ANNUAL REPORT

For the Year Ended December 31, 2022

www.fjordlandex.com

FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

For the years ended December 31, 2022 and 2021

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December 31, 2022
(Canadian Funds)

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Fjordland Exploration Inc.

Opinion

We have audited the accompanying financial statements of Fjordland Exploration Inc. (the "Company"), which comprise the statements of financial position as at December 31, 2022 and 2021, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that the Company has a deficit of $18,248,683 and has incurred a loss of $431,685 for the year ended December 31, 2022. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matter described below to be the key audit matter to be communicated in our auditor's report.

Assessment of Impairment Indicators of Exploration and Evaluation Assets ("E&E Assets")

As described in Note 7 to the financial statements, the carrying amount of the Company's E&E Assets was $3,989,277 as of December 31, 2022. As more fully described in Note 3 to the financial statements, management assesses E&E Assets for indicators of impairment at each statement of financial position date.

The principal considerations for our determination that the assessment of impairment indicators of the E&E Assets is a key audit matter are that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Assets.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the financial statements. Our audit procedures included, among others:

- Evaluating management's assessment of impairment indicators.
- Evaluating the intent for the E&E Assets through discussion and communication with management.
- Assessing compliance with agreements and expenditure requirements including reviewing option agreements and vouching cash payments and share issuances.
- Assessing the Company's rights to explore E&E Assets including sending confirmation requests to optionors to ensure good standing of agreements.
- Obtaining, on a test basis through government websites, confirmation of title to ensure mineral rights underlying the E&E Assets are in good standing.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor’s report is Michael MacLaren.

Davidson & Company LLP

Vancouver, Canada | Chartered Professional Accountants

March 22, 2023

FJORDLAND EXPLORATION INC.
Statements of Financial Position
For the Years Ended December 31, 2022 and 2021
(Expressed in Canadian Dollars)

	Note	December 31, 2022	December 31, 2021
ASSETS			
Current			
Cash		$ 894,607	$ 1,725,697
Receivables	5	46,277	84,775
Prepaid expenses		7,101	4,417
		947,985	1,814,889
Non-current			
Deposits	6	17,491	17,491
Mineral properties	7	3,989,277	2,655,782
Right of use asset	8	65,085	25,970
		4,071,853	2,699,243
		$ 5,019,838	$ 4,514,132
LIABILITIES			
Current			
Accounts payable and accrued liabilities	9	$ 240,489	$ 206,320
Due to operating partner	7(d)	592	48,836
Lease liability	8	38,371	27,788
		279,452	282,944
Non-current			
Lease liability	8	27,788	-
		307,240	282,944
EQUITY			
Share capital	11	22,321,508	21,396,013
Share-based compensation reserve		639,773	1,073,013
Deficit		(18,248,683)	(18,237,838)
		4,712,598	4,231,188
		$ 5,019,838	$ 4,514,132

Nature and continuance of operations *(Note 1)*
Commitment *(Note 13)*

Approved and authorized by the Board on March 22, 2023.

On behalf of the Board: *"James Tuer"* James Tuer — *"Victor Tanaka"* Victor A. Tanaka

See accompanying notes to the financial statements

FJORDLAND EXPLORATION INC.
Statements of Loss and Comprehensive Loss
For the Years Ended December 31, 2022 and 2021
(Expressed in Canadian Dollars)

	Note	For the years ended December 31, 2022	2021
Expenses			
Accounting and audit fees	10	$ 98,105	$ 84,268
Administration fees	10	42,000	38,400
Depreciation	8	39,008	39,115
Filing fees		19,261	11,448
Financing costs	8	3,508	4,889
Legal fees		7,140	11,301
Management fees	10	150,000	150,000
Marketing		42,791	62,116
Office and printing		28,977	17,225
Travel		3,494	4,178
Rent		(3,605)	3,605
Share-based compensation	10,11(c)	15,200	280,442
Transfer agent fees		9,110	8,094
		(454,989)	(715,081)
Other items			
Other income		23,304	-
Mineral property write-off	7(b)	-	(138,382)
		23,304	(138,382)
Net loss and comprehensive loss		$ (431,685)	$ (853,463)
Basic and diluted loss per share		$ (0.01)	$ (0.01)
Weighted average number of common shares outstanding		80,753,552	72,023,646

See accompanying notes to the financial statements

FJORDLAND EXPLORATION INC.
Statements of Cash Flows
For the Years Ended December 31, 2022 and 2021
(Expressed in Canadian Dollars)

	For the years ended December 31, 2022	2021
Cash provided by (used for):		
Operating activities		
Net loss	$ (431,685)	$ (853,463)
Items not involving cash:		
Depreciation	39,008	39,115
Finance costs	3,508	4,889
Share-based compensation	15,200	280,442
Mineral property write-off	-	138,382
Changes in non-cash working capital items:		
Receivables	38,498	(80,365)
Prepaid expenses	(2,684)	(4,262)
Accounts payable and accrued liabilities	(9,459)	33,474
Cash used in operating activities	(347,614)	(441,788)
Investing activities		
Recoveries on mineral properties	1,000,000	440,000
Government exploration tax credit	291,764	-
Acquisition and exploration costs related to mineral properties	(2,613,875)	(980,250)
Cash used in investing activities	(1,322,111)	(540,250)
Financing activities		
Proceeds from issuance of common shares	925,155	2,500,000
Share issue costs	(43,260)	(59,695)
Lease payments	(43,260)	(43,260)
Cash provided by financing activities	838,635	2,397,045
Net (decrease) increase in cash	(831,090)	1,415,007
Cash - beginning of the year	1,725,697	310,690
Cash - end of the year	$ 894,607	$ 1,725,697
Income taxes paid	$ -	$ -
Interest paid	$ -	$ -

Supplemental Disclosure with Respect to Cash Flows *(Note 14)*

See accompanying notes to the financial statements

FJORDLAND EXPLORATION INC.
Statements of Changes in Shareholders' Equity
For the Years Ended December 31, 2022 and 2021
(Expressed in Canadian Dollars)

	Note	Number of shares	Share capital	Share-based compensation reserve	Deficit	Total equity
Balance as at December 31, 2020		50,113,339	$ 18,857,708	$ 792,571	$ (17,384,375)	$ 2,265,904
Shares issued:						
Mineral properties	11(b)	1,000,000	98,000	-	-	98,000
Private Placements	11(b)	25,000,000	2,500,000	-	-	2,500,000
Finder's units	11(b)	171,000	17,100	-	-	17,100
Share issuance costs		-	(76,795)	-	-	(76,795)
Option agreement cancellation	7(b)	(1,000,000)	-	-	-	-
Share-based payments	11(c)	-	-	280,442	-	280,442
Net loss and comprehensive loss		-	-	-	(853,463)	(853,463)
Balance as at December 31, 2021		75,284,339	21,396,013	1,073,013	(18,237,838)	4,231,188
Shares issued:						
Mineral properties	11(b)	350,000	16,000	-	-	16,000
Private Placements	11(b)	6,901,192	897,155	-	-	897,155
Options exercised	11(c)	400,000	55,600	(27,600)	-	28,000
Reserves transferred on options expired		-	-	(420,840)	420,840	-
Share issuance costs		-	(43,260)	-	-	(43,260)
Share-based payments	11(c)	-	-	15,200	-	15,200
Net loss and comprehensive loss		-	-	-	(431,685)	(431,685)
Balance as at December 31, 2022		**82,935,531**	**$ 22,321,508**	**$ 639,773**	**$ (18,248,683)**	**$ 4,712,598**

See accompanying notes to the financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Fjordland Exploration Inc. (the "Company" or "Fjordland") was incorporated on September 19, 1996 pursuant to the *Company Act* (British Columbia) and the common shares were listed for trading on the TSX Venture Exchange ("Exchange"). The Company is in the process of actively exploring its mineral properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. The Company is considered to be in the exploration stage and does not have operating cash flow.

The Company's head office, principal address and registered and records office is 1100, 1111 Melville Street, Vancouver, British Columbia, Canada, V6E 3V6.

These financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, these financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate the acquisition of, participation in or interest in new properties, assets or business opportunities, and raise additional funds by way of equity financings. Any acquisition may be subject to shareholder and regulatory approval and obtaining the necessary financing. Should the Company be unable to complete such a transaction, its ability to raise sufficient financing to maintain operations may be impaired. The Company has a deficit of $18,248,683 and has incurred a loss of $431,685 for the year ended December 31, 2022. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be able to continue this financing in the future. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

From December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which included the implementation of travel bans, self-imposed quarantine periods and physical distancing, caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The full impact of the COVID-19 outbreak is unknown at this time. It is not possible to reliably estimate the severity of these developments and the impact on the financial results and condition of the Company in the future.

2. STATEMENT OF COMPLIANCE

These financial statements, including comparatives, have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). The financial statements have been prepared on a historical basis, using the accrual basis of accounting except for cash flow information. The accounting policies set out in Note 3 have been applied consistently to all years presented in these financial statements unless otherwise indicated.

These financial statements were authorized for issue by the Board of Directors on March 22, 2023.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation

The financial statements have been prepared on a historical cost basis except for certain financial assets measured at fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Use of Estimates and Judgment

The preparation of financial statements in conformity 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 year.

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 differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of mineral properties and valuation of share-based payments.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

i) Economic recoverability and probability of future benefits of exploration and evaluation costs

Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

ii) Valuation of share-based payments

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rates, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

While management believes that these estimates are reasonable, actual results could differ from those estimates and could impact future results of operation and cash flows.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

i) Going concern

The Company has exercised judgement in determining if its available funds are sufficient to continue operations for the ensuing year.

(c) Cash

Cash consists of cash on hand and demand deposits that are subject to an insignificant risk of change in value.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Mineral Properties

Once the legal right to explore a property has been obtained, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs, net of recoveries, on a property-by-property basis. These direct expenditures include such costs as materials used, surveying costs, drilling costs and payments made to contractors during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

From time to time the Company may acquire or dispose of a mineral property pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not accrued. Option payments and government assistance are recorded as property costs or recoveries when the payments are made or received.

If economically recoverable ore reserves are developed, capitalized costs of the related property will be tested for impairment, then reclassified as mining assets and will be amortized using the unit-of-production method. When a property is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of the project are deemed to be impaired. As a result those exploration and evaluation costs, in excess of estimated recoveries, are written off to profit or loss.

The Company assesses exploration and evaluation assets for impairment at each statement of financial position date or whenever facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The recoverable amount is the higher of the asset’s fair value less costs to sell and value in use. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Although the Company has taken steps to verify title to the properties in which it has an interest in accordance with industry standards for properties in the exploration stage, these procedures do not guarantee that title to the properties will not be challenged or impugned. Property title may be affected by undetected defects, may be subject to unregistered prior agreements, transfers or land claims, or may be non-compliant with regulatory requirements.

(e) Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest.

The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Environmental (continued)

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the resource properties, the potential for production on the properties may be diminished or negated.

(f) Restoration Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

(g) Financial Instruments

The Company classifies its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

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).

On initial recognition, a financial asset is classified as and measured at: amortized cost, fair value through profit or loss ("FVTPL"), or fair value through other comprehensive income ("FVOCI"). Financial assets are classified according to their contractual cash flow characteristics and the business models under which they are held.

On initial recognition of an equity investment that is not held for trading, an irrevocable election is available to measure the investment at FVOCI whereby changes in the investment's fair value (realized and unrealized) will be recognized permanently in OCI with no reclassification to profit or loss. The election is available on an investment-by-investment basis.

Financial liabilities are designated as either fair value through profit or loss, or amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Financial Instruments (continued)

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

The effective interest method is a method of calculating the amortized cost of an instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all transaction costs and other premiums or discounts) through the expected life of the debt instrument to the net carrying amount on initial recognition.

The Company has classified and measured its financial instruments as follows:

- Cash is classified as FVTPL
- Receivables are classified as amortized cost
- Deposits are classified as amortized cost
- Accounts payable and accrued liabilities is classified as amortized cost
- Lease liability is classified as amortized cost
- Due to operating partner is classified as amortized cost

(h) Leases

At inception, the Company assesses whether a contract contains an embedded lease. A contract contains a lease when the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Company, as lessee, is required to recognize a right-of-use asset ("ROU asset"), representing its right to use the underlying asset, and a lease liability, representing its obligation to make lease payments.

The Company may elect to not apply IFRS 16 to leases with a term of less than 12 months or to low value assets, which is made on an asset to asset basis.

The Company recognizes a ROU asset and a lease liability at the commencement of the lease. The ROU asset is initially measured based on the present value of lease payments, plus initial direct costs, less any incentives received. It is subsequently measured at cost less accumulated amortization, impairment losses and adjusted for certain remeasurements of the lease liability. The ROU asset is amortized from the commencement date over the shorter of the lease term or the useful life of the underlying asset. The ROU asset is subject to testing for impairment if there is an indicator of impairment.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Leases (continued)

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease, or if that rate cannot be readily determined, the incremental borrowing rate. The incremental borrowing rate is the rate which the operation would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of similar value to ROU asset in a similar economic environment.

Lease payments included in the measurement of the lease liability are comprised of:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or rate, initially measured using the index or rate as of the commencement date;
- amounts expected to be payable under any residual value guarantee;
- exercise price under a purchase option that the Company is reasonably certain to exercise:
- lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option: and
- penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

Variable lease payments that do not depend on an index or rate not included in the initial measurement of the ROU asset and lease liability are recognized as an expense in profit or loss in the period in which they are incurred.

The ROU assets are presented within “Right-of-use Asset” and the lease liabilities are presented in “Current Portion of Lease Liability” and “Non-Current Portion of Lease Liability” on the statement of financial position.

(i) Income Taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded by providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Income Taxes (continued)

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it does not recognize the asset.

(j) Warrants Issued In Equity Financing Transactions

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate exploration and evaluation assets. These equity financing transactions may involve issuance of common shares or units. Each unit comprises a certain number of shares and a certain number of warrants. Depending on the terms and conditions of each equity financing transaction, the warrants are exercisable into additional common shares at a price prior to expiry as stipulated by the transaction. Warrants that are part of units are assigned a value based on the residual value, if any, and included in reserves.

Warrants that are issued as payment for agency fees or other transaction costs (finder's warrants) are compensatory in nature and are assigned a value based on the Black-Scholes pricing model and included in reserves. Upon expiry, the recorded value is transferred to share capital.

When warrants are exercised, any reserves related to those warrants are reclassified from reserves to share capital.

(k) Share-based Payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. The Board of Directors grants such options with vesting periods determined at its discretion and at prices not less than the closing market price on the grant date.

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period that the options are earned. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest. The fair value of the options is measured at the date of grant. The offset to the recorded cost is to share-based payments reserve. Consideration received on the exercise of stock options is recorded as share capital and the related share-based payments reserve is transferred to share capital. Upon expiry, the recorded value is transferred to deficit.

(l) Flow-Through Shares

Canadian Income Tax legislation permits an enterprise to issue securities referred to as flow-through shares, whereby the investor can claim the tax deductions arising from the renunciation of the related resource expenditures. The Company accounts for flow-through shares whereby the premium paid for the flow-through shares in excess of the market value of the shares without flow-through features at the time of issue is credited to other liabilities and included in profit or loss on a pro rata basis at the same time the qualifying expenditures are made.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued and recorded to profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Earnings (Loss) per Share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. All options and warrants outstanding have been excluded from the calculation as they are considered anti-dilutive.

(n) Segmented information

The Company has one operating segment, mineral acquisition and exploration, and operates in one geographical segment, being Canada.

(o) New accounting policies

Certain new accounting standards and interpretations have been published that are not mandatory for the December 31, 2022 reporting period. The Company has not early adopted the following new and revised standards, amendments and interpretations that have been issued but are not yet effective:

Presentation of financial statements

An amendment to IAS 1 was issued in January 2020 and applies to annual reporting periods beginning on or after January 1, 2024. The amendment clarifies the criterion for classifying a liability as non-current relating to the right to defer settlement of a liability for at least 12 months after the reporting period. The Company expects this standard will not materially impact the financial statements.

4. FINANCIAL AND CAPITAL RISK MANAGEMENT

The Company's financial instruments consist of cash, receivables, deposits, accounts payable and accrued liabilities, lease liability and due to operating partner. The fair value of these financial instruments, other than cash, approximates their carrying value. Cash is measured at fair value using level 1 inputs.

Credit Risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations.

The Company’s cash is held in major Canadian financial institutions. The Company’s receivables generally consist of GST receivable that is due from government agencies. Management believes that the credit risk concentration with respect to receivables is minimal.

Interest Rate Risk

The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

(expressed in Canadian Dollars)

4. FINANCIAL AND CAPITAL RISK MANAGEMENT (continued)

Liquidity Risk

The Company ensures that there is sufficient capital in order to meet annual business requirements, after taking into account administrative, property holding and exploration budgets. As the Company does not have operating cash flow, the Company has relied primarily on equity financings to meet its capital requirements. The Company is exposed to liquidity risk.

Foreign Exchange Risk

The Company is not exposed to significant foreign exchange risk as it operates in Canada and does not undertake any significant foreign currency transactions.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company defines its capital as shareholder's equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Company prepares periodic expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury on demand deposit in an interest bearing Canadian chartered bank account. The Company is not subject to any externally imposed capital restrictions.

5. RECEIVABLES

The Company's receivables are as follows:

	December 31, 2022	December 31, 2021
GST receivable	$ 20,450	$ 84,775
Other receivable	25,827	-
	$ 46,277	$ 84,775

6. DEPOSITS

	December 31, 2022	December 31, 2021
Office lease deposit	$ 7,210	$ 7,210
Exploration deposits	10,281	10,281
	$ 17,491	$ 17,491

(expressed in Canadian Dollars)

7. MINERAL PROPERTIES

A summary of mineral property expenditures is as follows:

	South Voisey's Bay Labrador	Thompson Nickel Belt Manitoba	Renzy Quebec	South Voisey's Bay Vulcan	Milligan West British Comlumbia	Chuchi British Comlumbia	Witch British Comlumbia	Total
Balance as at December 31, 2020	$ 1,666,674	$ 138,382	$ 157,050	$ -	$ -	$ -	$ -	$ 1,962,106
Property write-off	-	(138,382)	-	-	-	-	-	(138,382)
Acquisition costs	90,370	-	41,205	83,626	-	-	-	215,201
Aicraft Charter	159,853	-	-	-	-	-	-	159,853
Data verification	-	-	14,334	-	-	-	-	14,334
Equipment rental	-	-	4,949	-	11,725	-	-	16,674
Field supplies and office	-	-	719	-	4,772	194	-	5,685
Fuel	-	-	1,031	-	-	-	-	1,031
Geophysics	225,375	-	539,481	-	437	963	-	766,256
Geology	1,838	-	1,735	-	-	-	-	3,573
Labour, salaries, consulting	-	-	2,010	-	12,084	-	-	14,094
License and permits	-	-	11,859	-	-	-	-	11,859
Travel	39,141	-	4,101	-	20,256	-	-	63,498
Cost recoveries	(440,000)	-	-	-	-	-	-	(440,000)
Balance as at December 31, 2021	1,743,251	-	778,474	83,626	49,274	1,157	-	2,655,782
Government exploration tax credit	(85,889)	-	(190,704)	-	(15,171)	-	-	(291,764)
Acquisition costs	-	-	-	17,500	-	21,697	-	39,197
Aicraft Charter	494,056	-	-	-	-	-	32,800	526,856
Assays	7,239	-	51,609	-	924	-	-	59,772
Camp maintenance	-	-	1,660	-	-	-	-	1,660
Drilling	84,485	-	555,077	-	-	-	-	639,562
Equipment rental	14,408	-	57,946	-	-	-	360	72,714
Field equipment	-	-	15,594	-	-	-	-	15,594
Field materials and supplies	19,902	-	149,790	-	242	-	-	169,934
Freight and courier	1,817	-	8,726	-	-	-	-	10,543
Fuel, transportation	97,758	-	7,001	-	-		7,394	112,153
Geophysics	12,550	-	51,539	-	419	5,163	-	69,671
Geology	108,560	-	350,823	2,536	-	-	22,263	484,182
Insurance	-	-	328	-	-	-	-	328
Labour	65,338	-	7,200	-	1,618	-	-	74,156
License and permits	3,213	-	9,152	5,925	-	-	1,400	19,690
Mobilization	16,758	-	-	-	-	-	-	16,758
Phone and internet	-	-	1,970	-	-	-	-	1,970
Project supervision charges	1,679	-	129,436	-	53	-	-	131,168
Road maintenance	-	-	18,859	-	-	-	-	18,859
Storage	-	-	25,900	-	-	-	-	25,900
Survey	2,065	-	-	-	-	-	-	2,065
Travel, meals, accommodation	84,915	-	47,102	-	-	-	510	132,527
Cost recoveries	(1,000,000)	-	-	-	-	-	-	(1,000,000)
Balance as at December 31, 2022	$ 1,672,105	$ -	$ 2,077,482	$ 109,587	$ 37,359	$ 28,017	$ 64,727	$ 3,989,277

7. MINERAL PROPERTIES (continued)

(a) South Voisey's Bay, Labrador

In November, 2021, the Company earned into 75% of the South Voisey's Bay nickel project in Labrador under its Memorandum of Understanding ("MOU") and a subsequent Letter of Intent ("LOI") with Commander Resources Ltd. ("Commander"). As described below, Fjordland can earn a 100% interest in the project and also has an agreement with Ivanhoe Electric BC Holdings (formerly HPX BC Holdings Inc.), a subsidiary of Ivanhoe Electric Inc. (together "Ivanhoe") whereby Ivanhoe can earn a 65% interest by completing certain cash and exploration requirements.

Commander Agreement

The Company, in September 2014 as amended November 2014, entered into a Memorandum of Understanding ("MOU") with Commander whereby the Company was granted an option to earn a 75% undivided interest in the South Voisey's Bay property.

The Company had earned a 15% interest in the property by having expended $350,000 in exploration costs prior to the option agreement expiration on August 15, 2015.

The Company, in June 2017, entered into a Letter of Intent ("LOI") with Commander whereby the Company was granted a series of options (the "SVB Option Agreements") to earn an additional 85% undivided interest in the South Voisey's Bay property by incurring the following cash, exploration expenditures and share issuance:

i) 20% interest - 200,000 common shares (issued) and $600,000 (incurred) in exploration expenditures on or before October 31, 2017

ii) 40% interest - $10,000 (paid) and 250,000 common shares (issued at a value of $47,500) on or before July 26, 2018
$15,000 (paid) and 300,000 common shares (issued at a value of $21,000) on or before July 26, 2019
$25,000 (paid) and 350,000 common shares (issued at a value of $24,500) on or before July 26, 2020
$40,000 (paid), 400,000 common shares (issued at a value of $44,000) and $2,400,000 in exploration expenditures on or before October 31, 2021 (incurred).

iii) 25% interest - $200,000, 3,000,000 common shares and $5,000,000 in exploration expenditures on or before October 31, 2024.

As at December 31, 2022, the Company had earned an aggregate 75% interest in the property.

A 2% net smelter returns royalty ("NSR") will be granted by the Company to Commander upon exercising the final payment. 1% of the NSR may be repurchased for consideration of $5,000,000. Upon commencement of commercial production, an advanced royalty payment will be made in the amount of $10,000,000.

7. MINERAL PROPERTIES (continued)

(a) South Voisey's Bay, Labrador (continued)

Ivanhoe agreement

On September 5, 2017, the Company entered into an agreement with Ivanhoe to fund the Company's commitments under the SVB Option Agreements in return for up to a 65% interest in the project. Under the terms of the agreement, Ivanhoe's subsidiary subscribed by means of a private placement and was issued 14,000,000 units (each unit consisting of one common share and one-half of a warrant) of the Company for proceeds of $1,400,000. In addition, Ivanhoe was given the option to incur, on behalf of the Company, the balance of the $8,000,000 commitment, being $7,400,000 in exploration expenditures under the SVB Option Agreements by October 31, 2024 ($3,000,000 incurred to December 31, 2022) and to make the $290,000 in property payments ($90,000 received to December 31, 2022) as described above. If the cash funding is completed by Ivanhoe on the Company's behalf and the equity issuances are made by the Company under the SVB Option Agreements, the Company will have acquired a 100% interest in the South Voisey's Bay project, and will then assign a 65% project interest to Ivanhoe.

Ivanhoe has the right to nominate two directors if they maintain equity ownership in the Company of between 10-50%, and three directors if greater than 50%.

Ivanhoe also maintains an anti-dilution right, such that they have the right to participate in future financings to maintain their ownership percentage in the Company.

Vulcan Agreement

On September 23, 2021, the Company entered into an agreement with Vulcan Minerals Inc. ("Vulcan") to acquire a 100% working interest in certain mineral claims located in the South Voisey's Bay area. Under the terms of the agreement, the Company has the option to earn, over a three-year period, its interest by incurring the following cash, share issuance and exploration expenditures:

i) On signing - $25,000 (paid) and 600,000 common shares (issued at a value of $54,000).

ii) $10,000 (paid) and 250,000 common shares (issued at a value of $7,500) on or before October 31, 2022.

iii) $10,000 and 250,000 common shares on or before October 31, 2023.

iv) $25,000, 250,000 common shares and $250,000 in exploration expenditures on or before October 31, 2024.

Vulcan reserves a 2% NSR royalty on the claims subject to the Company's ability to buy back 50% of the NSR for $2,000,000.

(b) North Thompson Nickel Belt, Manitoba

On April 28, 2020, the Company entered into an option agreement with CanAlaska Uranium Ltd ("CanAlaska") whereby the Company was granted options to acquire up to an 80% interest in the Hunter and Strong properties in Manitoba.

On June 17, 2021 the Company announced that it had entered into an agreement with CanAlaska to terminate the Hunter/Strong Property Option Agreement relating to the North Thompson Nickel Project (NTNP) and wrote off the capitalized balance of $138,382.

7. MINERAL PROPERTIES (continued)

(b) North Thompson Nickel Belt, Manitoba (continued)

Upon termination, 1,000,000 common shares were returned by CanAlaska at $Nil cost to the Company.

(c) Renzy, Quebec

On December 7, 2020, the Company entered into an option agreement with Quebec Precious Metals Corporation ("QPM") whereby the Company may acquire a 100% interest in certain mineral claims known as the Vulcain claims in Hainaut Township, Quebec. Under the terms of the agreement, the Company can earn its interest by paying $50,000 (paid), issuing 1,000,000 common shares (issued at a value of $100,000) and incurring exploration expenditures of $1,000,000 during the five-year option term.

QPM will retain a 1% NSR of which the Company may repurchase 0.5% of the NSR for consideration of $500,000 and the remaining 0.5% for $2,500,000. A pre-existing 1% NSR is payable to Jacques Duval and 1% NSR payable to Andre Gauthier of which the Company may repurchase 0.5% for the sum of $250,000; and the remaining 0.5% for the sum of $250,000, to each of Gauthier and Duval.

In November 2020, the Company staked additional claims contiguous with the Vulcain claims. In accordance with the option agreement, any property staked within the area of interest will be deemed for all purposes to be part of and comprised in the property.

(d) Milligan West, British Columbia

In February 2013, the Company and Northwest Copper Corp. ("NWST") (formerly Serengeti Resources Inc.) consolidated certain claims located in north central British Columbia into the Milligan West project. Initially ownership was shared equally however, as a result of the Company electing not to participate in the 2019 exploration program its interest has been diluted to 42.3%. Effective 2021, the Company elected to contribute its pro-rata share to retain its interest at 42.3%. As a result, the Company had an amount owing to NWST of $592 as of December 31, 2022 (December 31, 2021 - $48,836).

(e) Witch Project, British Columbia

On February 8, 2022, the Company acquired a 100% interest in the Witch copper-gold porphyry project located in the Quesnel Trough of central British Columbia.

The Company acquired the core claims from Equity Exploration Consultants Ltd. ("Equity") for 100,000 common shares (issued at a value of $8,500). The Equity claims are subject to a 1% NSR subject to a one-time reduction of either 0.5% upon the payment of $4,000,000 or 0.25% upon the payment of $1,500,000. In February 2022, the Company started additional claims contiguous with the Equity claims.

(expressed in Canadian Dollars)

8. RIGHT-OF-USE ASSET AND LEASE LIABILITY

Under IFRS 16 – *Leases*, the Company assesses whether a contract is, or contains, a lease. For contracts that are, or contain, leases, the Company recognizes a right-of-use asset and lease liability at the commencement date.

The Company identified a single contract that is a lease as defined under IFRS 16. In analyzing the identified agreements in relation to its head office space in Vancouver, BC, the Company applied the lessee accounting model pursuant to IFRS 16 and considered all of the facts and circumstances surrounding the inception of the contract (but not future events that are not likely to occur). Lease liabilities were calculated with a discount rate of 10%.

The Company terminated the original office lease on August 31, 2022, and entered into a new office lease agreement commencing September 1, 2022 and terminating on August 31, 2024.

A reconciliation of the carrying amount of the lease liability is as follows:

Lease liability		
Balance, December 31, 2020	$	66,159
Lease payments		(43,260)
Lease interest (finance costs)		4,889
Balance, December 31, 2021		27,788
Additions		78,123
Lease payments		(43,260)
Lease interest (finance costs)		3,508
Balance, December 31, 2022	$	66,159

Current portion of lease liability	$	38,371
Non-current portion of lease liability		27,788
	$	66,159

Maturity analysis - contractual undiscounted cash flows		
Less than one year	$	43,260
One to five years		28,840
	$	72,100

Right-of-use asset		
Balance, December 31, 2020	$	65,085
Depreciation		(39,115)
Balance, December 31, 2021		25,970
Additions		78,123
Depreciation		(39,008)
Balance, December 31, 2022	$	65,085

(expressed in Canadian Dollars)

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are as follows:

	December 31, 2022	December 31, 2021
Trade payables	$ 213,751	$ 179,582
Accruals	26,738	26,738
	$ 240,489	$ 206,320

10. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

Compensation of key management personnel

Key management personnel consist of the directors and executive officers of the Company. The remuneration, including share-based compensation, of key management personnel during the years ended December 31, 2022 and 2021 were as follows:

	2022	2021
Administration fees	$ 42,000	$ 38,400
Accounting fees	60,000	57,000
Management fees	150,000	150,000
Share-based compensation	-	199,930
	$ 252,000	$ 445,330

During the year ended December 31, 2022, the Company paid rent of $45,461 (2021 - $30,400) to a publicly listed company with an officer in common. The Company also had an amount of $7,210 (2021 - $7,210) in deposits to a publicly listed company with an officer in common.

Amounts in accounts payable:	Services for:	As at December 31, 2022	As at December 31, 2021
A private company controlled by the Chief Executive Officer	Management fees and expense reimbursement	$ 13,736	$ 35,438
A private company controlled by the Chief Financial Officer	Accounting and management fees	5,250	5,250
A private company controlled by the Corporate Secretary	Administration fees and expense reimbursement	3,675	3,885
A publicly listed company with an officer in common	Rent	-	3,785
Total		$ 22,661	$ 48,358

11. SHARE CAPITAL

(a) Authorized

As at December 31, 2022, the authorized share capital of the Company is an unlimited number of common shares without par value. All issued shares, consisting only of common shares, are fully paid.

(b) Issued Share Capital

During the year ended December 31, 2021, the Company:

i) Completed a non-brokered private placement for the issuance of 25,000,000 units at $0.10 per unit on February 12, 2021. Each unit and finder's unit consisted of one common share and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of $0.175 per common share until February 12, 2023. The expiry date of each whole warrant is subject to acceleration. The Company paid finder's fees of $44,850 and issued 171,000 finder's units with a fair value of $17,100. The Company also paid share issue costs totaling $31,945.

ii) Received 1,000,000 common shares from CanAlaska and returned the shares to treasury to cancel the option agreement (Note 7(b)).

iii) Issued 600,000 common shares with a fair value of $54,000 or $0.09 per share as consideration towards the acquisition of mineral property in South Voisey's Bay area (Note 7(a) Vulcan Agreement).

iv) Issued 400,000 common shares with a fair value of $44,000 or $0.11 per share as consideration towards the acquisition of mineral property in South Voisey's Bay area (Note 7(a) Commander Agreement).

During the year ended December 31, 2022, the Company:

v) On February 15, 2022, the Company issued 100,000 common shares with a fair value of $8,500 or $0.085 per share as consideration towards the acquisition of Witch Project (Note 7(e)).

vi) On April 1, 2022, the Company completed the first tranche of the non-brokered private placement and issued 5,496,192 flow-through shares ("FT Shares") at $0.13 per FT Share for the total consideration of $714,505. The Company paid finder's fees of $41,700.

vii) On April 25, 2022, the Company completed the final tranche of the non-brokered private placement and issued 1,405,000 FT Shares at $0.13 per FT Share for the total consideration of $182,650. The Company paid finder's fees of $1,560.

viii) On May 5, 2022, 400,000 options were exercised at an exercise price of $0.07 and an original fair value of $0.069 per option, resulting in $27,600 reallocated to share capital. (Note 14)

ix) On November 16, 2022, the Company issued 250,000 common shares with a fair value of $7,500 or $0.03 per share as consideration towards the acquisition of mineral property in South Voisey's Bay area (Note 7(a) Vulcan Agreement).

(expressed in Canadian Dollars)

11. SHARE CAPITAL (continued)

(c) Stock Options

In June 2022, the Company received shareholder approval for a new omnibus share incentive plan. Stock options are granted to directors, officers and consultants. The vesting period for stock options is at the discretion of the Board of Directors. The exercise price is set by the Board of Directors at the time of grant and shall not be set at less than the market value on the date of grant, less any discount permitted by the Exchange.

A continuity of stock options for the year ended December 31, 2022 is as follows:

Expiry date	Exercise price ($)	December 31, 2021	Issued	Exercised	Expired / forfeited	December 31, 2022
September 2, 2022	0.55	766,000	-	-	(766,000)	-
June 28, 2023	0.165	1,125,000	-	-	-	1,125,000
June 5, 2025	0.07	2,225,000	-	(400,000)	-	1,825,000
August 5, 2025	0.07	500,000	-	-	-	500,000
January 12, 2026	0.105	300,000	-	-	-	300,000
April 22, 2026	0.125	1,150,000	-	-	-	1,150,000
June 1, 2026	0.125	100,000	-	-	-	100,000
August 26, 2026	0.125	1,025,000	-	-	-	1,025,000
January 25, 2027	0.10	-	100,000	-	-	100,000
Options outstanding		7,191,000	100,000	(400,000)	(766,000)	6,125,000
Options exercisable		7,103,500	100,000	(400,000)	(766,000)	6,125,000
Weighted average exercise price ($)		$ 0.15	$ 0.10	$ 0.07	$ 0.55	$ 0.11

As at December 31, 2022, the weighted average contractual remaining life of options is 2.53 years (December 31, 2021 – 3.20 years).

A continuity of stock options for the year ended December 31, 2021 is as follows:

Expiry date	Exercise price ($)	December 31, 2020	Issued	Exercised	Expired / forfeited	December 31, 2021
September 2, 2022	0.55	766,000	-	-	-	766,000
June 28, 2023	0.165	1,125,000	-	-	-	1,125,000
June 5, 2025	0.07	2,225,000	-	-	-	2,225,000
August 5, 2025	0.07	500,000	-	-	-	500,000
January 12, 2026	0.11	-	300,000	-	-	300,000
April 22, 2026	0.125	-	1,150,000	-	-	1,150,000
June 1, 2026	0.125	-	100,000	-	-	100,000
August 26, 2026	0.125	-	1,025,000	-	-	1,025,000
Options outstanding		4,616,000	2,575,000	-	-	7,191,000
Options exercisable		4,503,500	2,475,000	-	-	7,103,500
Weighted average exercise price ($)		$ 0.17	$ 0.123	$ -	$ -	$ 0.15

The fair value of the stock options granted for the year ended December 31, 2022 is $15,200 (2021 - $280,442).

(expressed in Canadian Dollars)

11. SHARE CAPITAL (continued)

(c) Stock Options (continued)

During the year ended December 31, 2022, 766,000 (2021 – nil) stock options expired resulting in a reversal of $420,840 (2021 – $nil) from reserves to deficit.

The following table summarizes the assumptions used in the Black-Scholes option-pricing model to estimate the fair value of the options:

	2022	2021
Risk-free interest rate	1.56%	0.38% - 0.93%
Expected stock price volatility	130.66%	160.95% - 198%
Expected option life in years	5 years	5 years
Expected dividend yield	Nil	Nil
Forfeiture rate	0.00%	0.00%
Share price on grant date	$0.10	$0.10 - $0.12

(d) Warrants

A continuity of warrants for the year ended December 31, 2022 is as follows:

Expiry date	Exercise price ($)	December 31, 2021	Issued	Exercised	Expired	December 31, 2022
February 12, 2023 (1)	0.175	12,585,500	-	-	-	12,585,500
Warrants outstanding		12,585,500	-	-	-	12,585,500
Weighted average exercise price ($)		$ 0.175	$ -	$ -	$ -	$ 0.175

As at December 31, 2022, the weighted average contractual remaining life of warrants is 0.12 year (December 31, 2021 – 1.12 years).

(1) Subsequently on January 26, 2023, the Exchange approved the Company extending the expiry date of 12,500,000 share purchase warrants with an original expiry date of February 12, 2023, by 18 months, to August 12, 2024. Each warrant with an original exercise price of $0.175 was repriced to $0.12, entitles the holder thereof to acquire one common share of the Company at a price of $0.12 per common share. The remaining 85,500 finder's warrants with the original expiry date of February 12, 2023 could not be amended under the Exchange policies and expired on February 12, 2023.

A continuity of warrants for the years ended December 31, 2021 is as follows:

Expiry date	Exercise price ($)	December 31, 2020	Issued	Exercised	Expired	December 31, 2021
February 12, 2023	0.175	-	12,585,500	-	-	12,585,500
Warrants outstanding		-	12,585,500	-	-	12,585,500
Weighted average exercise price ($)		$ -	$ 0.175	$ -	$ -	$ 0.175

(expressed in Canadian Dollars)

12. INCOME TAXES

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

		2022		2021
Loss for the year	$	(431,685)	$	(853,463)
Expected income tax (recovery)	$	(117,000)	$	(230,000)
Change in statutory, foreign tax, foreign exchange rates and other		42,000		6,000
Permanent differences		4,000		76,000
Impact of flow through shares		242,000		-
Share issue cost		(12,000)		(16,000)
Change in unrecognized deductible temporary differences		(159,000)		164,000
Total income tax expense (recovery)	**$**	**-**	**$**	**-**

The significant components of the Company's deferred tax assets that have been included on the statements of financial positions are as follows:

		2022		2021
Deferred tax assets (liabilities)				
Exploration and evaluation assets	$	1,159,000	$	1,483,000
Property and equipment		41,000		41,000
Share issue costs		22,000		13,000
Non-capital losses available for future period		1,916,000		1,760,000
		3,138,000		3,297,000
Unrecognized deferred tax assets		(3,138,000)		(3,297,000)
Net deferred tax assets	**$**	**-**	**$**	**-**

The significant components of the Company's temporary differences, and unused tax losses that have not been included on the statements of financial position are as follows:

Tax attributes are subject to review and potential adjustment by tax authorities.

		2022	Expiry Date Range	2021	Expiry Date Range
Temporary Differences					
Exploration and evaluation assets	$	4,021,000	No expiry date	$ 5,225,000	No expiry date
Investment tax credit		100,000	2022 to 2042	100,000	2021 to 2041
Property and equipment		151,000	No expiry date	151,000	No expiry date
Share issue costs		81,000	2023 to 2026	48,000	2022 to 2025
Allowable capital losses		1,000	No expiry date	1,000	No expiry date
Non-capital losses available for future periods	$	7,096,000	2026 to 2042	$ 6,520,000	2026 to 2041

13. COMMITMENT

The Company has remaining commitment of $72,100 for its office lease expiring on August 31, 2024 (Note 8) payable as to $43,260 within the next twelve months, and $28,840 during the period from January 1, 2024 to August 31, 2024.

(expressed in Canadian Dollars)

14. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The Company had non-cash transactions as follows:

	For the years ended December 31,	
Significant non-cash investing and financing activities:	**2022**	**2021**
Investing activities		
Mineral properties expenditures included in accounts payable and accrued liabilties and due to operating partner	$ 189,257	$ 193,873
Right-of-use asset / lease liability recognized	78,123	-
Shares issued for mineral properties	16,000	98,000
Financing activities		
Transfer to Deficit on expiry of options	420,840	-
Fair value of options exercised transferred to share capital	27,600	-
Fair value of finder's units	$ -	$ 17,100

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2022

Dated: March 22, 2023

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FJORDLAND EXPLORATION INC.

Management Discussion and Analysis
For the Year Ended December 31, 2022

Introduction

The management's discussion and analysis ("MD&A" or "Report") of Fjordland Exploration Inc. (the "Company" or "Fjordland") has been prepared by management in accordance with the requirements under National Instrument 51-102 on March 22, 2023 ("the Report Date") and provides comparative analysis of the Company's financial results for the year. The following information should be read in conjunction with the Company's audited financial statement for the year ended December 31, 2022 together with the notes thereto (collectively, the "Financial Statements"). Unless otherwise indicated, all dollar amounts in this document are in Canadian dollars.

The Financial Statements, together with this MD&A, are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as potential future performance and are not necessarily indicative of the results that may be expected in future periods. The information in the MD&A may contain forward looking statements, and the Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, as they are subject to significant risks and uncertainties that may cause projected results or events to differ materially from actual results or events.

Factors that could cause actual results to differ materially from these forward-looking statements include market prices, exploration success, and continued availability of capital and general economic, market or business conditions.

This list is not exhaustive and these and other factors should be considered carefully; readers should not place undue reliance on the Company's forward-looking statements. As a result of the foregoing and other factors, no assurance can be given as to any such future results, levels of activity or achievements and neither the Company nor any other person assumes responsibility for the accuracy and completeness of these forward-looking statements. The Company disclaims any intention and assumes no obligation to update any forward-looking statement contained in this document, even if new information becomes available as a result of future events or for any other reason.

Fjordland 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 meet or exceed environmental regulations, while respecting the communities and environments in which we operate. Fjordland strives to earn its social license wherever it is active, endeavoring to meet regularly with local communities, regulators and other concerned parties before, and during, exploration work to understand issues important to local and Indigenous communities. Fjordland'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.

From December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which included the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The full impact of the COVID-19 outbreak is unknown at this time. It is not possible to reliably estimate the severity of these developments and the impact on the financial results and condition of the Company in the future.

Data Verification: All technical data presented herein is either accompanied by a reference to the original public disseminated news release which contains the detailed QA/QC data for the data, or the QA/QC is presented here. Historical data is, when referenced as such, treated as valid for exploration purposes only by the Company following review by Qualified Persons, Robert Cameron, P.Geo. or other stated Qualified Persons.

Additional information about the Company and the Company's activities can be found on the Company's website at www.fjordlandex.com.; the audited financial statements, and the notes thereto, for the year ended December 31, 2022, prepared in accordance with IFRS, can be found on SEDAR at www.sedar.com.

Business of the Company

Fjordland Exploration Inc. ("the Company") is an exploration stage company engaged in the acquisition and exploration of prospective mineral deposits primarily in Canada. The Company acquires properties directly by staking, through option agreements with prospectors or other exploration companies, and through reconnaissance programs. The Company trades as a Tier Two company on the TSX Venture Exchange ("Exchange") under the symbol "FEX" and is a reporting issuer in British Columbia and Alberta.

The Company has reaffirmed its commitment to become a nickel focused base metal company. All indications point to a growing demand for high purity Class 1 nickel and copper to feed the burgeoning battery market. Nickel is a key element along with lithium and cobalt in the production of batteries for the automotive and energy storage industries.

MINERAL PROJECTS

Exploration update

South Voisey's Bay ("SVB") Project, Labrador

The South Voisey's Bay property (29,400 hectares) is located in central Labrador approximately 80 km due south of the operating Voisey's Bay nickel mine and covers parts of the Pants Lake gabbro complex in the South Voisey's Bay area. The Pants Lake Complex contains host rocks with alteration and nickel mineralization styles that are similar to the Voisey's Bay hosts. Current and historical data is reviewed and presented in "National Instrument 43-101 Technical Report on the South Voisey's Bay Project, Labrador for Fjordland Exploration Inc. and Commander Resources Ltd. by L. John Peters, P.Geo., Bernard Kahlert, P.Eng., Darryn Hitchcock, P.Geo., 11 May 2015.", and is posted on the Company's SEDAR profile at www.sedar.com.

Historically, exploration activities commenced in 2017 when the Company entered into a joint venture agreement with Commander Resources Ltd. ("Commander"). Shortly thereafter, the Company entered an agreement with Ivanhoe Electric BC Holdings Inc., a subsidiary of Ivanhoe Electric Inc. (together "Ivanhoe") to bring their geological, geophysical and financial aptitude to the project.

In 2017 the field exploration program consisted of drilling 1,670 metres designed to test six shallow UTEM geophysical targets. In 2018 an additional 1,253.2 metres of core drilling in 11 holes was completed along with property wide geological mapping .

The 2018 drilling program was designed to test the role of structure in controlling magma emplacement, and sulphide accumulation. Several drill holes were selected to test conductive structures interpreted from reprocessing of historical geophysical data that occur close to structures interpreted from satellite images and geological mapping. Overall results were geologically encouraging with higher grades being associated with basal accumulations of sulphides. The intersections while narrower than expected were considered significant as semi-massive sulphides comprised primarily of pyrrhotite with minor pentlandite and chalcopyrite occurring at or near the base of gabbro sills.

A late season field program in 2019 included mapping and re-logging of selected portions of previously drilled core. This activity included the systematic collection of density measurements of core which would in combination with the high resolution digital elevation model created in 2018, allow for a refined gravity model for the property using a property wide database collected in the 1990's.

Ivanhoe was modelling the data with the aid of external consultants to develop drill targets that would be based on gravity anomalies.

In 2020, geophysical processing and modeling of historic gravity data utilizing an expanded rock quality dataset collected in 2019 and measured from core stored on the property, was completed.

In September 2021, the Company entered into an option agreement with Vulcan Minerals Inc. (“Vulcan”) to acquire a 100% working interest in 30 mineral claims (750 hectares) located in the South Voisey’s Bay area. Under the terms of the agreement, Fjordland has the option to pay Vulcan 1,350,000 common shares, $70,000 cash and incur $250,000 in exploration expenditures over a period of three years. $25,000 cash and 600,000 common shares were paid and issued in October 2021 at a fair value of $54,000, and $10,000 cash and 250,000 common shares were paid and issued in November 2022 at a fair value of $7,500. Vulcan reserves a 2% net smelter return (“NSR”) royalty on the claims subject to the Company’s ability to buy back 50% of the NSR for $2,000,000.

In November 2021, the Company earned into 75% of the SVB Project under its Memorandum of Understanding and a Letter of Intent with Commander. As described in the financial statement note 7(a), Fjordland can earn a 100% interest in the SVB Project and also has an agreement with Ivanhoe whereby Ivanhoe can earn a 65% interest in the SVB Project from the Company by completing all the cash funding requirements under Fjordland’s SVB Option Agreements with Commander.

On July 7, 2022, the Company announced that for the 2022 field season, Ivanhoe had committed to a maximum $2.5 million drill program. This represented the first drill program in the area since 2018. Potential targets to be tested had been derived from extensive processing of historical and recent geophysical data including a significant property-wide gravity inversion study and the recently completed Squid EM survey performed in 2021.

On August 16, 2022, the Company announced that drilling at South Voisey’s Bay was underway. However, on September 15, 2022, the Company announced that the Company’s drill program on the South Voisey’s Bay nickel project had been concluded for 2022. The program operated out of the community of Hopedale Labrador. Initially the plan was to complete up to 2,500 meters of diamond core drilling by the fall; however, operational and safety issues curtailed this to approximately 500 meters.

Renzy, Quebec

The Company’s Renzy Mine Project, including the Renzy Mine nickel copper deposit, is located in Hainaut Township, Outaouais, Quebec. The area is easily accessed year-round by vehicle 250 km north of Ottawa and 350 km north west of Montreal. The topography is generally flat and the bedrock is covered by a minor amount of overburden on the majority of the area.

The Renzy Mine deposit was found outcropping on an island within Lake Renzy in 1955. An open pit mine to a maximum depth of 30 m from rock surface previously existed on the property. During the production period from 1969 to 1972, 716,000 short tons were mined with average grades of 0.70% Nickel and 0.72% Copper. The concentrates were shipped to Falconbridge facilities in Sudbury. The mine closed in 1972 when Falconbridge failed to renew the concentrate purchase agreement due to a lagging economy and surplus nickel in world markets.

The Renzy Mine deposit contains, as defined by NI 43-101, Standards for Disclosure for Mineral Projects, a historical mineral resource estimate including indicated resources of 51,000 tonnes 0.79% Ni and 0.72% Cu and inferred resources of 280,000 tonnes at 0.82% Ni and 0.89% Cu with a cut-off grade of 0.7 % Ni equivalent. At the time these estimates were made, the project was referred to as the Vulcain Property.

The resource estimate is taken from a technical report filed on SEDAR entitled "Technical Report - Resources Evaluation November 2007 Vulcain Property, Hainaut township.” prepared for Matamec Explorations Inc.(“Matamec”) by Geostat Systems International Inc. and dated November 22, 2007. Matamec merged with Quebec Precious Metals Corporation (“QPM”) in 2018. The classification of Mineral Resources and Mineral Reserves used in the report relied on the definitions provided in National Instrument 43-101, which came into effect on February 1, 2001. They further confirmed that they followed the guidelines adopted by the Council of the Canadian Institute of Mining Metallurgy and Petroleum for CIM Standards/NI 43-101. For the model, Geostat Systems used 251 of the 425 holes (and 1,988 of the 2,023 assays) that are located near the zone. In October 2004, Geostat Systems verified and validated the 406 diamond drill holes made before the 2005 Matamec drill program (RZ-05 series holes). Elevation of the 406 drill holes are very imprecise and location of holes are somewhat imprecise especially those far from the old mine. These drill holes come from archives (maps, logs, sections, etc.). Geostat considered the data valid enough to proceed with the estimation of resources of the inferred category. The hole information from the 19 holes drilled in 2005 was considered precise enough to calculate indicated or measured resources providing that the quantity of data was sufficient.

A qualified person has not done sufficient work to classify the historical estimate as a current mineral resource based on revised practices as per CIM (2014) and should not be treated or relied upon as such. The Company considers the NI 43-101 report to be relevant given that no additional work of significance has been completed on the deposit since the issuance of the historical mineral resource estimate.

In 2005, Matamec drilled a grid of 19 vertical holes averaging 80m in depth along strike of the original mine. Examples of higher-grade intercepts are as follows:

Drill Hole	Intercept (m)	Ni (%)	Cu (%)	Co (%)	PGM+Au (g/T)
RZ-05-01	2.3	1.0%	1.1%	0.05%	0.19
RZ-05-05	3.0	1.0%	1.6%	0.05%	0.24
RZ-05-07	4.9	2.1%	1.7%	0.15%	0.32
RZ-05-10	3.0	1.9%	4.1%	0.14%	0.55
RZ-05-11	10.8	1.3%	1.8%	0.09%	0.22
RZ-05-14	14.7	1.0%	1.2%	0.07%	0.28

Note: refer to Matamec's Press Release dated September 26, 2007 titled "Matamec Doubles Mineral Resources at Vulcain"

In 2008, Matamec drilled 40 short holes averaging 75m targeting Induced Polarization ("IP") anomalies and tested 6 of the 18 areas identified as geophysical target zones based on IP surveys. Results were not press released. The remaining 12 areas have had no exploration conducted over them.

Exploration Potential

The original mineral emplacement model suggested that all mineralization would be near surface. As a result, only shallow targets had been explored to-date. Drilling campaigns occurred in 1956, 2005 and 2008. The mid-20th century holes were conducted with AX and EX diameter (approx. 1") drill holes down to approximately 32 m as an exploration tool. The later programs targeted the original pit area and certain other localized areas where bedrock outcrops showed promising chemistry. Newer exploration models of magma emplacement suggest that deeper targets are possible.

The Renzy deposit claim group lies at the south western end of the Renzy Terrane just north of the Renzy Shear Zone within the Grenville Province of the Canadian Shield. The location of the shear zone and the overall quantity of mafic/ultramafic rocks that carry sulfides with elevated concentration of Ni, Cu, and PGM's supports the prospectivity of the region.

On December 7, 2020, the Company entered into the option agreement with Quebec Precious Metals Corporation ("QPM") whereby the Company may acquire a 100% interest on the Renzy mineral claims, also known as the Vulcain claims, in Hainaut Township, Quebec. Under the terms of the agreement, the Company can earn its interest by incurring a cash payment of $50,000 (paid), share issuance of 1,000,000 common shares (issued at a value of $100,000) and incurring exploration expenditures of $1,000,000 during the five-year option term.

QPM will retain a 1% NSR of which the Company may repurchase 0.5% of the NSR for consideration of $500,000 and the remaining 0.5% for $2,500,000. A pre-existing 1% NSR is payable to Jacques Duval and 1% NSR payable to Andre Gauthier of which the Company may repurchase 0.5% for the sum of $250,000; and the remaining 0.5% for the sum of $250,000, to each of Gauthier and Duval.

In November 2020, the Company staked an additional 73 claims contiguous with the 68 Vulcain claims. In accordance with the option agreement, any property staked within the area of interest, being within one kilometer of the Vulcain property perimeter, will be deemed for all purposes to be part of and comprised in the property. Approximately 50 of the new claims fall under the area of interest. In Fiscal 2021, the Company staked a further 741 contiguous claims, increasing the total project size to 51,578 hectares. Subsequent to the year end, the Company staked an additional 11 claims contiguous with the project.

In 2021, the Company contracted Geotech Airborne Geophysical Surveys ("Geotech") to conduct a versatile time-domain electromagnetic max ("VTEM") and ground-floor electromagnetic ("EM") survey over the Company's claims. A ground-based EM survey was conducted on 4 zones as a follow up to the VTEM survey. The results from the VTEM survey identified three strong geophysical conductors comparable to those at the Renzy mine site. These three new targets showed good continuity across multiple flight lines (initial 200m line spacing) and are 100% owned by the Company and outside the area of interest as defined by the Renzy option agreement with Quebec Precious Metals. Final reports for the VTEM survey were received in January 2022.

On March 8, 2022, the Company announced that it had initiated a drill program at the Renzy nickel project based on the results of the VTEM survey. The Company planned to drill a minimum of 2,500 meters. Equity Exploration Consultants Ltd. ("Equity") were contracted to manage the program and Cartwright Drill Inc supplied the drill rig and personnel. The initial budget for the program was $1 million. The first phase of the drill program was completed at the end of April.

On July 18, 2022, the Company and QPM agreed that the Company completed its 100% earn-in to the property by completing the exploration expenditures of $1 million. As a result, QPM retains a 1% NSR of which the Company may repurchase 0.5% of the NSR for consideration of $500,000 and the remaining 0.5% for $2,500,000. A pre-existing 1% NSR is payable to Jacques Duval and 1% NSR payable to Andre Gauthier of which the Company may repurchase 0.5% for the sum of $250,000; and the remaining 0.5% for the sum of $250,000, to each of Gauthier and Duval.

On October 24, 2022, the Company announced the results of its spring 2022 drill program. The Company completed a 7-hole, 1,678-meter drill program on targets near the historic Renzy nickel mine. These holes were designed to test previously undrilled targets identified by the 2021 VTEM airborne geophysical survey. While greatly expanding the geological interpretation of the area, none of the holes intersected potential economic mineralization. Only targets proximal to the Renzy mine access road were tested during this program. A significant number of high potential targets remain untested. The Company's personnel also conducted a soil sampling program to help add additional information to refine future drill targets. The Company's 2022 Renzy exploration program was managed by Equity of Vancouver, B.C., which provided qualified Quebec-registered geoscience professionals. The Company is planning for a future drill program at Renzy for 2023, subject to financing.

Further information on the Renzy nickel project is available from the previous quarterly reports, news releases and on the Company's website.

Milligan West, BC

In February 2013, the Company and Northwest Copper Corp. ("NWST") (formerly Serengeti Resources Inc.) consolidated certain claims located in north central British Columbia into the Milligan West project. Initially ownership was shared equally however, as a result of the Company electing not to participate in the 2019 exploration program its interest has been diluted to 42.3%. Effective 2021, the Company elected to contribute its pro-rata share to retain its interest at 42.3%. As at December 31, 2022, the Company retains its interest at 42.3% at the Milligan West Property.

Witch Project, BC

On February 8, 2022, the Company announced that it acquired a 100% interest in the Witch copper-gold porphyry project (also referred to as the South Chuchi project) located in the Quesnel Trough of central British Columbia, 35 km due west of Centerra's Mount Milligan mine.

The Witch project is 10,336 hectares in size (103 square kilometres) and accessible via a network of forestry roads. Fjordland acquired the core claims, representing one-third of the property from Equity for 100,000 Fjordland common shares (issued on February 15, 2022). The Equity claims were subject to a Net Smelter Royalty ("NSR") that Fjordland renegotiated with the royalty holders. Fjordland and the royalty holders have agreed to a 1% NSR on the Equity claims subject to a onetime reduction of either 0.5% upon the payment of $4 million or 0.25% upon the payment of $1.5 million. The Equity claims are in good standing until December 31, 2025 resulting from Fjordland applying unused assessment credits. The remaining 6,952 hectares were staked by the Company to the east and west of the Equity claims to cover the known mineral potential within the area. In October 2022, the Company contracted Peter E. Walcott & Associates Ltd. to complete a 1,126 line kilometer helicopter airborne magnetic survey over the property. During fiscal 2022, the Company spent $64,727 on the Witch Project.

Corporate update

On January 25, 2022, David Corrigan, PhD, joined the Company as a geological advisor, specializing in nickel related terrain similar to the Renzy and South Voisey's Bay project areas.

A summary of mineral property expenditures for the year ended and as at December 31, 2022 is:

	South Voisey's Bay Labrador	Thompson Nickel Belt Manitoba	Renzy Quebec	South Voisey's Bay Vulcan	Milligan West British Comlumbia	Chuchi British Comlumbia	Witch British Comlumbia	Total
Balance as at December 31, 2020	$ 1,666,674	$ 138,382	$ 157,050	$ -	$ -	$ -	$ -	$ 1,962,106
Property write-off	-	(138,382)	-	-	-	-	-	(138,382)
Acquisition costs	90,370	-	41,205	83,626	-	-	-	215,201
Aicraft Charter	159,853	-	-	-	-	-	-	159,853
Data verification	-	-	14,334	-	-	-	-	14,334
Equipment rental	-	-	4,949	-	11,725	-	-	16,674
Field supplies and office	-	-	719	-	4,772	194	-	5,685
Fuel	-	-	1,031	-	-	-	-	1,031
Geophysics	225,375	-	539,481	-	437	963	-	766,256
Geology	1,838	-	1,735	-	-	-	-	3,573
Labour, salaries, consulting	-	-	2,010	-	12,084	-	-	14,094
License and permits	-	-	11,859	-	-	-	-	11,859
Travel	39,141	-	4,101	-	20,256	-	-	63,498
Cost recoveries	(440,000)	-	-	-	-	-	-	(440,000)
Balance as at December 31, 2021	1,743,251	-	778,474	83,626	49,274	1,157	-	2,655,782
Government exploration tax credit	(85,889)	-	(190,704)	-	(15,171)	-	-	(291,764)
Acquisition costs	-	-	-	17,500	-	21,697	-	39,197
Aicraft Charter	494,056	-	-	-	-	-	32,800	526,856
Assays	7,239	-	51,609	-	924	-	-	59,772
Camp maintenance	-	-	1,660	-	-	-	-	1,660
Drilling	84,485	-	555,077	-	-	-	-	639,562
Equipment rental	14,408	-	57,946	-	-	-	360	72,714
Field equipment	-	-	15,594	-	-	-	-	15,594
Field materials and supplies	19,902	-	149,790	-	242	-	-	169,934
Freight and courier	1,817	-	8,726	-	-	-	-	10,543
Fuel, transportation	97,758	-	7,001	-	-		7,394	112,153
Geophysics	12,550	-	51,539	-	419	5,163	-	69,671
Geology	108,560	-	350,823	2,536	-	-	22,263	484,182
Insurance	-	-	328	-	-	-	-	328
Labour	65,338	-	7,200	-	1,618	-	-	74,156
License and permits	3,213	-	9,152	5,925	-	-	1,400	19,690
Mobilization	16,758	-	-	-	-	-	-	16,758
Phone and internet	-	-	1,970	-	-	-	-	1,970
Project supervision charges	1,679	-	129,436	-	53	-	-	131,168
Road maintenance	-	-	18,859	-	-	-	-	18,859
Storage	-	-	25,900	-	-	-	-	25,900
Survey	2,065	-	-	-	-	-	-	2,065
Travel, meals, accommodation	84,915	-	47,102	-	-	-	510	132,527
Cost recoveries	(1,000,000)	-	-	-	-	-	-	(1,000,000)
Balance as at December 31, 2022	$ 1,672,105	$ -	$ 2,077,482	$ 109,587	$ 37,359	$ 28,017	$ 64,727	$ 3,989,277

SELECTED ANNUAL INFORMATION

The Company's selected annual information for the years ended December 31, 2022, 2021 and 2020 are as follows:

	2022	2021	2020
General and administration expenses	$ (454,989)	$ (715,081)	$ (451,113)
Loss for the year	$ (431,685)	$ (853,463)	$ (451,113)
Basic and diluted loss per share	$ (0.01)	$ (0.01)	$ (0.01)
Cash dividends per share	n/a	n/a	n/a
Assets	$ 5,019,838	$ 4,514,132	$ 2,359,937
Long-term liabilities	$ 27,788	$ -	$ 27,788

FINANCIAL POSITION

(a) Summary of Quarterly Results

The following is a summary of the Company's financial results for the last eight quarters:

	Three months ended			
	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022
Total revenues	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Net loss and comprehensive loss	$ (118,628)	$ (66,255)	$ (126,645)	$ (120,157)
Loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

	Three months ended			
	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021
Total revenues	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Net loss and comprehensive loss	$ (311,799)	$ (228,983)	$ (190,344)	$ (122,337)
Loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

(b) Results of Operations for the three months ended December 31, 2022 and 2021

During the three months ended December 31, 2022, the Company reported a loss of $118,628 ($0.00 loss per share) (2021 – $311,799 ($0.00 loss per share)).

Excluding the non-cash portion depreciation of $9,779 (2021 - $9,779) and the share-based compensation of $Nil (2021 - $128,667), the Company's general and administrative expenses amounted to $108,849 during the three months ended December 31, 2022 (2021 – $113,353), a decrease of $4,504. The slight decrease was mainly due to decreases in (a) filing fees (from 2021's $3,177 to 2022's $Nil); (b) marketing costs (from 2021's $18,034 to 2022's $6,355); while being offset by increases in (c) administration fees (from 2021's $6,948 to 2022's $10,500); (d) financing costs (from 2021's $861 to 2022's $1,805); (e) legal fees (from 2021's $372 to 2022's $3,883) and (f) travel expenses (from 2021's $Nil to 2022's $1,857). All the expenses were incurred to support the exploration activities at the Company's properties.

During the three months ended December 31, 2022, the Company wrote off $Nil compared to 2021's $60,000 in mineral property as a result of the cancellation of the option agreement regarding the North Thompson Nickel Project ("NTNP") in Manitoba.

(c) Results of Operation for the years ended December 31, 2022 and 2021

During the year ended December 31, 2022, the Company reported a loss of $431,685 ($0.01 loss per share) (2021 – $853,463 ($0.01 loss per share)).

Excluding the non-cash portion depreciation of $39,008 (2021 - $39,115) and the share-based compensation of $15,200 (2021 - $280,442), the Company's general and administrative expenses amounted to $400,781 during the year ended December 31, 2022 (2021 – $395,524), a slight increase of $5,257. Such increase was mainly due to increases in (a) accounting and audit fees (from 2021's $84,268 to 2022's $98,105); (b) filing fees (from 2021's $11,448 to 2022's $19,261); (c) office and printing fees (from 2021's $17,225 to 2022's $28,977; while being offset by decreases in (d) marketing fees (from 2021's $62,116 to 2022's $42,791); (e) legal fees (from 2021's $11,301 to 2022's $7,140); and (f) financing costs (from 2021's $4,889 to 2022's $3,508). All the expenses were incurred to support the exploration activities at the Company's properties.

During the year ended December 31, 2022, the Company generated other income of $23,304 (2021 - $Nil) from the disposal of extra fuel drums, and wrote off $Nil in mineral property compared to 2021's $138,382 as a result of the cancellation of the option agreement regarding the NTNP.

Significant items included in the current results of operation are as follows:

		2022		2021
Accounting and audit fees	$	98,105	$	84,268
Administration fees	$	42,000	$	38,400
Filing fees	$	19,261	$	11,448
Office and printing	$	28,977	$	17,225
Management fees	$	150,000	$	150,000
Marketing	$	42,791	$	62,116
Rent	$	(3,605)	$	3,605
Transfer agent fees	$	9,110	$	8,094

Total share-based compensation on options granted, and vested during the year ended December 31, 2022, resulted in $15,200 (2021 - $280,442) being expensed. Share-based compensation is a non-cash transaction.

Comprehensive loss for the year ended December 31, 2022 is $431,685 (2021 - $853,463), which includes other income of $23,304 (2021 - $Nil), and mineral properties written-down of $Nil (2021 - $138,382).

Exploration expenditures during the year ended December 31, 2022 were $2,625,259 (2021 - $1,272,058), which consisted of $39,197 (2021 - $215,201) in acquisition costs and $2,586,062 (2021 - $1,056,857) in exploration costs. During the current year, the Company received costs recoveries of $1,000,000 (2021 - $440,000) from its optionee, and government exploration tax credit of $291,764 (2021 - $Nil). The Company wrote down $Nil (2021 - $138,382) in acquisition and exploration costs during the current year.

During the year ended December 31, 2022, the Company issued 350,000 shares (2021 – 1,000,000 shares) valued at $16,000 (2021 - $98,000) relating to exploration properties.

LIQUIDITY

The Company takes steps to ensure that there is sufficient capital in order to meet annual business requirements, after taking into account administrative, property holding and exploration budgets. As the Company does not have operating cash flow, the Company has relied primarily on equity financings to meet its capital requirements.

The Company is in the exploration stage and commodity prices are not reflected in operating financial results. However, fluctuations in commodity prices may influence financial markets and may indirectly affect the Company.

As at December 31, 2022, the Company's working capital was $668,533 (December 31, 2021 - $1,531,945). With respect to working capital, $894,607 was held in cash (December 31, 2021 - $1,725,697). The decrease in cash in 2022 of $831,090 was mainly due to $347,614 used in operations, $2,613,875 used in exploration and evaluation assets and $43,260 used in lease payments; while being offset by the net proceeds from the issuance of common shares of $881,895 and the recoveries of mineral properties of $1,000,000 and government exploration tax credit of $291,764.

Management believes it will be able to raise equity capital as required in the long term, but recognizes the risks attached thereto. The Company continues to use various strategies to minimize its dependence on equity capital, including the securing of joint venture partners where appropriate.

CAPITAL RESOURCES

The Company considers its capital structure to be shareholders' equity. Management's objective is to ensure that there is sufficient capital to minimize liquidity risk and to continue as a going concern. As an exploration stage company, the Company is unable to finance its operations from cash flow and has relied primarily on equity financings to meet its capital requirements.

Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financings will be favorable.

The Company's share capital is not subject to any external restriction and the Company did not change its approach to capital management during the period.

(a) Financing Activities

On January 25, 2022, the Company granted 100,000 stock options to a geological advisor exercisable at $0.10 for a period of five years.

On February 15, 2022, the Company issued 100,000 common shares with a fair value of $8,500 or $0.085 per share as consideration towards the acquisition of Witch Project.

On April 1, 2022, the Company completed the first tranche of the non-brokered private placement and issued 5,496,192 flow-through shares ("FT Shares") at $0.13 per FT Share for the total consideration of $714,505. The Company paid finder's fees of $41,700.

On April 25, 2022, the Company completed the final tranche of the non-brokered private placement and issued 1,405,000 FT Shares at $0.13 per FT Share for the total consideration of $182,650. The Company paid finder's fees of $1,560.

On May 5, 2022, 400,000 options were exercised at an exercise price of $0.07 and a Black-Scholes fair value of $0.069 per option.

On November 16, 2022, the Company issued 250,000 common shares with a fair value of $7,500 or $0.03 per share as consideration towards the acquisition of mineral property in South Voisey's Bay area.

The Company is aware of the current conditions in the financial markets and has planned accordingly. The Company's current treasury and the future cash flows from warrants and options, along with the planned developments within the Company as well as with its operating partners will allow its efforts to continue throughout 2023. If the market conditions prevail or improve, the Company will make adjustment to budgets accordingly.

(b) Disclosure of Outstanding Share Data

The authorized share capital of the Company consists of an unlimited number of common shares without par value. As at December 31, 2022, the Company's share capital was $22,321,508 (December 31, 2021 - $21,396,013) representing 82,935,531 common shares (December 31, 2021 – 75,284,339 common shares).

Stock option transactions and the number of stock options are summarized as follows:

Expiry date	Exercise price ($)	December 31, 2021	Issued	Exercised	Expired / forfeited	December 31, 2022
September 2, 2022	0.55	766,000	-	-	(766,000)	-
June 28, 2023	0.165	1,125,000	-	-	-	1,125,000
June 5, 2025	0.07	2,225,000	-	(400,000)	-	1,825,000
August 5, 2025	0.07	500,000	-	-	-	500,000
January 12, 2026	0.105	300,000	-	-	-	300,000
April 22, 2026	0.125	1,150,000	-	-	-	1,150,000
June 1, 2026	0.125	100,000	-	-	-	100,000
August 26, 2026	0.125	1,025,000	-	-	-	1,025,000
January 25, 2027	0.10	-	100,000	-	-	100,000
Options outstanding		7,191,000	100,000	(400,000)	(766,000)	6,125,000
Options exercisable		7,103,500	100,000	(400,000)	(766,000)	6,125,000
Weighted average exercise price ($)		$ 0.15	$ 0.10	$ 0.07	$ 0.55	$ 0.11

During the year ended December 31, 2022, the Company granted a total of 100,000 stock options that were exercisable at $0.10 per share.

The continuity of warrants for the year ended December 31, 2022 is as follows:

Expiry date		Exercise price ($)	December 31, 2021	Issued	Exercised	Expired	December 31, 2022
February 12, 2023	(1)	0.175	12,585,500	-	-	-	12,585,500
Warrants outstanding			12,585,500	-	-	-	12,585,500
Weighted average exercise price ($)			$ 0.175	$ -	$ -	$ -	$ 0.175

(1) On January 26, 2023, the Exchange approved the Company extending the expiry date of 12,500,000 share purchase warrants with an original expiry date of February 12, 2023, by 18 months, to August 12, 2024. Each warrant with an original exercise price of $0.175 was repriced to $0.12, entitles the holder thereof to acquire one common share of the Company at a price of $0.12 per common share. The remaining 85,500 finder's warrants with the original expiry date of February 12, 2023 could not be amended under the Exchange policies and expired on February 12, 2023.

As of the date of this MD&A, if the remaining options, warrants and finder's options were exercised, the Company's available cash would increase by $2,861,750.

As of the date of this MD&A, there were 82,935,531 common shares issued and outstanding and 101,560,531 common shares outstanding on a fully diluted basis.

	Issued and outstanding	
	December 31, 2022	March 22, 2023
Common shares outstanding	82,935,531	82,935,531
Stock options	6,125,000	6,125,000
Warrants	12,585,500	12,500,000
Fully diluted common shares outstanding	101,646,031	101,560,531

(c) Related Party Transactions

The Company entered into the following transactions with related parties:

Compensation of key management personnel

Key management personnel consist of the directors and executive officers of the Company. The remuneration, including share-based compensation, of key management person during the years ended December 31, 2022 and 2021 were as follows:

	2022	2021
Administration fees	$ 42,000	$ 38,400
Accounting fees	60,000	57,000
Management fees	150,000	150,000
Share-based compensation	-	199,930
	$ 252,000	$ 445,330

During the year ended December 31, 2022, the Company paid rent of $45,461 (2021 - $30,400) to a publicly listed company with an officer in common. The Company also had an amount of $7,210 (2021 - $7,210) in deposits to a publicly listed company with an officer in common.

Amounts in accounts payable:	Services for:	As at December 31, 2022	As at December 31, 2021
A private company controlled by the Chief Executive Officer	Management fees and expense reimbursement	$ 13,736	$ 35,438
A private company controlled by the Chief Financial Officer	Accounting and management fees	5,250	5,250
A private company controlled by the Corporate Secretary	Administration fees and expense reimbursement	3,675	3,885
A publicly listed company with an officer in common	Rent	-	3,785
Total		$ 22,661	$ 48,358

(d) Off-Balance Sheet Arrangements

There was no off-balance sheet arrangement during the year ended December 31, 2022.

COMMITMENTS, EXPECTED OR UNEXPECTED, OR UNCERTAINTIES

Commitments

The Company has remaining commitment of $72,100 for its office lease expiring on August 31, 2024 payable as to $43,260 within the next twelve months, and $28,840 during the period from January 1, 2024 to August 31, 2024.

As of the date of this MD&A, other than disclosed in this MD&A, the Company does not have any commitments, expected or unexpected, or uncertainties.

Risks and Uncertainties Related to the Company's Business

Resource exploration is a speculative business and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to attain commercial production stage are also very substantial. The following sets out the principal risks faced by the Company.

(a) Exploration

The Company is seeking mineral deposits on exploration projects where there are not yet established commercial quantities. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

(b) Market

The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change; both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

(c) Commodity Price

The Company's exploration projects are primarily related to exploration for copper, nickel and other base and precious metals in Canada. While these minerals have recently been the subject of significant price increases from levels prevalent earlier in the decade, there can be no assurance that such price levels will continue, or that investors' evaluations, perceptions, beliefs and sentiments will continue to favour these target commodities. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities.

(d) Title

Although the Company has exercised the usual due diligence with respect to title to properties in which it has interests, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or land claims, and title may be affected by undetected defects.

(e) Financing

Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be primarily dependent upon selling equity in the capital markets to provide financing for its continuing substantial exploration budgets. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

(f) Share Price Volatility and Price Fluctuations

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies like the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these price fluctuations and volatility will not continue to occur.

(g) Key Personnel

The Company's exploration efforts are dependent to a large degree on the skills and experience of certain of its key personnel. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

(h) Competition

Significant and increasing competition exists for the limited number of mineral property acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

(i) Realization of Assets

Exploration and evaluation assets comprise a substantial portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal. Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values.

(j) Environmental and Other Regulatory Requirements

The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits.

(k) History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations

The Company has incurred net losses to date. The Company has not yet had any revenue from the exploration activities on its properties. Even if the Company commences development of certain of its properties, the Company may continue to incur losses. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

(l) Uninsurable

The Company and its subsidiary may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

(m) Legal Proceedings

As at the date of the Report, there were no legal proceedings against or by the Company.

(n) Critical Accounting Estimates

The most significant accounting estimates for the Company relates to the carrying value of its mineral property exploration and evaluation assets. All deferred mineral property expenditures are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, a provision is made for the impairment in value.

Management's estimates of exploration, operating, capital and reclamation costs are subject to certain risks and uncertainties which may affect the recoverability of mineral property costs. Although management has made its best estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its properties.

Another significant accounting estimate relates to accounting for share-based compensation and derivative instruments. The Company uses the Black-Scholes Option Pricing Model to estimate the fair value of share-based compensation and warrants. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options granted/vested during the period.

(o) Financial Instruments and other Instruments

The Company's financial assets consist of cash and deposits for reclamation, receivables, accounts payable and accrued liabilities. No amounts are invested other than in chartered bank term deposits. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from the financial instruments. The carrying value of these financial instruments approximates their fair value due to their short-term maturity or capacity of prompt liquidation.

The Company classifies its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

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).

On initial recognition, a financial asset is classified as and measured at: amortized cost, fair value through profit or loss ("FVTPL"), or fair value through other comprehensive income ("FVOCI"). Financial assets are classified according to their contractual cash flow characteristics and the business models under which they are held

On initial recognition of an equity investment that is not held for trading, an irrevocable election is available to measure the investment at FVOCI whereby changes in the investment's fair value (realized and unrealized) will be recognized permanently in OCI with no reclassification to profit or loss. The election is available on an investment-by-investment basis.

Financial liabilities are designated as either fair value through profit or loss, or amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the consolidated statement of financial position subsequent to inception and how changes in value are recorded.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

The effective interest method is a method of calculating the amortized cost of an instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all transaction costs and other premiums or discounts) through the expected life of the debt instrument to the net carrying amount on initial recognition.

The Company has classified and measured its financial instruments as follows:

- Cash is classified as FVTPL
- Receivables are classified as amortized cost
- Deposits are classified as amortized cost
- Accounts payable and accrued liabilities is classified as amortized cost
- Lease liability is classified as amortized cost
- Due to operating partner is classified as amortized cost

SUBSEQUENT EVENTS

None other than disclosed already in the “CAPITAL RESOURCES: (b) Disclosure of Outstanding Share Data” section above.

Management Responsibility

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and this Management Discussion and Analysis, is complete and reliable.

QUALIFIED PERSON

Robert Cameron is a qualified person as defined by NI 43-101 and reviewed the preparation of the scientific and technical information in this MD&A disclosure. Further information and results of exploration programs can be found on www.sedar.com and the Company’s website. www.fjordlandex.com.

Cautionary Statements

This document contains “forward-looking statements” within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration results and plans, and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, our estimates of exploration investment, the scope of our exploration programs, and our expectations of ongoing administrative costs. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company’s documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change, except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are cautioned not to place undue reliance on forward-looking statements.

CORPORATE INFORMATION

Directors and Officers

James Tuer
President, CEO and Director

Mark Gibson
Director

John Sheedy
Director

Peter Krag-Hansen
Director

Victor A. Tanaka
Director

Mark T. Brown
CFO

Janice Davies
Corporate Secretary

Executive Office

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Share Listing

TSX Venture Exchange
Symbol: FEX

Capitalization at December 31, 2022

Shares Authorized: Unlimited	
Shares Issued and Outstanding	82,935,531