



MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEARS ENDED

DECEMBER 31, 2021 and 2020



INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of Blue Thunder Mining Inc. (the "Company", "Blue Thunder", or "BTMI") for the years ended December 31, 2021 and 2020 should be read in conjunction with the Audited Annual Consolidated Financial Statements for the years ended December 31, 2021 and 2020, and related notes thereto (the "Consolidated Financial Statements"). The Company's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars unless otherwise noted. This MD&A is reported as of April 25, 2022.

2.0 CAUTIONARY NOTE

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Except for statements of historical fact relating to the Company, certain information contained in this MD&A constitutes "forward-looking information" under Canadian securities legislation. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding the anticipated content, commencement, anticipated exploration program results, the ability to complete future financings, the ability to complete the required permitting, the ability to complete the exploration program and drilling, and the anticipated business plans and timing of future activities of the Company, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future results or performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the state of the financial markets for the Company's equity securities, the state of the commodity markets generally, variations in the nature, quality and quantity of any mineral deposits that may be located, variations in the market price of any mineral products the Company may produce or plan to produce, the inability of the Company to obtain any necessary permits, consents or authorizations required, including TSX-V acceptance, for its planned activities, the analytical results from surface trenching and sampling program, including diamond drilling programs, the results of IP surveying, the inability of the Company to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, the potential impact of COVID-19 (coronavirus) on the Company's exploration program and on the Company's general business, operations and financial condition, and other risks and uncertainties. Readers are urged to access www.sedar.com to review additional information about the Company, including the technical reports filed with respect to the Company's mineral properties. This document contains information with respect to adjacent or similar mineral properties in the Chibougamau District in respect of which the Company has no interest or rights to explore or mine. Readers are cautioned that the Company has no interest in or right to acquire any interest in any such properties, and that mineral deposits, and the results of any mining thereof, on adjacent or similar properties, are not indicative of mineral deposits on the Company's properties or any potential exploitation thereof.

3.0 BACKGROUND

3.1 DIRECTORS, OFFICERS AND MANAGEMENT

Chad Williams – Executive Chairman, Director

Jean François Métail – President

Jean-Patrick Lariviere - Director

Louis Gariépy – Director

Phil Girard – Director

Donna McLean – CFO

Igor Zonenschein – Corporate Secretary

Edmond Thorose – Technical Advisor

3.2 REGISTERED OFFICE

The Company's registered office is located at 2704-401 Bay Street, P.O. Box 4, Toronto, Ontario M5H 2Y4.

3.3 EXCHANGE LISTINGS

The Company's common shares ("Common Shares") are traded on the TSX Venture Exchange ("TSXV") under the symbol "BLUE", and on the OTCQB Venture Market ("OTCQB") under the symbol "BLTMF".

3.4 CORPORATE INFORMATION

Blue Thunder was incorporated pursuant to the Business Corporations Act (Ontario) on April 28, 2017 and is an exploration stage company engaged in the identification, evaluation, acquisition and exploration of primarily gold and base metal properties in Québec, Ontario, Canada.

Email: info@bluethundermining.com; Website: <http://www.bluethundermining.com>

4.0 STRATEGY AND OBJECTIVES

BTMI'S strategy is to explore and discover world-class mineral deposits amenable to economic exploitation.

The Company holds a 100% interest in five non-contiguous mineral exploration properties near Chibougamau, Québec. The properties cover approximately 52,000 hectares (ha) and include the Muus, Muus East, Nisk, Fancamp and Embry properties, which together comprise the Muus Project (the "Project"). Of this total, 2,686 hectares in the Muus property are subject to an option agreement to be satisfied over a three-year period. As of the date of this MD&A, the terms of the option agreement have been satisfied.

4.1 KEY PERFORMANCE DRIVERS

- The Company has an experienced exploration team and a diverse Board with strong technical backgrounds
- The Company is using the latest, state-of-the-art geochemical and geophysical techniques to explore under glacial cover
- The Muus Project is located within the historic Chibougamau mining camp of Québec, which has been undergoing a significant revival over the past few years driven by high profile discoveries at the nearby Nelligan and Monster Lake deposits
- The province of Québec is rated among the top jurisdictions worldwide according to the Fraser Institute 2020 Mining Survey
- With the Muus project in Québec, the Company has access to very attractive flow-through funding

- The Project has very good local infrastructure and access, and is amenable to year-round exploration

4.2 OBJECTIVES FOR 2021/2022

- Complete an exploration program that comprises property-scale 3D modelling of multiple datasets, targeted diamond drilling at Muus and Fancamp, till and soil sampling programs, IP surveying over selected targets, trenching, channel sampling and prospecting over Muus and other parts of the Project
- Exploration will focus on the discovery of the following types of mineralization:
 - Metasedimentary hosted disseminated gold mineralization, similar to the nearby Nelligan gold deposit
 - Abitibi lode gold style mineralization, similar to the nearby Monster Lake and Philibert deposits
 - Volcanogenic massive sulphide (VMS) copper-lead-zinc mineralization with silver and gold mineralization
- Continue exploration of the Project with the following objectives:
 - Continue compiling and assessing historic information, incorporating it with newly acquired data, with the goal of identifying new potential targets
 - Identify and follow-up on new targets generated by the 2021 program
 - Additional drilling around the Company's current main targets and testing new anomalies
- The Company's long-term objective is to make a discovery and complete sufficient drilling to support an inaugural NI 43-101 mineral resource estimate.

4.3 2021 RESULTS

Below are highlights summarizing progress to date of the Summer 2021 exploration program:

- **Drilling:** Approximately 2,500 metres of core drilling have been completed in 12 holes (plus 63m in a hole abandoned due to excessive overburden), testing various targets on the Muus and Fancamp claim groups, including step-out drill holes at the "Discovery Zone" and testing of IP anomalies identified on the Tectonic Grid. Analytical results from this drilling program have been received and are going through QAQC validation and interpretation.
 - Elevated gold values returned from numerous locations at 12 excavator-based trenches and 594 channel samples collected at the Zone C and Zone F targets on the Fancamp Property, and at the Welb, Discovery Zone, and Rivière Opawica gold showings on the Muus Property, including 8.17 g/t Au over 1.12 metres, 5.23 g/t Au over 0.60 metres, and 3.32 g/t Au over 0.71 metres.
- **Till and soil sampling:** 184 till samples have been collected over the Muus Claim group and submitted to IOS Services Géoscientifiques Inc. ("IOS") for gold-grain-content analysis; 3,374 soil samples (targeting B-Horizon when possible) have also been collected over selected grid-areas of the Muus, Muus East and Fancamp claim groups. Analytical results for gold and XRF signature for various elements from these programs have been received and are going through QAQC validation and interpretation.
- **Stripping and channel sampling:** A program of excavator-based stripping, mapping and channel sampling was completed at a number of priority target areas at the Fancamp and Muus claim groups to help improve understanding of geological and structural controls on mineralization. In all, 12 trenches were completed, some of them significantly widening historic trenches. A total of 594 channel assays were taken from the three principal trenches and sent for analysis. Analytical results for gold and various elements have been received and are also going through QAQC validation and interpretation.
- **Mapping and Prospecting:** Several days have been spent prospecting on various areas of Muus claim block that had seen little work since the acquisition of this land package by the Company.

Till and soil geochemical data collected from Blue Thunder’s Summer 2021 exploration program will be combined with the Company’s new property-scale 3D models to prioritize and vector-in to prospective targets. This is the first time that such a property-wide approach has been employed to explore under glacial cover on Blue Thunder’s vast property holdings.

INTERPRETATION OF 2021 RESULTS

- Interpretation of the 2021 results in combination with in-house compilation and insights gleaned from structural interpretation have identified a number of priority target areas for follow-up work on the Muus Property, namely the Welb Showing, Lac Bernard, and Lac Cowan areas (see Figure 1: Muus 2022).
- Trenching in the immediate area of the 2021 "discovery hole" yielded grades of 4.42 g/t Au over 2.12 metres, supporting downhole results of 1.67 g/t Au over 3.2 metres (DDH MUUS20-01 from 29.67 to 33.1m).
- Trenching results coincident with a magnetic anomaly indicate the potential of Fancamp Zone C, untested by drilling and located to the west of other mineralized zones.
- In early February 2022, the Company commenced ground geophysical surveys over these high-potential areas with the aim of refining targets for upcoming diamond drilling campaigns.

See Blue Thunder press release dated March 3, 2022 on www.sedar.com for additional details of 2021 results.

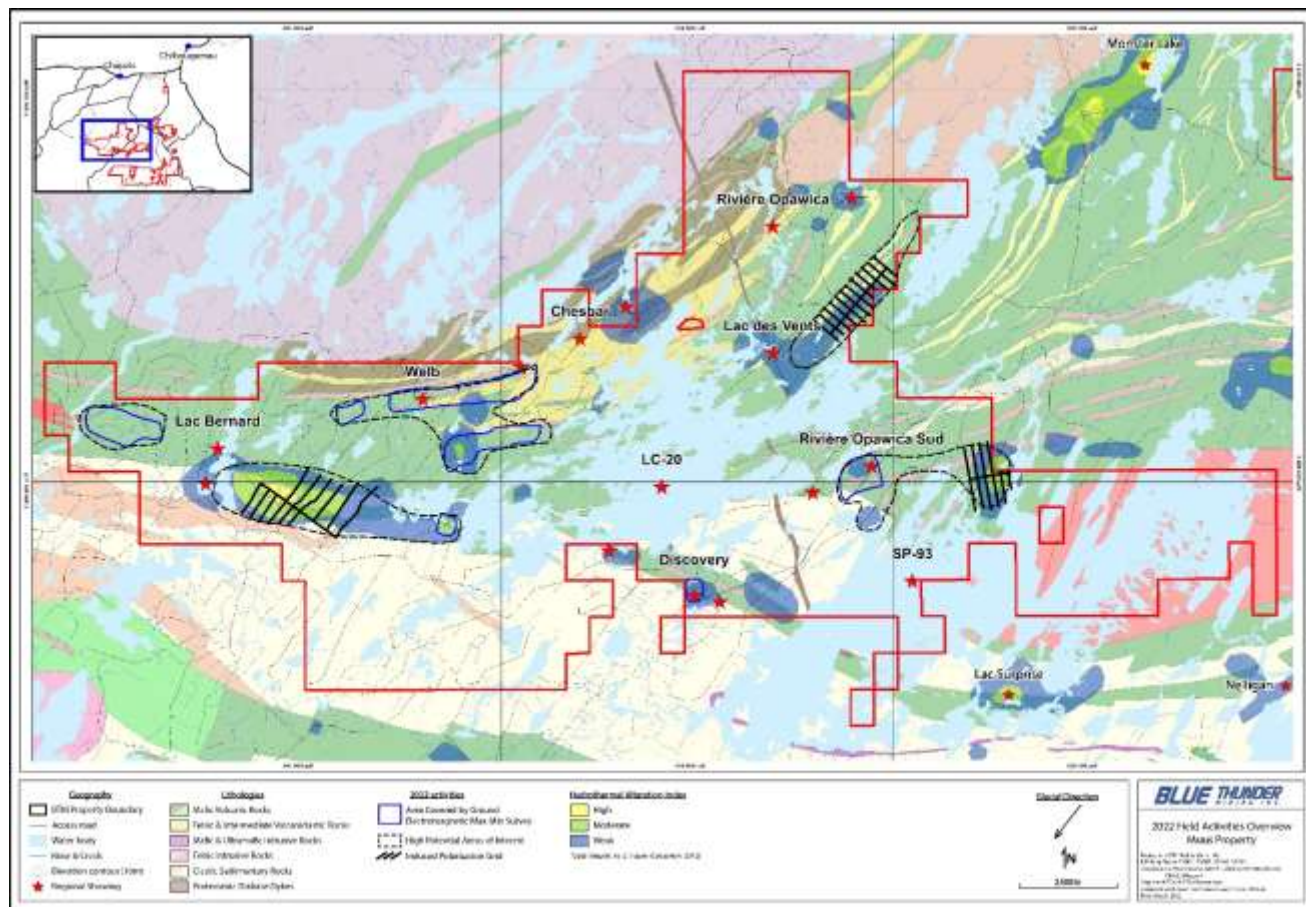


Figure 1: Muus 2022

2022 EXPLORATION PROGRAM OVERVIEW

The Muus Project 2022 exploration program is very ambitious. For the Company's third year of field activity, the aim is to bring five of the most promising targets to the drill-ready stage by the end of summer 2022, while advancing management's understanding of some areas that have received very little attention in recent years.

All selected areas of focus show high levels of magnetic anomalies, coupled with favourable positioning along mineralized main deformation trends, and exhibiting favourable hydrothermal alteration signatures (refer to Figure 1: Muus 2022).

Various geophysical surveys are planned for this winter on the Muus property. Three IP grids are in the final stages of preparation, covering some of the main gold targets of the Project. In addition, a largescale electromagnetic Max-Min survey is currently underway at the Muus Property, targeting highpotential zones along the Welb-Chesbar trend. Both surveys will allow us to build detailed geological and structural maps that will be used for refining drill targets.

Selective B-horizon soil surveys are planned on the Muus Property as a follow up to the winter 2022 geophysical surveys. With the help of pathfinder elements, the surveys will allow us to pinpoint the mineralization footprint generated by the gold systems, in order to confirm the potential of our drilling targets.

To supplement the soil survey, a prospecting and mapping campaign has been designed to test restricted areas and identify key host lithologies, hydrothermal alteration and structural features on and around the Company's main targets. A small-sized ATV-towed excavator will be used as a first pass exploration tool in more remote areas.

Considering the significance of the 2021 till survey results, the Company intends to expand the survey area to cover the remainder of the Muus Property. Timing will be dependent on early results of the various 2022 exploration programs and availability of specialized crew.

All the exploration programs are designed to refine and confirm gold targets across the Muus Property and a diamond drilling campaign will then be designed to test those targets and accelerate significant gold discoveries.

5.0 Q4 2021 HIGHLIGHTS

5.1 TECHNICAL HIGHLIGHTS

Highlights of the Company's activities for the year ended December 31, 2021 and the subsequent period up to the date of this MD&A are as follows:

- **Blue Thunder Initiates 2021 Field Program:** On May 26, 2021, the Company announced the commencement of its 2021 field program, including 2,600 metres of drilling, a till and soil geochemical sampling program at its Fancamp, Muus and Muus-East Claim groups and property-scale 3-D modeling and targeting work.
- **Update on 2021 Field Program:** On August 17, the Company provided an update on exploration activities. Highlights include 2,500 metres of drilling completed in 12 holes, testing various targets at Muus and Fancamp, collection of 184 till samples over the Muus Claim group, and collection of 3,165 soil samples as well as excavator-based stripping and channel sampling at a number of priority target areas at the Fancamp and Muus Claim groups.

- **All field activities have been completed as of September 30:** In addition to field work previously stated, a further 209 soil samples have been collected (total of 3,374 soil samples for 2021), and several days have been spent prospecting on various areas of Muus claim block.
- As of December 31 2021, all analytical results for these programs have been received. The Company is in the process of validating the QAQC portion as well as interpreting all results.
- The geology team is currently compiling information and completing various reports. All results are scheduled to be released in early 2022.

5.2 FINANCE AND CORPORATE HIGHLIGHTS

➤ **Stock Options Granted:**

- On July 7, 2021, the Company approved the grant of stock options to Mr. Métail for the purchase of up to 500,000 common shares in the capital of the Company at an exercise price of \$0.05 per share, expiring on July 7, 2026.
- On September 27, 2021, the Company approved the grant of stock options to consultants of the Company for the purchase of up to 400,000 common shares in the capital of the Company at an exercise price of \$0.04 per share, expiring on September 27, 2023.

➤ **Change of Management:**

- Effective July 8, 2021, the Company announced that Mr. Jean François Métail had been appointed President of Blue Thunder.

6.0 OVERALL PERFORMANCE - Technical

6.1 EXPLORATION STRATEGY AND 2021 WORK PROGRAM

The Company's exploration strategy has been to build and grow a significant and strategic land position within the historical Chapais-Chibougamau mining camp at the eastern end of the Abitibi greenstone belt in the Province of Québec. Since 2017 the Company has continued to expand its exploration land position, through staking and selected land acquisitions; the Project now covers approximately 52,000 hectares. The claim groups include Muus, Fancamp, Muus East, Nisk, and Embry. It is the company's intent to evaluate and select areas with best economic potential and divest of certain land position as it sees fit.

The Company's claim groups are located adjacent to a cluster of historic gold mines, showings and new discoveries, many of which are situated along major east-west or northeast trending regional faults and deformation zones, including the Guercheville, Fancamp and Philibert-Joe Mann Deformation zones ("Chibougamau Gold District").

The Company's Project expansion over the last three years has coincided with ever increasing market interest in the area, largely driven by the ongoing exploration successes achieved by Iamgold Corporation ("Iamgold") in the Chibougamau Gold District. Most notably, on October 22, 2019, Iamgold announced a maiden Inferred Resource estimate (97Mt @ 1.0 g/t gold = 3.2Moz gold¹) for its Nelligan discovery, a project that they hold in a joint venture with Vanstar Mining Resources Inc. This followed an updated Inferred Resource estimate (1.1Mt @ 12 g/t gold = 433 Koz gold²) announced by Iamgold on April 9, 2018, for its high-grade Monster Lake gold deposit.

¹ Nelligan NI 43-101 Technical Report, Oct 22, 2019, Prepared for Iamgold Corp and Vanstar Mining Resources

² Monster Lake NI 43-101 Technical Report, Apr 9, 2018, Prepared for Iamgold Corp and Tomagold Corp

Blue Thunder's previous exploration activities have included data compilation, as well as prospecting, trenching, sampling and drilling over selected target areas. In early 2019, a high resolution, fixed-wing, airborne magnetic and VLF-EM survey was flown by Terraquest Ltd. (the "Terraquest Survey") over a portion of the Project covering 2,030 line-kilometres. In addition, in Q1 2020, the Company purchased more than 6,250 line-kilometres of helicopter-borne magnetic geophysical data that was completed in late 2019 over various parts of the Project.

In Q3 and Q4 of 2020, the Company completed trenching as well as fourteen diamond drill holes (2,808 metres) on the Fancamp Claim group designed to confirm and possibly expand gold-mineralized zones discovered by previous companies at the A-, B- and D-zones (See January 20, 2021 news release for more details).

In Q4 2020, the Company prioritized three areas for follow-on exploration and diamond drilling on the Company's Muus Claim group. Two of these areas, the Lac des Vents and Lac Bernard grids are located along the Guercheville Deformation Zone, which is host to Iamgold's Nelligan discovery, whereas the third target, the Lac Cowan grid, occurs along the Philibert-Joe Mann Deformation zone. IP/resistivity surveys were completed at Lac Bernard and Lac Cowan and an historical survey was re-interpreted at Lac des Vents to fine-tune drill targets (See November 12, 2020 news release for more details). This was followed by 1,278 metres of drilling in six holes (See March 3, 2021 news release for more details).

In Q1 2021, the Company commissioned Geosig Inc. of Quebec City, Quebec to complete a 10.5 line-kilometre IP survey over the Tectonic Grid³, located on the South-West portion of its Muus Claim group, targeting "Nelligan-style" sedimentary-hosted gold mineralization. The objective of the IP survey was to identify new conductors, potentially associated with gold and/or base metal sulphide mineralization. In all, seven IP anomalies were identified, each with a roughly east-west trend and most with strong and very well-defined IP responses. Several of the IP anomalies remain open to the east and west and may be drill tested during the Company's Summer 2021 exploration program.

In preparation for the Summer 2021 exploration program, the Company completed a \$2.4 million financing in Q4 2020. Exploration activities including till and soil sampling surveys, property scale 3-D modeling and targeting, regional prospecting, mapping and trenching as well as core drilling, commenced in May, as part of the 2021 exploration program.

6.2 EXPLORATION AND EVALUATION ASSETS

Pursuant to the Company's accounting policy for exploration and evaluation assets, upon acquiring the legal right to explore a mineral property (exploration and evaluation assets), all direct costs related to the acquisition of a mineral property are capitalized.

The following table illustrates the Company's exploration and evaluation assets:

Balance, December 31, 2019	\$515,000
Acquisition of additional mining claims	432,977
Balance, December 31, 2020	\$947,977
Acquisition of additional mining claims	27,500
Balance, December 31, 2021	\$975,477

³ The Tectonic Grid occurs within a block of forty-seven (47) claims optioned from Ressources Tectonic Inc., in which the Company has an option to earn a 100% interest

6.3 EXPLORATION AND EVALUATION EXPENDITURES

Pursuant to the Company's accounting policy for exploration and evaluation expenditures, BTMI expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include property option payments that are made at the discretion of the Company, and evaluation activities.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

Exploration and evaluation expenditures are capitalized if the Company can demonstrate that these expenditures meet the criteria of an identifiable intangible asset.

Following is a table illustrating exploration and evaluation expenditures incurred during the years ended December 31, 2021 and 2020:

Years ended December 31,	2021	2020
Geology/Field		
Drilling (including supplies and logistics expenses)	\$363,352	\$413,338
Assays	475,160	176,170
Consulting (contract geologists and other technical specialists)	391,311	602,705
Camp, field expenses (including geochemistry and geophysics)	315,896	525,245
Claim maintenance	149,778	53,517
Travel, transportation	47,369	31,928
Financial/Administrative Support		
Other (includes CSR, Environment, G&A, insurance, legal etc.)	292,425	34,396
	\$2,035,290	\$1,837,299

6.4 OVERALL PERFORMANCE - Financial

The Company is currently engaged in mineral exploration in Québec, Canada. The Company's exploration activities are at an early stage, and it has not yet been determined whether its properties contain economically recoverable material. As a result, the Company has no current sources of revenue other than interest earned on cash which is derived from issuances of share capital. There are no known deposits of minerals on any of the mineral exploration properties of the Company and any planned activities of the Company consist of exploratory searches for minerals.

6.5 SELECTED FINANCIAL INFORMATION

As at	December 31, 2021	December 31, 2020
	\$	\$
Total assets	3,291,923	4,290,489
Total liabilities	818,770	1,012,804
Exploration and evaluation assets	975,477	947,977
Three months ended	December 31, 2021	December 31, 2020
	\$	\$
Exploration and evaluation expenditures	274,151	582,762
G&A	241,904	249,503
Net loss for the year	376,858	582,373
Loss per share – basic and diluted	\$0.00	\$0.01
Interest income	(80)	(733)
Year ended	December 31, 2021	December 31, 2020
	\$	\$
Exploration and evaluation expenditures	2,035,290	1,837,299
G&A	890,223	1,039,069
Net loss for the year	2,296,334	3,009,553
Loss per share – basic and diluted	\$0.02	\$0.05
Interest income	(3,954)	(2,475)

6.6 QUARTERLY RESULTS

Three-month Period Ended December 31, 2021 compared to December 31, 2020

The net loss for the three-month period ended December 31, 2021 was \$376,858 (2020 - \$582,373), a decrease of \$205,516. The Company completed its 2021 field exploration program in Q3/2021.

For the three months ended December 31, 2021, total general and administrative expenses (“G&A”) are relatively consistent, period over period, and decreased from \$249,503 in Q4/2020 to \$241,904 in Q4/2021. Office and general expenses of \$126,213 in Q4/2021 represents an increase of \$86,142 compared to Q4/2020 of \$40,071, mainly due to BTMI management’s efforts during Q4/2021 on promotional and investor relations activities in order to generate interest in the Company and complete its non-brokered private placement financing which closed in December 2021. In Q4/2021, management and consulting fees were \$19,431 lower (\$77,075 versus \$96,506) compared to the prior year comparative period. Professional fees in 2020 of \$53,555 were incurred for regulatory, legal and accounting fees leading up to the financing completed in Q4/2020. This is compared to \$10,422 in Q4/2021, which were related to routine regulatory, audit, and legal fees.

Exploration and evaluation expenses (“E&E”) were significantly lower in Q4/2021 compared to Q4/2020 (\$274,151 versus \$582,762) however, year to date, exploration expenditures were 11% higher in 2021 mainly due to higher laboratory analysis and other financial/administrative support costs. The Company’s field exploration program was completed early in Q3/2021. As such, drilling costs amounted to \$nil in Q4/2021 at

the Company's Muus and Fancamp claim groups, while in the prior year comparative quarter, the Company spent \$194,970 on drilling work. Assay work done to analyze the till samples taken during the 2021 field program resulted in expenditures of \$128,653 in the current quarter compared to \$127,696 in Q4/2020. In the current quarter, camp and field expenses of \$9,391 related to the wrap-up of the field program. This is compared to \$28,845 incurred in Q4/2020. Travel and transportation expenses decreased significantly in Q4/2021 at \$3,272, versus \$11,246 being incurred during the three months ended December 31, 2020 related to the cost of geologists and consultants to travel to and from the camp and project site. Other expenses of \$6,770 incurred in Q4/2021 related to insurance, software subscriptions, equipment rentals, and other project-related administrative costs compared to \$8,511 expensed in Q4/2020.

Year Ended December 31, 2021 compared to December 31, 2020

The net loss for the year ended December 31, 2021 was \$2,296,334 (2020 - \$3,009,553), a decrease of \$713,219 over the prior year. In the prior year, the higher loss is mainly due to general and administrative expenses of \$1,039,069 and the qualifying transaction completed in February 2020 of \$596,448, which represents the excess of purchase price over the fair value of assets acquired. Shares issued for the acquisition were valued at \$1,121,448 while the only asset acquired was cash of \$525,000. The difference was then recorded as an expense to the statement of loss and comprehensive loss. That difference, year-over-year, is offset by the increased flow-through share premium recorded during the year ended December 31, 2021 of \$625,225 vs \$460,788 recognized during the year ended December 31, 2020.

For the year ended December 31, 2021, total G&A expenses decreased by \$148,846. Management changes and additional staff hired in 2021 comprised roughly 43% of the year's expense (\$387,287 of \$894,458) of total G&A. Professional fees declined by \$182,151 as legal, accounting, and other professional fees of \$258,467 were incurred related to activity leading up to and including the completion of the Qualifying Transaction in 2020. This is compared to \$76,316 in the current year. Share-based compensation of \$72,017 was recorded for options that vested during the year ended December 31, 2021, while \$243,810 was expensed for options granted in the prior year.

Exploration expenses were approximately 11% higher in the year ended December 31, 2021 (\$2,035,290 versus \$1,837,299 in 2020), due to the costs incurred for the 2021 field program. The Company drilled 2,522 metres in 2021, in 12 holes, and completed an IP survey to identify additional targets. Drilling costs accounted for \$363,352 of total exploration expenses for 2021 vs. \$413,338 spent during 2020. \$475,160 was incurred during the year ended December 31, 2021 for assays and laboratory analysis of till samples compared to \$176,170 in 2020. Camp expenses, field labour, and field supplies cost \$315,896 for the 2021 field program vs. \$525,245 incurred in 2020. Prior year expenditures include \$320,000 for the acquisition of strategic exploration data with respect to certain claims of the Company's Muus and Nisk claim groups. An additional \$391,310 (2020 - \$602,705) was expended for geologists and other technical specialists essential to the planning and execution of the 2021 field program on the Company's Muus and Fancamp claim groups. Program administration costs, such as geological software subscriptions, insurance, equipment rentals, and other costs totaled \$292,425 for the current year compared to \$34,396 in 2020.

If flow-through shares are issued at a premium to the market share price, a liability is recognized for the excess amount paid. As exploration work is carried out, the Company reduces its flow-through spending commitment (and liability) for the amount of eligible expenditures (as defined by the Income Tax Act) incurred and derecognizes the original flow-through premium liability. Through this mechanism, during the year ended December 31, 2021, a premium of \$625,225 (December 31, 2020 – \$460,788) was recovered and recognized as other income on the Statement of Loss and Comprehensive Loss for the year.

The following table sets out selected quarterly results of the Company for the eight quarters prior to the effective date of this report. The information contained herein is drawn from the quarterly, consolidated

financial statements of the Company:

	2021			
	December 31	September 30	June 30	March 31
	\$	\$	\$	\$
Revenue	80	744	2,057	1,073
Working capital	1,497,676	450,966	1,024,508	1,857,895
Exploration and evaluation assets	975,477	975,477	975,477	960,477
Operating expenses	516,055	722,957	1,110,247	576,254
Net loss for the period	376,858	597,421	847,359	474,696
Net loss per share ⁽¹⁾	0.00	0.01	0.01	0.00

	2020			
	December 31	September 30	June 30	March 31
	\$	\$	\$	\$
Revenue	733	750	—	992
Working capital (deficiency)	2,329,708	1,340,433	1,731,074	623,165
Exploration and evaluation assets	947,977	943,871	943,776	515,000
Operating expenses	832,265	1,022,113	724,614	297,376
Net loss for the period	582,373	824,516	714,378	888,286
Net loss per share ⁽¹⁾	0.01	0.01	0.01	0.02

Notes:

(1) Net loss per share on a diluted basis is the same as basic net loss per share. Diluted loss per share did not include the effect of stock options and warrants as they were anti-dilutive.

6.7 CASH FLOW ANALYSIS

Year ended December 31,	2021	2020
Net cash (used in) provided by:		
Operating activities	\$(3,020,195)	\$(2,416,168)
Investing activities	(17,500)	(10,265)
Financing activities	1,582,285	5,118,952
Increase (decrease) in cash	(1,455,410)	2,692,519
Cash, beginning of year	3,088,695	396,176
Cash, end of year	\$1,633,285	\$3,088,695

Net cash used in operating activities during the year ended December 31, 2021 was \$3,020,195. The principal components of the spending are described above.

The Company used cash in investing activities of \$17,500 during the year ended December 31, 2021 compared to \$10,265 in 2020. The 2021 payment was related to an acquisition of four claims from a private vendor.

During the year ended December 31, 2021, the Company completed financings for net proceeds of \$1,582,285 and received proceeds from options exercised in 2021 of \$100. During the year ended December 31, 2020, the Company completed financings for net proceeds of \$4,562,077, acquired \$525,000 cash through the Qualifying Transaction, and 319,486 stock options were exercised for proceeds of \$31,875.

6.8 RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT EXPENSE

Related parties as defined by IAS 24 - *Related Party Disclosures* include members of the Board of Directors, key management personnel, and any companies controlled by these individuals. Key management personnel include those persons having authority and responsibility for planning, directing, and controlling activities of the Company being directors and executive management, comprising of the Chief Executive Officer and the Chief Financial Officer.

The transactions noted below are in the normal course of business and approved by the Board of Directors in strict adherence to conflict-of-interest laws and regulations.

Remuneration of directors and key management personnel, of the Company was as follows:

Years ended December 31,	2021	2020
Consulting fees – general and administrative expenses	\$364,787	\$316,250
Consulting fees – exploration and evaluation expenditures	90,000	217,167
Share-based compensation	58,781	200,197
	\$513,568	\$733,614

Consulting fees included in general and administrative expenses include amounts paid to Grove Corporate Services Ltd., a private company through which the services of the CFO and Corporate Secretary are provided.

As at December 31, 2021, a total of \$212,358 (December 31, 2020 - \$13,044) was owed to officers, directors and companies controlled by officers and directors. These amounts are unsecured, non-interest-bearing, with no fixed terms of repayment.

7.0 LIQUIDITY AND EQUITY TRANSACTIONS

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. During the year ended December 31, 2021 Management relied on the funds raised in Q2/2020 and Q4/2020 to meet the Company's exploration expenditures and corporate costs. At December 31, 2021, the Company had cash of \$1,633,285 (December 31, 2020 - \$3,088,695) to settle current liabilities of \$818,770 (December 31, 2020 - \$1,012,804). Current liabilities include a flow-through share liability of \$199,952 (2020 - \$652,677) which does not get settled by cash. Instead, this balance is amortized (decreased) against qualifying flow-through expenditures which are required to be incurred before December 31, 2023 (see 14.0 – COMMITMENTS AND CONTINGENCIES, *Flow-Through Shares Expenditure Commitment*). All of the Company's financial liabilities have contractual maturities of less than 30 days.

As at December 31, 2021, the Company had working capital of \$1,497,676 compared to \$2,329,708 at December 31, 2020. The Company has no revenue from operations and is dependent on financings for working capital.

BTMI's cash is held in cash balances. The Company's current policy is to invest excess cash in high yield savings accounts and guaranteed investment certificates issued by a recognized Canadian chartered bank. The Company periodically monitors the investments it makes and the creditworthiness of the bank where the investments are held. As a result, Management believes the Company's exposure to interest rate risk is minimal. The Company held no investments at December 31, 2021 and 2020.

On January 28, 2021, 250,000 stock options were granted to a recently appointed director of the Company at an exercise price of \$0.10 per share, expiring on January 27, 2026. The options vest as to one half on the date of grant, and one half on the first anniversary of the date of grant.

On March 18, 2021, 285,000 stock options were granted to consultants of the Company at an exercise price of \$0.10 per share, expiring on March 18, 2026. Of the options granted, 35,000 vest as to one half on the date of grant, and one half on the first anniversary of the date of grant. The remaining 250,000 vest as to one quarter as of June 18, 2021, one quarter on September 18, 2021, one quarter on December 18, 2021, and one quarter on March 18, 2022.

On June 2, 2021, 250,000 stock options were granted to an officer of the Company at an exercise price of \$0.055 per share, expiring on June 2, 2026. The options vest as to one half on the date of grant, and one-half on the six-month anniversary of the date of grant.

On July 7, 2021, the Company's Board of Directors granted 500,000 stock options to an officer of the Company at an exercise price of \$0.05 per share, expiring on July 7, 2026. The options vest as to one half on the date of grant, and one half on the first anniversary of the date of grant.

On September 27, 2021, the Company's Board of Directors granted 400,000 stock options to consultants of the Company at an exercise price of \$0.04 per share, expiring on September 27, 2023. The options vest as to one quarter every three months, starting three months from the date of grant.

On January 7, 2022, 4,375,000 options were granted to directors, officers, and consultants of the Company with an exercise price of \$0.05 and term to expiry of 5 years.

The exercise of stock options can contribute to the Company's working capital but there is no guarantee that the options will be exercised.

Flow-Through Share Premium Liability

The following is a continuity schedule of the liability related to flow-through share issuances:

Balance, December 31, 2019	\$38,395
Liability incurred on flow-through shares issued	1,075,070
Flow-through share premium recognized	(460,788)
Balance, December 31, 2020	\$652,677
Liability incurred on flow-through shares issued	172,500
Flow-through share premium recognized	(625,225)
Balance, December 31, 2021	\$199,952

The flow-through common shares (defined below) issued in the private placements completed during the year ended December 31, 2020 were issued at a premium to the estimated price of a regular common share, in recognition of the tax benefits accruing to subscribers. The flow-through share premium for these private placements was calculated to be \$1,075,070. The flow-through share premium for private placements completed during the year ended December 31, 2021 was estimated to be \$172,500.

The flow-through share premium is derecognized through income as eligible exploration expenditures are incurred.

7.1 WORKING CAPITAL RESOURCES

Management believes it has sufficient capital to meet the ongoing exploration and corporate costs for 2021 however, additional financings may be required to fund future exploration and for working capital purposes, depending on the exploration results.

Most of the Company's requirements for capital to maintain its ownership level in its properties, as well as pay for exploration expenditures and administrative expenses have been met through the completion of private placements and the exercise of stock options and warrants. Typically, these monies have come from institutional and high net worth investors and the amounts raised have been a function of the level of market interest in the junior resource industry as well as the general level of interest in the equity and mineral commodity markets. The Company will have to rely on further equity financings in order to maintain an adequate liquidity base with which to support its general operations and exploration and development mandate.

The mineral exploration business is risky, and most exploration projects do not become mines. The Company may offer other mining companies the opportunity to acquire interests in any of its properties in return for funding by such companies of all or part of the exploration and development of such properties. For the funding of any property acquisitions or exploration conducted by the Company, the Company depends on the issue of shares from treasury to investors. Such financing will depend, in turn, on various factors, such as a positive mineral exploration climate, positive stock market conditions, the Company's track record and the experience of management. If such financing is unavailable for any reason, the Company may become unable to retain its mineral interests and carry out its business plan.

8.0 OFF-BALANCE SHEET ARRANGEMENTS

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

9.0 PROPOSED TRANSACTION

The Company has no proposed transactions pending, however similar to other mineral exploration companies, Management does, from time to time, evaluate opportunities that may result in expanding the Company's portfolio of assets.

10.0 CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES, AND ASSUMPTIONS

Management makes judgements in its process of applying the Company's accounting policies in the preparation of its Annual Financial Statements. In addition, the preparation of financial data requires that Management makes assumptions and estimates of effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

Management of the Company applies assumptions and makes judgements in determining the recoverability of other receivables, assets' carrying values and impairment charges, fair values of warrants and options, income tax recovery and deferred tax assets, and restoration, rehabilitation and environmental obligations.

For additional details, the critical judgments, estimates and assumptions applied in the preparation of the Company's Annual Financial Statements are reflected in note 3 of the Company's Annual Financial Statements for the years ended December 31, 2021 and 2020.

11.0 ADOPTION OF NEW ACCOUNTING STANDARDS NOT YET EFFECTIVE

Basis of consolidation and presentation

The Consolidated Financial Statements incorporate the accounts of Blue Thunder Mining Inc. and Platform Eight Capital Corp., from February 12, 2020.

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are deconsolidated from the date control ceases. The Consolidated Financial Statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

New Accounting Standards Issued and Effective for the Year Ended December 31, 2022

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

IAS 1 – Disclosure of Accounting Policies ("IAS 1") was amended in February 2021 with the intention of helping preparers decide which accounting policies to disclose in their financial statements. The amendments are effective for annual periods beginning on or after January 1, 2023.

IAS 8 – In February 2021, the IASB issued 'Definition of Accounting Estimates' to help entities distinguish between accounting policies and accounting estimates. The amendments are effective for year ends beginning on or after January 1, 2023.

IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets ("IAS 37") was amended. The amendments clarify that when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e. a full-cost approach. Such costs include both the incremental costs of the contract (i.e. costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g. contract management and supervision, or depreciation of equipment used in fulfilling the contract. The amendments are effective for annual periods beginning on January 1, 2022.

IFRS 3 – Business Combinations ("IFRS 3") was amended. The amendments introduce new exceptions to the recognition and measurement principles in IFRS 3 to ensure that the update in references to the revised conceptual framework does not change which assets and liabilities qualify for recognition in a business

combination. An acquirer should apply the definition of a liability in IAS 37 – rather than the definition in the Conceptual Framework – to determine whether a present obligation exists at the acquisition date as a result of past events. For a levy in the scope of IFRIC 21, the acquirer should apply the criteria in IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. In addition, the amendments clarify that the acquirer should not recognize a contingent asset at the acquisition date. The amendments are effective for annual periods beginning on January 1, 2022.

IFRS 10 – Consolidated Financial Statements (“IFRS 10”) and IAS 28 – Investments in Associates and Joint Ventures (“IAS 28”) were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined; however early adoption is permitted.

Additional details regarding the accounting standards applied in the preparation of the Company's Consolidated Financial Statements are reflected in note 3 of the Company's audited annual consolidated financial statements for the years ended December 31, 2021 and 2020.

12.0 CAPITAL MANAGEMENT

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis. The Company's ability to continue to carry out its planned exploration activities is uncertain and dependent upon securing additional financing.

The Company considers its capital to be comprised of share capital, warrants reserve, contributed surplus, and accumulated deficit which, at December 31, 2021, totaled \$2,473,153 (December 31, 2020 - \$3,277,685).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. The Company's capital management objectives, policies and processes have remained significantly unchanged during the years ended December 31, 2021 and 2020.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSXV which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of December 31, 2021, the Company believes it is compliant with the policies of the TSXV.

13.0 SHARE CAPITAL

Activity in the Company's equity accounts is more fully described in notes 9 to 11 of the Financial Statements for the year ended December 31, 2021.

There were 140,546,154 common shares outstanding as of December 31, 2021, and the issued share capital was \$7,151,991. Changes in issued share capital during the years ended December 31, 2021 and 2020 were as follows:

	Number of Common Shares	Amount
Balance, December 31, 2019	38,846,840	\$1,109,699
Private placements	44,371,902	4,951,947
Less: share issue costs	—	(552,652)
Warrants	—	(360,584)
Flow-through share premium	—	(1,075,070)
Shares issued on Qualifying Transaction	9,604,068	1,062,444
Shares issued as consideration	1,150,307	150,000
Shares issued for property acquisition	4,614,436	438,871
Shares issued for data purchase agreement	3,200,000	320,000
Shares issued for the exercise of stock options	818,851	74,034
Balance, December 31, 2020	102,606,404	\$6,118,689
Private placements	35,875,000	1,607,500
Less share issue costs	—	(97,103)
Shares issued as consideration	1,863,750	55,324
Warrants issued	—	(370,083)
Flow-through share premium	—	(172,500)
Shares issued for property acquisition	200,000	10,000
Shares issued for the exercise of stock options	1,000	164
Balance, December 31, 2021	140,546,154	\$7,151,991

13.1 WARRANTS

The following table reflects the warrants activity during the years ended December 31, 2021 and 2020:

	Number of Warrants	Fair value on the date of issuance
Balance, December 31, 2019	3,944,664	\$145,075
Issued	11,459,565	507,207
Issued on qualifying transaction	214,162	10,972
Expired	(2,237,048)	(80,317)
Balance, December 31, 2020	13,381,343	\$582,937
Issued	37,471,000	386,547
Expired	(3,015,952)	(118,335)
Balance, December 31, 2021	47,836,391	\$851,149

The following table reflects the warrants issued and outstanding as of December 31, 2021:

Exercise Price	Number of Warrants Outstanding	Weighted Average Remaining Contractual Life - Years	Expiry Date
\$0.1000	1,069,756	0.75	June 30, 2022
\$0.1500	4,688,830	0.75	June 30, 2022
\$0.1000	176,400	0.79	July 15, 2022
\$0.1500	1,560,000	0.79	July 15, 2022
\$0.1100	1,520,405	1.19	December 10, 2022
\$0.1500	1,350,000	1.19	December 10, 2022
\$0.0700	37,471,000	3.00	December 29, 2024
\$0.0850	47,836,391	2.48	

The weighted average exercise price at December 31, 2021 is \$0.0850 (December 31, 2020 - \$0.1448). The weighted average remaining life at December 31, 2021 is 2.48 years (December 31, 2020 – 1.59 years).

13.2 STOCK OPTIONS

The following table reflects the options activity during the year ended December 31, 2021 and 2020:

	Number of Options	Weighted Average Exercise Price
Balance, December 31, 2019	4,564,090	\$0.04
Granted	2,935,000	0.12
Granted on qualifying transaction	600,000	0.10
Exercised	(818,851)	0.04
Balance, December 31, 2020	7,280,239	\$0.08
Granted	1,685,000	0.09
Forfeited	(3,347,008)	0.08
Exercised	(1,000)	0.10
Balance, December 31, 2021	5,617,231	\$0.06

The following table reflects the options outstanding as of December 31, 2021:

Exercise	Number of Options Outstanding	Weighted Average Remaining Contractual Life - Years	Number of Options Exercisable	Expiry Date
\$0.04	400,000	1.74	100,000	September 27, 2023
\$0.10	80,000	3.57	80,000	July 27, 2025
\$0.14	900,000	3.60	900,000	August 6, 2025
\$0.10	250,000	4.08	125,000	January 27, 2026
\$0.10	284,000	4.21	204,000	March 18, 2026
\$0.055	250,000	4.42	250,000	June 2, 2026
\$0.05	500,000	4.52	250,000	July 7, 2026
\$0.04	2,953,231	6.45	2,953,231	June 11, 2028
	5,617,231		4,862,231	

14.0 COMMITMENTS AND CONTINGENCIES

Environmental Contingencies

The Company's mining and exploration activities are subject to various federal, provincial and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Flow-Through Shares Expenditure Commitment

Pursuant to the terms of a flow-through share agreement, the Company is in the process of complying with its flow-through contractual obligations to subscribers with respect to the Income Tax Act (Canada) requirements for flow-through shares. Under regular rules, all proceeds raised through the issuance of flow-through shares would have to be spent on Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) by December 31, 2021, arising from the flow-through share offerings completed during 2020. On July 24, 2020, the Government of Canada announced its proposal to assist flow-through share issuers due to the impacts of COVID-19, by extending the timelines for spending the capital raised through the issuance of flow-through securities by 12 months. The Company has until December 31, 2022 to comply with its spending commitments for flow-through shares issued in 2020, and 2021. As at December 31, 2021, the Company has a flow-through expenditure obligation of approximately \$1,255,187. The Company has indemnified the subscribers of the flow-through shares for taxable amounts that may become due if the Company does not complete its contractual obligations related to the flow-through shares.

Management Contracts

Management contracts: the Company is party to certain contracts. The Company is also committed to minimum payments upon termination of approximately \$20,925 pursuant to the terms of these contracts as of December 31, 2021.

General

The Company may be subject to various claims, lawsuits and other complaints arising in the ordinary course of business. The Company records provisions for losses when claims become probable, and the amounts are estimable.

COVID-19

In March 2020, the World Health Organization declared a global pandemic related to COVID-19. Its impact on global economies has been far-reaching and business around the world are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. Global stock markets have also experienced high volatility and significant movement. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions. There is significant ongoing uncertainty surrounding COVID-19 and the extent and duration of the impacts that it may have on the Company's financial position and results, exploration activities, workers, partners, consultants, suppliers and on global financial markets. Considerable protocols have been implemented by the Company in order to continue operating in a safe manner. During 2021, the Company was able to continue with its operations.

15.0 OUTSTANDING SHARE DATA

As at	Common Shares	Warrants	Stock Options	Fully Diluted
December 31, 2020	102,606,404	13,381,343	7,280,239	123,267,986
December 31, 2021	140,546,154	47,836,391	5,617,231	193,999,776
April 25, 2021	140,546,154	47,836,391	9,992,231	198,374,776

16.0 RISKS

An investment in the securities of the Company is highly speculative and involves numerous and significant risks and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors described below.

- *Exploration Stage Company and Exploration Risks*

The Company is a junior resource company focused primarily on the acquisition and exploration of mineral properties located in Canada. The properties of the Company have no established reserves. There is no assurance that any of the projects can be mined profitably. Accordingly, it is not assured that the Company will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of the Company will be dependent upon developing and commercially mining an economic deposit of minerals, which in itself is subject to numerous risk factors. The exploration and development of mineral deposits involve a high degree of financial risk over a significant period of time that even a combination of management's careful evaluation, experience and knowledge may not eliminate. While discovery of ore-bearing structures may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to

construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration, development and production programs of the Company will result in profitable commercial mining operations. The profitability of the Company's operations will be, in part, directly related to the cost and success of its exploration and development programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves that are sufficient to commercially mine some of the Company's properties and to construct complete and install mining and processing facilities on those properties that are actually mined and developed.

- *No History of Profitability*

The Company is an exploration stage company with no history of profitability. There can be no assurance that the operations of the Company will be profitable in the future. The Company has limited financial resources and will require additional financing to further explore, develop, acquire, retain and engage in commercial production on its property interests and, if financing is unavailable for any reason, the Company may become unable to acquire and retain its mineral concessions and carry out its business plan.

- *Government Regulations*

The Company's exploration operations are subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labor standards. In order for the Company to carry out its mining activities, its exploitation must be kept current. There is no guarantee that the Company's exploitation will be extended or that new exploitation will be granted. In addition, such exploitation could be changed and there can be no assurances that any application to renew any existing will be approved. The Company may be required to contribute to the cost of providing the required infrastructure to facilitate the development of its properties. The Company will also have to obtain and comply with permits and that may contain specific conditions concerning operating procedures, water use, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that the Company will be able to comply with any such conditions.

- *Market Fluctuation and Commercial Quantities*

The market for minerals is influenced by many factors beyond the control of the Company such as changing production costs, the supply and demand for minerals, the rate of inflation, the inventory of mineral producing companies, the international economic and political environment, changes in international investment patterns, global or regional consumption patterns, costs of substitutes, currency availability and exchange rates, interest rates, speculative activities in connection with minerals, and increased production due to improved mining and production methods. The metals industry in general is intensely competitive and there is no assurance that, even if commercial quantities and qualities of metals are discovered, a market will exist for the profitable sale of such metals. Commercial viability of precious and base metals and other mineral deposits may be affected by other factors that are beyond the Company's control including particular attributes of the deposit such as its size, quantity and quality, the cost of mining and processing, proximity to infrastructure and the availability of transportation and sources of energy, financing, government legislation and regulations including those relating to prices, taxes, royalties, land tenure, land use, import and export restrictions, exchange controls, restrictions on production, as well as environmental protection. It is impossible to assess with certainty the impact of various factors that may affect commercial viability so that any adverse combination of such factors may result in the Company not receiving an adequate return on invested capital.

- *Mining Risks and Insurance*

The Company is subject to risks normally encountered in the mining industry, such as unusual or unexpected geological formations, cave-ins or flooding. The Company may become subject to liability for pollution, damage to life or property and other hazards of mineral exploration against which it or the operator if its exploration programs cannot insure or against which it or such operator may elect not to insure because of high premium costs or other reasons. Payment of such liabilities would reduce funds available for acquisition of mineral prospects or exploration and development and would have a material adverse effect on the financial position of the Company.

- *Environmental Protection*

The mining and mineral processing industries are subject to extensive governmental regulations for the protection of the environment, including regulations relating to air and water quality, mine reclamation, solid and hazardous waste handling and disposal and the promotion of occupational health and safety, which may adversely affect the Company or require it to expend significant funds.

- *Capital Investment*

The ability of the Company to continue exploration and development of its property interests will be dependent upon its ability to raise significant additional financing. There is no assurance that adequate financing will be available to the Company or that the terms of such financing will be. Should the Company not be able to obtain such financing, its properties may be lost entirely.

- *Conflicts of Interest*

Certain of the directors and officers of the Company may also serve as directors and officers of other companies involved in base and precious metal exploration and development and consequently, the possibility of conflict exists. Any decisions made by such directors involving the Company will be made in accordance with the duties and obligations of directors to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matters in which they may have a conflict of interest.

- *Current Global Financial Conditions*

Current global financial conditions have been characterized by increased volatility, declining liquidity and the exit of a number of traditional investors from public markets. Access to public financing has been made more challenging by a global contraction of commercial and consumer credit markets. The ensuing decline in consumption has led to a marked erosion of investor confidence and risk tolerance. A major consequence/contributor to these factors may be seen in the unparalleled number of established financial institutions facing involuntary corporate reorganization, insolvency, bankruptcy and/or governmental intervention. While the most sensational of the corporate casualties have occurred in the United States, the global nature of today's economic reality has left no interrelated public market unscathed. These factors may affect the ability of the Company to obtain equity or debt financing in the future on terms favourable to the Company or at all. Any or all of these economic factors, as well as other factors not specifically identified herein, may cause a decline in asset values that could be deemed to be other than temporary, resulting in impairment losses. If such conditions continue, the Company's operations could be negatively impacted, and the trading price of its common shares may be adversely affected.

Securities of mining and mineral exploration companies, including the common shares of the Company, have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in Canada and globally, and market perceptions of the attractiveness of particular industries. The price of the securities of the Company is also significantly affected by short-term changes in commodity prices, base and precious metal prices or other mineral prices, currency exchange fluctuation and the political environment in the countries in which the Company does business.

- *Novel Coronavirus (“COVID-19”)*

In March 2020, the World Health Organization declared a global pandemic related to COVID 19. Its impact on world economies has been far-reaching and business around the world is being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, appropriate use of personal protection equipment (“PPE”), and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in and economic slowdown.

Global stock markets have also experienced high volatility and significant movement. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions.

There is significant, ongoing uncertainty surrounding COVID 19 and the extent and duration of the impacts that it may have on the Company’s financial position and results, exploration activities, workers, partners, consultants, suppliers and on global financial markets. However, this year’s exploration program has commenced and considerable protocols have been implemented by the Company in order to conduct Blue Thunder’s summer field program in a safe manner.

17.0 QUALIFIED PERSON

The Company’s disclosure of a technical or scientific nature in this Report has been reviewed and approved by John Langton (M.Sc., P.Geol.), a Qualified Person (“QP”) as defined in National Instrument 43-101, “Standards of Disclosure for Mineral Projects”.

18.0 APPROVAL

The Board of Directors of the Company has approved these Consolidated Financial Statements and the disclosures contained in this Management’s Discussion and Analysis.

19.0 FURTHER INFORMATION

Additional information relating to the Company can be found on the Company’s website at www.bluethundermining.com or on SEDAR at www.sedar.com.