



Suite 488 – 625 Howe Street, Vancouver, B.C. Canada V6C 2T6
T (604)681-3170, F (604)681-3552, info@opawica.com
www.opawica.com

OPAWICA EXPLORATIONS INC.
INTERIM MD&A
FOR THE UNAUDITED PERIOD ENDED MAY 31, 2023

The accompanying annual financial statements and related notes are presented in accordance with International Financial Reporting Standards for financial statements. These statements, together with the following MD&A dated July 28, 2023 (“Report Date”), are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to the potential future performance. The information in the MD&A may contain forward-looking statements.

These statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth below.

Economic and industry factors are substantially unchanged with respect to a comparison of the Company’s interim financial condition to the financial condition as at the most recently completed financial year end. Additional information relating to the Company may be found on SEDAR at www.sedar.com.

1. CORE BUSINESS

Opawica Explorations Inc. was incorporated under the Business Corporations Act (Ontario) on September 17, 1975 and was continued into British Columbia by Certificate of Continuation issued under the Business Corporations Act (British Columbia) on September 29, 2006. The Company is listed on the TSX Venture Exchange (“TSX-V”), having the symbol OPW-V, as a Tier 2 mining issuer. The Company is a junior resource company engaged in the acquisition, exploration and evaluation of mineral properties in Canada for hosting gold and base metal deposits. As at the date hereof, the Company holds interests in the following mineral resource properties in Canada:

- **Arrowhead Property** – 100% owned gold property consisting of 19 mineral claims in a contiguous claim block totalling 400.76 hectares, located in the Joannes Township approximately 30 km east of Rouyn Noranda, Quebec.
- **Bazooka Property** – 100% owned gold property consisting of 41 mineral claims in one contiguous claim block totalling 1,320.92 hectares, located in the Beauchastel Township approximately 7 km southwest of Rouyn Noranda, Quebec.
- **Lil d’Espoir Lake Property** – 100% interest in 173 mineral claims totalling approximately 44 km² in the Exploits Subzone of Central Newfoundland and Labrador.
- **Density, Eclipse and Mass Properties** – 70% interest in 906 mineral claims in Newfoundland and Labrador pursuant to an exploration, development and mine operating agreement.
- **Cornwall Property** – 100% interest in the mineral claims hosting 5 target copper zones in the Kootenay Terrane of south-eastern British Columbia.

2. FINANCIAL CONDITION

The Company has not generated revenue from operations and incurred a net loss of \$612,098 during the period ended May 31, 2023, has accumulated losses of \$42,408,793 since inception and expects to incur further losses in the development of its business, all of which forms a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to raise financing and generate future profitable operations. As the Company is in the exploration stage, the recoverability of costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties. The Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future.

Industry and economic factors continue to affect the Company's performance. Generally strong capital market conditions and renewed interest in gold has enabled the Company to raise equity financing to fund the Company's acquisition and exploration activities. These conditions are expected to continue over the next twelve months.

The Company had a working capital surplus of \$191,623 at May 31, 2023 (August 31, 2022 – \$478,503 surplus).

Cash was \$59,241 at May 31, 2023 (August 31, 2022 - \$271,867). The Company's sources and uses of cash are discussed in section 4.0 "Cash Flows" below.

Amounts and other receivable were \$481,007 at May 31, 2023 (August 31, 2022 - \$448,904) and consist of GST/HST input tax credits and QST input tax credits.

Prepaid expenses of \$33,275 at May 31, 2023 (August 31, 2022 - \$40,683) and long-term deposit of \$47,402 at May 31, 2023 (August 31, 2021 - \$136,166) relate to ordinary operating and exploration expenses and includes \$47,402 in geological consulting services.

Exploration and evaluation assets of \$5,022,749 at May 31, 2023 (August 31, 2022 - \$4,369,729) consist of acquisition and exploration expenditures on the Arrowhead (\$1,172,275); Bazooka East and West (\$2,713,411), Density, Eclipse and Mass (\$160,328), Lil d'Espoir Lake (\$544,735) and the Cornwall (\$432,000) properties.

Equipment of \$5,749 at February 28, 2023 (August 31, 2022 - \$6,517) consists of computer equipment.

Trade and other payables were \$202,875 at May 31, 2023 (August 31, 2022 - \$318,374). Trade and other payables are unsecured and are usually paid within 30 days of recognition.

Non-current loan payable consists of a loan from the Canadian government's Canada Emergency Business Account ("CEBA") Program in the amount of \$40,000. The CEBA is a government guaranteed loan of up to \$40,000 that is interest-free until December 31, 2023. The loan is available to help businesses with operating costs during COVID-19. Twenty-five percent of the loan amount (\$10,000) is eligible for forgiveness as long as the business pays back \$30,000 on or before December 31, 2023. If the business cannot pay back the loan by December 31, 2023, it can be converted into a 2-year term loan at an interest rate of 5%.

3. FINANCIAL PERFORMANCE

3.1 Total Expenses for the Three Months Ended May 31, 2023

Total expenses for the three months ended May 31, 2023, were \$380,851 compared to \$658,230 in expenses recorded for the 2022 comparative period.

Employee costs were \$342,029 for the three months ended May 31, 2023, compared to \$191,350 in employee costs recorded in the 2022 comparative period, and consist of consulting fees, management fees, salaries and benefits. The following is a breakdown of material components on the Company's employee costs for the three months ended May 31, 2023, and 2022.

	Three months ended May 31, 2023 \$	Three months ended May 31, 2022 \$
Consulting fees	29,500	118,162
Management fees	312,000	82,500
Salaries, benefits, WCB	529	868
	<u>342,029</u>	<u>191,530</u>

Consulting fees were paid to various strategic business development and administrative consultants.

Management fees and salaries and benefits are period expenses paid to directors and officers. See Related Party Transactions below.

Share-based compensation is related to stock options granted to the officers, directors, and consultants during the period.

General and administrative expenses were \$38,549 for the three months ended May 31, 2023, compared to \$342,716 in expenses for the 2022 comparative period, an decrease that reflects decreased activity in the Company. The following is a breakdown of the material components of the Company's general and administrative expenses for the three months ended May 31, 2023, and 2022.

	Three months ended May 31, 2023 \$	Three months ended May 31, 2022 \$
Accounting and legal fees	6,245	52,808
Business development	-	191,325
Filing fees	12,163	11,748
Investor communications	7,457	118,456
Office expenses	684	849
Rent	12,000	4,530
Travel and automobile	-	63,000
	<u>38,549</u>	<u>342,716</u>

Filing fees totalled \$12,163 for the three months ended May 31, 2023, compared to \$11,748 in filing fees recorded during the 2022 comparative period due to financings and property acquisitions completed in the 2022 quarter.

Investor communications expenses totalled \$7,457 for the three months ended May 31, 2023, compared to \$118,456 in investor communications expenses recorded during the 2022 comparative period. During the 2022 period, the Company initiated an advertising and marketing campaign intended to raise the profile of the Company which included trade shows, social media, online advertising, newsletters, website presence and other marketing initiatives.

The Company was party to a sublease for office premises for part of the year at a cost of \$2,000 per month commencing August 2022.

4. CASH FLOWS

The Company is still considered to be in the exploration and development stage and as such does not earn any significant revenue. Total cash used in operating activities was \$13,723 during the period ended May 31, 2023, compared to \$1,372,958 in cash used in operating activities during the 2022 comparative period.

Total cash flows used in investing activities was \$652,251 during the period ended May 31, 2023, and consist of \$651,483 in expenditures on exploration and evaluation assets, and \$148 on acquisition of computer software and \$916 on computer depreciation. Cash flows used in investing activities for the 2022 comparative period was \$2,084,634 in expenditures on exploration and evaluation assets.

Total cash flows provided by financing activities was \$1,038,000 during the period ended May 31, 2023, and consisted of a \$400,000 share issuance for mineral property. Cash flows provided by financing activities was \$1,943,713 during the 2022 comparative period.

5. SELECTED ANNUAL INFORMATION

The table below presents selected financial data for the Company's annual financial statements for each of the three most recently completed financial years. The financial data is prepared in accordance with IFRS and is presented in Canadian dollars.

	August 31, 2022	August 31, 2021	August 31, 2020
	\$	\$	\$
Total Revenue	-	-	-
Net loss and comprehensive loss for the year	(2,640,849)	(2,797,409)	(363,348)
Loss per share, basic and diluted	(0.07)	(0.11)	(0.04)
Total assets	5,617,870	6,466,994	1,324,448
Total long-term liabilities	40,000	40,000	40,000
Cash dividend declared per share	-	-	-

Various factors contribute to the year-to-year variations in financial position and financial performance. The Company reduced its exploration activities during the latter half of 2018 to the end of 2020 due to financial constraints but increased exploration in 2021 and 2022.

The \$2,640,849 net loss for the year ended August 31, 2022, was a decrease over the previous year due to the recognition of a reversal of flow-through premium in other income of \$625,814. In addition, employee costs were \$918,582 (2021 - \$2,082,955) and general and administrative expenses were \$1,525,935 (2021 – \$405,645) which increased significantly in comparison with the amount recorded in the 2021 financial year as the Company increased its level of activities upon completion of certain financing arrangements.

The \$2,640,849 net loss for the year ended August 31, 2021, was decrease over the previous year due to recognition of a reversal of flow-through premium in other income of \$625,814. This was offset by a write off of several mineral properties contributing to an impairment expense of \$921,274. The majority of total assets consists of exploration and evaluation assets which is typical for a junior exploration company.

6. DISCUSSION OF OPERATIONS

6.1 Property Acquisition, Exploration and Evaluation

The Company is in the mineral exploration business and has no revenues. Mineral interests in the form of exploration and acquisition costs totalled \$5,022,749 as at May 31, 2023 (August 31, 2022 - \$4,369,729).

6.2 GoldSpot Discoveries Corp.

On May 13, 2021, the Company entered into a geological consulting services agreement to engage GoldSpot Discoveries Corp. (“GoldSpot”) to assist in the exploration of the Company’s projects in the Quebec Abitibi Greenstone Belt and Central Newfoundland. GoldSpot has a large, collaborative team of geoscientists and data scientists focused on maximizing the chances of discovery using GoldSpot’s proprietary technology and geoscience expertise. GoldSpot is a leading technology services company leveraging machine learning to transform the mineral discovery process.

GoldSpot will use its artificial intelligence and machine learning expertise to delineate drill-ready targets as well as identify prospective areas regionally for the Company’s portfolio of projects over the course of the next 18 months. As partial consideration for these services, GoldSpot has been granted a 0.5% net smelter return (“NSR”) royalty on the Company’s Bazooka project in Quebec, and the following royalty options:

- Option to acquire a further 0.5% NSR on Bazooka project in Quebec for \$1,000,000;
- Option to acquire 0.5% NSR on McWatters project in Quebec for \$1,000,000;
- Option to acquire 0.5% NSR on Arrowhead project in Quebec for \$1,000,000;
- Option to acquire 0.5% NSR on Chapel Island project in Newfoundland for \$1,000,000;
- Option to acquire 0.5% NSR on Eclipse project in Newfoundland for \$1,000,000;
- Option to acquire 0.5% NSR on Density project in Newfoundland for \$1,000,000;
- Option to acquire 0.5% NSR on Mass project in Newfoundland for \$1,000,000; and
- Option to acquire 0.5% NSR on Lil d'Espoir Lake project in Newfoundland for \$1,000,000.

6.3 Arrowhead Property (Joannes Township, Quebec)

The Arrowhead property is subject to a 2% net smelter royalty, of which the Company may purchase one half at any time for \$1,000,000. In addition, GoldSpot holds an option to acquire a 0.5% NSR on the property for \$1,000,000 (see section 6.2 GoldSpot Discoveries Corp. above). The property consists of 19 mineral claims in a continuous claim block totalling 400.76 hectares, located in the Joannes Township approximately 30 km east of Rouyn Noranda, Quebec.

The Arrowhead property is fully surrounded by Agnico Eagle Mines Ltd., a major gold producer in the Abitibi region, who conducted a significant drilling campaign to the west and north of Arrowhead. Previous drill holes on the property intercepted 40 gold-copper mineralized zones enhance the property's potential for four types of mineralization: gold-rich VMS deposits, like at the Bousquet #2 and LaRonde mines; VMS deposits, like at the Louvicourt mine; gold-rich polymetallic veins, like at the Doyon and Mouska gold mines; and quartz-carbonate auriferous veins associated with regional E-W trending faults and shear zones, like at the O'Brien, Kewagama, Central-Cadillac, Wood-Cadillac and Lapa mines (Technical Report on Arrowhead, Yvan Bussi res, P.Eng., OIQ # 31985, 2016).

During the period ended August 31, 2022, \$411,605 in drilling (2021 - \$nil) and \$525,985 (2021 - \$11,001) in geological consulting was expended on the property. During the period ended May 31, 2023, \$126,252 in assays and geology were expended on the property.

6.4 Bazooka Gold Property (Beauchastel Township, Quebec)

The Bazooka East and West gold properties combine for a total strike length of approximately seven kilometres along one of the most prolific auriferous structures in the world, the Cadillac Larder Lake Break ("CLLB"). The Company's 100% ownership, subject to various underlying royalties, of these properties will now be referred to as the Bazooka Gold Property.

The Bazooka Property consists of 41 mineral claims is one continuous claim block totalling 1320.92 ha. The Property is located in Beauchastel Township, approximately 7 km southwest of Rouyn-Noranda, Quebec. In 2003, Lake Shore Gold Corporation drilled 1m with 316.13 grams per tonne gold ("g/t Au) on the Property.

The Bazooka Property occurs along one of the most prolific auriferous structures in the world, the Cadillac-Larder Lake Break/Fault (CLLB). The CLLB, in part, marks the boundary between the Archean Abitibi subprovince in the north and the predominantly metasedimentary Pontiac subprovince south of the fault. However, in the Bazooka Property area, the Pontiac metasedimentary rocks are in both conformable and faulted contact with the volcano-metasedimentary sequences of the Abitibi greenstone belt. The Pontiac metasedimentary belt mainly consists of wacke, siltstone, mudstone, conglomerate and minor metavolcanics that have been intruded by composite granitoid bodies.

Gold mineralization on the Property occurs within mixed, up to 60m wide (estimated true width), strong quartz-carbonate-sericite and talc-chlorite schists of sedimentary and ultramafic to mafic volcanic protoliths, respectively, and is referred to as the Main Zone. The alteration and mineralization are spatially associated with the CLLB zone, which is at the base characterized by up to 2.0m wide (estimated true width), strongly graphitic fault. The graphitic fault generally marks the contact between the sedimentary and ultramafic metavolcanic rocks.

The Main Zone (MZ), characterized by strong to intense quartz-carbonate-sericite and talc-chlorite-carbonate+/-quartz alteration, is generally mineralized with trace to 3% pyrite+arsenopyrite+/-chalcopyrite+/-pyrrhotite and locally contains fine specks of free gold in narrow quartz veins/stringers

and highly silicified rocks. Patchy to locally pervasive fuchsite alteration (weak to strong) often accompanies quartz-sericite-carbonate alteration. Quartz-tourmaline veins occur locally both within and adjacent to the MZ.

The best gold mineralization within 15m - 60m wide (estimated true width) alteration/deformation zone is generally confined to 2m-10m wide (estimated true width), strongly to intensely silicified-carbonatized horizon with grey or brownish quartz veins (centimetre-scale to up to 2.0m wide, estimated true width). Although mineralization occurs both in sedimentary and ultramafic units, the sedimentary rocks appear to be the most favourable host for auriferous quartz veining and related alteration. Most gold-bearing areas contain pyrite-arsenopyrite+/-chalcopyrite (trace to 3%) and +/- free gold, but these are by no means universal features, as many areas with similar veins contain either no gold or yield weakly anomalous values. Similarly, areas with other alteration types, such as fuchsite and tourmaline, may or may not contain significant gold mineralization. In summary, although strong silicification, carbonatization and quartz veining are the best indicative features of significant gold mineralization on the Property, they do not always produce consistently better gold grades.

Gold is also associated with other alteration types (e.g., pervasive silicification with carbonate stringers, fuchsite and locally tourmaline) within the MZ but is of little or no economic significance because of narrow mineralization widths and sporadic occurrence.

6.4.1 Bazooka East and West Property (Beauchastel Township, Quebec)

The Bazooka East property is subject to a 2% net smelter royalty, of which the Company may purchase one half at any time for \$1,000,000. In addition, GoldSpot holds an option to acquire a 0.5% NSR on the property for \$1,000,000 (see section 6.2 GoldSpot Discoveries Corp. above).

For more information on the Bazooka East property, please refer to the Company's website at www.opawica.com and the NI 43-101 technical report dated March 20, 2016 that is filed on www.sedar.com.

Pursuant to an agreement dated July 27, 2016, the Company acquired an option to purchase a 100% interest in 24 mineral claims located in Beauchastel Township, Quebec, collectively known as the Bazooka West property. The Company exercised the option to acquire the property on April 21, 2017 for total consideration paid of \$65,000 and the issuance of 125,000 common shares.

The Bazooka West property is subject to a 3% gross metal royalty, of which the Company may purchase 1% at any time before August 25, 2021, for \$1,000,000.

During the year ended August 31, 2022, the Company expended \$1,531,056 on drilling and geological consulting on the Bazooka claims. During the nine months ended May 31, 2023, the Company expended \$81,268 on the claims.

6.5 Cornwall Property (British Columbia)

During the period ended November 30, 2022, the Company acquired a 100% interest in the Cornwall Property mineral claims hosting 5 target copper zones in the Kootenay Terrane of south-eastern British Columbia. The Company issued 10,000,000 shares and \$20,000 in exchange for the Property. During the period ended May 31, 2023, \$12,000 was expended on the Property.

6.6 Richard Copper Property (Rouyn-Noranda, Quebec)

Pursuant to an agreement dated February 11, 2021, the Company has acquired a 100% interest in the Lil d’Espoir Lake, Chapel Island and Richard Copper properties for consideration of 2,000,000 common shares of the Company (issued on March 29, 2021, with a fair value of \$670,000) and 1,000,000 share purchase warrants exercisable at \$0.31 for a 24 month term (issued March 29, 2021 with a fair value of \$187,336). The Richard Copper property is subject to a 1% NSR and GoldSpot holds an option to acquire a 0.5% NSR on the property for \$1,000,000 (see section 6.2 GoldSpot Discoveries Corp. above).

The Richard property is located approximately 15 km north of Rouyn-Noranda, Quebec and consists of four claims bisected by the Lyndhurst Fault and Deformation zone. The host rock is a brecciated/porphyritic rhyolite and holds potential VMS base metal, (copper and gold) mineralization. Historical work has been conducted on the Richard Copper project from 1947 to 1992, which will be compiled and digitised.

During the year ended August 31, 2022, the Company wrote down the property to \$Nil (2021 - \$119,306). There were no expenditures on the claims during the period May 31, 2023.

6.7 Density, Eclipse and Mass Properties (Newfoundland and Labrador)

Pursuant to an agreement dated October 23, 2020, the Company has entered into an exploration, development and mine operating agreement with a company that will identify claims to be staked in the Newfoundland area, that are prospective for gold mineralization, and the Company will pay for the costs of staking the same, and thereafter the parties will explore and develop the staked claims on a joint venture basis under which the Company will hold an initial 70% interest and the other company will hold an initial 30% interest. The Company has staked 906 claims under this agreement, comprising the Density, Eclipse and Mass properties (the “Properties”). The claims are being held in trust and will be transferred to a joint venture company when formed.

GoldSpot holds an option to acquire a 0.5% NSR on each of the properties for \$1,000,000 (see section 6.2 GoldSpot Discoveries Corp. above).

The Properties host multiple gold bearing quartz vein systems and are located within the Newfoundland central gold belt. They lie within the Exploits Sub-Zone of the Dunnage Zone adjacent to and along the southeast margin of the Red Indian Line, a major (Appalachian-scale) collisional boundary and suture zone.

During the year ended August 31, 2022, the Company expended \$Nil (2021 - \$58,890) in acquisition costs and \$65,938 (2021 - \$22,000) in geology on the Properties. The Company has subsequently obtained exploration permits for the Properties and incurred \$13,500 in exploration on the claims during the period ended May 31, 2023.

6.8 Lil d’Espoir Lake Property (Newfoundland and Labrador)

Pursuant to an agreement dated February 11, 2021, the Company has acquired a 100% interest in the Lil d’Espoir Lake, Chapel Island and Richard Copper properties for consideration of 2,000,000 common shares of the Company (issued on March 29, 2021, with a fair value of \$670,000) and 1,000,000 share purchase warrants exercisable at \$0.31 for a 24 month term (issued March 29, 2021 with a fair value of \$187,336). The Lil d’Espoir Lake property is subject to a 1.5% NSR royalty of which the Company may purchase 0.75% for \$1,000,000 at any time, and GoldSpot holds an option to acquire a 0.5% NSR on the property for \$1,000,000 (see section 6.2 GoldSpot Discoveries Corp. above).

The Lil d’Espoir Lake property consists of 176 mineral claims encompassing a land area of approximately 44km². The property is located 30 km northwest of the town of Baie d’Espoir and can be accessed by a series of forest service roads. The property lies within an area called the Exploits Subzone which consists

of a major thrust zone that was formed due to the closing of the ancient Iapetus Ocean. The property consists of a range of Siliciclastic sediments and assemblages of felsic volcanics and granitoids Cambrian to Ordovician in age.

In 1985 several silicified boulders were found on the shoreline of d'Espoir Lake which returned anomalous levels of Cu, Pb, Zn, As and Ag. A limited amount of geological mapping and baseline reconnaissance has been completed and the property has never been drilled to date. A detailed soil survey was completed around a gold bearing boulder, anomalous Cu, Pb, Zn values returned appear to reflect underlying bedrock source areas to the south and west.

Chalcopyrite and pyrite mineralization can be found along the contact of small stocks of granite as mapped by J.M. Holmes (1987) for BP Selco. These stocks are seen to intrude sediments of the Spruce Brook Formation (S.P. Colman-Sadd, 1978).

In 1987 Selco-BP Resources Canada Ltd.'s sample HR 1592 assayed above the detection limit for copper at >1%, several others including HR 1588 and HR 1593 assayed 0.73% Cu and 0.19% Cu respectively (Holmes, 1987). Subsequently in 1989, as part of a Government funded Newfoundland and Labrador mineral branch research program one sample on the property returned 0.66 g/t Au (Colman-Sadd, pers. comm., 1989).

A geophysical magnetic survey executed by BP Selco in 1986 suggests a few narrow zones of higher amplitude response (500 to 2000 nt above background) found clustered in the west-central portion and south-east central portion on the property (Holmes, 1986), north of D'Espoir Lake. The general trend of the VLF responses is east-west except at the eastern side of Little D'Espoir Lake where there is a sharp swing to the northeast (Holmes, 1986).

During the year ended August 31, 2022, the Company expended \$195,000 (2021- \$373,335) in acquisition costs and \$2,500 (2021 - \$3,900) in geology on the property. The Company has subsequently obtained exploration permits for the property. No exploration was undertaken on the claims during the period ended May 31, 2023.

6.9 Chapel Island Property (Newfoundland and Labrador)

Pursuant to an agreement dated February 11, 2021, the Company has acquired a 100% interest in the Lil d'Espoir Lake, Chapel Island and Richard Copper properties for consideration of 2,000,000 common shares of the Company (issued on March 29, 2021 with a fair value of \$670,000) and 1,000,000 share purchase warrants exercisable at \$0.31 for a 24 month term (issued March 29, 2021 with a fair value of \$187,336). The Chapel Island property is subject to a 1.5% NSR royalty of which the Company may purchase 0.75% for \$1,000,000 at any time, and GoldSpot holds an option to acquire a 0.5% NSR on the property for \$1,000,000 (see section 6.2 GoldSpot Discoveries Corp. above).

The Chapel Island property consists of 173 mineral claims encompassing a land area of approximately 43.25 km². The property is located 1.5 km northwest of mainland Newfoundland's Port Albert Peninsula and can be accessed from Boyd's Cove via a causeway.

Pursuant to an agreement dated July 16, 2021, the Company has agreed to acquire a 100% interest, subject to a 1.5% NSR royalty of which the Company may purchase 0.5% of the NSR for \$1,000,000 at any time, in Mineral License 030954M located within the Company's Chapel Island property claim blocks for consideration of \$25,000 and 250,000 common shares of the Company.

During the year ended August 31, 2022, the Company expended \$nil (2021 - \$529,185) in acquisition costs and \$63,683 (2021 - \$209,100) in geology on the property. The Company recorded an impairment of the Chapel Island property of \$801,968 during the year ended August 31, 2022 as the Company had no further

plans to explore the property.

6.10 Qualified Person

Mr. Derrick Strickland, P.Geo. (OGQ # 35402, EGBC # 1000315), is the Qualified Person for Opawica Explorations Inc. and has reviewed and approved the technical content of this Report.

7. SUMMARY OF QUARTERLY RESULTS

The table below presents selected financial data for the Company's eight most recently fiscal quarters as presented in the unaudited condensed interim financial statements. The financial data provided is prepared in accordance with IFRS and is presented in Canadian dollars.

	31-Aug	30-Nov	28-Feb	31-May	31-Aug	30-Nov	28-Feb	31-May
	Fiscal 2021	Fiscal 2022				Fiscal 2023		
Revenues	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net loss	\$ 1,712,592	\$ 487,696	\$ 637,932	\$ 657,747	\$ 858,474	\$ 156,971	\$ 74,133	\$ 380,351
Loss per share	\$ 0.08	\$ 0.02	\$ 0.04	\$ 0.02	\$ 0.02	\$ -	\$ -	\$ 0.01

8. LIQUIDITY

The Company's financial statements have been prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent on the ability of the Company to raise equity financing and the attainment of profitable operations. Management has been successful in raising equity financing in the past. However, there is no assurance that it will be able to do so in the future.

Factors that could impact on the Company's liquidity are monitored regularly and include market changes, gold price changes, and economic upturns or downturns that affect the market price of the Company's trading securities for the purposes of raising financing. The current state of equity markets has been favourable towards raising financing and Management believes that this condition will continue over the next twelve months.

Cash at May 31, 2023 was \$59,241 compared to \$271,867 as at August 31, 2022. Amounts and other receivable of \$481,007 consist of GST/HST input tax credits and QST input tax returns.

Current liabilities, excluding flow through premium, total \$267,670 (August 31, 2022 - \$318,374) and consist of trade and other payables and accrued liabilities.

Included in non-current liabilities is a Canada Emergency Business Account loan of \$40,000.

Working capital surplus was \$191,623 at May 31, 2023 compared to a surplus of \$478,503 at August 31, 2022.

The Company has no debt or debt arrangements other than the loans referenced above.

On May 31, 2021, and June 4, 2021, the Company completed a non-brokered private placement to raise total gross proceeds of \$5,288,500. The Company raised \$3,345,500 through the sale of 8,363,750 non flow-through units ("NFT Units") priced at \$0.40 and \$1,943,000 through the sale of 3,886,000 flow-through units ("FT Units") priced at \$0.50. Each NFT Unit consists of one common share and one-half of one share purchase warrant, with each whole warrant exercisable into one further common share at a price of \$0.60 for a term of two years. Each FT Unit consists of one flow-through common share and one half of one share purchase warrant, with each whole warrant exercisable into one further common share

at a price of \$0.60 for a term of two years. Finder's fees of \$223,975 and 272,312 share purchase warrants exercisable at \$0.60 per share for a two-year term were paid on a portion of the Offering.

The proceeds from the sale of the flow-through portion of the Offering will be used for exploration activity on the Company's 100% owned Bazooka and Arrowhead properties located near Rouyn-Noranda, Quebec, where drilling is expected to commence this year subject to completion of the Offering. In addition, a portion of the flow-through proceeds will be spent on the Company's mineral property interests in the province of Newfoundland and Labrador. The proceeds from the sale of the non-flow-through portion of the Offering will be used for project acquisitions and for general working capital.

In relation to the flow-through financing completed during May and June 2021, the Company is committed to incur \$296,620 in Canadian exploration expenditures ("CEE") in any province by March 31, 2023.

On December 10, 2021, the Company closed a non-brokered flow through private placement to raise gross proceeds of \$2,001,250 through the sale of 3,638,635 units priced at \$0.55. Each unit consists of one common share and one-half of a share purchase warrant, with each whole warrant exercisable at a price of \$0.75 per share for a two-year term. All securities issued are subject to a hold period expiring April 11, 2022. Finder's fees of \$108,900 and 109,091 share purchase warrants exercisable at \$0.55 per common share for a term of two years were paid in respect to the private placement.

Pursuant to an agreement announced on October 3, 2022, the Company issued 10,000,000 shares at a deemed value of \$400,000 and paid \$20,000 cash for the Cornwall Property located in British Columbia.

On May 24, 2023, the Company announced the closing of a non brokered private placement to raise gross proceeds of \$638,000 through the sale of 6,379,998 units priced at \$0.10. Each unit consisted of one common share and one common share purchase warrant exercisable at a price of \$0.15 per share for a three-year term. All securities issued are subject to a hold period expiring September 9 and 20, 2023. Additionally, 1/3 of the securities are subject to a 8 month hold period and 1/3 of the of the securities are subject to a 12 month hold period from the date of issue. The 6,379,998 warrants are subject to an acceleration clause stating: Pursuant to the financing, in the event the Company's share price closed at a price of CAD\$0.22 per share for a period of 10 consecutive trading days on the TSX Venture Exchange, the Company may accelerate the term of the Eligible Warrants to a period of 30 days commencing 7 days after the last premium trading day with notice given to the warrant holders in writing or by news release. No finder's fees were payable in respect to the private placement.

9. CAPITAL RESOURCES

The Company does not have any commitments for capital expenditures. The Company does not have any capital resources in the form of debt, equity and any other financing arrangements.

10. OFF-BALANCE SHEET ARRANGEMENTS

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

11. TRANSACTIONS BETWEEN RELATED PARTIES

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include directors, the chief executive officer and chief financial officer. Key management personnel compensation is comprised of the following:

	May 31, 2023	May 31, 2022
	\$	\$
Short term employee benefits and director fees	7,500	-
Share-based payments	-	193,780
	7,500	193,780

The Company has entered into an Officer and Consulting Agreement with 1218016 B.C. Ltd. ("1218016"), a company controlled by Blake Morgan, the Company's President and Chief Executive Officer (the "CEO") effective May 1, 2020, for no fixed term. As compensation for the services to be provided, 1218016 will receive a monthly salary of \$7,500 which was increased to \$10,000 effective November 1, 2020 and to \$15,000 effective January 1, 2022. 1218016 also received a signing bonus and certain performance or milestone-based bonuses. During the nine-month period ended May 31, 2023, the Company incurred \$135,000 (May 31, 2022 - \$115,000) in management fees and a bonus of \$200,000 with 1218016.

The Company entered into a Consulting Agreement with the Company's Chief Financial Officer (the "CFO") effective July 1, 2021, for no fixed term. As compensation for the services provided, the CFO will receive a monthly fee of \$5,000. During the nine month period ended May 31, 2023, the Company incurred \$60,000 (May 31, 2022 - \$47,500) in consulting fees with the CFO's company.

The Company has entered into a Director Agreement with Reynolds House Investment Group Ltd. ("RHIG"), a company controlled by Christopher Reynolds, a director of the Company, effective November 1, 2020, for no fixed term. As compensation for the services to be provided, RHIG will receive a monthly fee of \$7,500. RHIG also received a performance bonus in 2020. During the nine-month period ended May 31, 2023, the Company incurred \$15,000 (May 31, 2022 - \$67,500) in management fees with RHIG and the Director resigned during October 2022 and no further payments are payable.

During the period ended May 31, 2023, the Company paid directors fee of \$7,500 (2022 - \$Nil) to its directors.

12. PROPOSED TRANSACTIONS

The Company is engaged in the search for potential joint venture partners, mineral property acquisitions and financings, but there are currently no proposed asset or business acquisitions or dispositions.

13. COMMITMENTS, EXPECTED OR UNEXPECTED EVENTS, OR UNCERTAINTIES

Other than disclosed in this Report, the Company does not have any commitments, expected or unexpected events, or uncertainties.

14. SIGNIFICANT CHANGES FROM PREVIOUS DISCLOSURE

There are no significant changes from previous disclosure on the Company.

15. CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

A number of new or amended accounting standards were scheduled for mandatory adoption on or after January 1, 2023. The Company has not early adopted these new standards in preparing these financial statements. These new standards are either not applicable or are not expected to have a significant impact on the Company's financial statements.

16. KNOWN TRENDS, RISKS OR DEMANDS

Credit risk

Credit risk is the risk of an unexpected loss associated with a counterparty's inability to fulfill its contractual obligations. Management evaluates credit risk on an ongoing basis and monitors activities related to amounts and other receivable including the amounts of counterparty concentrations. The primary sources of credit risk for the Company arise from its financial assets consisting of cash and cash equivalents. The carrying value of these financial assets represents the Company's maximum exposure to credit risk. To minimize credit risk the Company only holds its cash and cash equivalents with high credit chartered Canadian financial institutions. As at May 31, 2023, the Company has no financial assets that are past due or impaired due to credit risk defaults.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations with respect to financial liabilities as they fall due. The Company's financial liabilities consist of its trade and other payables and amounts due to related parties. The Company has a working capital surplus of \$191,623 as at May 31, 2023. The Company handles its liquidity risk through the management of its capital structure as described in Note 14 of the financial statements. All of the Company's financial liabilities are due on demand, do not generally bear interest and are subject to normal trade terms.

The following are the contractual maturities of financial liabilities as at May 31, 2023:

	Carrying Amount \$	Contractual Cash Flows \$	Within 1 year \$	Within 2 years \$	Within 3 years \$	Over 3 years \$
Trade and other payables	601,900	601,900	601,900	-	-	-
Loan payable	40,000	40,000	40,000	-	-	-
Total	641,900	641,900	641,900	-	-	-

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. The COVID-19 pandemic and its economic consequences are an extenuating impact on the current volatility of financial markets. Market conditions will cause fluctuations in the fair values of financial assets classified as held-for-trading, available-for-sale and cause fluctuations in the fair value of future cash flows for assets or liabilities classified as held-to-maturity, loans or receivables and other financial liabilities. The Company is not exposed to significant interest rate risk as the Company has no variable interest-bearing debt. The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in gold and metal prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the foreign currency exchange rates. The Company's functional currency is the Canadian dollar. All of the Company's financial instruments are denominated in Canadian dollars and all

current exploration occurs within Canada. In management's opinion there is no significant foreign exchange risk to the Company.

Pandemic risk

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, the outbreaks of the coronavirus (COVID-19) pandemic, relations between NATO and Russian Federation regarding the situation in Ukraine, and potential economic global challenges such as the risk of the higher inflation and energy crisis, may create further uncertainty and risk with respect to the prospects of the Company's business.

17. DISCLOSURE OF OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares. The holders of common shares are entitled to receive dividends and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

On March 8th, 2023, the Company completed a reverse 10:1 share split which resulted in the following shares outstanding:

As at July 28, 2023, the Company has 11,558,108 common shares issued and outstanding.

As at July 28, 2023, the Company has 6,572,840 share purchase warrants.

As at July 28, 2023, the Company has 416,940 stock options outstanding.

18. BOARD OF DIRECTORS AND OFFICERS

The directors of the Company are Blake Morgan (President and Chief Executive Officer), Philippe Havard, and Owen C. King. The Chief Financial Officer and Corporate Secretary is Marcy Kiesman.

19. CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

These statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth below.

This Management's Discussion & Analysis contains "forward-looking statements, within the meaning of applicable Canadian Securities legislation", that involve a number of risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of gold and copper, the estimation of mineral reserves and resources, the realization of mineral estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency exchange rate fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and timing and possible outcome of pending litigation. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", or "might" be taken, occur or be achieved. Forward-looking

statements are based on the opinions and estimates of management as of the date such statements are made, and they involve known and unknown risks, uncertainties and other factors which may cause the actual results, level of activity, performance or achievements of the Company to be materially different from any other future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others: risks relating to the integration of acquisitions, risk relating to international operations, the actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of gold and copper; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; fluctuations in metal prices; as well as those risk factors discussed or referred to in the Company's Management's Discussion and Analysis for the year ended August 31, 2022 filed with the securities regulatory authorities in Canada and available at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements.

20. MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying financial statements of the Company and all the information in this Management's Discussion and Analysis are the responsibility of management and have been approved by the Board of Directors.

The financial statements have been prepared by management in accordance with International Financial Reporting Standards. When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects. Management has prepared the financial information presented elsewhere in the Management's Discussion and Analysis and has ensured that it is consistent with that in the financial statements.

The Company maintains systems of internal accounting and administrative controls in order to provide, on a reasonable basis, assurance that the financial information is relevant, reliable and accurate and that the Company's assets are appropriately accounted for and adequately safeguarded.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out this responsibility principally through its Audit Committee.

The Audit Committee is appointed by the Board, and two of its members are independent directors. The Committee meets at least once a year with management, as well as the external auditors, to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues, to satisfy itself that each party is properly discharging its responsibilities, and to review the financial statements and the external auditors' report. The Committee reports its findings to the Board for consideration when approving the financial statements for issuance to the shareholders. The Committee

also considers, for review by the Board and approval by the shareholders, the engagement or reappointment of the external auditors.

OPAWICA EXPLORATIONS INC.

Blake Morgan

President and Chief Executive Officer