15, 2024	\$50,000		333,333		\$500,000

On September 20, 2021, the Company issued 333,333 common shares relating to the acquisition of Savant Lake mineral property with a fair value of \$270,000.

Project Overview

The 229 km² Savant Lake gold project is within the Archean-age Savant Lake-Sturgeon Lake Greenstone Belt, 240 km northwest of Thunder Bay, Ontario. The project has the potential for the discovery of both high-grade iron formation and shear-hosted gold deposits, as well as base metal-rich massive sulfide (VMS) deposits.

Six historic, high-grade iron formation-hosted surface gold occurrences have been identified to date within 60 km of cumulative strike length of under-explored iron formation. Furthermore, two shear-hosted gold occurrences are known, and VMS targets also exist in the bimodal volcanic rock sequences exposed on the eastern and southwestern margins of the property. Many of the priority gold and VMS targets have yet to be drill tested.

Project highlights

- The property contains gold bearing iron formation with an estimated 60 km of prospective strike length on the property.
- High grade gold mineralization at surface and in historical diamond drilling occurs over 10 x 10 Km area and is summarized in the table below:

Showing	Lithology	Best Surface Sample Assay (g/t Au)	Best Historical Drillhole Intercept
Horseshoe	Iron Formation	138.87	Never drilled
Wiggle Creek	Iron Formation	77.50 ^{1,2}	15.55 g/t Au over 0.4m ¹
Shoal	Iron Formation	46.65 ^{1,2}	1.87 g/t Au over 0.6m ¹
One Pine	Iron Formation	40.87	23.6 g/t Au over 0.5m ¹
Snowbird	Iron Formation	38.8	Never drilled
L28	Iron Formation	32.35	Never drilled
Stillar Bay	Sheared Iron Formation	4.01 ^{1,2}	3.26 g/t Au over 1.22m ¹
Big Sandy	Sheared Volcanics	3.64	Never drilled

¹ Historical assay values have not been independently verified by the Company and a potential investor should not place undue reliance on historical results when making an investment decision, nor should they be used as the sole criterion for making investment decisions. There is no assurance that the Company can reproduce such results or that the historical results described therein will be realized. ² “Best surface samples” are grab / select samples and not necessarily representative of mineralization hosted on the property.

- Geologic mapping and magnetic data suggest there are multiple untested gold favorable sites (fold hinges) in iron formation; important structural controls at the past producing Lupin and Homestake mines.
- The Savant Lake gold occurrences are geologically similar to iron formation hosted gold mines including Goldcorp's Musselwhite Mine, Agnico Eagle's Meadowbank and Amaruq mines, where gold is hosted in altered iron formation and also along contacts with other rock types and structures.

- A recent high resolution mag survey completed by Prospector has added significantly to the data set being utilized for target definition, and several high-priority target areas have now been identified. The Company plans to mobilize field crews in early spring with the intention of ground truthing target areas followed by drilling in Q3, 2021.

On April 10, 2022, the Company announced an exploration update and plans for 2022. Prospector announced plans to mobilize field crews in early May with the intention of ground truthing target areas and conducting property-wide prospecting. A multi-year exploration permit was issued at the beginning of April, 2022. Community and stakeholder consultations are on going.

On June 26, 2022, the Company announced completion of a thorough prospecting and sampling Phase 1 exploration program which included ground truthing key target areas. A total of 594 grab samples were collected during the Phase 1 program for which 155 assays have been received at the time of release.

- Assays received to date from the Wiggle Creek prospect confirm the presence of a gold bearing shear zone (6.72 and 6.13 grams per tonne gold or “g/t Au”) characterized by sheared and silicified iron formation and related metasediments with abundant quartz veining, chloritization, and sulphide mineralization. In addition, new rock grabs collected in previously unsampled areas, 300m and 800m along strike, assayed 2.34, 68.6, 26.5, and 4.3 g/t Au. The Wiggle Creek prospect represents a strike length of 1.3km of known gold bearing structure which remains open in all directions.
 - First pass sampling around the Snowbird and Horseshoe prospect collected a sample 200m north of the known historical occurrence with visible gold. Assays remain pending.
 - A new LiDar survey was completed in June 2022 and data is currently being processed.

For additional information on the Savant Lake project, refer to the Company’s news release dated June 26, 2022.

On August 15, 2022 the Company announced the discovery of a second gold bearing structural corridor at Savant Lake.

- Prospector defined a second, previously unrecognized, structural corridor called the Snowbird-Shoal Deformation Zone which is host to numerous gold occurrences including the Snowbird and Horseshoe occurrences. New sampling in previously unsampled areas around the Snowbird and Horseshoe prospects returned assays of 99.6, 60.0, 20.9, 13.25, 8.39, and 5.63 g/t Au, increasing the known mineralized strike length to 520m.

For additional information on the Savant Lake project, refer to the Company’s news release dated August 15, 2022.

f) Campbell Lake, Ontario

On October 6, 2020, the Company entered into an earn in agreement whereby the Company can earn a 100% interest in the Campbell Lake gold project located 40km north of the town of Armstrong, Ontario. The Company can earn a 100% interest in the Campbell Lake gold project by making the following cash and share payments:

	Cash		Shares	
Within five days of the execution date	\$10,000	Paid	-	
Within five days of TSX Venture acceptance	-		200,000	Issued
Within five days of an airborne geophysics survey date	-		200,000	Issued
On or before October 6, 2021	-		200,000*	Issued
On or before October 6, 2022	-		600,000*	Issued

There are no work commitments.

* On April 27, 2021, the Company accelerated the Campbell Lake Gold Project acquisition by issuing 800,000 common shares relating to the acquisition of Campbell Lake mineral property with a fair value of \$480,000.

Project highlights

- A ~10km long prospective alteration corridor was identified by Ontario Government bedrock mapping initiatives in the area from the late 1970's (Report 251). Extensive sulphide mineralization is described near a regionally significant mafic volcanic - metasedimentary contact zone with reports of significant alteration "sericite schist" along the trend. Coarse geophysical maps show km-scale magnetic anomalies associated with these sericite schists and reported sulphide zones.
- Research by Prospector geologists has confirmed that this sulphide trend has not been documented in mineral inventory databases and no prospecting or drilling was ever submitted for assessment.
- The property also hosts numerous other shear zone and iron formation hosted gold prospects associated with Pb and Ag minerals. The Bovin-Gilbert Occurrence yielded 8.57 g/t Au over 25.4 cm from a small drill campaign in 1949. Reports suggest the enveloping folded iron formation may exceed 90m thick (Assessment# 52110 SW 0024). No modern exploration work has been reported in over 60 years despite prospective geology and relatively good access.
- Prospector is currently completing a high resolution airborne magnetic survey and acquiring detailed satellite imagery this fall and follow up prospecting and sampling is expected to begin in the spring of 2021.

For additional information on the Campbell Lake Gold project, refer to the Company's news release dated October 7, 2020.

g) Fairchild Gold Project, Ontario

On February 3, 2021, the Company entered into an earn-in agreement under which Prospector may earn a 100% interest in the 2,228-hectare Fairchild Lake claim block located 65 km northeast of Sioux Lookout, Ontario by making the following cash and share payments:

- a. Cash payment of \$5,000 on signing (paid)
- b. 166,666 shares within 5 days of Exchange acceptance (issued)
- c. 166,666 shares within 9 months of signing (issued) *
- d. 166,666 shares within 18 months of signing

There are no work commitments or royalties payable

During the year ended December 31, 2021, Prospector issued 333,334 related to the Fairchild Lake property valued at \$215,000.

Project highlights:

- The property covers a 15km long segment of the regionally significant Kashawogama Lake Shear Zone (KLSZ).
- Previous government mapping initiatives describe the KLSZ as a brittle – ductile high strain zone that separates granitoid rocks in the north from mafic volcanic and sedimentary rocks in the south.
- Coarse conglomerate rock units are noted within the core of the shear zones and the Prospector technical team has tentatively interpreted these units as "Timiskaming-like" in appearance, thereby reinforcing the KLSZ as a potentially important structure for hosting gold mineralization.
- This is the diagnostic structural setting for orogenic (vein hosted) gold deposits that occur in the Superior Province of Ontario and elsewhere.

Ongoing desktop research reviews of available data is currently being completed by the Prospector technical team and priority structural and stratigraphic targets are being generated for field follow-up in the spring of 2021. The initial field program will consist of ground truthing of priority targets as well as comprehensive prospecting along the length of the Kashawogama Lake Shear Zone in hopes of generating trench and drill targets for Q4 2021.

h) *Whitton Lake, Ontario (formerly Heaven Lake)*

On March 7, 2021, the Company entered into an earn-in agreement under which Prospector may earn a 100% interest in the 4,400-hectare Whitton Lake claim block located 20 km north of Impala Canada's Lac des Iles platinum group elements ("PGE") mine, Ontario by making the following cash and share payments:

- Cash payment of \$23,300 on signing (paid)
- 666,667 shares within 5 days of Exchange acceptance (issued)
- 666,667 shares within 12 months of signing (issued) *
- 666,667 shares within 24 months of signing (issued) *

The vendor retains a 2% NSR royalty, of which, the Company can acquire 1% of the NSR by paying \$1,000,000. There are no work commitments.

During the period ended March 31, 2022, the Company accelerated the Whitton Lake Gold Project acquisition by issuing 1,333,318 common shares relating with a fair value of \$919,989.

i) *Leopard Lake, Ontario*

On May 25, 2022, Prospector has acquired a 100% interest in the Leopard Lake claim block from various vendors for 1,250,000 shares of Prospector. There are no work commitments or royalties.

j) *Bassano Project, Quebec*

On September 1, 2020, the Company entered into an earn in agreement whereby the Company can earn a 100% interest in the Bassano project, which is contiguous to the Company's Schefferville project in the province of Quebec.

The Company can earn a 100% in the Bassano project by paying the optionor a total of \$200,000 in cash, 1,166,667 shares, and completing \$500,000 in exploration work, as follows:

	Cash		Shares		Work Commitment
Within five days of the execution date	\$50,000	Paid	-		-
Within five days of TSX Venture acceptance	-		33,333	Issued	-
November 15, 2021*	\$50,000	Paid	66,667	Issued	\$125,000
November 15, 2022	\$50,000		133,333		\$125,000
November 15, 2023	\$50,000		266,667		\$125,000
November 25, 2024	-		666,667		\$125,000

* During the year ended December 31, 2021, Prospector paid \$50,000 and issued 66,667 related to the Bassano property valued at \$48,000.

The optionor will retain a 2% NSR royalty of which the Company may purchase 1% for \$1,000,000.

Project highlights

- The Bassano Project comprises 21 mineral claims covering 10.3km² containing prospective iron formation hosting at least three known gold occurrences: Baleine Rouge, Baluga, and Arsene.
- Historic work at Baleine Rouge* returned rock grab samples assaying up to 12.21 g/t Au and a drill interval of 2.23 g/t Au over 19.55 m, including 10.21 g/t over 2.03 m.
- Historic work at Arsene* returned rock grab samples assaying up to 31.13 g/t Au and a drill interval of 1.05 g/t Au over 12.55 m.
- Historic work at Baluga* returned rock grab samples assaying up to 1.89 g/t Au.

True widths for these reported drill intervals are unknown.

** Quebec MRNF Report MM95-01 and MM205-01 provide key compilations of the numerous gold prospects in the Schefferville region and adjacent areas and are the best references to the many gold prospects detailed in numerous assessment reports focussed on various parts of the region. These two reports document the original Quebec Government Survey or assessment report sources of the various rock sample and drill core intersection gold assay results.*

On April 21, 2022, the Company outlined plans for 2022 at Bassano/Schefferville Project for 2022. The 2022 exploration program is anticipated to occur in two phases. Phase 1 has a budget of Cdn\$1M and encompasses a detailed helicopter aeromagnetic survey over the central portion of the Sable claim block, covering the key target areas, followed by detailed mapping, stripping, and sampling with the goal of vetting and prioritizing selected targets for potential Phase 2 drilling in the fall of 2022. Work will be supported by a field camp in June and July, 2022.

For additional information on the Bassano project, refer to the Company's news release dated April 21, 2022.

On August 10, 2022, the Company announced an earn-in agreement with Newfoundland Discovery Corp. ("NEWD") for the Schefferville Project that includes Bassano. NEWD may earn up to a 50% interest in the Schefferville Gold Project in return for staged share payments to Prospector and \$3M of work commitments over four years, including \$1.3M by the end of 2022.

k) Ligneris Project, Quebec

On June 26, 2019, the Company entered into an earn in agreement with Société d'exploration minière Vior Inc. ("Vior") whereby the Company can earn a 70% interest in the Ligneris property, located 90 km north of Rouyn-Noranda, Quebec. The Company can earn a 51% interest in the Ligneris Property by issuing Vior 333,333 common shares of the Company and incurring \$3,000,000 in exploration expenditures over the first four years of the agreements as follows:

	Work Commitment	Shares	
Within ten days of TSX Venture acceptance	-	66,667	Issued
On or before the first anniversary	\$750,000*	75,000	Issued
On or before the second anniversary	\$750,000	83,333	
On or before the third anniversary	\$750,000	108,333	
On or before the fourth anniversary	\$750,000	-	

*Before the first anniversary the Company had satisfied its first-year work commitment.

Upon the Company earning its' initial 51% interest in the Ligneris Property, the Company will have 60 days to elect to earn an additional 19% interest in the Ligneris Property by incurring an additional \$4,000,000 in exploration expenditures over the next three years, commencing from the date of the Company's election.

On November 1, 2019, the Company announced the commencement of a 6,000-meter Phase 1 drill program. Two diamond drills were utilized targeting two different areas, namely the Central and South zones. The program concluded mid-February 2020 and the results were released on April 23, 2020.

On April 27, 2021, the Company concluded a termination and release of the Ligneris agreement whereby Prospector has accepted to renounce all of its rights under the Earn-in Agreement dated June 26, 2019 on the Ligneris project in Abitibi, Quebec in exchange for 1.0 million shares of Vior.

During the year ended December 31, 2021, the Company received 1,000,000 shares of Vior (VIO.V). The fair value of these shares was \$220,000, which was recorded as a recovery against the Ligneris Property (\$114,205) and the remaining (\$105,795) was recorded as other income in the Statement of Loss and Comprehensive Loss.

l) Schefferville Gold Project, Quebec

On August 5, 2020, the Company announced it had staked a total of 288 km² area in two claim blocks: the Sable block (234 km²) is centered 80 kilometers northwest of Schefferville and the Hamard block (54 km²) is centered 35 kilometers due west of Schefferville. The Sable and Hamard claims cover extensive areas of the Lillois Complex, a 2.7-billion-year-old unit characterized by the presence of numerous iron formations, many of which locally host gold mineralization.

The primary exploration target is sulphidized iron formation, which occurs where the iron formations are cut by late, steep fault and shear structures that were pathways for hydrothermal fluids during deformation and metamorphism. This resulted in sulphidization of the iron formations, with attendant gold and arsenopyrite mineralization, along and adjacent to these structures. Additionally, significant mineralization may extend into the bounding paragneisses, and also may be controlled by structures adjacent to contacts of paragneiss and iron formation with various intrusive bodies.

Planned work by the Company on the Sable and Hamard claims aims to extend systematic gold exploration into geologically analogous but thinly till covered terrain, particularly along the major poorly exposed structures. A detailed aeromagnetic survey is planned for the claim blocks, to assist in defining the regional structural framework, but also (as confirmed possible by examining the results of some small-scale historic ground magnetic surveys) to directly define areas of magnetite bearing iron formation within the paragneiss that tend to be expressed as subtle magnetic highs where unaltered, and are cut by discrete magnetic low trends where they are altered and sulphidized in areas favorable for gold mineralization.

On October 15, 2020, the Company purchased a 100% interest in 206 mineral claims contiguous to the Company's Schefferville project, which is located 85km northwest of Schefferville, Quebec. The Company has purchased the claims by paying \$50,000 in cash (paid) and issuing 500,000 (issued) common shares of the Company. The vendors will retain a 2.0% NSR, of which the Company can purchase 1% for \$1,000,000.

On February 16, 2021, the Company purchased a 100% interest in key claim block at the Schefferville Gold Project, QC, and acquired extensive database.

On April 21, 2022, the Company outlined plans for 2022 at Bassano/Schefferville Project for 2022. The 2022 exploration program is anticipated to occur in two phases. Phase 1 has a budget of Cdn\$1M and encompasses a detailed helicopter aeromagnetic survey over the central portion of the Sable claim block, covering the key target areas, followed by detailed mapping, stripping, and sampling with the goal of vetting and prioritizing selected targets for potential Phase 2 drilling in the fall of 2022. Work will be supported by a field camp in June and July, 2022.

Project highlights

- The purchased claims cover key portions of the Sable River Deformation Zone structure adjacent to the Sable Block.
- The newly acquired claims host at least 13 iron formation hosted gold occurrences with samples ranging from > 1 g/t Au to 6.7 g/t Au.
- The Sable block now comprises a total of 36,808 ha (368.1 km²) and covers a package of rocks within a major deformation zone which management believes is prospective and presents a district-scale opportunity for Ethos.

m) Key Claim Blocks added to the Schefferville Gold Project

On February 15, 2021, the Company entered into an earn-in agreement under which the Company may acquire a 100% interest in interest in 48 mineral claims covering 2,359 hectares (23.59 km²) contiguous with Ethos' existing land position within the Schefferville Gold District, approximately 85 km northwest of Schefferville, Quebec by making \$100,000 in cash payments (paid) and issuing 666,667 shares on closing (issued). Prospector has committed to spending \$500,000 over three years on the claims with any shortfall resulting in a cash payment to the vendor in an amount equal to a prorated cash payment of \$100,000. If the commitment is satisfied, no such payment is required. The vendors will retain a 2.0% NSR royalty on the Property, of which 1.0% may be repurchased by the Company for \$1,000,000.

Project highlights

- The newly acquired claims host at least seven known historical iron formation hosted gold occurrences with sampling ranging from 2.0 g/t Au to 171.5 g/t Au.
- An extensive database covering both the newly acquired claims and significant areas of ground already held by Prospector has also been acquired. This dataset includes geologic mapping, surface sampling, geophysical surveys, and drill results.
- The Schefferville Project now comprises a total of 36,808 hectares (368.1 km²) centered on a 20 km wide structural corridor characterized by faulted and sheared rocks extending for approximately 60 km on the Sable block, and 10 km on the Hamard block (Figure 1).
- Project wide approximately 53 gold occurrences grading from 1 g/t Au up to 171.5 g/t Au in mineralized iron formations have been documented (Figure 1,2,3) ^{1,2}. Only six of these 53 prospect areas have been drill tested at all. A total of 35 short holes on these six prospects yielded results including 2.23 g/t Au over 19.55 m, 10.21 g/t over 2.03 m and 1.05 g/t Au over 12.55 m.

Much of the newly acquired claim block occupies a structurally favorable dilatant domain along the generally southeasterly trending Sable River Deformation Zone, where the stratigraphy is deflected to a more nearly east-west orientation along the southern margin of a large tonalite batholith. Many of the historic gold prospects, and much of the greenfields gold target areas, are located within this domain. Targets include potential gold mineralization at contacts with adjacent rocks or along related major structures and splays.

The extensive dataset acquired along with the new claim block includes gold assays and 50-element ICP-AES Aqua Regia analyses, for approximately 370 rock grab samples. Also included are a detailed aeromagnetic survey and geological mapping. Historical drill results from the Arsene and Baleine gold prospects, along with IP survey data from the Baleine Gold Prospect to the west of the new claim block, were also acquired as part of the data package.

Using the new database and the airborne magnetic data, numerous meta-iron formations, cross-cutting brittle and ductile shear structures have been identified on and/or near historic gold showings leading to a number of new, largely untested target areas. A Lidar survey is planned for spring to aid in further target definition. The initial field program will consist of ground truthing of priority targets as well as comprehensive prospecting along the length of the Sable River Shear Zone with the intention of generating trench and drill targets for the second half of 2021.

On October 5, 2021, the Company announced that it had completed Phase 1 of the regional exploration program at the Schefferville Gold Project. The Schefferville Gold Project comprises a total of 36,808 hectares (368.1 km²) centered 80 kilometers northwest of Schefferville, Quebec, west of the border with Labrador.

Highlights

- In October 2020, Prospector completed a high-definition helicopter-borne magnetometer survey over the Schefferville project aimed at high resolution mapping of magnetite-bearing iron formation and the identification of structures influencing gold mineralization.
- In winter and spring of 2021, Prospector completed compilation and validation of existing historical data, and together with the new aeromagnetic data, defined 44 prospective targets on which ground truthing and prospecting were conducted during Phase 1 field work conducted by IOS Geoscientific Services from mid-June to early July 2021. Numerous mineralized meta-iron formations were identified, some associated with historic gold showings, and some representing new showings.
- In August 2021, Prospector completed a property-wide LiDAR survey to help delineate structures, lineaments and geological contacts across the property.
- Phase 2 exploration program to begin immediately and focus on high priority targets identified during Phase 1.
- Project wide, approximately 53 gold occurrences grading from 1 g/t Au up to 171.5 g/t Au in mineralized iron formations have been documented (Figure 1,2) 1,2. Only six of these 53 prospect areas have been drill tested at all. A total of 35 short holes on these six prospects yielded results including 2.23 g/t Au over 19.55 m, 10.21 g/t over 2.03 m and 1.05 g/t Au over 12.55 m.
- On August 10, 2022, the Company announced an earn-in agreement with Newfoundland Discovery Corp. (“NEWD”) for the Schefferville Project that includes Bassano. NEWD may earn up to a 50% interest in the Schefferville Gold Project in return for staged share payments to Prospector and \$3M of work commitments over four years, including \$1.3M by the end of 2022.

n) *Deep Cove and Virgin Arm Claims, Newfoundland*

On October 29, 2020, the Company entered into two earn in agreements whereby the Company can earn a 100% interest in two contiguous claim groups, the Deep Cove claim group and the Virgin Arm claim group, which are located on New World Island, approximately 65km north of Gander, Newfoundland.

Deep Cove Claims

The Company can earn a 100% interest in the Deep Cove claim block by paying the optionor a total of \$280,000 in cash and issuing 1,066,667 common shares of the Company over a three-year period.

The vendor retains a 2% NSR royalty, of which the first 1% can be purchased for \$1,000,000. The Company shall incur exploration costs of \$100,000 per year on the Deep Cove claim block.

Virgin Arm Claims

The Company can earn a 100% interest in the Virgin Arm claim block by paying the optionor a total of \$375,000 in cash and issuing 1,000,000 common shares of the Company over a three-year period.

The vendor retains a 3% NSR royalty, of which the first 1.5% can be purchased for \$1,500,000. An additional 0.5% may be purchased for an additional \$1,500,000. There are no work commitments.

Project highlights

- Limited historic work including by Noranda in the 1980's to mid-1990's identified at least nine occurrences with visible gold in bedrock over a structural corridor of more than 5 km. Reported high-grade assays from grab samples included 346 g/t, 245 g/t, 127 g/t and 99.7 g/t gold.
- Gold mineralization is present in veining and stockwork fracturing with significant quartz, sulfides, and visible gold. The veining occurs at the high level of an orogenic depositional environment, filling brittle fracturing of the host rocks.
- Both coarse and fine visible gold are present, with some locations demonstrating both larger gold particles in the plus 2 mm range, but also significant coincident finer gold recoverable by panning.
- Five gold prospects were identified in 2002 by Candente Resource Corp. (the Hank, Homer, Barney, Piranha, and Kelp prospects) where grab samples returned gold assays including 99.2 g/t, 104.3 g/t, and 127 g/t, 3.1 g/t, 3.5 g/t, 7.5g/t, 9.1 g/t, and 10.4 g/t 2.
- A limited seven-hole drill program by Rubicon Minerals in the mid-2000's returned 5.7 g/t Au over 1m, and 1.04 g/t over 9.1 m in reconnaissance drilling at two locations.

On August 25, 2022, the Company released initial drill results at the Toogood Property which includes Virgin Arm and Deep Cove options. High-Grade Gold Discovery at Toogood, Newfoundland: Quinlan Zone Results Includes 23.90 g/t Au over 3.65 m, 18.27 g/t Au over 4.25 m, and 22.76 g/t Au over 1.1 m

At the Quinlan Zone, drilling targeted a gold bearing felsic dyke located by surface sampling (see press release dated March 1, 2022). 19 HQ-size drillholes totaling 857.5 m identified a 1.5-4.5 m wide altered felsic dyke hosted in shale striking 020 and dipping at approximately 45 degrees to the southeast. Drilling extends the known surface expression of the dyke to 200 m in strike length and 120 m down dip. Mineralization remains open in all directions. Visible gold in core was identified in 15 of the 19 drillholes. Drill assay results include 23.90 g/t Au over 3.65 m from 4.75m including 43.22 g/t Au over 1.95 m (22QL008), 18.27 g/t Au over 4.25 m from 41.25m including 70.31 g/t Au over 1.05 m (22QL017), and 9.40 g/t Au over 3.18 m from 9.4m including 22.76 g/t Au over 1.1 m (22QL010).

On August 25, 2022, the Company announced additional high-grade grab results and two new occurrences as part of the 2022 exploration program at the Toogood property. The new Vic occurrence has been identified through prospecting along the trend of the Virgin Arm Fault/Dunnage Melange contact 1 km southwest of the Sherwood Zone. Prospecting located quartz rubble/subcrop in dug pits that returned assays of 67.23, 58.89, 20.87, and 3.26 g/t Au. Follow-up prospecting has confirmed the presence of gold at the newly named Chimo prospect located 350m SE of Sherwood where historical outcrop sampling of felsic dykes returned assays including 127, 82.2, and 10 g/t Au. Three new felsic dyke outcrop occurrences were located and sampled. Of the 28 new grab outcrop samples collected during the 2022 season, significant assays included 29.52, 5.91, 3.47 g/t Au taken from the old pit and historical trench, 5.16 g/t Au east of the road, and 1.64 g/t Au west of the pond. The new occurrences confirm the presence of gold within the Virgin Arm Fault system which can be traced for nearly 5km across the Toogood Property.

For additional information on the Deep Cove and Virgin Arm claims, refer to the Company's news release dated August 25, 2022.

o) McGrath, Toogood, and Fairbanks Claims, Newfoundland

The company entered into three earn-in agreements under which Prospector may earn a 100% interest in the 6,675-hectare (66.75 km²) Toogood claim group and the 1,800-hectare (18 km²) McGrath claim group located on New World Island, approximately 65 km north of Gander, Newfoundland. These projects are contiguous to the north-east of the Company's Deep Cove and Virgin Arm properties (see Prospector November 19, 2020 news release) with good access by paved and gravel roads and trails. The Deep Cove, Virgin Arm, McGrath and Toogood claims will be collectively referred to as the Toogood Project.

Project highlights

- The Toogood Project now covers 28 km by 8 km of prospective geology hosting numerous gold occurrences on New World Island. Both coarse and fine gold mineralization are present in quartz and sulfide veining and stockwork fracturing of conglomerates and sandstones.
- Historic work on the Toogood and McGrath claim groups includes grab and soil sampling primarily concentrated along the shorelines (Figure 1). Six gold occurrences across these claims were identified by prospectors in the period 2002-2012 with reported assays from grab samples including 11.18 g/t and 10.35 g/t gold in outcrop ^{1,2}.
- At least nine occurrences with visible gold in bedrock over a structural corridor of more than 5 km occur on the Deep Cove/Virgin Arm claim groups (Figure 1) with reported assays from grab samples including 346 g/t, 245 g/t, 127 g/t and 99.7 g/t gold (see November 19 news release). The Toogood and McGrath claim groups have less historic work but cover a continuation of the same lithologic trend and demonstrate similar styles of high-grade gold mineralization.
- The Toogood Project is on the western side of a north-south trending continental collision margin in a sequence of rocks that geologically appear to correlate to the host rocks for other significant gold occurrences including Marathon Gold's Valentine Lake project.

Prospector is planning to start field exploration in the spring of 2021 including property-wide prospecting, mapping, and sampling with the objective of defining drill targets for testing later in 2021.

McGrath Claim Group Earn-in Agreement:

Prospector can earn a 100% interest in the McGrath claim group by making the following share payments:

- 266,667 shares valued at \$168,000 on TSXV approval of the entrance into the earn-in agreement (issued).
- 266,667 shares valued at \$208,000 12 months following signing (issued).

The vendor retains a 2% NSR royalty, of which the first 1% can be purchased for \$1,000,000. There are no work commitments.

Toogood Claim Group Earn-in Agreement:

Prospector can earn a 100% interest in the Toogood claim group by making the following cash and share payments:

- Cash payment of \$25,000 on signing (paid)
- 833,333 shares on TSXV approval of the entrance into the earn-in agreement (issued)
- 833,333 shares 12 months following signing (issued).

The vendor retains a 2% NSR royalty, of which the first 1% can be purchased by Prospector for \$1,000,000. There are no work commitments.

Fairbanks Earn-in Agreement:

On June 15, 2021, Prospector entered an option agreement to earn a 100% interest in the 325-hectare (3.25 km²) Fairbanks claim located on New World Island, Newfoundland. This project is contiguous to the Company's Deep Cove and Virgin Arm properties and increases its land position at the Toogood Project to over 118 km².

	Cash		Shares	
Within five days of the execution date	\$50,000	Paid	-	
Within five days of TSX Venture acceptance	-		133,333	Issued
On or before June 15, 2022	\$50,000	Paid	100,000	Issued
On or before June 15, 2023	\$50,000		133,333	
On or before June 15, 2023	\$50,000		200,000	

During the year ended December 31, 2021, the Company issued 133,333 common shares relating to the acquisition of Fairbanks mineral property with a fair value of \$172,000.

On July 21, 2021, the Company discovered a high-grade gold trend in its first pass exploration program at the Toogood property.

Highlights

- Initial sampling of previously untested outcrops identified numerous showings with visible gold within quartz veins hosted by felsic (tonalite) dykes. Three visible gold samples were assayed by metallic screen returning 572.87 g/t Au, 493.91 g/t Au, and 22.28 g/t Au respectively. This area has not yet been drilled. Note that surface samples are grab/select samples and are not necessarily representative of mineralization hosted on the property.
- These new results define a 100 m by 40 m gold zone which remains open in all directions.
- Initial mapping suggests mineralization may be locally associated with quartz veins that occur along NNE trending faults within sedimentary host rocks. Visible gold occurs in most outcrops of quartz vein stockwork within a strongly sericite silica pyrite altered felsic (tonalite) dike that intruded a dextral strike slip structure. The visible gold has been observed across a range of grain sizes from several mm down to fine grains at the limit of visible detection.
- Localized geological and detailed structural mapping suggests a regional system of NNE-trending dextral and possible WNW conjugate faults including the Virgin Arm and Dildo Run Faults, that cross the Toogood property appear to either immediately predate or was synchronous with dike emplacement, then subsequently reactivated and infiltrated by several hydrothermal events which locally include gold mineralization.
- Prospecting, mapping and sampling will continue with a focus on the dominant gold bearing vein systems, in addition to property -wide airborne magnetics and LiDAR surveys over the summer and fall. Localized outcrop stripping, trenching, soil sampling will also be completed during this period and drill targets selected for the fall and winter 2021. Drill permits have been received.

On August 9, 2021, the Company announced bonanza grade weathered sub-crop samples 420m ENE of the new high-grade gold trend in its first pass exploration program at the Toogood property

Highlights

- Four weathered sub-crop grab samples with visible gold grading 7,877, 1,276, 1,113, 226 g/t Au, and one additional sample assaying 7 g/t Au are located 420m ENE of the previously announced initial outcrop sampling. Note that surface samples are grab/select samples and are not necessarily representative of mineralization hosted on the property.
- The grab samples are angular, loose, weathered, palm sized quartz vein material in an area of thin cover. They are interpreted to be close to source, covering an area of approximately 40m x 10m. The Toogood project area lacks significant glacial till or erratic boulders due to a low-lying marine incursion approximately 12,000 years ago. As a result, soil and boulders are interpreted as in place weathered sub-crop.
- Initial mapping and prospecting suggest mineralization may be locally associated with quartz veins that occur along NNE trending faults within sedimentary host rocks. Visible gold occurs in outcrops of quartz vein stockwork within a strongly sericite silica pyrite altered felsic (tonalite) dike that intruded a dextral strike slip structure.

- Localized outcrop stripping, trenching, soil sampling will follow up the high-grade sampling, in addition to continued prospecting and mapping property wide.

On November 24, 2021, the Company announced additional bonanza grade outcrop samples at the newly named Quinlan and Titan showings in its first pass exploration program at the Toogood property which encompasses 118km² of mineral claims on New World Island, Newfoundland.

Highlights

- At the Titan showing, additional grab samples with local visible gold graded 2,571.60, 1,146.87, 310.40, 236.86 g/t Au. New stripping and detailed geological mapping and sampling have identified a 40m by 10m wide mineralized zone, open along strike and to depth. Gold is hosted in quartz-ankerite veins within altered shale and greywacke, likely emplaced along west-northwest trending structures. A total of 50 channel samples across five separate channels (total 27.94m) have been collected to test the continuity of mineralization outside of the known visible gold. Channel assays remain pending. Note that surface samples are grab/select samples and are not necessarily representative of mineralization hosted on the property.
- At the newly named Quinlan showing, additional assays of 229.88, 43.07, 19.09, 13.1, 10.79, 5.60, and 4.12 g/t Au are reported from composite chip and grab samples of quartz vein material hosted in an altered felsic dike (Figures 1, 3). New stripping of the outcrop and subsequent geological mapping, and sampling has identified a 90m by 15m wide mineralized zone, open to depth and concentrated in along north-northeast trending structure. A total of 45 channel samples across seven separate channels (total length sampled of 23.5m) have been collected to test the continuity of mineralization outside of the known visible gold. Channel assays are pending.
- A new showing, Sherwood has been identified approximately 1.6km south-east of the Quinlan Showing on the intersection two northeast trending structures. Following up on a 2.11 g/t float sample collected earlier in the season in an area of limited outcrop, multiple outcrop/subcrop of felsic dike and quartz fragments have been uncovered through test pits. Subsequently, a total of 883 soil samples were collected across the target, focused on along the Virgin Arm Fault and related structures. Initial XRF analysis of the soils indicate a large elongate As anomaly with up to 5551 ppm As aligned with the Virgin Arm Fault for a strike length of approximately 800m. In addition, 32 of the 833 soil samples that were analysed using the XRF were positive for Au³. Visible gold was panned from a number of soils samples with positive Au and high anomalous As XRF results. Local outcrop stripping is ongoing at the core target at Sherwood which will be followed by detailed mapping and sampling.

On May 18, 2022, the Company announced the commencement of diamond drilling at the Toogood property which encompasses 118km² of mineral claims on New World Island, Newfoundland.

INTERIM FINANCIAL INFORMATION

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
Expenses				
Consulting fees	298,398	302,119	739,611	698,120
Depreciation expense	6,740	-	15,083	-
Exploration and project evaluation	1,608,219	1,871,192	3,699,069	4,158,949
Investor relations	39,806	103,065	260,076	216,871
Listing and filing fees	6,300	11,028	70,715	69,065
Office and administrative	114,084	32,257	336,518	63,957
Professional fees	64,880	56,731	186,263	223,293
Rent	7,726	5,011	19,163	14,935
Share-based compensation	-	122,319	349,138	645,719
Travel	11,711	4,299	72,507	5,318
Loss before the undernoted	(2,148,864)	(2,508,021)	(5,748,143)	(6,096,227)
Other income (expenses)				
Change in fair value of investments	185,116	(207,498)	(660,180)	(211,981)
Foreign exchange (loss)/gain	(114)	(848)	(760)	(2,045)
Interest income	10,161	8,543	27,994	19,017
Other income from settlement of flow-through	426,015	239,318	694,732	480,032
Impairment of exploration and evaluation asset	(527,500)	-	(527,500)	-
Other income	5,048	2,283,795	342,185	2,898,945
Net loss and comprehensive loss for the period	\$ (2,050,138)	\$ (184,711)	\$ (5,871,672)	\$ (2,912,259)
Basic and diluted loss per common share	\$ (0.04)	\$ (0.00)	(0.11)	\$ (0.08)

	As at September 30,	
	2022	2021
Cash and cash equivalents	\$ 1,099,170	\$ 4,735,969
Total assets	12,189,396	13,566,325
Non-current financial liabilities	-	-
Cash dividends declared	\$ 0.00	\$ 0.00

Three months ended September 30, 2022 compared to three months ended September 30, 2021

Majority of the expenses in the current period when compared to prior year were consistent; most of the differences were driven by timing differences.

Depreciation was higher than the prior year (\$nil) as there was no equipment in the prior year to depreciate. Stock based compensation in the prior year was higher due to the timing of the stock option vesting schedule. Change in the fair value of investments were different in the current year when compared to the prior year due to the general decline in the overall market. Non-cash income from the settlement of flow through liability vary from quarter to quarter, driven by the flow through expenses incurred. The Company recorded an impairment on exploration and evaluation assets due to the termination of the Perk Rocky property; this did not occur in the prior year. Other income was significantly lower than prior year as the Company received compensation on renouncing on a property in the US in the prior year; this did not occur in the current year.

Nine months ended September 30, 2022 compared to nine months ended September 30, 2021

Majority of the expenses in the current period when compared to the prior year were consistent; most of the differences were driven by timing differences.

Depreciation was higher than prior year (\$nil) as there was no equipment in the prior year to depreciate. Office and administrative expenses were higher in the current year due to the increase in corporate activities. Stock based compensation in the prior year was higher due to the timing of the stock options vesting schedule. Change in the fair value of investments were different in the current year when compared to the prior year due to the general decline in the overall market. Non-cash income from the settlement of flow through liability vary from quarter to quarter, driven by the flow through expenses incurred. The Company recorded an impairment on exploration and evaluation assets due to the termination of the Perk Rocky property; this did not occur in the prior year. Other income was significantly lower than prior year as the Company received compensation on renouncing on a property in the US in the prior year; this did not occur in the current year.

Cash and cash equivalents decreased when compared with the prior year due to its cash being spent on exploration expenses and exploration and evaluation assets. This also drove the total assets to increase from prior year.

QUARTERLY RESULTS

Quarter Ended	Interest income	Net loss	Basic and diluted (loss)/ earnings per share
30-Sept-22	\$10,161	(\$2,050,138)	(\$0.03)
30-Jun-22	\$13,635	(\$3,665,200)	(\$0.07)
31-Mar-22	\$4,198	(\$156,334)	\$0.00
31-Dec-21	\$5,267	(\$2,557,156)	(\$0.05)
30-Sept-21	\$8,543	(\$184,711)	(\$0.00)
30-Jun-21	\$6,694	(\$2,041,929)	(\$0.05)
31-Mar-21	\$3,780	(\$732,620)	(\$0.02)
31-Dec-20	\$6,354	(\$1,504,500)	(\$0.05)

Three months ended September 30, 2022 statement of losses compared with previous quarters in 2021 and 2020

Interest income fluctuates as it depends on the balance of short term cash investments from quarter to quarter and the interest rate on short term investments.

In general, there are no systematic identifiable factors that cause variations in the selected quarterly financial information. Losses are different due to timing of exploration expenditures which is dependent on workability due to weather and availability of financing.

LIQUIDITY AND CAPITAL RESOURCES

A summary of the Company's cash position and changes in cash and cash equivalents for:

	Nine months ended September 30,	
	2022	2021
Cash provided by operating activities	\$ (5,652,131)	\$ (5,294,344)
Cash provided by (used in) investing activities	(139,861)	305,217
Cash provided by (used in) financing activities	3,32,771	6,873,219
Increase (decrease) in cash	(2,459,221)	1,884,092
Cash and cash equivalents, end of period	\$ 1,099,170	\$ 4,735,969

Nine months ended September 30, 2022 compared to nine months ended September 30, 2021

At September 30, 2022 the Company had cash and cash equivalents of \$2,883,899 compared to cash and cash equivalents of \$3,558,391 at December 31, 2021. Working capital at September 30, 2022 was \$5,967,758 compared to working capital of \$6,538,510 at December 31, 2021.

Cash used in operating activities for the nine months ended September 30, 2022 was \$5,652,131 (2021 - \$5,294,344). This was higher in the current period as there was an increase in exploration expenses and corporate expenditures due to the equity financings that took place.

Cash used in investing activities for the nine months ended September 30, 2022 was \$139,861 (2021 – inflow of \$305,217). This was lower in the current period as there was more cash used to acquire exploration and evaluation assets.

Financing activities provided for the nine months ended September 30, 2022 was \$3,332,771 (2021 - \$6,873,219). This difference was due to the difference in private placement size.

The Company is in the exploration stage and its source of working capital to date has been solely from the issuance of equity. The Company has sufficient funds to fund its future administrative costs, acquisition, exploration or development costs if it is able to find a suitable project. Depending on the type of project it acquires, the Company will likely need to raise additional financing through issuance of debt or equity to meet its future exploration, development and administrative requirements.

The Company's financial liabilities, comprised of accounts payable, accrued liabilities, and amounts due to related parties, are all due on demand.

SHAREHOLDER'S EQUITY

The Company's authorized capital stock consists of an unlimited number of common shares without par value. As at September 30, 2022 and the date of this report, the Company had:

Date	Number of common shares	Number of stock options	Number of warrants
Balance – as at September 30, 2022	54,867,962	5,286,637	10,881,789
October 28, 2022 – various	733,332	-	-
November 1, 2022 – Fairchild Lake	166,666	-	-
November 15, 2022 – Savant Lake	666,666	-	-
Balance – as at date of report	56,434,626	5,286,637	10,881,789

- On October 28, 2022, the Company issued common shares for the following option agreements:
 - 200,000 common shares for Gaffney
 - 266,666 common shares for Virgin Arm and \$90,000 in cash.
 - 266,666 common shares for Deep Cove and \$50,000 in cash.
- On November 1, 2022, the Company issued 166,666 common shares in connection to the option agreement of the Fairchild Lake.
- On November 15, 2022, the Company issued 666,666 common shares and \$50,000 in cash in connection to the option agreement of the Savant Lake.

Table below provides a summary of the warrants outstanding as at the date of this report:

Expiry date	Outstanding and Exercisable warrants	Weighted average exercise price	Weighted average remaining life (in years)
September 3, 2023	1,359,607	\$0.60	0.93
September 3, 2023	333,332	\$0.66	0.93
September 3, 2023	499,998	\$0.72	0.93
September 3, 2023	1,506,691	\$0.84	0.93
November 17, 2022	166,666	\$1.20	0.13
April 1, 2023	1,991,991	\$1.20	0.50
April 1, 2023	42,424	\$0.66	0.50
April 1, 2023	9,722	\$0.72	0.50
April 1, 2023	63,636	\$1.20	0.50
April 27, 2023	128,248	\$1.20	0.57
August 24, 2023	166,666	\$0.45	0.90
June 8, 2023	925,925	\$0.90	0.69
August 6, 2023	1,180,105	\$1.35	0.85
August 6, 2023	41,666	\$1.35	0.85
November 23, 2023	458,684	\$1.44	1.15
April 8, 2024	77,180	\$0.90	1.52
April 8, 2024	117,500	\$0.60	1.52
April 8, 2024	1,811,748	\$0.90	1.52
Balance, September 30, 2022	10,881,789	\$0.97	0.92

The table below provides a summary of the stock options outstanding as at the date of this report:

Expiry date	Outstanding and Exercisable Options	Weighted Average Exercise Price	Weighted Average Remaining contractual life (in years)
Jun 26, 2023	583,330	\$0.51	0.74
Dec 4, 2023	116,666	\$0.69	1.18
May 31, 2024	199,998	\$0.60	1.67
Nov 5, 2025	1,299,992	\$0.66	3.10
May 20, 2026	1,236,658	\$0.68	3.64
Aug 3, 2021	166,666	\$1.26	3.84
October 8, 2026	683,327	\$0.78	4.02
April 21, 2027	1,000,000	\$0.62	4.56
	5,286,637	\$0.67	3.29

REGULATORY DISCLOSURES

Off balance sheet arrangements

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

Proposed Transactions

The Company does not have any proposed transactions as at September 30, 2022 other than as disclosed elsewhere in this document.

Financial instruments

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

Cash is carried at fair value using a Level 1 fair value measurement. The recorded values of GST receivable, and accounts payable and accrued liabilities approximate their carrying values due to their short-term to maturities which is the amount presented on the statement of financial position.

The Company is exposed to credit risk, liquidity risk and interest rate risk from its financial instruments which include cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities. The Company is not exposed to significant market or other price risks.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash and short-term investments are on deposit at a major financial institution. Amounts receivables consist primarily of goods and services tax refunds due from the Government of Canada and are neither past due nor impaired. As such, the Company considers its exposure to credit risk to be minimal.

Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they come due. The Company is exposed to liquidity risk through its accounts payable, accrued liabilities and amounts due to related parties, which are all due on demand. The Company uses cash forecasts to ensure as far as possible that there is sufficient cash on hand to meet short-term business requirements. Cash is invested in highly liquid investments which are available to discharge obligations when they come due.

Interest rate risk

Interest rate risk is the risk that changes in interest rates will affect the fair value or future cash flows of the Company's financial instruments. The Company is exposed from time to time to interest rate risk as a result of holding fixed rate temporary investments of varying maturities. The Company reduces the risk that it will realize a loss as a result of a decline in the fair value of these investments by limiting these investments to highly liquid securities with short-term maturities.

As at September 30, 2022, the Company estimates that a 1% change in prevailing interest rates would change the fair value of future cash flows from the Company's financial instruments by approximately \$1,090 (2021 - \$30,775).

Price risk

The Company has limited exposure to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

Related party transactions

Related party transactions are recorded at the exchange amount as agreed to by the parties. Related party transactions not otherwise disclosed in these financial statements are:

<u>Nine months ended</u>	<u>September 30, 2022</u>	<u>September 30, 2021</u>
Consulting fees	\$ 381,600	\$ 355,403
Share-based compensation	209,483	320,165
	\$ 591,083	\$ 675,568

As at September 30, 2022, the amount due to related parties is \$115,380 (December 31, 2021 – \$Nil). During the nine months ended September 30, 2022, \$4,500 (2021 - \$4,500) was received for rent from a director of the Company.

Capital management

The Company's objectives when managing capital are to safeguard its ability to pursue its objectives. The Company measures its capital as its shareholders' equity. The Company's primary source of capital is the issuance of equity.

The Company manages and adjusts its capital structure whenever changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding.

The Company may require additional funding to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required but recognizes there will be risks involved that may be beyond its control.

The Company expects its current capital resources will be sufficient to carry out its exploration plans and operations through at least the next twelve months. There are no external restrictions on the Company's capital.

Critical accounting estimates

The preparation of financial statements requires management to make estimates and judgments and form assumptions that affect the reported amounts and other disclosures in the financial statements. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial year. Critical estimates used in the preparation of these financial statements include, among others, the recoverability of amounts receivable and deferred tax assets, impairment of assets, measurement of share-based payments and valuation of reclamation obligations.

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments include the expected economic lives of and the estimated future operating results and net cash flows from property and equipment.

Mineral interests and other assets owned are recorded at cost less accumulated depreciation and accumulated impairment losses. All direct costs related to the acquisition of mineral properties are capitalized until the properties to which they relate are ready for their intended use, sold, abandoned or management has determined there to be impairment. On the commencement of commercial production, net capitalized costs are charged to operations on a unit-of-production basis, by property, using estimated proven and probable recoverable reserves as the depletion base.

Although the Company has taken steps to verify title to the mineral properties in which it has an interest, in accordance with industry standards for properties in the exploration stage, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and noncompliance with regulatory requirements.

Exploration and evaluation expenditures, inclusive of exploration programs required under option agreements, net of incidental revenues, are charged to operations in the period incurred, until such time as it has been determined that a property has economically recoverable reserves and a decision to commence commercial production has occurred, in which case subsequent exploration expenditures and the costs incurred to develop a property are capitalized. Exploration and evaluation expenditures include value-added taxes and presumptive income taxes incurred in foreign jurisdictions when recoverability of these taxes is uncertain.

From time to time, the Company grants common share purchase options to directors, officers, employees, and non-employees. The Company uses the fair value method of accounting for options granted under its share purchase option plan. Options granted to directors, officers and employees are measured at fair value, which is charged to operations over the applicable vesting period, with an offsetting credit to share option reserves. Options granted to non-employees are measured at fair value of goods and services received, which is charged to operations at the date the options are fully vested, with an offsetting credit to share option reserves. The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. Cash received on the exercise of share options is recorded in share capital and the related compensation included in share option reserves is transferred to share capital to recognize the total consideration for the shares issued.

OTHER MD&A REQUIREMENTS

Risks and Uncertainties

The Company has not commenced commercial operations and has no assets other than cash and mineral property agreements under option. It has no history of earnings, and it is not expected to generate earnings or pay dividends in the foreseeable future.

COVID-19

On March 11, 2020, the World Health Organization declared the coronavirus disease ("COVID-19") a global pandemic. During the remainder of March 2020 and through to December 31, 2021, governments worldwide, including the Canadian federal and provincial governments, enacted emergency measures to combat the spread of the virus, which have included, among others, the temporary closure of non-essential businesses (in most jurisdictions), restrictions on business operations, bans on public gatherings over certain sizes and travel advisories to avoid non-essential travel. The Company continues to monitor the situation closely, including any potential impact on its operations. At this time, it is unknown the full extent to which COVID-19 may impact Prospector's business and operations as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence, including new information which may emerge concerning the severity of and the actions required to contain COVID-19 or remedy its impact.

Metal Price Fluctuations

The potential profitability of the precious and base metal exploration projects in which the Company has an interest will be significantly affected by changes in the market prices of precious metals and vanadium. Prices for metals fluctuate on a daily basis, have historically been subject to wide fluctuations and are affected by numerous factors beyond the control of the Company such as the level of interest rates, the rate of inflation, central bank transactions, world supply of metals, foreign currency exchange rates, international investments, monetary systems, speculative activities, international economic conditions and political developments. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving adequate returns on invested capital or the investments retaining their respective values. Declining market prices for these metals could materially adversely affect the Company's operations and profitability.

Fluctuations in the Price of Consumed Commodities

Prices and availability of commodities consumed or used in connection with exploration, development and mining, such as natural gas, diesel, oil, electricity, cyanide and other reagents fluctuate affecting the costs of exploration in our operational areas. These fluctuations can be unpredictable, can occur over short periods of time and may have a materially adverse impact on our operating costs or the timing and costs of various projects.

Foreign Exchange Rate Fluctuations

Operations may be subject to foreign currency exchange fluctuations. The Company to-date has raised its funds through equity issuances which are priced in Canadian dollars, and until recently the majority of the exploration costs of the Company were denominated in United States dollars. The Company may suffer losses due to adverse foreign currency fluctuations.

Competitive Conditions

Significant competition exists for natural resource acquisition opportunities. As a result of this competition, some of which is with large, well established mining companies with substantial capabilities and significant financial and technical resources, the Company may be unable to either compete for or acquire rights to exploit additional attractive mining properties on terms it considers acceptable. Accordingly, there can be no assurance that the Company will be able to acquire any interest in additional projects that would yield reserves or results for commercial mining operations.

Operating Hazards and Risks

Exploration activities may generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include, but are not limited to, the following: environmental hazards, industrial accidents, third party accidents, unusual or unexpected geological structures or formations, fires, power outages, labour disruptions, floods, explosions, cave-ins, land-slides, acts of God, periodic interruptions due to inclement or hazardous weather conditions, earthquakes, war, rebellion, revolution, delays in transportation, inaccessibility to property, restrictions of courts and/or government authorities, other restrictive matters beyond the reasonable control of the Company, and the inability to obtain suitable or adequate machinery, equipment or labour and other risks involved in the normal course of exploration activities.

Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious metals and vanadium, any of which could result in work stoppages, delayed production and resultant losses, increased production costs, asset write downs, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damages. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. Any compensation for such liabilities may have a material, adverse effect on the Company's financial position.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. The lack of availability of acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploitation or development of the Company's projects. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploitation or development of the Company's projects will be commenced or completed on a timely basis, if at all.

Exploration and Development

There is no assurance given by the Company that its exploration and development programs and properties will result in the discovery, development or production of a commercially viable ore body or yield new reserves to replace or expand current reserves.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At this time, none of the Company's properties have any defined ore-bodies with proven reserves.

The economics of developing mineral properties containing gold, silver, copper, vanadium and other metals are affected by many factors including capital and operating costs, variations of the tonnage and grade of ore mined, fluctuating mineral markets, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Depending on the prices of gold, silver, copper vanadium or other metals and minerals produced, the Company may determine that it is impractical to commence or continue commercial production. Substantial expenditures are required to discover an ore-body, to establish reserves, to identify the appropriate metallurgical processes to extract metal from ore, and to develop the mining and processing facilities and infrastructure. The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately foreseen or predicted, such as market fluctuations, conditions for metals, the proximity and capacity of milling and smelting facilities, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection. In order to commence exploitation of certain properties presently held under exploration concessions, it is necessary for the Company to apply for an exploitation concession. There can be no guarantee that such a concession will be granted. Unsuccessful exploration or development programs could have a material adverse impact on the Company's operations and profitability.

Business Strategy

As part of the Company's business strategy, it has sought and will continue to seek new exploration and development opportunities in the mining industry. In pursuit of such opportunities, it may fail to select appropriate acquisition candidates, negotiate appropriate acquisition terms, conduct sufficient due diligence to determine all related liabilities or to negotiate favourable financing terms. The Company may encounter difficulties in transitioning the business, including issues with the integration of the acquired businesses or its personnel into the Company. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favourable terms, or that any acquisitions or business arrangements completed will ultimately benefit its business.

Environmental Factors

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 will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that any future changes in environmental regulation, will not adversely affect the Company's operations. The costs of compliance with changes in government regulations have the potential to reduce the profitability of future operations. Environmental hazards that may have been caused by previous or existing owners or operators may exist on the Company's mineral properties but are unknown to the Company at the present.

Title to Assets

Although the Company has or will receive title opinions for any properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company has not conducted surveys of the claims in which it holds direct or indirect interests and, therefore, the precise area and location of such claims may be in doubt. The Company's claims may be subject to prior unregistered agreements or transfers, or native land claims, and title may be affected by unidentified or unknown defects. The Company has conducted as thorough an investigation as possible on the title of properties that it has acquired or will be acquiring to be certain that there are no other claims or agreements that could affect its title to the concessions or claims. If title to the Company's properties is disputed, it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company.

Uncertainty of Funding

The Company has limited financial resources, and the mineral claims in which the Company has an interest or an option to acquire an interest require financial expenditures to be made by the Company. There can be no assurance that adequate funding will be available to the Company so as to exercise its option or to maintain its interests once those options have been exercised. Further exploration work and development of the properties in which the Company has an interest or option to acquire depend upon the Company's ability to obtain financing through joint venturing of projects, debt financing or equity financing or other means. Failure to obtain financing on a timely basis could cause the Company to forfeit all or parts of its interests in mineral properties or reduce or terminate its operations.

Agreements with Other Parties

The Company has entered into agreements with other parties relating to the exploration, development and production of its properties. The Company may in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and the Company may have its interest in the properties subject to such agreements reduced as a result. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the costs required to complete recommended programs.

Potential Conflicts of Interest

The directors and officers of the Company may serve as directors and/or officers of other public and private companies and may devote a portion of their time to manage other business interests. This may result in certain conflicts of interest. To the extent that such other companies may participate in ventures in which the Company is also participating, such directors and officers of the Company may have a conflict of interest in negotiating and reaching an agreement with respect to the extent of each company's participation. The laws of British Columbia, Canada, require the directors and officers to act honestly, in good faith, and in the best interests of the Company and its shareholders. However, in conflict of interest situations, directors and officers of the Company may owe the same duty to another company and will need to balance the competing obligations and liabilities of their actions.

There is no assurance that the needs of the Company will receive priority in all cases. From time to time, several companies may participate together in the acquisition, exploration and development of natural resource properties, thereby allowing these companies to: (i) participate in larger properties and programs; (ii) acquire an interest in a greater number of properties and programs; and (iii) reduce their financial exposure to any one property or program. A particular company may assign, at its cost, all or a portion of its interests in a particular program to another affiliated company due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, it is expected that the directors and officers of the Company will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Third Party Reliance

The Company's rights to acquire interests in certain mineral properties have been granted by third parties who themselves may hold only an option to acquire such properties. As a result, the Company may have no direct contractual relationship with the underlying property holder.

Assurance on Financial Statements

We prepare our financial reports in accordance with accounting policies and methods prescribed by IFRS and previously under Canadian GAAP. In the preparation of financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies and practices are described in more detail in the notes to our condensed interim consolidated financial statements and audited annual consolidated financial statements for the year ended December 31, 2021. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded and reported, we have implemented and continue to analyze our internal control systems for financial reporting. Although we believe our financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, we cannot provide absolute assurance in that regard.

General Economic Conditions

The unprecedented events in global financial markets during the last few years have had a profound effect on the global economy. Many industries, including the gold, silver, and vanadium mining industry, are affected by these market conditions. Some of the key effects of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability.

Substantial Volatility of Share Price

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the securities of many mineral exploration companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The price of the Company's common shares is also likely to be significantly affected by short-term changes in mineral prices or in the Company's financial condition or results of operations as reflected in its quarterly financial reports.

Potential dilution of present and prospective shareholdings

In order to finance future operations and development efforts, the Company may raise funds through the issue of common shares or the issue of securities convertible into common shares. The Company cannot predict the size of future issues of common shares or the issue of securities convertible into common shares or the effect, if any, that future issues and sales of the Company's common shares will have on the market price of its common shares. Any transaction involving the issue of shares, or securities convertible into shares, could result in dilution, possibly substantial, to present and prospective holders of shares.

FORWARD LOOKING STATEMENTS

This MD&A contains “forward-looking statements” within the meaning of applicable Canadian securities legislation, which include all statements, other than statements of historical fact that address activities, events, or developments that the Company believes, expects or anticipates will or may occur in the future. These include, without limitation:

- the Company’s anticipated results and developments in the Company’s operations in future periods
- planned exploration and development of its mineral properties
- planned expenditures and budgets
- evaluation of the potential impact of future accounting changes
- estimates concerning share-based compensation and carrying value of properties
- other matters that may occur in the future.

These statements relate to analyses and other information that are based on expectations of future performance and planned work programs.

Statements concerning mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the related property is developed.

With respect to forward-looking statements and information contained herein, the Company has made a number of assumptions with respect to, including among other things, the price of gold and other metals, economic and political conditions, and continuity of operations. Although the Company believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that forward-looking statements or information contained or incorporated by reference herein will prove to be accurate.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements, including, without limitation:

- fluctuations in mineral prices;
- the Company’s dependence on a limited number of mineral projects;
- the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits;
- the Company’s lack of operating revenues;
- the Company’s ability to obtain necessary financing to fund the development of its mineral properties or the completion of further exploration programs;
- jurisdiction operating risks which can over time include changes in political, economic, regulatory and taxation regimes;
- governmental regulations and specifically the ability to obtain necessary licenses and permits;
- risks related to the Company’s mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title;
- fluctuations in the currency markets;
- changes in environmental laws and regulations which may increase costs of doing business and restrict the Company’s operations;
- risks related to the Company’s dependence on key personnel; and
- estimates used in the Company’s financial statements proving to be incorrect.

This is not an exhaustive list of the factors that may affect the Company’s forward-looking statements. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking statements. The Company’s forward-looking statements are based on beliefs, expectations and opinions of management on the date the statements are made. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

QUALIFIED PERSON

The technical content disclosed in this report was reviewed and approved by Jo Price, P.Geo, M.Sc., VP Exploration of the Company, and a Qualified Person as defined under National Instrument NI 43-101