GOLD TERRA RESOURCE CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS For the eleven months ended December 31, 2021

This Management's Discussion and Analysis of Gold Terra Resource Corp. (formerly TerraX Minerals Inc.) ("Gold Terra" or the "Company") ("MD&A") provides analysis of the Company's financial results for the eleven months ended December 31, 2021 and should be read in conjunction with the accompanying audited consolidated financial statements and notes thereto for the eleven months ended December 31, 2021, all of which are available at www.sedar.com. This MD&A is based on information available as at April 25, 2022.

The accompanying December 31, 2021 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 we operate. Gold Terra strives to earn its social license wherever it is active, endeavouring to meet 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 benefit for communities as well as 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.

OVERVIEW

Yellowknife City Gold ("YCG") property – mineral resource estimate ("MRE")

On March 16, 2021, the Company announced an updated MRE. The classification of the MRE was completed in accordance with the CIM definition standards incorporated by reference in National Instrument 43-101.

The MRE comprises data for 522 surface drill holes totaling 108,294 metres completed on the YCG property between 1945 and 2020. The Inferred resource estimate of 1,207,000 ounces, based on a gold price of US$1,450 per ounce, consists of:

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

For more details on this MRE, please view the Company's news release of March 16, 2021. The Technical Report is available on our web site at www.goldterracorp.com and can be accessed on SEDAR at www.sedar.com.

The YCG property 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 YCG property is close to vital infrastructure, including transportation, service providers, hydro-electric power and skilled trades people.

For more information on the YCG property, please visit the Company's website at www.goldterracorp.com.

Option agreement to acquire the Con mine

On November 22, 2021, the Company announced that it entered into a definitive option agreement with Newmont Canada FN Holdings ULC ("Newmont FN") and Miramar Northern Mining Ltd. ("MNML"), both wholly owned subsidiaries of Newmont Corporation ("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. The 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.

Transaction highlights:

- The initial exploration agreement has been replaced and superseded by the 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 (PFS) with a minimum of 1.5 million ounces in all mineral resource categories;
  - Obtain all necessary regulatory approvals for the purchase and transfer of MNML's assets and liabilities to Gold Terra;
  - Post a cash bond to reflect the status of the Con mine reclamation plan at the time of closing.

The closing of the transaction 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 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 back-in right of a 51% participating interest in MNML and the Con mine property, which can be triggered by Gold Terra delineating a minimum of 5 million ounces 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 the amount of all of the expenditures incurred on the Con mine 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;
- 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.

History

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.

With this transaction, the Company has added to its large land holdings a key piece of ground with excellent potential along the Campbell shear to add high-grade resources. Currently, drilling is expanding the Yellorex zone and returning high-grade gold assays such as in hole GTCM21-014 with 5.22 grams per tonne (“g/t”) over 17.86 metres including 11.21 g/t Au over 4.57 metres (see “Exploration Overview – Newmont Option” below). The option agreement provides access to multiple additional zones with historic high-grade assays such as hole Y88 (13.9 g/t Au over 5.27 metres), which remain untested in all directions at approximately 900 metres below surface.

The transaction 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 property 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 delineating a high-grade gold mineral resource to add to the Company's current 1.2 million ounces in the inferred MRE (see the MRE section above) and ultimately advance toward an economic assessment and feasibility study. The transaction will add more than 20 square kilometres to Gold Terra's land position in the Yellowknife gold belt to consolidate the exceptional district-size holdings now totaling 820 square kilometres.

EXPLORATION OVERVIEW – NEWMONT OPTION

2020-21 Winter Drill Program

Data compilation work completed by the Company in 2020, including an integrated three dimensional model of 13,699 historical drill holes from underground and surface exploration of the Campbell Shear, highlighted the prospectivity of the southern extension of the Campbell Shear. In particular, some very good historical intersections were previously drilled on the Campbell Shear southern extension with limited follow-up drilling. With the Southbelt property (100% Gold Terra) and the option on the Newmont ground, the Company is able to test the Campbell Shear, which remains relatively underexplored south of the Con Mine and at depth.

On November 12, 2020, the Company started its 2021 winter drilling program of 10,000 metres to test the Campbell Shear, south of the former producing Con Mine, on the Company's recently optioned property from Newmont adjacent to its YCG property in the Northwest Territories.

During the 2021 winter drill program (Phase 1), the Company drilled 13 holes totaling 7,243 metres on the optioned Newmont Exploration Property, testing over 2.0 kilometres of strike extension of the Campbell Shear at greater than 150 metre spacing along strike, and to vertical depths between 250 and 400 metres. Holes were extended through to the footwall of the Campbell Shear to cross the entire width of the mineralized structure.

The Company announced drill results on March 23, 2021, April 6, 2021, April 27, 2021, May 18, 2021 and June 14, 2021. Summary of the drilling highlights include:

- Hole GTCM21-003 intersected **10.85 g/t Au over 4.35 metres**, including 25.4 g/t Au over 1.55 metres.
- Hole GTCM21-001 drilled 550 metres along strike south of GTCM21-003 intersected 2.35 g/t Au over 1.10 metres.
- Hole GTCM21-002 drilled 650 metres south of GTCM21-003 intersected 1.4g/t Au over 0.60 metres.
- Hole GTCM21-005 intersected **5.77 g/t Au over 12.35 metres**, including **14.09 g/t Au over 4.65 metres.**
- Hole GTCM21-004 drilled 800 metres south of GTCM21-005 intersected 5.69 g/t Au over 1.50 metres and 0.871 g/t Au over 3 metres.
- Hole GTCM21-006, located a further 200 metres south of GTCM21-004, intersected very anomalous gold (0.29 g/t Au over 20.50 metres) and other markers of the Con mine mineralization.

- Hole GTCM21-007 intersected 1.14 g/t Au over 11.05 metres, including 2.99 g/t Au over 3.30 metres.
- Hole GTCM21-008 intersected only minor gold mineralization with a best assay result of 1.26 g/t Au over 0.74 metres.
- Hole GTCM21-009 intersected 238 metres of the Campbell Shear and a good alteration halo that graded 0.6 g/t Au over 7.5 metres, including 1.18 g/t Au over 2.5 metres, as well as other narrow zones of 0.5 to 1.5 g/t Au in the hanging wall and footwall of the Campbell Shear.
- Hole GTCM21-010 intersected 1.80 g/t Au over 3.07 metres within the Campbell Shear structure.
- Hole GTCM21-011 intersected 1.32 g/t Au over 9.20 metres including 5.99 g/t Au over 1.45 metres within the Campbell Shear structure.
- Hole GTCM21-012 was located between holes GTCM21-007 and 011 and intersected 1.10 g/t Au over 4.95 metres within the Campbell Shear structure.
- Hole GTCM21-013 intersected 0.71 g/t Au over 4.40 metres and 2.94 g/t Au over 0.80 metres within the Campbell Shear structure.

2021 Phase 2 Summer Drill Program

On July 20, 2021, the Company announced the start of fully-funded 10,000 metre Phase 2 drilling program focussing on the Yellorex zone along the Campbell Shear. The objective of this phase 2 program is to delineate a larger gold mineral resource of high-grade mineralization and to add to its current 1.2 million ounce Inferred resource. The drilling is focused on the Campbell Shear at the Yellowrex zone where significant high-grade gold zones were intersected during the Phase 1 drilling as noted in the above summary bullets. To the end of 2021, 5,449 metres were drilled in 13 holes for Phase 2. Total drilling in 2021 amounted to 12,692 in 26 holes (Phase 1 & 2).

On September 7, 2021, the Company announced assay results for the first hole of Phase 2 drilling program. Hole GTCM21-014 intersected **5.22 g/t Au over 17.86 metres** including **11.2 g/t Au over 4.57 metres** in a very strongly altered and sericitized sheared portion of the Campbell Shear, and approximately 80 metres below hole GTCM-21-05.

On October 13, 2021, the Company announced assay results for two holes, GTCM21-015 and 16. Hole GTCM21-16 intersected **5.07 g/t Au over 8.35 metres,** including **11.87 g/t Au over 3.08 metres,** in a strongly strained and sericitized portion of the Campbell Shear. Drill hole GTCM21-015 which was drilled to target the Campbell Shear mineralized zone around 300 metres vertical depth and test the northern extent of the zone did intersect visible gold at 351.60 to 352.60 metres within a zone of intense white quartz and ankerite veining, followed by a weaker mineralized 13.0 metre zone.

On December 8, 2021, the Company announced assay results for the five holes, GTCM21-017, 18, 19, 20 and 21.

Assay highlights included:

- Hole GTCM21-21 intersected **1.24 g/t Au over 11.00 metres** extending the north-east limit of the Yellorex gold-bearing zone by about 50 metres along strike.
- Hole GTCM21-20 intersected **2.38 g/t Au over 4.70 metres,** including **12.95 g/t Au over 0.55 metres**.
- Hole GTCM21-19 intersected **2.46 g/t Au over 4.70 metres,** including **5.13 g/t Au over 1.90 metres** in strong sericite alteration on a deeper portion of the southern limit of the Yellowrex zone.
- Hole GTCM21-017, a shallow hole drilled on the south limit of the Yellowrex zone intersected **1.94 g/t Au over 3.00 metres,** including **10.40 g/t Au over 0.50 metres** in strong sericite alteration.

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 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 extend the gold-bearing zone by more than 50 metres along strike, to the northeast limit of the Yellorex zone.

2022 Drill Program

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 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)**.**

The Company intends to drill approximately 40,000 metres in 2022 with the objective of delineating a high-grade gold mineral resource to add to the Company's current 1.2 million ounces Inferred MRE (see "Yellowknife City Gold ("YCG") property – mineral resource estimate ("MRE")" section above) and ultimately advance towards an economic study.

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 over 0.75 metres at 30 metres vertical depth on the Con mine Property. Hole GTCM22-029 which was targeting the Campbell shear at approximately 1000 metres below surface, was collared almost into the Con Shear mineralization near surface. The Con Shear was mined at the Con Property for a total of 1 million ounces produced at an average grade of 19 g/t Au. It is an additional bonus to have intersected the Con Shear near surface with significant gold mineralization.

The Company also announced the results from the last four holes (GTCM21-023 to 026) of the Phase 2 drilling program completed in 2021.

Assay highlights included:

- Hole GTCM22-024 intersected an alteration halo with a higher-than-average gold background of 331 ppb Au over 16.97 metres between 258.83 and 275.80 metres with sericite alteration and mineralized zones similar to an alteration halo usually found surrounding a high-grade mineralized lens, indicating that high-grade mineralization is close to the hole.
- Hole GTCM21-025 intersected several sericite altered and mineralized zones with anomalous gold values similar to an alteration halo usually found surrounding a high-grade mineralized lens, indicating that high-grade mineralization is close to the hole. This alteration halo has a higher-than-average gold background of 372 ppb Au over 22.82 metres within a halo intersected between 592.58 and 615.40 metres.
- Hole GTCM21-026 drilled to test the extension of the Yellorex deposit to the north and close to the Yellorex Fault. Several small, mineralized zones were intersected consisting of quartz veins with strong pervasive sericite alteration, and with pyrite and arsenopyrite mineralization. It intersected 7.35 g/t Au over 0.55 metres at 200.87 to 201.42 metres.

On April 6, 2022, the Company announced assay results for three (3) holes to test the Yellorex zone. Drill hole GTCM22-030 intersected **6.41/t Au over 26.50 metres, including 9.05 g/t over 4.00 metres** and including **10.66 g/t Au over 3.0 metres** and including **14.15 g/t Au over 5.50 metres**. The hole was drilled along strike on the Campbell Shear for metallurgical testing required for the Company's upcoming updated resource estimate 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 **6.21g/t Au over 1.5 metres** and GTCM22-027 intersecting 2.43 g/t Au over 1.0 metre**.**

EXPLORATION OVERVIEW – YCG PROPERTY

2020-2021 Winter Drill Program

Crestaurum Drilling Campaign

On January 13, 2021, the Company announced assays for nine holes at the high-grade Crestaurum gold deposit on the YCG property. The nine holes totaling 1,062 metres tested the main Crestaurum shear structure at shallow depths across 900 metres of strike length, and also tested high-grade secondary shears and splays in the hanging wall and footwall of the main shear. On July 20, 2021, the Company announced assay results from five more drill holes completed in April and March 2021. Assay highlights include:

- Hole GTCR20-104 intersected **9.03 g/t Au over 5 metres**, including 23.7 g/t Au over 1.0 metre, within a mineralized shear zone containing quartz veins with visible gold.
- Hole GTCR20-105 intersected **5.84 g/t Au over 2 metres**, approximately 75 metres up dip of GTCR20-104.
- Hole GTCR20-102 had a narrow low-grade intersection of 2.66 g/t Au over 0.80 metre.
- Hole GTCR20-106 was designed to test both the main shear and a hangingwall vein and intersected 3.23 g/t Au over 0.75 metres in the hangingwall vein and 1.75 g/t Au over 2.70 metres in the main shear.
- Hole GTCR20-107 intersected **2.31 g/t Au over 4.10 metres**, including 10.55 g/t Au over 0.80 metre.
- Hole GTCR20-108 interested **8.19 g/t Au over 1.95 metres**.
- Hole GTCR20-109 intersected **3.43 g/t Au over 3.90 metres**, including **7.11 g/t Au over 1.75 metres**.
- Hole GTCR20-111 failed to intersect significant mineralization in the main shear and had 2 g/t Au level assays in the hangingwall of the shear.
- Hole GTCR20-110 was drilled south of the Daigle Fault to determine the location of the southern extension of the Crestaurum Shear beyond the fault. The shear structure was successfully intersected but was low grade (0.86 g/t Au over 3.0 metres).
- Holes GTCR21-113 and GTCR21-114 targeted a north-northwest-trending vein set on the footwall side of the Crestaurum shear that contains various high-grade surface grab samples (up to 157.5 g/t Au). Both holes intersected various styles of veining. Hole GTCR21-114 intersected considerably more (six) individual veins with assay results ranging from 0.118 g/t to 0.394 g/t Au over 0.74 metre to 1.50 metres.
- Hole GTCR21-115 was drilled on the northern end of the Crestaurum shear in efforts to intersect the hangingwall structure and further define the main Crestaurum shear. The hangingwall assayed 1.46 g/t Au over 1.00 metre while the Crestaurum shear contained 1.56 g/t Au over 3.00 metres, including 3.24 g/t Au over 1.00 metre. The hangingwall structure is a less-than-one-to-four-metre-wide northeast-/southwest-trending structure with prominent biotite alteration and wispy calcite veining, with boudinaged glassy grey quartz veining and sulphides (pyrite and arsenopyrite) plus or minus visible gold, that intersects the Crestaurum shear at an oblique angle.

In addition to the Campbell shear drilling, the Company has also started a small drill program on its 100% owned Northbelt property, targeting the Mispickel area which had previously intersected high grade gold mineralization (60.60 g/t Au over 8.00 metres reported June 6, 2016). 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. So far, a total of 10 holes (GTWL22-002, 3, 4, 5, 6, 7, 8, 9, 13 and 14) of the first 13 holes have intersected visible gold (VG) in a sheared vertical structure currently extended over a minimum strike length of 400 metres. Assays are pending for all the remaining holes.

EXPLORATION EXPENDITURES

During the eleven months ended December 31, 2021, the Company incurred $3,353,078 in exploration expenditures mainly on the Newmont Exploration Property and YCG Property. The main components of the exploration expenditures are as follows:

	Northbelt	Southbelt	Eastbelt	Quyta-Bell	Newmont	Stewart	Mulligan	Total
Balance at January 31, 2021	$ 31,886,630	$ 578,286	$ 1,619,549	$ 441,269	$ 793,476	$ 1,082,458	$ 1,369,122	$ 37,770,790
Acquisition costs	14,376	-	20,937	16,103	31,836	-	-	83,252
Exploration costs:								
Assays and drilling	287,718	-	-	-	2,722,288	-	12,402	3,022,408
Community	10,818	-	-	-	3,632	-	-	14,450
Consulting	69,164	-	300	450	51,762	-	-	121,676
Environmental	1,792	-	-	-	49,833	-	-	51,625
Field expenses	90,768	673	23	13,629	34,226	3,600	-	142,919
	460,260	673	323	14,079	2,861,741	3,600	12,402	3,353,078
Impairment	-	-	-	-	-	(1,086,057)	-	(1,086,057)
Recoveries	-	-	-	-	-	-	(8,000)	(8,000)
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

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

CORPORATE OVERVIEW

Annual General Meeting

At the Annual General and Special Meeting of the Company held on June 15, 2021 (the “Meeting”), the shareholders elected Gerald Panneton (Executive Chair), David Suda, Louis Dionne, Laurie Gaborit, Elif Lévesque, Stuart Rogers, and Hellen Siwanowicz as directors of the Company for the forthcoming year.

Change of Fiscal Year End

Effective in 2021, the fiscal year end of the Company was changed from January 31 to December 31 in order to align the Company’s year-end with that of comparative companies and its subsidiary, which operates on a calendar fiscal year end in New Brunswick, Canada. Accordingly, the current consolidated financial statements are prepared for 11 months from February 1 to December 31, 2021, and as a result, the comparative figures stated in the income statement, statement of changes in equity, cash flow statement and the related notes might not be comparable.

Changes in Directors

On August 16, 2021, the Company announced the appointment of Ms. Patsie Ducharme, CPA, CGA as a director of the Company and Chair of the Audit Committee. The Company also announced the resignation of Ms. Elif Lévesque as a director.

On December 31, 2021, David Suda, the Company’s President, Chief Executive Officer (“CEO”), and director, stepped down to pursue other opportunities. Gerald Panneton, the Company’s Executive Chairman, assumed the role of Chairman and CEO. The Company has entered into a one year consulting agreement with Mr. Suda for advisory services on a part time basis.

Grant and Expiration of Stock Options and Warrants

On April 12, 2021, 4,711,803 warrants expired unexercised.

On June 15, 2021, 1,250,000 stock options expired unexercised.

On June 26, 2021, 339,144 warrants expired unexercised.

On August 16, 2021, the Company granted 200,000 stock options to a new director that can be exercised at $0.26 per share until August 16, 2026.

On November 17, 2021, 5,887,500 warrants expired unexercised.

On November 16, 2021, 250,000 stock options expired unexercised.

On December 31, 2021, the Company granted 993,750 to its directors, officers, employees, and consultants that can be exercised at $0.26 per share until December 31, 2026.

Financing

On March 4, 2021, the Company completed a non-brokered private placement of 8,000,000 flow-through common shares of the Company (the "FT Shares") at a price of $0.36 per FT Share for gross proceeds of $2,880,000. Share issuance costs of $34,007 were incurred with respect to this placement.

On December 3, 2021, the Company announced that it had completed the strategic investment by Newmont, issuing 7,142,857 common shares at a price of $0.21 per share for gross proceeds of $1.5 million, resulting in Newmont holding less than 5% of the issued and outstanding common shares of the Company. The proceeds from this investment are planned to be used primarily for exploration expenditures on the Con mine property, recently optioned from Newmont (see “Option agreement to acquire the Con Mine” section above). The common shares are subject to a statutory hold period expiring four months and one day from the closing, being April 4, 2022.

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.

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.

During the eleven months period ended December 31, 2021, the Company incurred and renounced expenditures of $3,235,975 with respect to the flow-through financing and reduced the deferred premium on flow-through shares by $980,961 as a result.

<u>Other Share Issuances</u>

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 YCG property (see the audited financial statements note 6(a)).

CURRENT ECONOMIC CONDITIONS

During the calendar year 2021 and into 2022, 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 2022 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.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

With the closing of the March 4, 2021 non-brokered private placement, the strategic investment by Newmont in December 2021 and February 28, 2022 bought deal financing, the Company anticipates having sufficient cash to meet all of its corporate obligations through to the end of 2022 and into 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 – Two months ended December 31, 2021 compared to three months ended January 31, 2021

Operating expenses for the two months ended December 31, 2021 (the "current period") totaled $513,162 as compared to $761,711 incurred during the three months ended January 31, 2021 (the "comparative period"). The variances in expenditures were as follows:

Consulting expense decreased to $7,875 during the current period from $16,980 incurred during the comparative period due to a reduction in the number of contract staff engaged during the current period.

Director fees increased to $19,250 during the current period from $14,250 incurred during the comparative period, due to more board meetings held to discuss operations during the current period.

Salaries and management fees of $100,000 were incurred during the current period as this amount includes fees paid to the Executive Chairman, Chief Executive Officer and Chief Operating Officer. This compares to management fees paid during the comparative period of $306,000 which included bonuses to the officers.

Office, rent and miscellaneous expense decreased to $15,330 during the current period from $20,491 incurred during the comparative period mainly due to the Company incurring no rent and having less administrative expenses in the current period to support the Company's exploration activities.

During the current period, the Company incurred $47,345 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 $150,383 incurred during the comparative period when more options vested.

Transfer agent, filing fees and shareholder communications expenses increased to $168,412 during the current period from the $151,381 incurred during the comparative period due to an increase in marketing activities and in-person conference participation.

The Company recorded $147,532 for flow-through share premium reversal during the current period compared to $355,510 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 current period compared to $Nil during the comparative period.

The Company also recorded $293,000 deferred income tax recovery during the current period compared to $7,000 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 $1,158,687 as compared to a loss of $398,420incurred during the comparative period.

Results of Operations – Eleven months ended December 31, 2021 compared to a year ended January 31, 2021

Operating expenses for the eleven months ended December 31, 2021 (the "current period") totaled $2,220,180 as compared to $2,706,279 incurred during the year ended January 31, 2021 (the "comparative period"). The significant variances in expenditures were as follows:

Consulting expense decreased to $9,695 during the current period from $192,412 incurred during the comparative period due to a reduction in the number of contract staff engaged during the current period.

Depreciation expense of $Nil was incurred for a right-to-use asset during the current period compared to $3,973 during the comparative period. The decrease is due to the Company's decision to sublease its rented office.

Director fees increased to $77,030 during the current period from $55,694 incurred during the comparative period due to more board meetings held to discuss operations during the current period.

Management compensation decreased to $550,000 during the current period from $771,770 incurred during the comparative period due to the current period covering eleven months while the comparative period covering twelve months. In addition, during the comparative period, bonuses were paid to management while no such bonus was paid in the current period.
Office, rent and miscellaneous expense decreased to $54,284 during the current period from $104,917 incurred during the comparative period mainly due to the Company incurring no rent and having less administrative expenses in the current period to support the Company's exploration activities.

Professional fees decreased to $193,209 during the current period from $244,172 incurred during the comparative period due to a reduction in the number of professional staff engaged during the current period.

During the current period, the Company incurred $376,566 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 $434,935 incurred during the comparative period when fewer options vested.

Travel expenses increased to $91,852 during the current period from the $50,888 incurred during the comparative period due to increased marketing activities and in-person conference participation.

The Company recorded $980,961 for flow-through share premium reversal during the current period compared to $822,301 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 current period compared to $Nil during the comparative period.

The Company recognized deferred income tax expense of $158,000 for the current period compared to a recovery of $7,000 recognized during the comparative period because the Company renounced its flow-through expenditures.

As a result of the foregoing, the Company recorded a comprehensive loss for the current period of $2,483,276 as compared to a loss of $1,860,097 incurred during the comparative period.

Summary of Quarterly Results

Three months ending	December 31, 2021[a]	October 31, 2021	July 31, 2021	April 30, 2021	January 31, 2021	October 31, 2020	July 31, 2020	April 30, 2020
Net loss ($)	1,158,687	715,811	382,558	226,220	398,420	141,777	639,698	680,202
Per share ($)	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, 2020 decreased to $680,202 from the loss of $868,714 incurred during the three months ending January 31, 2020 primarily due to the elimination of an impairment expense of $540,029 recorded during the prior period for a write-down of certain exploration and evaluation assets. This was partially offset by an increase in management and professional fees and office expenditures in the quarter ended April 30, 2020.

The loss for the three months ending July 31, 2020 decreased to $639,698 from the loss of $680,202 incurred during the three months ending April 30, 2020 primarily due to a reduction in travel expense as a result of the COVID-19 pandemic and consulting expense due to a reduction in the number of contract staff. This was partially offset by an increase in professional fees and investor relations expenditures in the April 30, 2020 quarter.

The loss for the three months ending October 31, 2020 decreased to $141,777 from the loss of $639,698 incurred during the three months ending July 31, 2020 primarily due to a reversal of flow-through share premium, a reduction in travel expense as a result of the COVID-19 pandemic and decreased consulting expense due to a reduction in the number of contract staff. This was partially offset by an increase in professional fees and investor relations expenditures in the July 31, 2020 quarter.

The loss for the three months ending January 31, 2021 increased to $398,420 from the loss of $141,777 incurred during the three months ending October 31, 2020 primarily due to an increase in management compensation, share-based compensation, and shareholder communications expenses.

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.

Selected Annual Information

	Eleven Months Ended December 31, 2021 ($)	Year ended January 31, 2021 ($)	Year ended January 31, 2020 ($)
Interest income	-	21,338	18,388
Loss before other items	(2,220,180)	(2,706,279)	(1,886,436)
Per share	(0.01)	(0.02)	(0.01)
Net loss	(2,483,276)	(1,860,097)	(1,686,448)
Per share	(0.01)	(0.01)	(0.01)
Total assets	42,590,096	41,396,327	37,394,120
Non-current liabilities	158,000	25,000	60,449

Liquidity and Solvency

Gold Terra is in the exploration stage and therefore has no regular cash flow. As of December 31, 2021, the Company had working capital of $2,058,608 excluding the deferred premium on flow-through shares of $36,738 (January 31, 2021 – working capital of $3,021,553 excluding the deferred premium on flow-through shares of $137,699), and inclusive of cash and cash equivalents of $2,149,245 (January 31, 2021 – $3,281,202).

At December 31, 2021, the Company had current assets of $2,319,318, total assets of $42,590,096 and total liabilities of $455,448, inclusive of a security deposit from sublease of $25,000, the deferred premium on flow-through shares of $36,738, and deferred income tax liability of $158,000. 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 $40,113,063 as at December 31, 2021.

The decrease in cash and cash equivalents during the eleven months ended December 31, 2021 of $1,131,957 was due to net cash provided by financing activities of $4,323,968, while offset by cash used for investing activities of $3,651,009 and cash used in operating activities of $1,804,916.

On February 28, 2022, the Company completed a bought deal financing for gross proceeds of $5.6 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, 2021, $30,905 (January 31, 2021 – $30,740) 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:

			Due to Related Parties	
	Eleven Months Ended December 31, 2021	Year Ended January 31, 2021	As at December 31, 2021	As at January 31, 2021
Consulting fees	$ -	$ 61,300	$ -	$ -
Directors' fees	77,030	53,140	19,797	-
Geological consulting - exploration and evaluation assets [(a)]	65,431	439,067	4,379	16,747
Management compensation	550,000	771,000	-	-
Management expense reimbursement	-	-	6,728	3,493
Professional fees [(b)]	110,000	130,000		10,500
Share-based payments	166,221	244,603	-	-
	$ 968,682	$ 1,699,110	$ 30,904	$ 30,740

During the eleven months ended December 31, 2021:

(a) The Company incurred $65,431 (2020 - $439,067) of geological consulting fees for its exploration and evaluation assets with a company, Geovector Management Inc., related to the current Chief Operating Officer of the Company.

(b) The Company paid $110,000 (January 31, 2021 - $130,000) to a company controlled by the Chief Financial Officer.

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, 2021 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, 2021	January 31, 2021
Amortized cost:		
Cash and cash equivalents	$ 2,149,245	$ 3,281,202
	$ 2,149,245	$ 3,281,202

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

	December 31, 2021	January 31, 2021
Non-derivative financial liabilities:		
Trade payables	$ 235,710	$ 422,274
	$ 235,710	$ 422,274

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, 2021 and January 31, 2021:

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

	As at January 31, 2021		
	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 3,281,202	$ -	$ -

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 218,252,660 common shares issued and outstanding as of the date of this MD&A. In addition, there were 6,660,000 incentive stock options outstanding as of the date of this MD&A.