GOLD TERRA RESOURCE CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
For the year ended December 31, 2022

This Management's Discussion and Analysis of Gold Terra Resource Corp. ("Gold Terra" or the "Company") ("MD&A") provides analysis of the Company's financial results for the year ended December 31, 2022 and should be read in conjunction with the accompanying audited consolidated financial statements and notes thereto for the year ended December 31, 2022, all of which are available at www.sedar.com. This MD&A is based on information available as at April 26, 2023.

The accompanying December 31, 2022 audited consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") applicable to the preparation of the financial statements. All amounts are expressed in Canadian dollars, unless otherwise stated.

Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements. Additional information about the Company is available at www.sedar.com.

The Company was incorporated on August 1, 2007 pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name of TerraX Resource Corp. On March 31, 2008, the Company amended its notice of articles to change its name to TerraX Minerals Inc. and on February 14, 2020, the Company further amended its notice of articles to change its name to Gold Terra Resource Corp. The Company has one wholly-owned subsidiary, Gold Matter Corporation which was incorporated under the Business Corporations Act (Ontario). The Company trades on the TSX Venture Exchange ("TSX-V") under the symbol of "YGT" and OTCQX Market under the symbol "YGTFF".

Gold Terra recognizes environmental, social and governance ("ESG") best practices as key components to a responsible mineral exploration and mining sector. The Company's exploration programs are conducted to comply with environmental regulations, while respecting the communities and environments in which it operates. Gold Terra strives to earn its social license wherever it is active, and meets regularly with local communities, regulators and other stakeholders before, and during, exploration work to understand issues important to local and Indigenous communities. Gold Terra's approach is based on transparency, open communication, inclusivity and respect, to better enable social and economic benefits for the communities and create value for investors.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A may contain certain statements that may be deemed "forward-looking statements". All statements in this document, other than statements of historical fact, which address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets" and similar expressions, or events or conditions that "will", "would", "may", "could" or "should" occur. Forward-looking statements in this document include statements regarding future exploration programs, joint venture partner participation, liquidity and effects of accounting policy changes.

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory or governmental approvals and general economic, market or business conditions. Readers are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates, opinions or other factors should change except as required by law.

These statements are based on a number of assumptions including, among others, assumptions regarding general business and economic conditions, the timing of the receipt of regulatory and governmental approvals for the transactions described herein, the ability of the Company and other relevant parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for the Company's proposed transactions and exploration and development programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause results to differ materially.

EXPLORATION PROPERTIES

Overview

Gold Terra holds a portfolio of gold exploration assets in the well-established mining jurisdictions of the Northwest Territories and New Brunswick. Both areas have substantial exploration upside with a history of high-grade gold results, along with the advantage of existing supporting infrastructure in place. The most advanced of these assets is the Con Mine Option Property (as defined below), which is adjacent to the city of Yellowknife, Northwest Territories. Gold Terra recently announced an initial Mineral Resource estimate ("MRE") of 109,000 gold ounces in the Indicated category and 432,000 gold ounces in the Inferred category on the Con Mine Option Property (September 2022). The Yellowknife project ("YP") is contiguous to the Con Mine Option Property and has an Inferred Mineral Resource of 1.2 million ounces ("Moz") (March 2021).

The Company's focus is on high-grade gold targets on its +800 square kilometre land position along the prolific Campbell Shear structure which has yielded more than 14 Moz of gold at grades above 15 g/t from the Giant and Con mines. The Con Mine Option Property has added a key piece of ground to the Company's YP land holding with potential to add high-grade gold resources.

The Company also holds the Mulligan gold project in New Brunswick which has yielded high-grade sampling results and was acquired in 2019 as part of the acquisition of Gold Matter Corporation.

Con Mine Option Property– Mineral Resource Estimate ("MRE")

On September 7, 2022, the Company announced the initial MRE on the Con Mine Option Property, which is under the Con Mine Option Agreement (as defined below) from the subsidiaries of Newmont Corporation ("Newmont") and acquirable by the Company upon fulfilment of certain conditions set out in the option agreement (the "Con Mine Option Property") and located adjacent to the Company's 100% owned YP in the Northwest Territories.

The Con Mine Option Property initial MRE (effective date of September 2, 2022) is comprised of:

- Underground Indicated Mineral Resource of 0.45 million tonnes ("Mt") averaging 7.55 grams per tonne ("g/t") for 109,000 ounces of contained gold; and
- Underground Inferred Mineral Resource of 2.0 Mt averaging 6.74 g/t for 432,000 ounces of contained gold

In addition, the Company has an Inferred Mineral resource of 1.2 Moz on the adjacent YP (effective date of March 14, 2021) which consists of:

- A pit-constrained Inferred Mineral resource of 21.8 Mt averaging 1.25 g/t Au for 876,000 ounces of contained gold; and
- An underground Inferred Mineral resource of 2.55 Mt averaging 4.04 g/t Au for 331,000 ounces of contained gold.

This extensive land package is close to the City of Yellowknife with all its extensive existing infrastructure.

The details on this initial MRE can be viewed on the Company's news release of September 7, 2022 and the Technical Report titled "Initial Mineral Resource Estimate for the Con Mine Option Property, Yellowknife City Gold Project, Yellowknife, Northwest Territories, Canada" dated October 21, 2022 with an effective date of September 2, 2022, by Allan Armitage (Qualified Person) from SGS Geological Services. The Technical Report is available on the Company's web site at www.goldterracorp.com and can be accessed on SEDAR at www.sedar.com.

This initial MRE incorporates a total of 41 diamond drill holes totalling 21,019 metres, completed by Gold Terra from September 2020 to June 2022 and all existing historic holes drilled before 2003, as interpreted by Gold Terra. The initial MRE on the Con Mine Option Property includes three gold deposits - Yellorex Main, Yellorex North, and Kam Point. The Yellorex Indicated Mineral Resource was drilled on 25 to 50-metre spacing, from surface to 300 metres, and remains open at depth.

This initial MRE on the Con Mine Option Property demonstrates the success and progress of Gold Terra's recent drilling programs toward satisfying the minimum 1.5 million ounces of gold requirement in all resource categories, under the Con Mine Option Agreement with subsidiaries of Newmont.

On November 22, 2021, the Company had announced that it entered into a definitive option agreement (the "Con Mine Option Agreement") with Newmont Canada FN Holdings ULC ("Newmont FN") and Miramar Northern Mining Ltd. ("MNML"), both wholly owned subsidiaries of Newmont, which grants Gold Terra the option, upon meeting certain minimum requirements, to purchase MNML from Newmont FN, which includes 100% of all the assets, mineral leases, Crown mineral claims and surface rights comprising the former Con mine, as well as the areas immediately adjacent to the former Con mine. This option agreement replaced and superseded the initial exploration agreement dated September 4, 2020 (as announced by the Company on September 8, 2020) and allowed Gold Terra to fully explore 100% of the Campbell Shear structure at the former Con mine and south of it.

Con Mine Option Agreement Highlights:

- The initial exploration agreement with Newmont announced on September 8, 2020 was replaced and superseded by the November 22, 2021 option agreement to include all (100%) of MNML and the Con Mine property.
- Gold Terra has agreed to incur a minimum of $8 million in exploration expenditures over a period of four years, which will include all exploration expenditures incurred to date under the initial exploration agreement.
- Gold Terra and Newmont agreed that Gold Terra spent approximately $3.2 million in exploration expenditures to October 31, 2021.
- Gold Terra has also agreed to:
  - Complete a prefeasibility study with a minimum of 1.5 Moz in all mineral resource categories;
  - Obtain all necessary regulatory approvals for the purchase and transfer of MNML's assets and liabilities to Gold Terra; and
  - Post a cash bond to reflect the status of the Con mine reclamation plan at the time when the option is exercised.

The closing of the Con Mine Option Property will then be completed with Gold Terra making a final cash payment of $8 million.

Newmont will retain a 2% net smelter returns royalty ("NSR") on minerals produced from the Con Mine Option Property. The NSR may be reduced by 50% by the Company paying Newmont the sum of $10 million, for a period of two years following the announcement of commercial production.

After Gold Terra exercises its option, Newmont will have a period of two years to exercise its one time back-in right of a 51% participating interest in MNML and the Con Mine Option Property, which can be triggered by Gold Terra delineating a minimum of 5 Moz of gold in the Measured and Indicated Mineral Resource categories supported by a National Instrument 43-101 Technical Report. To be eligible to exercise the back-in right, Newmont will:

- Reimburse Gold Terra three times (3x) the amount of all of the expenditures incurred on the Con Mine Option Property from September 4, 2020;
- Refund to Gold Terra the $8 million cash payment;
- Payment of US$30 per ounce of gold for 51% of the total ounces reported in the Technical Report; and
- Assume 51% of the environmental liability and its share of the posted bond.

If exercised, the back-in right is expected to be completed by a new joint venture led by Newmont. At such time, the 2% NSR would also be eliminated.

Con Mine

Gold production at the Con mine started in 1938 after the discovery of a large group of veins associated with a wide shear zone. The mine was owned and operated by Cominco Ltd. from 1939 to 1986. The Campbell Shear was discovered in 1946 by Neil Campbell and brought into production in 1956, and all production after 1963 came from this very rich zone. In 1977, the Robertson shaft was sunk to access new reserves to a depth of 6,400 feet (1,950 metres) or more. In 1986, Cominco sold the Con mine to Nerco Minerals Co. Ltd., which subsequently modernized the underground operation with mechanized machinery. In 1993, Nerco sold the mine to MNML, which continued production and then closed the operation in 2003 at a time when the price of gold was at around US$370 per ounce, which was too low and not profitable to continue production. As such, historic unmined reserves remain in the mine property along with other unexplored high-potential areas.

The Con Mine Option Property has added to the Company's large land holdings a key piece of ground with excellent potential along the Campbell Shear to add high-grade gold resources. Currently, drilling is expanding the Yellorex Zone and returning high-grade gold assays such as the best intercept to date in hole GTCM21-014 with 5.22 g/t Au over 17.86 metres including 11.21 g/t Au over 4.57 metres (also see "Exploration Overview – Con Mine Option Property" below for the 2022 drilling program). It provides access to multiple additional zones with historic high-grade assays such as hole Y88 with 13.9 g/t Au over 5.27 metres, which remain untested in all directions at approximately 900 metres below surface.

The Con Mine Option Property includes the following hard assets, which will provide future infrastructure cost savings and efficiencies: multiple existing underground access openings including the original C-1 shaft opening, and the deep Robertson shaft (1,950 metres) with a 2,000-ton-per-day capacity for future underground exploration and mining, valued for time saving and investment saving; surface infrastructure including a large 10,000-square-foot warehouse and dry storage; surface vehicles; and a $10 million water treatment plant recently built in 2015. The Con mine reclamation is near completion.

Over the next 24 months, the Company's strategy is to increase its drilling program mainly south of the original Con mine to a depth of 1,000 metres at a drill spacing of 100 metres and with 50-metre infill, with the objective of increasing the initial high-grade gold mineral resource, and ultimately advance toward an economic assessment and feasibility study. The Con Mine Option Property adds more than 20 square kilometres to Gold Terra's land position in the Yellowknife gold belt to consolidate this exceptional district-size holdings now totalling 820 square kilometres.

EXPLORATION OVERVIEW – CON MINE OPTION PROPERTY

In 2022, 15 diamond drill holes and 2 wedges were completed for a total of 8,328 metres between January 20 and May 13, 2022. Four gold targets were tested: Yellorex Main (6 holes), Yellorex North (1 hole), Campbell Shear/Con Shear (6 holes), and Y-88 Zone (2 holes) which tested the Campbell Shear at a depth below 1,000 metres where historic drill hole Y-88 intersected high-grade gold mineralization. To date, 22,491 metres of drilling has been completed in 41 holes and two wedge cuts, targeting the Campbell Shear south of the Con mine.

On January 11, 2022, the Company announced positive assay results for drill hole GTCM21-022 drilled as part of the Phase 2 2021 drilling program on the Yellorex zone at the Con Mine Option Property. Drill hole GTCM21-022 intersected two (2) very significant zones of **19.74 g/t Au over 5.44 metres** at **273.34 metres down the hole (includes only one assay above 30 g/t Au, or 43.2 g/t Au over 1 metre), and a second wider zone of 4.16 g/t Au over 11.23 metres, including 10.12 g/t Au over 3.73 metres at 251.77 metres**. These two high-grade intersections extended the gold-bearing zone by more than 50 metres along strike, to the northeast limit of the Yellorex zone.

On January 31, 2022, the Company announced that the 2022 drilling program had commenced on January 20, 2022 to test the Campbell Shear south of the Con Mine Option Property. Drilling would continue to test the down dip extension of the Yellorex zone mineralization where recent drill hole GTCM21-022 intersected two high-grade zones (refer to above paragraph)**.**

On March 15, 2022, the Company announced the assay results of a near surface mineralized zone in drill hole GTCM22-029 which intersected **3.61 g/t Au over 4.55 metres,** including 15.75 g/t Au over 0.75 metres at 30 metres vertical depth. Hole GTCM22-029, which was targeting the Campbell Shear at approximately 1,000 metres below surface, was collared almost into the Con Shear mineralization near surface. The Con Shear was mined at the Con mine for a total of 1 Moz produced at an average grade of 19 g/t Au.

The Company also announced the results from the last four holes (GTCM21-023 to 026) of the Phase 2 drilling program completed in 2021. All holes intersected the Campbell Shear with broad zones of anomalous gold. The best assays were in hole GTCM21-026 with 7.35 g/t Au over 0.55 metres from 200.87 to 201.42 metres, and 5.24 g/t Au over 0.53 metres from 216.50 to 217.03 metres.

On April 6, 2022, the Company announced assay results for three holes testing the Yellorex zone. Drill hole GTCM22-030 intersected **6.41 g/t Au over 26.50 metres, including 9.05 g/t over 4.00 metres, 10.66 g/t Au over 3.0 metres** and **14.15 g/t Au over 5.50 metres**. The hole was drilled oblique to the strike of the Campbell Shear for metallurgical testing required for the Company's upcoming MRE update on the project. Holes GTCM22-027 and GTCM22-028 were drilled to test the Yellorex zone at depth of 400 metres below surface with GTCM22-028 intersecting **6.21 g/t Au over 1.5 metres** and GTCM22-027 intersecting 2.43 g/t Au over 1.0 metre**.**

On May 17, 2022, the Company announced assay results for two additional holes GTCM22-031 and 040. Drill hole GTCM22-040 was drilled on Yellorex to test a gap in the drilling and confirmed two main high-grade zones returning **8.00 g/t Au over 11.00 metres including 18.79 g/t Au over 4.00 metres**, and **14.42 g/t Au over 4.00 metres including 27.75 g/t Au over 2.00 metres**.

On June 27, 2022, the Company announced assay results for GTCM22-037 designed to test the Campbell Shear at a depth of 1,000 vertical metres. GTCM22-037 intersected the Campbell Shear as planned with the main zone carrying of 1.60 g/t Au over 14.57 metres, including two gold zones of 1.97 g/t Au over 6.50 metres from 1,263.30 to 1,269.80 metres and 2.00 g/t Au over 4.50 metres from 1,256.08 to 1,260.58 metres.

Additional assays received from previously released hole GTCM22-029, which is a deep hole designed to test the Campbell Shear at a depth below 1,000 vertical metres, intersected 3.02 g/t Au over 1.05 metres from 1,307.95 to 1,309.00 metres. To reach the 1,000-metre depth on the Campbell Shear, hole GTCM22-029 was collared immediately west of the Con Shear, a secondary structure from which about **1 Moz of gold at a grade of 19.5 g/t Au** was mined at the Con Mine. This resulted in an intersection **3.61 g/t Au over 4.55 metres including 15.75 g/t over 0.75 metres** at 30 metres vertical depth.

On August 3, 2022, the Company announced the start of the summer drilling program as well as the remaining assay results on the Campbell Shear winter drilling program designed to test the Campbell Shear along strike south of the former producing Con mine and at depths of approximately 1,000 metres at 200-metre drill spacing. New high-grade gold mineralization was reported in hole GTCM22-039, an initial hole drilled at Yellorex North, confirming the location and plunge of this deposit area. Hole GTCM22-039 intersected **3.31 g/t Au over 6.00 metres**, including 5.38 g/t Au over 2.0 metres, and 2.18 g/t Au over 5.00 metres.

On August 31, 2022, the Company announced excellent gold recovery from its initial metallurgical tests on the Yellorex zone part of the Campbell Shear. Highlights include:

- Total gold recovery of 92.1% achieved in first testwork in the high-grade composite samples of 10 g/t Au, after flotation concentrate, pressure oxidation (POX), and cyanide leach.
- Excellent gold assays reporting up to 98.8% of gold in the flotation concentrate with close to 7% sulphide content.
- Results provide Gold Terra with two potential product paths for Yellorex mineralization either to:
  - produce a saleable concentrate, or
  - produce gold on site through the POX process

On December 1, 2022, the Company announced that preparations were underway for the 2023 drill program to start on January 16, 2023. The program has the objective of expanding the September 2022 MRE.

In April 2023, the Company announced the completion of its 2023 winter drilling program with 13 holes totalling 5,769 metres between surface and to a depth of 600 metres.

Thus far, the Company released the assay results for seven drill holes in the Yellowrex North zone on March 3, 2023 and April 21, 2023 including these highlights: GTCM23-042 intersecting **5.3 g/t Au over 6.43 metres** and GTMC23-048 intersecting **4.31 g/t Au over 2 metres and 3.06 g/t over 6 metres** in two separate zones.

Assays are still pending for six more holes.

On April 25, 2023, the Company announced that the deep drilling program began on April 17, 2023 to test gold mineralization at depth, below the Con mine workings where geological modelling indicates high potential for finding additional ounces.

EXPLORATION OVERVIEW – YP

The YP lies within the prolific Yellowknife greenstone belt and covers the northern and southern extensions of the shear system that hosts the former high-grade Con mine (6.1 million ounces produced) and Giant Mine (8.1 million ounces produced) for a total of 14 million ounces of gold produced. The project area contains numerous gold showings and multiple shear structures which are the recognized hosts for high-grade gold deposits in the Yellowknife gold district. Being all-season road accessible and all within 10 to 40 kilometres of Yellowknife, the YP is close to vital infrastructure, including transportation, service providers, hydro-electric power and skilled trades people.

New Mispickel High-grade Zone

During the winter of 2022, the Company completed 19 holes totalling 6,011 metres on its 100% owned Northbelt property, targeting the Mispickel area which had previously intersected high-grade gold mineralization (best intercept of 60.60 g/t Au over 8.00 metres reported on June 6, 2016). The Mispickel area is strategically situated 20 kilometres north of Yellowknife.

On March 22, 2022, the Company announced partial assay results in drill hole **GTWL22-002** which intersected **19.00 g/t Au over 4.0 metres including 73.9 g/t Au over 1 metre** in the Mispickel area as drilling continued to extend the new high-grade MP-Ryan Zone at least 200 metres north of the main Mispickel area.

On May 5, 2022, the Company announced assay results for four additional holes GTWL22-003, 005, 006 and 007 in the Mispickel area as drilling extended the new high-grade MP-Ryan Zone at least 200 metres north of the main Mispickel area. Hole GTWL22-007 intersected **3.59 g/t Au over 7 metres** including **8.02 g/t Au over 2 metres**.

On June 7, 2022, the Company announced assay results for three additional drill holes, GTCM22-004, 008 and 014 designed to extend gold mineralization in the new high-grade MP-Ryan Zone, a second zone situated west of the main Mispickel area that has the potential to add ounces to the original Mispickel zone, with both zones near surface.

Significant intersections for these three holes in the MP-Ryan Zone included:

- GTWL22-014: **31.89 g/t Au over 3 metres** including **69.4 g/t Au over 1 metre**
- GTWL22-004: **7.63 g/t Au over 3 meters**, including a visible gold-bearing vein which returned **22.5 g/t Au over 1 meter**
- GTWL22-008: **4.17 g/t Au over 6 meters**, including **11.35 g/t Au over 1 meter**, and including **11.8 g/t Au over 1 meter**

On August 25, 2022, the Company announced final assay results for the last 11 holes of the program. The results successfully extended gold mineralization in the Mispickel area with the addition of two new gold zones, MP-Ryan and Zone 14.

Zone 14 represents a new zone discovered in the vicinity of Mispickel original showing. Hole GTWL22-014 intersected a new quartz veining system hosted in the sediments package of the Walsh lake formation. A 2.5 metres white greyish quartz vein was intersected near surface, and is open in all directions.

Highlights included **5.17 g/t** Au over 3 metres from **320-323 metres** in hole GTWL22-017, and an updated re-run assay result for hole GTWL22-004 which returned **9.36 g/t Au over 3 metres** from **57-60 metres**, including the sample containing the visible gold-bearing vein which graded **27.7 g/t Au over 1 metre**.

The purpose of this drill program was to expand the footprint of known mineralization. This involved drilling above and below known gold occurrences and drilling along-strike in the shear system. The program was successful at doing both: holes GTWL22-002 (**20-24m: 19.00 g/t Au over 4m**) and GTWL22-004 (**57-60m: 9.36 g/t Au over 3m**) expanded on known high-grade zones whereas holes GTWL22-007 (**102-109m: 3.59 g/t Au over 7m**) and GTWL22-014 (**43-46m: 31.89 g/t Au over 3m**) have intersected new zones along-strike to the north.

EXPLORATION OVERVIEW – MULLIGAN PROPERTY

On October 5, 2022, the Company announced new trenching results from its 2022 summer surface sampling program on the Mulligan property, located in Restigouche County, New Brunswick, 100 kilometres West of Bathurst. Summer Work consisted of trenching and sampling on two areas with previously reported gold and silver mineralization referred to as Trench 1 and Trench 2. Channel sampling returned very positive results, including up to 32.9 g/t Au and 579 g/t Ag in Trench 1, indicating a potential hydrothermal system extending at least 700 metres long by possibly 20 metres between the trenches, and is open in all directions.

Summary results on the 2022 Trench 1 and Trench 2 work were as follows:

Trench 1

1. Stockwork/sericite alteration trending 296°/78° NW-SE orientation
    - Channel sampling (32 samples of 0.5 meters) averaged 3.48 g/t Au over 16 metres.
    - Highest channel sampling gold value of 32.9 g/t and silver value of 579 g/t

2. Stockwork/sericite alteration zone trending 225°/80° SW-NE orientation
    - Grabs samples averaged 5.44 g/t Au over 24.8 metres along the strike of the stockwork trend
    - Highest gold value of 24.7 g/t

Trench 2

Outcrop was stripped over an area approximately 20 x 40 meters and 48 grab samples were collected over this broad area for analysis. The average gold grade for the 48 samples was 0.98 g/t with high value of 7.1 g/t Au.

While the primary focus of the Company is on the Con Mine Option Property, this modest exploration program was completed as part of the New Brunswick Junior Mining Assistance Program (NBJMAP) for a net cost of $30,000.

EXPLORATION EXPENDITURES

During the year ended December 31, 2022, the Company incurred $5,777,775 in exploration expenditures mainly on the Con Mine Option Property and YP. The main components of the exploration expenditures were as follows:

FOR MD&A USE:

	Yellowknife Project (YP)							
	Northbelt	Southbelt	Eastbelt	Quyta-Bell	Con Mine Option	Stewart	Mulligan	Total
Balance at December 31, 2021	$ 32,361,266	$ 578,959	$ 1,640,809	$ 471,451	$ 3,687,053	$ 1	$ 1,373,524	$ 40,113,063
Acquisition costs	17,809	425	39,116	19,903	-	-	6,260	83,513
Exploration costs:								
Assays and drilling	1,962,877	54	-	-	3,196,349	-	45,232	5,204,512
Community	21,075	-	-	-	3,200	-	-	24,275
Consulting	65,993	-	-	-	156,368	-	-	222,361
Environmental	109,898	-	6,119	-	151,427	-	-	267,444
Field expenses	58,452	2,723	-	-	(1,992)	-	-	59,183
	2,218,295	2,777	6,119	-	3,505,352	-	45,232	5,777,775
Recoveries	(57,453)	-	-	-	(245,679)	-	(7,886)	(311,018)
Balance at December 31, 2022	$ 34,539,917	$ 582,161	$ 1,686,044	$ 491,354	$ 6,946,726	$ 1	$ 1,417,130	$ 45,663,333

The technical information contained in this MD&A has been reviewed and approved by Joseph Campbell, Senior Technical Advisor to the Company, a Qualified Person as defined in “National Instrument 43-101, Standards of Disclosure for Mineral Projects”.

CORPORATE OVERVIEW

On August 31, 2022, director and founder Stuart Rogers retired from the Company. Mr. Rogers will remain as an advisor to the Company on an as needed basis.

On December 1, 2022, Joe Campbell, Chief Operating Officer, retired from the Company. Mr. Campbell will remain as a senior technical advisor for the Company.

Annual General Meeting

At the Annual General and Special Meeting of the Company held on June 7, 2022 (the “Meeting”), the shareholders elected Gerald Panneton (Executive Chair), Patsie Ducharme, Louis Dionne, Laurie Gaborit, Stuart Rogers, and Hellen Siwanowicz as directors of the Company for the forthcoming year.

Shareholders approved the Company's new 10% rolling stock option plan and the reappointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year with their remuneration to be fixed by the board of directors.

Financing

On February 28, 2022, the Company completed a bought deal financing (the “Offering”), including the exercise in full of the underwriters' over-allotment option. Pursuant to the Offering, (i) 8,912,500 charitable flow-through common shares (the "Charitable FT Shares") were issued at a price of $0.30 per Charitable FT Share, (ii) 8,046,700 traditional flow-through common shares (the "Traditional FT Shares") were issued at a price of $0.24 per Traditional FT Share, and (iii) 4,761,966 common shares (the "Common Shares") were issued at a price of $0.21 per Common Share, for aggregate gross proceeds of $5.6 million. The Offering was made through a syndicate of underwriters led by Stifel GMP and including BMO Capital Markets and Beacon Securities Limited (collectively, the "Underwriters"). The Underwriters received a cash commission equal to 7% of the gross proceeds of the Offering.

On November 21, 2022, the Company completed a non-brokered private placement by issuing 12,055,585 flow-through shares ("FT Shares") at a price of $0.20 per FT Share for gross proceeds of $2,411,117. The Company also completed a non-brokered private placement by issuing 8,572,000 shares ("Shares") at a price of $0.16 per Share for the gross proceeds of $1,371,600. In connection with the financing, the Company paid $144,872 as a cash finder's fee.

Use of Proceeds from Flow-through Financing

Flow-through ("FT") Shares require the Company to incur an amount equivalent to the proceeds of the issued FT Shares on Canadian qualifying exploration expenditures. The Company may be required to indemnify the holders of such shares for any tax and other costs payable by them in the event the Company has not incurred the required exploration expenditures. Under the IFRS framework, the increase to share capital when FT Shares are issued is measured based on the current market price of the common shares. The incremental proceeds, or "premium", are recorded as a flow-through liability.

On March 4, 2021, the Company received a total of $2,880,000 from the issuance of 8,000,000 FT Shares described in more detail above. These FT Shares were issued at a premium to market, for a total premium of $880,000. The Company has accounted for this deferred premium on flow-through shares as a liability in its financial statements.

On February 28, 2022, the Company received $4,604,958 from the issuance of 16,959,200 FT shares at a premium to the market price and recognized a deferred premium on flow-through shares of $1,043,526.

On November 21, 2022, the Company received $2,411,117 from the issuance of 12,055,585 FT shares at a premium to the market price and recognized a deferred premium on flow-through shares of $482,223.

During the year ended December 31, 2022, the Company incurred and renounced eligible expenditures of $4,912,006. These expenditures will not be available to the Company for future deduction from taxable income.

As at December 31, 2022, the Company had a remaining qualifying expenditure commitment of $2,224,305 from the proceeds of flow-through shares issued on November 21, 2022. These funds must be spent on eligible exploration expenditures prior to December 31, 2023.

Grant and Expiration of Stock Options

On June 10, 2022, the Company granted 943,750 stock options to officers, employees, and consultants that can be exercised at $0.24 per share until June 10, 2027.

On December 30, 2022, the Company granted 1,000,000 stock options to directors, officers, employees, and consultants that can be exercised at $0.20 per share until December 30, 2027.

During the year ended December 31, 2022, 500,000 stock options expired unexercised.

Other Share Issuances

On March 1, 2022, pursuant to the option agreement signed on March 16, 2021, the Company issued 60,000 common shares towards consideration of a claim in the Quyta-Bell Property which is contiguous to the Company's YP (see the unaudited financial statements note 6(a)).

Subsequent event: Partnering with Midas Minerals Ltd. on the Rights of Lithium and Rare Earth Minerals

On April 4, 2023, the Company signed a non-binding letter of agreement pursuant to which it has granted until May 31, 2023 (extended as permitted), the exclusivity rights to Midas Minerals Ltd. ("Midas") to enter into a definitive option agreement with the Company. The definitive agreement, among other things, will provide that Midas can earn an up to 80% participating interest in two stages for only the critical minerals (pegmatite-hosted lithium, tantalum and tin, lithium-cesium-tantalum (LCT), and rare earths or other rare earth deposits) contained within the Company's Quyta-Bell and Eastbelt Properties.

To earn a 51% participating interest, over a period that ends on September 30, 2026, Midas must pay to the Company the sum of $1,200,000 in cash, must deliver to the Company 2,200,000 common shares of Midas currently worth approximately $400,000, and must incur exploration expenditures of $5,000,000 and must grant the Company a 1% gross revenue royalty ("GRR") on the basis of 100% production of critical minerals. Midas may purchase one-half of the 1% GRR (in whole but not in part) for the sum of $5,000,000. Out of the foregoing earn-in requirements, Midas is committed to pay $100,000 in cash (paid), issue 2,200,000 of Midas common shares, and must incur exploration expenditures of $250,000 on or before September 30, 2023, with the rest of the earn-in requirements being optional.

If Midas exercises the option to earn a 51% participating interest, then Midas can elect to earn an additional 29% participating interest by incurring by no later than September 30, 2028, an additional $5,000,000 in exploration expenditures. If Midas does not elect to earn the additional 29% participating interest (after having earned the 51% participating interest), then Midas must transfer a 2% participating interest to Gold Terra so that the participating interests between Gold Terra and Midas will be 51%/49%.

Gold Terra and Midas will form a critical mineral joint venture upon the exercise by Midas of the first option (to acquire the 51% participating interest).

If Midas earns the 80% participating interest, the interest of Gold Terra in the critical mineral joint venture will be fully carried until the critical mineral joint venture has approved a bankable feasibility study for the development of a critical mineral project on any part of the Quyta-Bell and Eastbelt Properties.

The execution and delivery of the definitive agreement are subject to standard conditions precedent, including, without limitation, the receipt by Gold Terra and Midas of all requisite regulatory and stock exchange approvals and third party consents, approvals and waivers. Additionally, the definitive agreement, the joint venture agreement and the gross revenue royalty agreement must be negotiated by the parties, and must be mutually acceptable to Gold Terra and Midas.

CURRENT ECONOMIC CONDITIONS

The ongoing global economic weakness made for volatile capital markets characterized by weaker equity prices for mineral exploration companies and an environment in which limited opportunities exist to raise additional capital. While periods of stronger commodity prices have provided financing opportunities which Gold Terra has capitalized on in the past to augment its working capital, management of the Company remains cautious and will continue to take the necessary precautions to maintain its cash reserves. The Company has commitments in the future (in 2023 and beyond) on its mineral properties and the Company may be forced to abandon and write-off one or more of these properties if the Company does not have the means to meet these commitments or does not feel it is fiscally prudent to do so.

From December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which included the implementation of travel bans, self-imposed quarantine periods and physical distancing, caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The full impact of the COVID-19 outbreak is unknown at this time. It is not possible to reliably estimate the severity of these developments and the impact on the financial results and condition of the Company in the future. During 2022, in the wake of the easing of COVID-19 pandemic restrictions, the Company has been able to complete its exploration program as well as connecting with its investors and shareholders via attending various conferences in person. In case of future global outbreaks of other contagious diseases, they might potentially lead to another economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of such outbreak and its effects on the Company's business or ability to raise funds.

With the closing of the February 28, 2022 bought deal financing and November 21, 2022 non-brokered private placement, the Company anticipates having sufficient cash to meet all of its corporate obligations in 2023. The Company continues to review its mineral property commitments as well as its working capital position on an ongoing basis. While management does not believe that the abandonment of any of the Company's mineral properties is required at this time, management may elect to abandon properties when obligations become due if deemed necessary in order to maintain the long-term viability of the Company.

RESULTS OF OPERATIONS

Results of Operations – Three months ended December 31, 2022 compared to two months ended December 31, 2021

Operating expenses for the three months ended December 31, 2022 (the "current period") totalled $617,016 as compared to $513,162 incurred during the two months ended December 31, 2021 (the "comparative period"). The variances in expenditures were due to comparing three months for the current period against two months for the comparative period as well as for the following reasons:

Consulting expense increased to $17,912 during the current period from $7,875 incurred during the comparative period due to an increase in the number of contract staff engaged during the current period.

Salaries and management fees of $170,753 were incurred during the current period as this amount includes fees paid to two officers for three months compared to management fees of $128,567 paid to three officers for two months.

During the current period, the Company incurred $43,225 for share-based payments expense (a non-cash expense) for stock options granted during prior fiscal periods and vested during the current period. This is a decrease from share-based payment expense of $47,345 incurred during the comparative period when more options vested.

Transfer agent, filing fees and shareholder communications expenses increased to $184,728 during the current period from $168,412 incurred during the comparative period due to an increase in marketing activities and in-person conference participation.

Professional fees increased to $82,181 during the current period from $43,897 incurred during the comparative period due to an engagement of professional staff related to private placement during the current period.

The Company recorded $37,363 for flow-through share premium reversal during the current period compared to $147,532 during the comparative period as a result of the timing of the exploration expenditures incurred and the date of such flow-through financings during each of the fiscal periods.

The Company wrote off $1,086,057 for its Stewart Property during the comparative period compared to $Nil during the current period.

The Company also recorded $99,970 deferred income tax expense during the current period compared to $293,000 deferred income tax recovery during the comparative period.

As a result of the foregoing, the Company recorded a comprehensive loss for the current period of $679,623 as compared to a loss of $1,158,687 incurred during the comparative period.

Results of Operations – Year ended December 31, 2022 compared to eleven months ended December 31, 2021

Operating expenses for the year ended December 31, 2022 (the "current period") totalled $2,346,494 as compared to $2,220,180 incurred during the eleven months ended December 31, 2021 (the "comparative period"). The variances in expenditures were due to comparing twelve months for the current period against eleven months for the comparative period as well as for the following reasons:

Consulting expense increased to $69,845 during the current period from $9,695 incurred during the comparative period due to an increase in the number of contract staff engaged during the current period.

Salaries and management fees of $698,150 were incurred during the current period as this amount includes fees paid to two officers for twelve months compared to management fees paid of $719,995 paid to three officers for eleven months.

During the current period, the Company incurred $208,654 for share-based payments expense (a non-cash expense) for stock options granted during prior fiscal periods and vested during the current period. This is a decrease from share-based payment expense of $376,566 incurred during the comparative period when more options vested.

Transfer agent, filing fees and shareholder communications expenses increased to $766,553 during the current period from $695,252 incurred during the comparative period due to an increase in marketing activities and in-person conference participation.

Travel and related expenses increased to $157,979 during the current period from $91,852 incurred during the comparative period due to a resumption of travel to in-person conferences and trade shows.

The Company recorded $1,117,627 for flow-through share premium reversal during the current period compared to $980,961 during the comparative period as a result of the timing of the exploration expenditures incurred and the date of such flow-through financings during each of the fiscal periods.

The Company wrote off $1,086,057 for its Stewart Property during the comparative period compared to $Nil during the current period.

The Company recorded a deferred income tax expense of $631,970 during the current period compared to $158,000 deferred income tax expense during the comparative period.

As a result of the foregoing, the Company recorded a comprehensive loss for the current period of $1,860,837 as compared to a loss of $2,483,276 incurred during the comparative period.

Summary of Quarterly Results

Three months ending	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2021[(a)]	October 31, 2021	July 31, 2021	April 30, 2021
Net loss ($)	679,623	469,522	508,710	202,982	1,158,687	715,811	382,558	226,220
Per share ($)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

[(a)] this is for two months

The loss for the three months ending April 30, 2021 decreased to $226,220 from the loss of $398,420 incurred during the three months ending January 31, 2021 primarily due to a decrease in consulting expenses, management compensation, office expenses and professional fees.

The loss for the three months ending July 31, 2021 increased to $382,558 from the loss of $226,220 incurred during the three months ending April 30, 2021 primarily due to a lower flow-through share premium reversal although operating expenses for the three months ending July 31, 2021 were lower than the operating expenses for the three months ending April 30, 2021.

The loss for the three months ending October 31, 2021 increased to $715,811 from the loss of $382,558 incurred during the three months ending July 31, 2021 primarily due to a recognition of deferred income tax expense.

The loss for the two months ending December 31, 2021 increased to $1,158,687 from the loss of $715,811 incurred during the three months ending October 31, 2021 primarily due to the impairment of the Stewart Property of $1,086,057.

The loss for the three months ending March 31, 2022 decreased to $202,982 from the loss of $1,158,687 during the two months ending December 31, 2021 primarily due to a reversal of flow-through share premium. This was partially offset by the impairment of the Stewart Property in the December 31, 2021 quarter.

The loss for the three months ending June 30, 2022 increased to $508,710 from the loss of $202,982 during the three months ending March 31, 2022 primarily due to a larger reversal of flow-through share premium and professional fees in the previous quarter and the deferred income tax expense. This was partially offset by the director fees and consulting expense.

The loss for the three months ending September 30, 2022 decreased to $469,522 from the loss of $508,710 during the three months ending June 30, 2022 primarily due to lower professional fees and travel related costs and higher reversal of flow-through share premium.

The loss for the three months ending December 31, 2022 increased to $679,623 from the loss of $469,522 during the three months ending September 30, 2022 primarily due to a larger reversal of flow-through share premium in the previous quarter.

	Year ended December 31, 2022 ($)	Eleven Months Ended December 31, 2021 ($)	Year ended January 31, 2021 ($)
Interest income	-	-	21,338
Loss before other items	(2,346,494)	(2,220,180)	(2,706,279)
Per share	(0.01)	(0.01)	(0.02)
Net loss	(1,860,837)	(1,690,219)	(1,860,097)
Per share	(0.01)	(0.01)	(0.01)
Total assets	49,140,828	43,676,153	41,396,327
Non-current liabilities	544,000	451,000	25,000

Liquidity and Solvency

Gold Terra is in the exploration stage and therefore has no regular cash flow. As of December 31, 2022, the Company had working capital of $2,859,086, excluding the deferred premium on flow-through shares of $444,860 (December 31, 2021 – working capital of $2,058,608 excluding the deferred premium on flow-through shares of $36,738), and inclusive of cash and cash equivalents of $3,060,107 (December 31, 2021 – $2,149,245).

At December 31, 2022, the Company had current assets of $3,317,888, total assets of $49,140,828 and total liabilities of $1,447,662, inclusive of the deferred premium on flow-through shares of $444,860 and deferred income tax liability of $544,000. The Company has no other long-term debt. There are no regular trends in the Company's liquidity or capital resources.

The principal assets of the Company are its mineral exploration properties, amounting to $45,663,333 as at December 31, 2022.

The increase in cash and cash equivalents during the year ended December 31, 2022 of $910,862 was due to net cash provided by financing activities of $8,468,498, while offset by cash used for investing activities of $5,375,375 and cash used in operating activities of $2,182,261.

On February 28, 2022, the Company completed a bought deal financing for gross proceeds of $5.6 million and net proceeds of $5,212,623. The following table compares the estimated use of net proceeds per the final prospectus from the February 2022 financing and the actual use of the proceeds as of December 31, 2022.

Description of expenditure		Use of proceeds		December 31, 2022
Drilling	$	4,268,000	$	3,740,044
Metallurgy		100,000		86,438
Estimated Expenses of the Offering		350,000		503,808
Claim Costs		100,000		41,513
Environmental		62,500		77,788
Other work - social license		74,458		19,950
Working capital and general corporate		257,665		743,082
Total:	$	5,212,623	$	5,212,623

On November 21, 2022, the Company completed a non-brokered private placement by issuing 12,055,585 flow-through shares (“FT Shares”) at a price of $0.20 per FT Share for gross proceeds of $2,411,117. The Company also completed a non-brokered private placement by issuing 8,572,000 shares (“Shares”) at a price of $0.16 per Share for the gross proceeds of $1,371,600. In connection with the financing, the Company paid $144,872 as a cash finder’s fee. Share issuance costs of $42,672 were incurred with respect to this private placement.

In February 2023, the Company filed a short form base shelf prospectus, allowing the Company to raise up to $30 million.

The development of the Company in the future will depend on the Company’s ability to obtain additional financings. In the past, the Company has relied on the sale of equity securities to meet its expenditure requirements. Future expenditures, in excess of funds on hand, will depend on the Company’s ability to obtain financing through joint venturing of projects, debt financing, equity financing or other means. There can be no assurances that the Company will be successful in obtaining any such financing or in joint venturing its property and failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Company’s properties.

Commitments

The Company has no commitments for capital expenditures other than optional expenditures to earn property interests.

Risk, Uncertainties and Outlook

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company’s properties has a known commercial ore deposit. Other risks facing the Company include competition for mineral properties, environmental and insurance risks, fluctuations in metal prices, fluctuations in exchange rates, share price volatility and uncertainty of additional financing.

Going concern

The Company is in the exploration stage and has no revenue or income from operations. The Company has limited capital resources and has to rely upon the sale of equity and/or debt securities for cash required for exploration and development purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its equity or debt securities or joint venture agreements to raise capital. It follows that there can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company.

The Company’s audited consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain the necessary financing to meet its ongoing commitments and further its mineral exploration programs.

The Company may encounter difficulty sourcing future financing in light of the recent economic downturn. The current financial equity market conditions and the inhospitable funding environment make it difficult to raise capital through the private placements of shares. The junior resource industry has been severely affected by the world economic situation and the effects of COVID-19 as it is considered speculative and high-risk in nature, making it even more difficult to fund.

While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful with any financing ventures.

Related Party Transactions

Related Party Balances

As at December 31, 2022, $74,052 (December 31, 2021 – $30,904) was due to directors of the Company or to companies controlled by officers of the Company and recorded in trade payables and accrued liabilities (see table below). These amounts are unsecured and non-interest bearing with no fixed terms of repayment.

Key Management Compensation

The Company's related parties include key management. Key management includes executive directors and non-executive directors. The remuneration to key management of the Company and the payments to companies controlled by officers of the Company as defined above were as follows:

	Amounts Incurred During		Due to Related Parties	
	Year Ended December 31, 2022	Eleven Months Ended December 31, 2021	As at December 31, 2022	As at December 31, 2021
Directors' fees	$ 72,000	$ 77,030	$ 48,353	$ 19,797
Geological consulting - exploration and evaluation assets [(a)]	214,668	65,431	3,673	4,379
Management compensation	450,000	550,000	-	-
Management expense reimbursement	-	-	854	6,728
Professional fees [(b)]	130,025	110,000	21,172	-
Share-based payments	74,011	166,221	-	-
	$ 940,704	$ 968,682	$ 74,052	$ 30,904

During the year ended December 31, 2022:

(a) The Company incurred $214,668 (December 31, 2021 - $65,431) of geological consulting fees for its exploration and evaluation assets with a company, Geovector Management Inc., related to the former Chief Operating Officer of the Company.

(b) The Company incurred $130,025 (December 31, 2021 - $110,000) to a company controlled by the Chief Financial Officer of the Company.

Financial Risk Management

The Company is exposed in varying degrees to a variety of financial risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts and its receivables. The majority of cash is deposited in bank accounts held with major banks in Canada. As most of the Company's cash is held by two banks there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company's receivables are mostly tax receivables from the government. The risk related to receivables is assessed low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is, therefore, assessed as high.

Foreign exchange risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and other foreign currencies will affect the Company's operations and financial results. The Company operates in Canada and is, therefore, not exposed to foreign exchange risk arising from transactions denominated in a foreign currency.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has positive cash balances at December 31, 2022 and no interest bearing debt, therefore, interest rate risk is nominal.

Capital management

The Company's policy is to maintain a strong capital base to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, comprising share capital, net of accumulated deficit.

There were no changes in the Company's approach to capital management during the period.

The Company is not subject to any externally imposed capital requirements.

Classification of Financial Instruments

Financial assets included in the statement of financial position are as follows:

	December 31, 2022	December 31, 2022
Amortized cost:		
Cash and cash equivalents	$ 3,060,107	$ 2,149,245
	$ 3,060,107	$ 2,149,245

Financial liabilities included in the statement of financial position are as follows:

	December 31, 2022	December 31, 2021
Non-derivative financial liabilities:		
Trade payables	$ 458,802	$ 235,710
	$ 458,802	$ 235,710

Fair Value

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

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.

The following is an analysis of the Company's financial assets measured at fair value as at December 31, 2022 and December 31, 2021:

	As at December 31, 2022		
	Level 1	**Level 2**	**Level 3**
Cash and cash equivalents	$ 3,060,107	$ -	$ -

	As at December 31, 2021		
	Level 1	**Level 2**	**Level 3**
Cash and cash equivalents	$ 2,149,245	$ -	$ -

Contingencies

The Company is not aware of any contingencies or pending legal proceedings as of the date of this MD&A.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Equity Securities Issued and Outstanding

The Company had 238,900,745 common shares issued and outstanding as of the date of this MD&A. In addition, there were 8,103,750 incentive stock options outstanding as of the date of this MD&A.