



**Management's Discussion and Analysis
For the Year Ended August 31, 2022**

FORWARD-LOOKING INFORMATION AND MATERIAL ASSUMPTIONS

This report on results for the year ended August 31, 2022 contains forward-looking information, including forward-looking information about Melkior Resources Inc.'s (the "Company" or "Melkior") operations, estimates, and exploration and acquisition spending.

Forward-looking information is generally signified by words such as "forecast", "projected", "expect", "anticipate", "believe", "will", "should" and similar expressions. This forward-looking information is based on assumptions that the Company believes were reasonable at the time such information was prepared, but assurance cannot be given that these assumptions will prove to be correct, and the forward-looking information in this report should not be unduly relied upon. The forward-looking information and the Company's assumptions are subject to uncertainties and risks and are based on a number of assumptions made by the Company, any of which may prove to be incorrect.

GENERAL

The following Management's Discussion and Analysis ("MD&A") is presented in Canadian dollars and should be read in conjunction with the audited financial statements for the years ended August 31, 2022 and 2021 of the Company, which are presented in accordance with International Financial Reporting Standards ("IFRS"), as issued by the IASB. The following information is prepared as at December 22, 2022. The Board of Directors of the Company has approved the disclosure contained in this MD&A.

Additional information related to the Company is available on SEDAR at www.sedar.com and on the Company's website at www.melkior.com.

DESCRIPTION OF BUSINESS

The Company was incorporated under the *Business Corporations Act* (Canada) and is a junior mining exploration company operating in Canada. The Company's operations include the acquisition and exploration of mineral properties in Canada. The address of the registered office is Bentall 5, 550 Burrard Street, Suite 1008, Vancouver, BC V6C 2B5, and its principal place of business is 207 - 66 Brousseau Avenue, Timmins, Ontario, Canada, P4N 5Y2. The Company's shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "MKR", on the OTC Exchange in the United States under the symbol "MKRIF" and on the Frankfurt Stock Exchange under the symbol "MEK".

On January 24, 2018, at the Annual General and Special Meeting, the shareholders voted to approve the continuation of the Company into British Columbia under the Business Corporations Act (British Columbia) from federal jurisdiction. The continuation took effect on February 20, 2018.

Melkior is in the business of the acquisition, exploration, exploration management and sale of mineral properties, with the primary aim of advancing them to a stage where they can be exploited at a profit. We do not currently have any producing properties, and our current operations are exploratory searches for mineable deposits of minerals. Our focus is the Urban and Val d'Or areas in the province of Quebec, and the Hemlo and Timmins areas in the province of Ontario.

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EXPLORATION PROJECT – TIMMINS

Carscallen

The Carscallen and Big Marsh Projects were merged in 2017 when claim acquisition made the project claim groups contiguous. Further to this merging of Projects the conversion of legacy mining claims into "cells" had the effect of re-establishing claim boundaries. The creation of the new mining cells from Melkior legacy claims had the effect of making the Bristol Project contiguous with the Carscallen Project. The combined group of contiguous claims is referred to as the Carscallen Project. The Carscallen property now is comprised of 283 of combined Single Cell Mining Claims and Boundary Cell Mining Claims. Each Single Cell Mining Claims is approximately 20 ha. Work expenditures can now be transferred within the entire contiguous claim group. At present time the earliest claim due date in the Carscallen project is in 2020.

The Carscallen Project is located 25 kilometres due west of the city of Timmins, Ontario. Access to the property is excellent, via a series of roads and trails that connect to Highway 101.

The Company holds a 100% interest in the property. Some claims are subject to a 1.5% net smelter return royalty ("NSR") while another group of claims is subject to a 2% NSR of which the Company has the right to buy-out half (1%) of the NSR for \$1,000,000.

In October and November 2010, the Company signed three agreements to acquire 100% interests in additional mining claims in consideration of \$10,000 cash and two 2% NSR royalties, of which 1% can be repurchased for \$500,000 each.

In October 2013, the Company signed a memorandum of understanding ("MOU") with the Mattagami First Nation. As part of the MOU, the Company issued 20,000 common shares (valued at \$8,000) on December 23, 2013. The Company will pay 2% of all exploration costs eligible for assessment credit to the Mattagami First Nation.

On April 7, 2016, the Company issued 21,000 common shares (valued at \$8,400) for the acquisition of a 100% interest in an additional mining claim, totaling 64 hectares, from an arm's length party, subject to a 2% NSR. The Company may purchase 0.5% of the NSR for \$500,000 and a first right of refusal to purchase the remaining 1.5% NSR.

During the year ended August 31, 2017, the Company acquired additional claims through cash purchase agreements and staking. One of the claims is subject to a 2% NSR.

During the year ended August 31, 2018, the Company entered into three agreements for the purchase of six additional claims for the Carscallen property. The Company paid \$12,500 and issued 10,000 common shares (valued at \$7,000) as consideration. Two of the claims are subject to a 2% NSR.

On May 6, 2020, the Company entered into an option agreement of 6 cell units (the "Carscallen Claims"). Pursuant to the option agreement, the Company acquired a 100% interest in the Carscallen Claims, subject to a 3% NSR, in consideration for:

- On signing, cash payment of \$10,000 (completed);
- Upon TSX-V acceptance, issuance of 75,000 shares of the Company (completed, valued at \$61,500);
- On the first anniversary, cash payment of \$10,000 and issuance of \$25,000 worth of shares issued at the weighted average price of the common shares for the 10 trading days immediately preceding (completed); and
- On the second anniversary, cash payment of \$10,000 (paid) and issuance of \$25,000 worth of shares issued at the weighted average price of the common shares for the 10 trading days immediately preceding (completed).

The Company may purchase one-half of the NSR at any time for the sum of \$1,000,000.

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In September 2020, the Company closed a strategic partnership with Kirkland Lake Gold Ltd. ("Kirkland"). Under the terms of the option agreement (the "Kirkland Option Agreement"), the Company has granted Kirkland the right to earn-in up to 75% interest in the Carscallen Project.

Under the terms of the Kirkland Option Agreement, Kirkland has an option to earn a 50% interest in the Carscallen Project in consideration for completing \$10 million in exploration expenditures over a period of 5 years (the "Phase 1 Expenditures"). Kirkland has a minimum commitment of \$3 million during the first 2 years of the option period, which includes \$1.5 million and a minimum of 3000 metres of drilling to be completed in the first year. Should Kirkland fail to incur the Phase 1 Expenditures during the option period, Kirkland's option to acquire the 50% interest shall expire.

Subsequent to August 31, 2022, the Kirkland Option Agreement was amended such that Kirkland's minimum commitment of \$3 million of the Phase 1 Expenditures is to be incurred by December 31, 2022.

Upon Kirkland completing the Phase 1 Expenditures and earning its 50% interest, the parties shall enter into a joint venture agreement to carry on operations with respect to the Carscallen Project (the "Joint Venture"). Upon the formation of a Joint Venture, Kirkland will have the right to earn an additional 25% interest in the Carscallen Project by incurring exploration expenditures of \$100 million within the first 5 years of the formation of the Joint Venture. Any additional funds required beyond the \$100 million will be contributed by the Joint Venture parties based on their proportional joint venture interests.

In October 2020, through the strategic partnership with Kirkland, the Company commenced a 3,800 metre drill program. In January 2021, the drill program was extended to 4,500 metre. The drill program focuses on the 800 metre-long northwesterly trending Zam – Shenkman Trend which has already been partially defined by past drilling and produced multiple high-grade intercepts of gold.

In May 2021, the Company announced the final results from 5,618 metre drilling program on the Carscallen Property. The drill highlights include:

- 14.76 g/t Au over 2 metres, including 60.5 g/t Au over 0.5 metres;
- 8.93 g/t Au over 3 metres;
- 6.85 g/t Au over 4.1 metres; and
- 6.18 g/t Au over 2 metres.

See the May 12, 2021 news release for details.

Bristol

The Company holds a 100% interest in claims forming the Bristol property acquired through staking during the year ended August 31, 2017. A B-horizon soil sampling program was undertaken in 2017 over a conductive anomaly. The area of the soil sampling survey is about one-half square kilometre, samples were taken at 25 m spacing, and submitted for trace analysis (ALS method, AuME-TL43). The results have been received but reporting has not yet been completed.

EXPLORATION PROJECT – HEMLO/WHITE LAKE

On May 12, 2017, the Company entered into an agreement to acquire a 100% interest in the initial Hemlo property. The Company paid \$5,000 and issued 150,000 common shares (valued at \$90,000) as consideration for this initial property. The vendor holds a 3% NSR, of which one-third may be purchased by the Company for \$1,000,000. The Property is located within the Hemlo greenstone belt, 22 kilometres east of the Hemlo Gold Mine currently operated by Barrick Gold Corporation.

The White Lake Project has grown since the initial acquisition and is currently comprised of 333 contiguous combined Single Cell Mining Claims and Boundary Cell Mining Claims with each Single Cell Mining Claim being approximately 20 hectares.

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During the year ended August 31, 2017, the Company acquired additional claims through cash purchase agreements and staking. A 1% NSR is held by Doug Kakeeway on a group of 5 blocks comprised of 38 legacy claim units (TB4284867, TB4284868, TB4284869, TB4284870, TB4284871).

On November 20, 2020, the Company announced the closing of an option and joint venture agreement with Barrick Gold Inc. ("Barrick"), a wholly-owned subsidiary of Barrick Gold Corporation. Under the terms of the option agreement entered into between the Company and Barrick (the "Barrick Option Agreement"), Melkior granted Barrick the right to earn-in up to a 75% interest in the Hemlo Project located 20 kilometres east of Barrick's Hemlo Mine.

Under the terms of the Barrick Option Agreement, Barrick had an option to earn a 75% interest in the Property in consideration for completing \$4 million in exploration expenditures over a period of 5 years. Barrick had a minimum commitment of \$0.5 million during the first 2 years of the option period. Barrick acted as the operator of the Hemlo Project during the option period. All expenditures beyond the minimum commitment were optional. Should Barrick fail to incur the expenditures during the option period, Barrick's option to acquire the 75% interest was to expire.

Upon Barrick completing the expenditures and earning its 75% interest, the parties were to enter into a joint venture agreement to carry on operations with respect to the Hemlo Project. Funds required for further development were to be contributed by the joint venture parties based on their proportional joint venture interests. Dilution of a shareholder's interest below 10% would have resulted in the conversion of the interest to a NSR royalty of either 1% or 2% on certain claims dependent on pre-existing royalties.

On November 20, 2021, Barrick withdrew from the Barrick Option Agreement.

EXPLORATION PROJECT – URBAN/MASERES

During the year ended August 31, 2017, the Company acquired claims in the Urban area of Quebec through map staking. The Company has a 100% ownership in the claims and there is no NSR. Melkior's review of available geological and geophysical information and historical work in the Urban area identified the area selected for map staking.

During the year ended August 31, 2018, the Company acquired additional claims through staking.

EXPLORATION PROJECT – VAL D'OR

The Company owns 100% interest in the three mineral claims in Tiblemont Township, Quebec.

In April 2020, the Company entered into a purchase agreement to sell 100% interest in the claims for a single cash payment of \$25,000.

In May 2020, the Company announced that the Val d'Or property has been switched from a status of being a non-key asset to its list of key assets. This property was previously named "Vauquelin" and "Tiblemont" properties by prior management. The change in property sentiment is triggered by the development and interest seen in the vicinity of the property, which is expected to increase its potential for discoveries. Subsequently, the Company acquired two additional packages of claims to the west and east of the property.

In August 2020, the Company announced the results of its soil sampling program. From the strong gold anomalies in soils found across the property, 4 distinct targets were identified. The highest gold soil return was 277 ppb gold in addition to a boulder sample that ran 14 g/t silver. See the August 27, 2020 news release for details.

In October 2020, the Company conducted an IP geophysical ground survey on Target 4 of the property.

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In November 2020, the Company commenced a high-resolution MAG survey on the entire Val d'Or property and added 8 claims to the Val d'Or property through direct staking.

In April 2021, the Company completed its maiden 1,449 metre drill program on the Val d'Or Property. In November 2021, the Company announced that it received all 705 sample assay results. The drill highlights can be found on the Company's November 12, 2021 news release.

In June 2021, the Company began surface exploration work to follow up on the August 2020 till sampling anomalies and targets. The results of the surface exploration work can be found on the Company's January 25, 2022 news release.

EXPLORATION PROJECT – GENEX

On April 20, 2022, the Company entered into an option agreement to acquire 100% of the Genex Project, located approximately 20 km west of Timmins, Ontario. The Genex option agreement was approved by the TSX-V in July 2022. Under the terms of the option agreement, in consideration for an undivided 50% interest in the property (the "First Option"), the Company must:

- make a cash payment of \$50,000, issue 500,000 common shares, and contribute \$500,000 in assessment credits from the Company's Carscallen Project within 20 days from the Effective Date (completed);
- make a cash payment of \$50,000, issue 500,000 common shares, and incur \$750,000 in aggregate work expenditures on or before the first anniversary of the Effective Date;
- make a cash payment of \$50,000, issue 500,000 common shares, and incur \$1,750,000 in cumulative work expenditures on or before the second anniversary of the Effective Date; and
- make a cash payment of \$100,000, issue 1,000,000 common shares, and incur \$2,750,000 in cumulative work expenditures on or before the third anniversary of the Effective Date.

The agreement has an Effective Date of May 16, 2022 for all anniversary payments.

The vendor is also permitted to remove \$500,000 each in assessment credits from the Genex Project during years 2 and 3.

In consideration for the additional 50% interest in the property (the "Second Option"), the Company must at any time after exercising the First Option, make a one-time issuance of 2,500,000 common shares.

If the Second Option is exercised, then the Company will own a 100% interest in the property and the vendor will retain a NSR of up to 2% calculated as the difference between 2% and any amounts payable pursuant to any existing royalties.

Other Exploration Projects

Launay

The Company retains a 1.5% NSR on the property, of which one-half may be purchased by Beaufield Resource Inc. for \$750,000.

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RESULTS OF OPERATIONS

Three Months Ended August 31, 2022

During the three months ended August 31, 2022, the Company reported a net loss of \$24,087 (2021 – net income of \$651,643). The increase in the Company's net loss were mainly due to:

- Marketing increased to \$30,995 (2021 - \$20,192) due to increased marketing activities;
- Professional fees increased to \$27,628 (2021 - \$17,440) due to higher audit costs; and
- Gain on marketable securities decreased to \$42,000 (2021 - \$700,000) due to the changes in fair value of the marketable securities.

Year Ended August 31, 2022

During the year ended August 31, 2022, the Company reported a net loss of \$331,301 (2021 – income of \$24,799). The increase in the Company's net loss were mainly due to:

- Gain on marketable securities decreased \$42,000 (2021 - \$742,878) due to the changes in fair value of the marketable securities; and
- Other income decreased to \$45,711 (2021 – \$176,522) due to the reduction of the flow-through premium based on expenditures during the period, net of an adjustment based on qualifying expenditures.
- These were partially offset by:
 - Marketing decreased \$96,336 (2021 - \$122,012) due to decreased marketing activities;
 - Professional fees decreased to \$80,828 (2021 - \$98,870) decreased due to lower legal costs;
 - Share-based payments decreased to \$143,200 (2021 - \$524,000). Share-based payments vary depending on the value of the options granted during the periods.

SELECTED ANNUAL INFORMATION

	August 31, 2022 (\$)	August 31, 2021 (\$)	August 31, 2020 (\$)
Revenue	-	-	-
Net Income (Loss)	(331,301)	24,799	(636,361)
Basic and Diluted Income (Loss) Per Share	(0.01)	0.00	(0.03)
Total Assets	14,645,570	13,808,910	12,376,253
Long-Term Debt	-	-	-
Dividends	-	-	-

SUMMARY OF QUARTERLY RESULTS

Results for the eight most recently completed quarters are summarized as follows:

For the Periods Ending	August 31, 2022 (\$)	May 31, 2022 (\$)	February 28, 2022 (\$)	November 30, 2021 (\$)
Net income (loss)	(24,087)	(49,024)	(218,062)	(40,128)
Earnings (loss) per share	(0.00)	(0.00)	(0.01)	(0.00)

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For the Periods Ending	August 31, 2021 (\$)	May 31, 2021 (\$)	February 28, 2021 (\$)	November 30, 2020 (\$)
Net income (loss)	651,643	(5,831)	(573,092)	(47,921)
Earnings (loss) per share	0.03	(0.00)	(0.03)	(0.00)

LIQUIDITY AND CAPITAL RESOURCES

The Company had cash of \$2,429,055 and working capital of \$2,381,858 at August 31, 2022, compared to \$2,032,383 of cash and \$2,239,949 of working capital at August 31, 2021.

The Company will need to obtain additional financing for working capital purposes and to continue exploration on its exploration and evaluation assets. The Company is evaluating its options for financing, including the sale of marketable securities, further issuance of common shares and the sale of certain exploration and evaluation assets.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties include companies controlled by officers and close family members of directors and key management, as described below.

Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

The Company's key management personnel are members of the Board of Directors (of which the president of the Company is a member), as well as the chief financial officers and the corporate secretary. Key management compensation is as follows:

	Year Ended August 31, 2022 (\$)	Year Ended August 31, 2021 (\$)
Consulting and management fees (i)	75,000	75,000
Professional fees (ii)	34,918	33,877
Regulatory fees (ii)	26,993	25,901
Share-based payments	143,200	524,000
Total key management compensation	280,111	658,778

As at August 31, 2022, the balance due to related parties amounted to \$7,418 (August 31, 2021 - \$4,924) and was recorded in accounts payable and accrued liabilities.

- (i) Management fees to the Company's CEO are paid pursuant to a 2020 consulting agreement under which Silverwater Capital Corp., a company controlled by the Company's CEO, receives a monthly fee of \$6,250. The Company can terminate the agreement with three months' notice. The fees are recorded partially as consulting fees in exploration and evaluation assets.
- (ii) During the year ended August 31, 2022, the Company paid professional fees and regulatory fees of \$61,911 (year ended August 31, 2021 - \$59,778) to Marrelli Support Services Inc. ("MSSI"), DSA Corporate Services Inc. ("DSA Corp") and DSA Filing Services Limited ("DSA Filing"), together known as the "Marrelli Group", for:
 - Eric Myung, an employee of Marrelli Group, to act as the CFO of the Company;

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- Bookkeeping services;
- Regulatory filing services;
- Corporate secretarial services.

COMMITMENT

The Company does not have any obligations other than NSR payments on its exploration and evaluation assets.

In connection with the flow-through share financing in December 2021, the Company has committed to incur qualifying Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) of a total of \$840,000 by December 31, 2022. If the Company does not incur the required qualifying expenditures, it will be required to indemnify the holders of the flow-through shares for any tax and other costs payable by them as a result of the Company not making the required expenditures.

As at August 31, 2022, the Company is required to incur qualifying exploration expenditure exceeding approximately \$700,000 by December 31, 2022.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

FUTURE ACCOUNTING STANDARDS

For details of the Company's future accounting standards, including accounting standards not yet adopted and accounting standards amended, but not yet effective, please refer to note 3 of the Company's audited financial statements.

OUTSTANDING SHARE INFORMATION

	December XX, 2022	August 31, 2022	August 31, 2021
Common Shares	24,606,650	24,606,650	21,910,754
Warrants	2,000,000	3,250,000	3,250,000
Finders' Warrants	Nil	Nil	Nil
Stock Options	2,385,000	2,385,000	1,935,000
Fully Diluted Shares	28,991,650	30,241,650	27,095,754

FINANCIAL INSTRUMENTS

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The carrying values of cash, other receivables, marketable securities, and accounts payable and accrued liabilities approximate their fair values due to their short term to maturity.

The following table sets forth the Company's financial assets measured at fair value by levels within the fair value hierarchy:

August 31, 2022	Level 1	Level 2	Level 3	Total
Marketable securities	\$ 57,000	\$ -	\$ 200,001	\$ 257,001

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August 31, 2021	Level 1	Level 2	Level 3	Total
Marketable securities	\$ -	\$ -	\$ 215,001	\$ 215,001

The marketable securities in Level 3 include the investment in privately held companies that are not quoted on an exchange. The costs approximate the fair values as there is insufficient more recent information available to measure fair value.

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

- Credit risk;
- Liquidity risk; and
- Market risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing at major Canadian financial institutions. The Company's maximum exposure to credit risk at August 31, 2022 was \$2,429,055 (2021 - \$2,032,383).

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. The contractual financial liabilities of the Company as of August 31, 2022 equal \$122,397 (2021 - \$31,975). All of the liabilities presented as accounts payable are due within 30 days of August 31, 2022. The cash available is sufficient to meet the Company's financial obligations at year end.

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

- i) *Currency risk* - The Company has no funds held in a foreign currency, and as a result, is not exposed to significant currency risk on its financial instruments at year-end.
- ii) *Interest rate risk* - Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on cash is at nominal interest rates, and therefore, the Company does not consider interest rate risk to be significant. The Company has no interest-bearing financial liabilities.
- iii) *Other price risk* - Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is exposed to other price risk with respect to its marketable securities

Capital Management

The Company considers its capital to be comprised of shareholders' equity.

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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. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

Management reviews the capital structure on a regular basis to ensure that the above objectives are met. There have been no changes to the Company's approach to capital management during the years ended August 31, 2022 and 2021. The Company is not subject to externally imposed capital requirements.

ECONOMIC CONDITIONS – COVID-19

Due to the worldwide COVID-19 outbreak, material uncertainties may come into existence that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Global gold prices;
- Demand for gold and the ability to explore for gold;
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labour availability and supply lines;
- Availability of essential supplies, such as water and electricity;
- Purchasing power of the Canadian dollar; or
- Ability to obtain funding.

The Canadian government has not introduced measures which impede the activities of the Company. Management believes the business will continue and accordingly, the current situation bears no impact on management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods. The impact on the financial results and condition of the Company in future periods.

RISKS

The following discussion reviews a number of important risks that management believes could impact the Company's business. There are other risks, not identified below, which currently or may in the future exist in the Company's operating environment.

Exploration and Mining Risks

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, there are no known bodies of commercial ore on the mineral properties of which the Company intends to acquire an interest and the proposed exploration program is an exploratory search for ore. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, cave-ins, landslides, and the inability to obtain suitable or adequate machinery, equipment or labor are other risks involved in the conduct of exploration programs. The Company from time to time augments its internal exploration and operating expertise with due advice from consultants and others as required. The economics of developing gold and other mineral properties is affected by many factors, including the cost of operations, variation of the grade of ore mined and fluctuations in the price of any minerals produced. There are no underground or surface plants or equipment on the Company's mineral properties, or any known body of commercial ore.

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Titles to Property

While the Company has diligently investigated title to the various properties in which it has interest, and to the best of its knowledge, title to those properties are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfer, or native or government land claims, and title may be affected by undetected defects.

Permits and Licenses

The Company's operations may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Metal Prices

Even if the Company's exploration programs are successful, factors beyond the control of the Company may affect marketability of any minerals discovered. Metals prices have historically fluctuated widely and are affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot be accurately predicted.

Competition

The mining industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests, as well as for recruitment and retention of qualified employee. The current markets put additional pressure on the availability of contract suppliers, equipment and personnel.

Environmental Regulations

The Company's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, release or emission of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner, which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

First Nations

First Nations are increasingly making lands and rights claims in respect of existing and prospective resource projects on lands asserted to be First Nations' traditional or treaty lands. Should a First Nation make such a claim in respect of Melkior's properties and should such claim be resolved by government or the courts in favor of the First Nation, it could materially adversely affect the business of the Company.

Many of Melkior's contractors and suppliers live and work in the local communities. The Company regularly consults with communities proximal to the Company's exploration activities to advise them of plans and answer any questions they may have about the activities.

Conflicts of Interest

Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such

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associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose that interest and abstain from voting on such matter. In determining whether the Company will participate in any project or opportunity the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Stage of Development

The Company's properties are in the exploration stage and to date none of them have a proven ore body. The Company does not have a history of earnings or the provision of return on investment, and in future there is no assurance that it will produce revenue, operate profitably or provide a return on investment.

Industry Conditions

Mining and milling operations are subject to government regulations. Operations may be affected in varying degrees by government regulations, such as restrictions on production, price controls, tax increase, expropriation of property, pollution controls or changes in conditions under which minerals may be mined, milled or marketed. The marketability of minerals may be affected by numerous factors beyond the control of the Company, such as government regulations. The Company undertakes exploration in areas that are or could be the subject of native land claims. Such claims could delay work or increase exploration costs. The effect of these factors cannot be accurately determined.

Uninsured Hazards

Hazards, such as unusual geological conditions, are involved in exploring for and developing mineral deposits, The Company may become subject to liability for pollution or other hazards, which cannot be insured against or against which the Company may elect not to insure because of high premium costs or other reasons. The payment of any such liability could result in the loss of Company assets or the insolvency of the Company.

Future Financing

Completion of future programs may require additional financing, which may dilute the interests of existing shareholders. Access to future financing is not a certainty. The ongoing international financial crisis could have an impact.

Key Personnel

Management of the Company rests on a few key individuals some of whom are officers of the Company, the loss of any of whom could have a detrimental effect on its operations.

Canada Revenue Agency and Provincial Agencies

No assurance can be made that the Canada Revenue Agency or provincial agencies will agree with the Company's characterization of expenditures as Canadian exploration expenses or Canadian development expense or the eligibility of such expenses as Canadian exploration expense under the *Income Tax Act* (Canada) or any provincial equivalent.

CRITICAL ACCOUNTING ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

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The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are included in note 2 of the audited financial statements.

ADDITIONAL INFORMATION

Additional information regarding the Company is available on SEDAR at www.sedar.com.