

Westhaven Gold Corp.

(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION & ANALYSIS

Unaudited- Prepared by Management

First Quarter Ending March 31, 2024

Dated as of May 29, 2024

For the quarter ended March 31, 2024

Dated May 29, 2024

This Management's Discussion and Analysis ("MD&A") for Westhaven Gold Corp. (formerly Westhaven Ventures Inc.) (the "Company" or "Westhaven") has been prepared by management and reviewed and approved by the Audit Committee. The following discussion of performance, financial condition and future prospects should be read in conjunction with the unaudited condensed interim financial statements of the Company and notes thereto for the quarter ended March 31, 2024, and with the audited financial statements of the Company and notes thereto for the years ended December 31, 2023, and 2022. The information provided herein supplements but does not form part of the financial statements. This discussion covers the quarter and the subsequent period up to the date of issue of this MD&A. Unless otherwise noted, all dollar amounts are stated in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

The financial statements for the three months ended March 31, 2024, have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB").

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of focused common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Forward-looking Statements

Certain sections of this MD&A may contain forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from actual future results. The risks, uncertainties and other factors that could influence actual results are described in the "Risks and Uncertainties" section of this report. The forward-looking statements contained herein are based on information available as of May 29, 2024.

Westhaven Overview

Westhaven is focused on grassroots exploration with a view to discovering the next generation of economic gold deposits.

The Company is advancing its Shovelnose, Skoonka, Skoonka North and Prospect Valley gold-silver properties, all are in the Spences Bridge Gold Belt (the "SBGB"), in British Columbia, Canada.

The SBGB projects overview:

- Large land package (37,000 hectares (ha)) on underexplored gold belt.*
- District-scale potential.*
- 100% ownership of mineral rights on these claims.*
- Low-cost exploration.*
- Close proximity to power and rail.*
- Road accessible and close to major highways.*
- Close proximity to producing mines and expertise.*

Company Overview

Westhaven is a junior exploration company that is focused on the acquisition, exploration, and development of resource properties.

To date the Company has not generated significant revenues and is considered to be in the exploration stage. Continued operations of the Company are dependent on the Company's ability to complete equity financings or generate profitable operations in the future.

On January 29, 2024, Westhaven announced that it had appointed Eira Thomas as Chairperson and as a director effective January 24, 2024. Eira succeeds D. Grenville (Gren) Thomas who is retiring after 13 years with the Company, though he will remain as an advisor.

Ms. Thomas brings more than 30 years of experience in the mining industry, including 14 years with Aber Diamond Corporation (now Dominion Diamond), where she served in ever increasing roles from initial discovery as a geologist to Vice President Exploration and ultimately a Director of the Board. Eira also served as CEO of Kaminak Gold Corporation, which was acquired by Goldcorp in 2016 for \$520 Million and served as a Director of Suncor Energy for 17 years.

On January 29, 2024, the Company granted 1,000,000 stock options to a director. The options have an exercise price of \$0.17 per share and a five-year term.

On March 28, 2024, the Company completed a non-brokered private placement and issued 7,926,182 flow-through shares at a price of \$0.23 per share for gross proceeds of \$1,823,022. The Company paid cash finders' fees of \$107,188 in connection with the share issue.

On March 28, 2024, the Company granted 3,900,000 stock options to directors, officers, and consultants. The options have an exercise price of \$0.25 per share and a five-year term.

On April 30, 2024, Westhaven announced the appointment of Fraser MacCorquodale as a technical advisor. Mr. MacCorquodale served as the General Manager of Exploration at Newcrest Mining Limited ("Newcrest") from 2008 to 2023. During his tenure, he played a pivotal role in formulating and executing Newcrest's growth strategy, overseeing the development of a world-class exploration team and establishing a robust growth portfolio. His extensive experience spans 35 years in global gold and copper exploration, encompassing expertise in near-mine, brownfield and greenfield exploration across diverse cultural and geographical landscapes including Australia, Indonesia, Papua New Guinea, Western Canada, the United States of America, Ecuador, and Chile. Westhaven granted 200,000 stock options to a consultant. The options have an exercise price of \$0.25 per share and a five-year term.

Westhaven benefits from the British Columbia METC which is a permanent incentive to support investment in mining. The METC is a refundable British Columbia income tax credit for eligible individuals and corporations conducting grassroots mineral exploration in British Columbia and is worth 30 per cent of qualified mining exploration expenditures. In 2023, Westhaven received a METC of \$2,049,718 vs \$2,161,933 received in 2022. Based on qualifying expenditures incurred in 2023, Westhaven has filed for a \$420,000 METC refund in 2024.

Capital Stock as of May 29, 2024

Shares Outstanding:

- 148,512,527

Options:

- 200,000 Exercisable at \$0.70 until July 8, 2024
- 1,150,000 Exercisable at \$0.85 until December 23, 2024
- 425,000 Exercisable at \$0.80 until May 20, 2025
- 200,000 Exercisable at \$0.95 until August 10, 2025
- 2,105,000 Exercisable at \$0.70 until April 22, 2026
- 400,000 Exercisable at \$0.50 until November 29, 2026
- 3,825,000 Exercisable at \$0.35 until March 20, 2028
- 1,000,000 Exercisable at \$0.17 until January 29, 2029
- 3,850,000 Exercisable at \$0.25 until March 29, 2029
- 200,000 Exercisable at \$0.25 until April 30, 2029

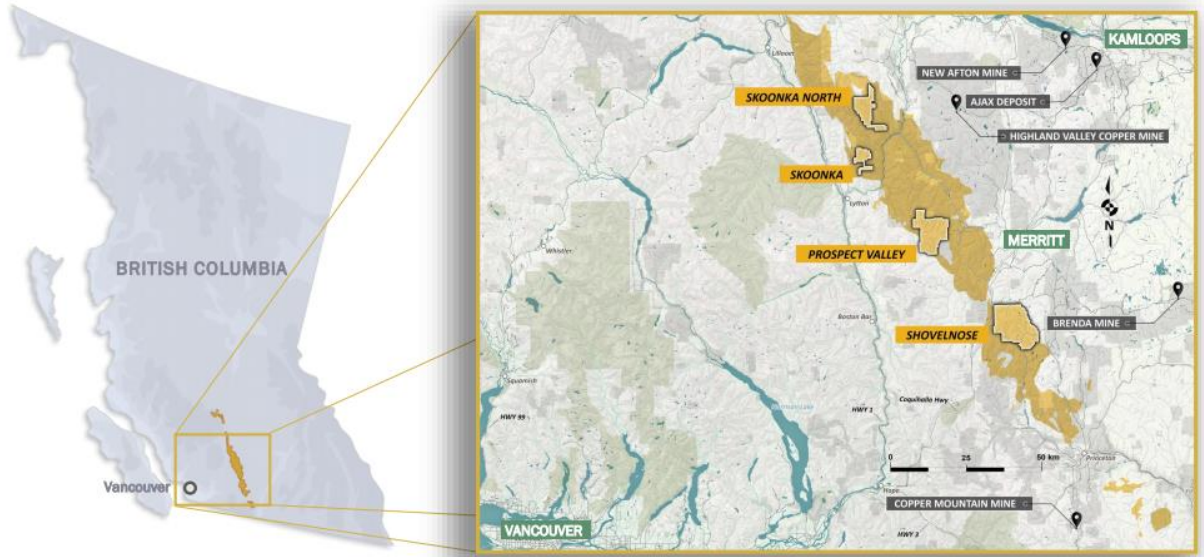
Fully Diluted:

- 161,867,527

Directors and Officers own ~25% of the outstanding shares.

Spences Bridge Gold Belt

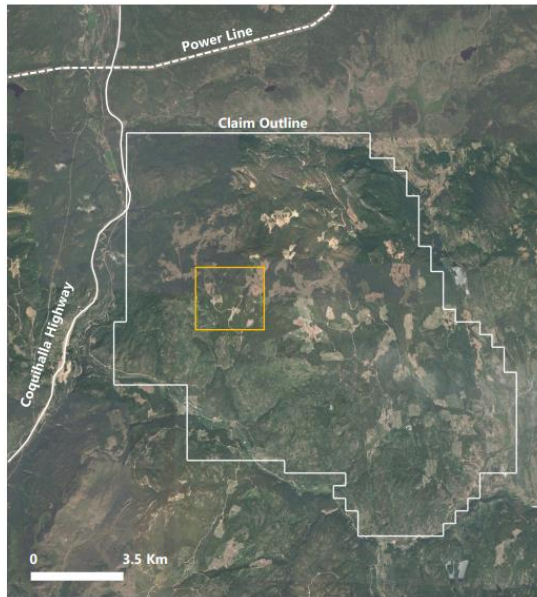
The SBGB is 110 kilometres (km) northwest-trending belt of intermediate to felsic volcanic rocks dominated by the Cretaceous Spences Bridge group. Exploration in the belt only began in 2001 when prospector Edward Balon, P.Geol, technical advisor to Westhaven, began by following up on a Regional Geochemical Survey (RGS) anomalies. These relatively underexplored volcanic rocks are highly prospective for epithermal style gold mineralization. In the mid-19th century, coarse placer gold was discovered near the mouth of the Nicoamen and Fraser rivers. This discovery sparked a gold rush that attracted an estimated 20,000 prospectors to the area.



Westhaven owns a 100%-interest in 4 properties covering over 37,503ha within the prospective SBGB, which is situated within a geological setting like those which host other significant epithermal gold-silver systems.

Shovelnose Gold Property

The Shovelnose gold property is located near the southern end of the SBGB, approximately 30km south of Merritt, British Columbia. The property is accessible by the Coquihalla Highway (BC Provincial Highway #5) at the Coldwater exit, then by a series of logging roads to the northern and southern portions of the property. The property currently consists of 32 contiguous mineral claims encompassing 17,625ha. Westhaven has a 100% interest in this property subject to a 4% Net Smelter Royalty (NSR). Westhaven can buy 1% of the 4% NSR for \$500,000 as well as an additional 0.5% for \$3,000,000 USD.



2.5-hour drive from Vancouver



30-minute drive from Merritt



5km from the Coquihalla Highway



Powerline on property



Heavily logged, with forestry roads in place



Year-round exploration

The Shovelnose gold property has a strategic advantage with regards to location as the property is situated off a major highway, in close proximity to power, rail, large producing mines, and within commuting distance from the city of Merritt, which translates into low cost, year-round exploration.

On February 1, 2024, Westhaven announced it had received a 650-drill hole permit which allows for 650 surface drill sites, trenching, geophysical surveys, and exploration access construction.

On March 20, 2024, Westhaven announced that it had initiated a drill program at the Shovelnose. In addition to Zone One trend targets, drilling will test a variety of priority, un-tested targets identified from sampling and prospecting efforts in 2023 combined with a recently completed structural analysis. In addition, Westhaven initiated a prospecting program on the property. This ongoing program has largely been focused on the southeastern portion of the property along the projected continuation of the Zone One trend.

Property Ownership and Commitments

On November 16, 2018, the Company was granted a 2.5% NSR (the “Talisker Royalty”) by Sable Resources Ltd. (“Sable”). The Talisker Royalty applies to any properties of Sable or its affiliates within 5km of Westhaven’s properties in the Spences Bridge Gold Belt. On October 6, 2022, the Company sold the Talisker Royalty to Franco-Nevada Corporation (“Franco-Nevada”) for US\$750,000.

On October 6, 2022, the Company also completed the grant and sale of a 2% NSR to Franco-Nevada for US\$6,000,000. The NSR applies to all of the Company’s claims across the Spences Bridge Gold Belt. The Company has an option to buy-down 0.5% of the NSR for US\$3,000,000 for a period of five years from the closing of the transaction.

The total proceeds of the NSR transactions above amounted to \$9,249,930 (US\$6,750,000). Given the stage of the mineral property compared to the Company’s other projects, management recorded the entire proceeds as a recovery in the Shovelnose Gold Property.

Shovelnose Property, British Columbia, Canada

In January 2011, the Company signed an option agreement (the “Shovelnose Agreement”) with Cornish Metals Inc. (formerly Strongbow Exploration Inc.) (“Cornish”) whereby the Company can earn up to a 70% interest in the Shovelnose Gold Property, a mineral claim near Merritt, British Columbia, staked by Cornish in 2005 and 2008. A director of the Company is also a director of Cornish.

Under the terms of the Shovelnose Agreement, the Company would earn an initial 51% interest in the Shovelnose Gold Property by issuing a total of 300,000 common shares (issued) to Cornish and incurring \$1,500,000 (\$750,000 incurred) in exploration expenditures on the property.

On September 1, 2015, the Company entered into a new purchase agreement with Cornish to acquire 100% of the Shovelnose Gold Property replacing the January 2011 agreement. Under the terms of the new agreement the Company acquired a 100% interest in the property by issuing 2,000,000 common shares (issued upon completion of the new agreement). In addition, Cornish was granted a 2% NSR on the property. The Company will retain the right to reduce the NSR to 1% by paying Cornish \$500,000 at any time prior to the commencement of commercial production.

On May 8, 2019, Cornish transferred ownership of the 2% NSR to Osisko Gold Royalties Ltd. “Osisko” in exchange for the settlement of a debt owing to Osisko of \$1.5 million. The terms and rights under the NSR now held by Osisko remain unchanged. The Osisko NSR is in addition to the 2% NSR held by Franco-Nevada.

The Company has a reclamation deposit of \$75,000 (2022 - \$40,000) held with the Ministry of Finance relating to exploration activities completed on the Shovelnose Gold Property.

Prospect Valley Property, British Columbia, Canada

On September 21, 2015, the Company entered into an option and purchase agreement with Green Battery Minerals Inc. (“Green Battery”) to acquire a 70% interest the Prospect Valley Gold Property near Merritt. The Company paid \$20,000 to Green Battery upon signing as per the terms of the agreement. On October 22, 2015, the Company exercised the option by making a second and final payment of \$80,000 and issued 500,000 common shares. The common shares have a hold period of five years.

On February 16, 2016, the Company acquired the remaining 30% interest in the Property for a cash payment of \$40,000 and the issue of 500,000 common shares.

The Company has a reclamation deposit of \$35,000 (2022 - \$35,000) held with the Ministry of Finance relating to exploration activities completed on the Prospect Valley property.

Skoonka Creek Property, British Columbia, Canada

On May 24, 2017, the Company signed a purchase agreement with Cornish, and Almadex Minerals Ltd. ("Almadex"), to acquire 100% interest in the Skoonka Creek gold property, located within the prospective SBGB, British Columbia. Under the terms of the agreement the Company issued 2,000,000 common shares (issued on May 30, 2017) at a price of \$0.09 per share. Almadex retains its original NSR of 2% from future production.

The Company has a reclamation deposit of \$25,000 (2022 - \$25,000) held with the Ministry of Finance relating to exploration activities completed on the Skoonka Creek property.

Skoonka North Property, British Columbia, Canada

In May 2018, the Company staked an additional gold mineral property, Skoonka North, within the SBGB, British Columbia for total acquisition costs of \$10,793.

Realization

The Company's investment in and expenditures on the mineral property interests comprise a substantial portion of the Company's assets. Realization of the Company's investment in the assets is dependent on establishing legal ownership of the property interests, on the attainment of successful commercial production or from the proceeds of its disposal. The recoverability of the amounts shown for the mineral property interests is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of the property interests, and future profitable production or proceeds from the disposition thereof.

Title and environmental

Although the Company has taken steps to verify the title to mineral properties in which it has or had a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Company or of any underlying vendor(s) from whom the Company may be acquiring its interest). Title to mineral properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or the rights of indigenous peoples.

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 mineral properties, the potential for production on the property may be diminished or negated.

Summary of Quarterly Results

	3 Months Ending March 31, 2024	3 Months Ending December 31, 2023	3 Months Ending September 30, 2023	3 Months Ending June 30, 2023	3 Months Ending March 31, 2023	3 Months Ending December 31, 2022	3 Months Ending September 30, 2022	3 Months Ending June 30, 2022
Interest Income	\$677	\$63,862	\$24,731	\$43,816	\$51,523	\$68,333	\$5,401	\$4,438
Loss before other items:	(\$829,182)	(\$602,897)	(\$397,354)	(\$430,388)	(\$1,105,533)	(\$374,956)	(\$547,353)	(\$534,784)
Premium on flow-through shares	-	\$486,992	-	-	-	\$601,639	-	-
Net Income/(Loss) Before Deferred Income Tax	(\$828,505)	(\$52,042)	(\$372,623)	(\$386,572)	(\$1,054,010)	\$297,327	(\$541,951)	(\$530,346)
Deferred Income Tax Expense	-	(\$769,947)	\$0	\$0	\$0	\$0	\$0	\$0
Net Loss	(\$828,505)	(\$821,989)	(\$372,623)	(\$386,572)	(\$1,054,010)	\$297,327	(\$541,951)	(\$530,346)
Income (Loss) per Common Share, Basic and Diluted	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)
Dividends Paid/Payable:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

Results of Operations

The Company has sustained recurring losses and negative cash flows from operations. During the three months ended March 31, 2024, the Company incurred a net loss of \$828,505 vs. a net loss of \$1,054,010 in the first quarter of 2023. A significant portion of this difference can be attributed to a reduction in the share-based payment, salaries and benefits, and advertising and promotion spend for the first quarter 2024 vs. 2023.

In the first quarter of 2024, Westhaven granted options and recognized a share-based payment expense of \$364,000 (vs. \$478,125 in Q1 2023). Salaries and benefits were reduced to \$211,436 (vs. \$254,540 in Q1 2023); and advertising and promotions were scaled back to \$111,342 (vs. \$184,655 in Q1 2023).

Additional expenses for the current quarter include Rent in the amount of \$18,230 (vs. \$18,230 in Q1 2023); General and Administrative of \$15,822 (vs. \$10,390 in Q1 2023); Travel of \$21,795 (vs. \$44,805 in Q1 2023); Professional fees of \$43,431 (vs. \$87,787 in Q1 2023) and Regulatory and filings fees of \$26,990 (vs. \$15,019 in Q1 2023).

Mineral Properties

Amounts capitalized as mineral property costs are as follows:

	Shovelnose Gold Property	Prospect Valley Property	Skoonka Creek Property	Skoonka North Property	Total
Balance, December 31, 2022	\$ 21,788,606	\$ 756,298	\$ 1,251,352	\$ 144,557	\$ 23,940,813
Deferred exploration costs					
Acquisition costs	411,780	4,734	15,408	24,032	455,954
Geological and assays	1,566,543	105,848	55,043	255,955	1,983,389
Drilling	3,319,576	-	-	-	3,319,576
Lab fees	791,600	2,327	28,398	39,734	862,059
Share-based payments	307,793	-	-	-	307,793
Amortization	146,655	-	-	-	146,655
Total additions during the year	6,543,947	112,909	98,849	319,721	7,075,426
BCMETC (mining tax credits)	(420,000)	-	-	-	(420,000)
Net change during the year	6,123,947	112,909	98,849	319,721	6,655,426
Balance, December 31, 2023	27,912,553	869,207	1,350,201	464,278	30,596,239
Deferred exploration costs					
Acquisition costs	66,784	5,764	5,740	3,044	81,332
Geological and assays	303,649	18,486	14,220	6,318	342,673
Drilling	349,039	-	-	-	349,039
Lab fees	42,234	-	-	-	42,234
Share-based payments	165,000	-	-	-	165,000
Amortization	38,356	-	-	-	38,356
Total additions during the year	965,059	24,250	19,960	9,362	1,018,631
Net change during the period	965,059	24,250	19,960	9,362	1,018,631
Balance, March 31, 2024	\$ 28,877,612	\$ 893,457	\$ 1,370,161	\$ 473,640	\$ 31,614,870

Related Party Transactions

The Company entered into the following transactions with related parties in addition to those discussed elsewhere in the condensed interim financial statements.

Key management compensation

During the three months ended March 31, 2024, and 2023, short-term employee benefits for key management compensation, and directors' fees, were incurred as follows:

		2024	2023
Gareth Thomas (CEO)	Salary and Bonus	\$ 56,250	\$ 88,274
Shaun Pollard (CFO)	Salary and Bonus	56,250	88,274
Grenville Thomas (Director)	Fees	852	-
Victor Tanaka (Director)	Fees	3,300	3,158
Hannah McDonald (Director)	Fees	3,300	3,158
Paul McRae (Director)	Fees	3,300	3,158
Eira Thomas (Director)	Fees	2,448	-
Total key management compensation		\$ 125,700	\$ 186,022

In addition to the above costs, the Company paid \$18,230 (2023 - \$18,230) of rent and office expenditures to Anglo Celtic Exploration Ltd. ("Anglo"). Anglo is a company controlled by Grenville Thomas, a director of the Company, and Gareth Thomas, CEO.

At March 31, 2024, there were no amounts owing to or from key management. At December 31, 2023, \$28,093 in respect of expense reimbursements and fees were due to key management and included in accounts payable and accrued liabilities. The amounts are non-interest bearing and subject to normal trade terms.

Capital Management

The Company considers its capital structure to consist of shareholders' equity. The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

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

There were no changes in the Company's approach to capital management during the three months ended March 31, 2024. The Company is not subject to externally imposed capital requirements.

Risk Management and Financial Instruments

The Company's cash and cash equivalents, other receivables, accounts payable and accrued liabilities, equipment loan and lease liability have carrying values that approximate their fair values due to their short term to maturity.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. The Company manages credit risk, in respect of cash and cash equivalents, by ensuring that these financial assets are placed with a major Canadian financial institution with strong investment-grade ratings. Concentration of credit risk exists with respect to the Company's cash and cash equivalents, as amounts are held with a single major Canadian financial institution.

The Company's concentration of credit risk and maximum exposure thereto is as follows:

	March 31, 2024	December 31, 2023
Cash– Canadian dollars	\$ 1,866,953	\$ 1,223,184

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

At March 31, 2024, the Company had cash in the amount of \$1,866,953 (December 31, 2023- \$1,223,184) to offset current liabilities of \$499,008 (December 31, 2023 - \$479,764). All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of March 31, 2024. The current portions of the lease liability and equipment loan are due within a year. The amount of the Company's remaining undiscounted contractual maturities for the lease liability and equipment loan is approximately \$247,240 (December 31, 2023 - \$282,090) which are due between one to five years.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk consists of interest rate risk, loan fixed interest rate risk, foreign currency risk and other price risk. The Company is not exposed to significant market risk.

The Company's cash and cash equivalents, other receivables, accounts payable and accrued liabilities, equipment loan and lease liability have carrying values that approximate their fair values due to their short

term to maturity.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

Commitments

During the year ended December 31, 2023, the Company entered into a one-year lease for building space associated with the Shovelnose project. Given the term did not exceed one year the Company elected not to apply IFRS 16 to the lease.

On May 14, 2023, the Company entered into a two-year lease for building space associated with the Shovelnose project.

On December 12, 2019, the Company entered into a three-year lease for building space associated with the Shovelnose project. On September 14, 2022, the lease was extended for an additional three years.

On June 2, 2020, the Company entered a two-year lease for building space. On June 1, 2022, this lease was extended for an additional three years.

As at March 31, 2024, under the terms of the leases noted above, the Company is committed to the following annual lease payments plus additional occupancy costs:

2024	\$ 126,000
2025	\$ 66,900

During the year ended December 31, 2022, the Company entered into a loan to purchase equipment. The Company is committed to payments of \$1,025 bi-weekly until May 13, 2027.

During the year ended December 31, 2021, the Company entered into a loan to purchase equipment. The Company is committed to payments of \$365 per month until June 30, 2025.

On March 29, 2024, the Company issued flow-through shares which require the Company to incur qualifying exploration expenditures of \$1,823,002 by December 31, 2025.

On July 29, 2022, the Company issued flow-through shares which required the Company to incur qualifying exploration expenditures of \$4,285,532 by December 31, 2023. As at December 31, 2023, the Company had incurred qualifying expenditures in full satisfaction of the obligation. As a result of satisfying the flow-through obligation, the premium on flow-through shares of \$486,992 was recognized in income.

Changes in Accounting Policies

There were no changes in accounting policies during the three months ended March 31, 2024.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

At the date of this MD&A, the Company does not have any proposed material transactions. All material transactions, including those completed subsequent to the date of the financial statement date, are fully disclosed in the unaudited condensed interim financial statements for the three-month periods ended March 31, 2024.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the unaudited condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim financial statements, and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Management's responsibility for financial statements

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

May 29, 2024

On behalf of Management and the Board of Directors,

"Shaun Pollard"

Chief Financial Officer