Management's Discussion & Analysis
For the three months ended November 30, 2023

The following Management's Discussion and Analysis ("MD&A") of Baru Gold Corp., (the "Company" or "Baru") should be read in conjunction with the condensed interim consolidated financial statements for the three months ended November 30, 2023 and related notes attached thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A contains "forward-looking statements" that are subject to risk factors set out in a cautionary note contained herein. Except as otherwise disclosed, all dollar figures in this report are stated in Canadian dollars ("CAD"). The effective date of this report is March 4, 2024.

Company Overview

Baru is an Indonesian-based Canadian mineral exploration company and trades on the TSX Venture Exchange under the symbol "BARU". Baru Gold Corporation is building a new gold production facility in Indonesia; the Company is a dynamic junior gold developer with NI43-101 gold resources in Indonesia, one of the top 10 gold producer countries in the world. The Company's 70-percent interest in the Sangihe-mineral-tenement contract of work ("CoW") is held through PT. Tambang Mas Sangihe (TMS). The remaining 30-percent interest in TMS is held by three Indonesian corporations. The term of the Sangihe CoW agreement is for 30 years upon commencement of the production phase of the project.

In 2020, Baru Gold received the environmental permit (known as the "AMDAL"), and paid the outstanding mining asset tax, colloquially referred to as "dead-rent tax", on its Sangihe Gold project. During the year ended August 31, 2021, the Company's licence was upgraded to 'Operation Production License' to advance the project to construction and production.

During the year ended August 31, 2021, the Ministry of Energy and Mineral Resources (the "MEMR") was named a Defendant at Jakarta Administrative Court to annul the upgrade to production status granted by the Ministry. While Baru's subsidiary PT. Tambang Mas Sangihe (TMS) was not named in the lawsuit, the Company applied as Intervening Defendant to protect its interest in the Sangihe Project and contest the plaintiff's claim. On April 20, 2022, the case was dismissed. The Plaintiff appealed the decision and on August 31, 2022, the court ruled in favor of the plaintiff. TMS filed an appeal to the Supreme Court of Indonesia and on January 16, 2023, the Court has decided that the upgrade to production status be cancelled. On September 8, 2023, the MEMR cancelled the upgrade to production and on September 11, 2023, the Company submitted all documents to have the new upgrade to production status issued. As of the date of this report, the Company is waiting for the upgrade to production status to be issued.

Baru Gold is positioned to take advantage of the increased interest in gold and precious metals with both exploration upsides and operation cashflow in 2024.

The significant events in the current period to the date of this report are as follows:

- On October 11, 2023, the Company issued 3,875,000 units for proceeds of $155,000. Each unit was comprised of one common share in the capital of the Company and one non-transferable common share purchase warrant. Each warrant shall be exercisable for one Share for 2 years from the date such Warrant is issued at an exercise price of $0.07 for the first year and $0.10 for the second year. A finder's fee of $720 in cash commission and 18,000 finder's warrants was paid.

- On November 15, 2023, the Company settled $183,000 of debt through the issuance of common shares of the Company. Pursuant to the debt settlement, the Company issued 6,104,656 common shares of the Company at a price of $0.03 per common share to Terrence Filbert, the Chairman and CEO of the Company.

- On December 28, 2023, the Company applied for and received on January 2, 2023, a Management Cease Trade Order ("MCTO"). The request was made because the Company required additional time to raise the necessary capital to fund the completion its annual audit. This resulted in delaying the filing of both the audited annual financial statement for the period ended August 31, 2023, and the associated MD&A by the filing deadline of December 29, 2023.

As of the date of this report, the auditor has been paid and the Annual Filings have been submitted. The MCTO should be revoked once the quarterly filing for November 30, 2023 has been submitted.

- On February 2, 2024, the Company issued 5,975,000 units for proceeds of $119,500. Each unit was comprised of one common share in the capital of the Company and one non-transferable common share purchase warrant. Each warrant shall be exercisable for one Share for 2 years from the date such Warrant is issued at an exercise price of $0.05.

Exploration and Evaluation Assets

Sangihe Project

The Sangihe Gold project is located on the island of Sangihe off the northern coast of Sulawesi in Indonesia and has an existing National Instrument 43-101 inferred mineral resource of 114,700 indicated and 105,000 inferred ounces of gold as reported in the Company's "Independent Technical Report on the Mineral Resource Estimates of the Binebase and Bawone Deposits, Sangihe Project, North Sulawesi, Indonesia" dated May 30, 2017. The complete NI 43-101 Resource Estimate can be accessed on the SEDAR website at www.sedar.com. Only 10% of the gold bearing area has been explored. Readers are cautioned that mineral resources that are not mineral reserves do not have demonstrated economic viability.

The Company has agreed to fund 100% of the exploration and development and operating expenditures of the exploration and evaluation assets up to and including the costs of any feasibility studies, after which all parties are to fund their proportionate share, or have their interest diluted.

The Company has announced a 25,000-metre drilling program. The initial area targeted for this drilling program is covered in the Sangihe 2010 NI 43-101 report which identified 835,000 ounces of gold as an inferred resource between Binebase and Bawone villages over approximately 1.2 kilometers of strike length. An infill drilling program will be conducted in this area to upgrade some of the inferred resources into indicated and measured resource status. The Company has prepared 27 drill pad sites which will be the focus of activity. Thereafter, exploration drilling will continue over an additional 1.45 kilometers from Bawone to South of Salurang village following the continuation of the known geochemical anomaly and with additional guidance from the ongoing structural study. Once that program has been completed, the identified resources will then be infill drilled to bring some of these resources into indicated and measured status. The drilling rig will then be further deployed for targeted work in the region.

The Company intends to proceed to production without the benefit of first establishing mineral reserves supported by a feasibility study. The Company cautions readers that the any production decision made by the Company will not be based on a NI 43-101 feasibility study of mineral reserves that demonstrates economic and technical viability and as such, there may be involved increased uncertainty and various technological and economic risks such as the interpretation of drill results; the geology, grade and continuity of mineral deposits; the possibility that future exploration, development or mining results will not be consistent with our expectations; commodity and currency price fluctuation; failure to obtain adequate financing; regulatory, recovery rates, refinery costs, and other relevant conversion factors, permitting and licensing risks; general market and mining exploration risks and production and economic risks related to design and engineering, manufacturing, technological processes and test procedures and the risk that the project's output will not be salable at a price that will cover the project's operating and maintenance costs.

Selected Annual Information

	Year ended, August 31, 2023	Year ended, August 31, 2022	Year ended, August 31, 2021
	$	$	$
Total revenues	-	-	-
Income (loss) for the year	(3,283,819)	(2,298,341)	(4,069,939)
Basic and diluted earnings (loss) per share	(0.01)	(0.01)	(0.02)
Total assets	9,402,652	8,203,732	6,546,891
Total long-term liabilities	-	945,723	-

Summary of Quarterly Results

	November 30, 2023	August 31, 2023	May 31, 2023	February 28, 2023
	$	$	$	$
Total revenues	-	-	-	-
Income (loss) for the period	(563,674)	(899,098)	(714,504)	(768,045)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	9,779,763	9,402,652	9,420,674	8,902,211
Total long-term liabilities	-	-	144,773	1,180,460

	November 30, 2022	August 31, 2022	May 31, 2022	February 28, 2022
	$	$	$	$
Total revenues	-	$ -	$ -	-
Income (loss) for the period	(902,172)	(640,125)	(554,472)	(534,964)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	8,320,489	8,203,732	7,216,931	7,267,686
Total long-term liabilities	1,140,971	945,723	110,771	89,109

Results of Operations

The Company recorded a loss and comprehensive loss of $563,674 ($0.00 per common share) for the three months ended November 30, 2023 as compared to a loss and comprehensive loss of $902,172 ($0.00 per common share) for the three months ended November 30, 2022, consisting of general and administrative expenses of $502,627 (2022 - $902,172) and loss on settlement of debt of $61,047 (2022 - $nil).

Three months ended November 30, 2023

General and administrative expenses were $502,627 for the three months ended November 30, 2023 as compared to $902,172 for the three months ended November 30, 2022.

During the three months ended November 30, 2023, expense details are as follows:

- Amortization of $17,491 (2022 - $36,078) due to the value of the right to use assets decreased in the current period compared to the same period in the previous year.
- Consulting fees of $31,391 (2022 - $129,490) decreased due to the increased number of consultants required compared to the previous year.
- Interest expense on convertible debt of $143,460 (2022 – $143,460) remained constant for the current period compared to the previous year.

- Management fees of $79,614 (2022 - $74,592) remained constant in the current period as there was minimal changes in management personnel.
- Office and administration costs of $108,656 (2022 - $167,746) decreased due to minimal activities in Indonesia in the current period compared to the same period in the previous year.
- Professional fees of $25,787 (2022 - $216,963) legal activity decreased due to minimal activities in Indonesia in the current period compared to the same period in the previous year.
- Travel and accommodations costs of $45,895 (2022 - $28,099) increased as site visits and business travel increased in the current period compared to the same period in the previous year.

Liquidity & Capital Resources

The Company's aggregate operating, investing and financing activities during the three months ended November 30, 2023 resulted in a net increase of $11,261 in its cash balance of $38,112 at August 31, 2023, to $49,373 at November 30, 2023. The Company's working capital deficiency was $7,199,528 at November 30, 2023 (August 31, 2023 - $6,661,780).

The Company's operations for the three months ended November 30, 2023 used $256,314 (2022 - $152,147) of cash, $399,333 (2022 - $358,720) of cash was used by investing activities and $154,280 (2022 –$46,823) of cash was provided by financing activities.

During the three months ended November 30, 2023, $256,314 (2022 – used $152,147) was provided in operating activities. The operating activities included general and administrative expenses of $563,674 (2022 - $902,172) less amortization of $17,491 (2022 - $36,078), interest expense of $7,084 (2022 - $4,633), foreign exchange gain of $34,539 (2022 – loss of $52,016), interest expense on convertible debt of $143,460 (2022 - $143,460), legal expenses on convertible debt of $4,227 (2022 - $4,227) less net change in non-cash operating working capital of $621,218 (2022 - $509,611).

During the three months ended November 30, 2023, the company's investing activities of $399,333 (2022 - $358,720) for exploration and evaluation assets.

During the three months ended November 30, 2023, the cash provided by financing activities was $154,280 (2022 - $46,823) which was primarily consisted of $155,000 (2022 - $nil) from private placements, $720 (2022 - $nil) used in share issuance costs, loans of $nil (2022 - $143,097) and $nil (2022 - $96,274) used for lease payments.

Financial instruments

IFRS 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash and cash equivalents are classified as Level 1 in the fair value hierarchy.

As of November 30, 2023, the carrying values of cash and cash equivalents, receivables, accounts payable, accrued liabilities, loan payable, and due to related parties, approximate their fair values due to their short term to maturity.

Financial Risks

The Company has exposure to the following risks from its use of financial instruments:

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash and cash equivalents and receivables. The Company limits exposure to credit risk by maintaining its cash and cash equivalents with high-credit quality financial institutions. Substantially all of the Company's cash and cash equivalents are held with a major Canadian financial institution. A significant portion of receivables is due from the Government of Canada for sales tax refunds. Management believes that the credit risk concentration with respect to cash and cash equivalents and receivables is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company 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.

As of August 31,2023, the Company had cash and cash equivalents of $49,373 (August 31, 2023 - $38,112) to settle current liabilities of $7,433,133 (2022 - $6,890,814).

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 uncertain. There can be no assurance of continued access to significant equity funding.

Interest and foreign exchange risk

The Company is subject to normal risks including fluctuations in foreign exchange rates and interest rates. While the Company manages its operations in order to minimize exposure to these risks, it has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. At November 30, 2023, the Company was not exposed to significant interest rate risk.

Certain of the Company's operating expenditures are denominated in United States Dollars ("USD") and Indonesian Rupiah ("IDR"). The Company's exposure to exchange rate fluctuations arises mainly on foreign currencies against the Canadian dollar functional currency of the relevant business entities. The Company is principally engaged in the exploration and development of mineral properties in Indonesia.

Financial assets

The Canadian dollar equivalent of the amounts denominated in foreign currencies are as follows:

November 30, 2023	**USD**	**IDR**	**Total**
	$	**$**	**$**
Cash and cash equivalents	6,446	713	7,159
Other receivables	14,351	-	14,351
	20,797	713	21,510

August 31, 2023	**USD**	**IDR**	**Total**
Cash and cash equivalents	463	327	790
Other receivables	-	14,514	14,514
	463	14,841	15,304

Financial liabilities

The exposure of the Company's financial liabilities to currency risk is as follows:

November 30, 2023	**USD**	**IDR**	**Total**
	$	**$**	**$**
Accounts payable	937,129	203,730	1,140,859

August 31, 2023	**USD**	**IDR**	**Total**
Accounts payable	182,668	918,885	1,101,553

Sensitivity analysis

The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents, receivables and accounts payable and accrued liabilities that are denominated in USD. As of November 30, 2023, net financial liabilities totaling $203,017 (August 31, 2023 – $182,205) were held in USD and net financial liabilities totaling $916,332 (August 31, 2023 – $904,044) were held in IDR.

Based on the above net exposure as of November 30, 2023, and assuming all other variables remain constant, a 1% depreciation or appreciation of the USD against the Canadian dollar would result in an increase or decrease of approximately $2,030 (2022 - $962) in the Company's loss and comprehensive loss. A 1% depreciation or appreciation of the IDR against the Canadian dollar would result in an increase or decrease of approximately $9,160 (2022 - $10,812) in the Company's loss and comprehensive loss.

Capital Management

The Company considers the items in shareholders' equity as capital. The Company manages and adjusts its capital structure based on available funds to support the acquisition and exploration of its exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration and evaluation stage; and as such the Company is dependent on external financing to fund its activities. To carry out planned exploration and development, and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it believes there is sufficient geological or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three months ended November 30, 2023. The Company is not subject to externally imposed capital requirements.

Related Party Transactions

Compensation and payments to key management personnel was as follows:

	Three months Ended	
	November 30 2023	**November 30 2022**
	$	**$**
Fees and short-term benefits – management	79,614	74,592
Fees and short-term benefits – directors	22,500	42,900
Fees and short-term benefits – travel and health	24,305	31,065
	126,419	148,557

As of November 30, 2023, $780,703 (August 31, 2023- $839,197) is due to directors and officers of the Company which consists of accounts payable of $493,377 (August 31, 2023 - $429,151) and $287,326 (August 31, 2023 - $410,046) in loans payable. The amounts were non-interest bearing, unsecured, with no stated terms of repayment.

Outstanding Share Data

The Company had the following outstanding as at the date of this report:

Common Shares

At the date of this report, there are 238,914,851 shares issued and outstanding.

Stock Options

At the date of this report, the stock options outstanding are as follows:

Number of options outstanding	Exercise price ($)	Expiry date
550,000	0.06	May 04, 2024
2,575,000	0.05	May 1, 2025
925,000	0.05	August 31, 2024
1,000,000	0.10	July 16, 2025
1,700,000	0.15	September 9, 2025
1,475,000	0.155	January 6, 2026
6,700,000	0.11	January 29, 2026
761,750	0.07	July 15, 2026
200,000	0.05	December 30, 2027
15,886,750		

Share Purchase Warrants

At the date of this report, the warrants outstanding are as follows:

Number of warrants	Exercise price ($)	Expiry date
15,000,000	0.065	July 19, 2024
7,040,000	0.05	January 24, 2025
164,500	0.05	January 24, 2025
1,000,000	0.05	February 21, 2025
5,681,799	0.05	February 24, 2025
7,455,000	0.05	March 15, 2025
3,966,666	0.05	June 26, 2025
14,000	0.05	June 26, 2025
3,875,000	0.07	October 11, 2025
18,000	0.07	October 11, 2025
5,975,000	0.05	February 27, 2026
50,189,965		

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company is not contemplating any other transactions which have not already been disclosed.

Future Accounting Policy Changes

Please refer to the August 31, 2023 audited consolidated financial statements on www.sedar.com.

Contingencies

There are no contingent liabilities.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may vary from these estimates.

Risk and Uncertainties

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, fluctuating metal prices, social, political, financial and economics. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not listed in order of importance nor are they inclusive of all the risks and uncertainties the Company may be subject to as other risks may apply: the risks associated with our dependence on the Miwah and Sangihe projects; geological exploration and development; changes in law, unrest and political instability in Indonesia and Mongolia; IUP, CoW and environmental permits for development of the Company's projects cannot be obtained or renewed on terms satisfactory to the Company and other land title permitting and licensing risks; continued negative operating cash flow and the availability of additional funding as and when required; infrastructure; inflation; governmental regulation; environmental hazards and insurance; uninsured risks; competition; currency fluctuations; labour and employment; joint ventures; contract repudiation; dependence on key management personnel and executives; and litigation risks.

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, have 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 results of operations currently.

Management's Responsibility for Financial Statements

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

Going Concern

The Company’s exploration and evaluation assets are in Indonesia and are subject to certain regulatory and forestry permitting issues. The Company also has not yet determined whether its exploration and evaluation assets contain ore reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary permits to explore, develop and achieve future profitable production activity from its exploration and evaluation assets or, alternatively, upon the Company’s ability to dispose of its interest on an advantageous basis.

To date, from the currently held exploration and evaluation assets, the Company has not generated any significant revenues and has a significant aggregate operating deficit. The continuing operations of the Company are dependent upon its ability to raise adequate financing. Management is also aware that material uncertainties exist related to current economic conditions, which could cast doubt about the entity’s ability to continue to finance its activities. As a result, the Company will need to seek additional equity financing as there are insufficient cash reserves to continue operations and planned exploration.

Forward-Looking Information

Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. This MD&A contains forward-looking statements, such as estimates and statements that describe the Company’s future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Examples of forward-looking statements in this MD&A include statements with respect to: the Company’s exploration program at its projects in Indonesia and possible related discoveries of new mineralization or identification of mineral resources; the impact to the Company of future accounting standards and discussion of risks and uncertainties around the Company’s business; and the adequacy of the Company’s capital resources and its ability to raise additional financing and continue as a going concern.

In general, forward-looking statements include, but are not limited to, statements with respect to the future price of metals; the estimation of mineral reserves and resources; the realization of mineral reserve estimates; the timing and amount of estimated future production, costs of production, and capital expenditures; costs and timing of the development of new deposits; success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, 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", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to the integration of acquisitions; risks related to operations; risks related to joint venture operations; 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 metals; 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, as well as those factors discussed in the sections entitled "Risks and Uncertainties" in this MD&A.

Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ, perhaps materially, from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as 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. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events.

Forward-looking statements and other information contained herein concerning the mining industry and general expectations concerning the mining industry are based on estimates prepared by the Company using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any misstatements regarding any industry data presented herein, the industries involve risks and uncertainties, and the data is subject to change based on various factors.

Additional Information

Additional information about the Company is available under the Company's profile on SEDAR at www.sedar.com and on the Company's website at www.barugold.com.