MURCHISON MINERALS LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2022

This Management's Discussion and Analysis ("MD&A") is intended to supplement the consolidated financial statements and notes of Murchison Minerals Ltd. (the "Company" or "Murchison") for the year ended December 31, 2022 with comparatives for the same period a year earlier. The consolidated financial statements including comparative figures have been prepared by the Company in accordance with International Financial Reporting Standards ("IFRS") applicable to preparation of financial statements. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and accompanying notes for the year ended December 31, 2022, which are available on the Company's website (www.murchisonminerals.com). This MD&A covers the most recently completed financial year end and the subsequent period up to April 10, 2023. The information is presented in Canadian dollars unless stated otherwise.

OVERALL PERFORMANCE

Description of Business

Murchison is a Canadian-based exploration company focused on nickel-copper-cobalt exploration at the 100%-owned Haut-Plateau Manicouagan ("HPM") project in Quebec and the exploration and development of the 100%-owned Brabant-McKenzie VMS zinc-copper-silver deposit (the "Deposit") located on the Brabant McKenzie project ("BMK") in north-central Saskatchewan. The Company expects to acquire additional properties as attractive opportunities are identified. The Company does not have any projects that generate revenue at this time. The Company's ability to carry out its business plan in the future rests entirely on its ability to secure equity and other financings or realize cash from the sale of assets.

Trends

The financing, exploration and development of any properties the Company holds or may acquire in the future will be subject to a number of factors including the commodity prices for minerals, applicable laws and regulations, political conditions, currency fluctuations, the hiring of qualified people, and obtaining necessary services in jurisdictions where the Company operates. The current trends relating to these factors could change at any time and negatively affect the Company's operations and business. Apart from these, the risk factors noted under the heading "Uncertainties and Risk Factors" and "Forward Looking Statement" included in this MD&A, management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

OUTLOOK

Murchison considers the entire 648 km^2 land package at HPM highly prospective to host additional nickel-copper-cobalt mineralization, particularly at Barre de Fer ("BDF") and Syrah where significant mineralization has already been encountered. The HPM project continues to show tremendous promise with its numerous gossanous nickel-copper-cobalt-bearing outcrops spatially linked to airborne electro-magnetic (EM) anomalies.

The HPM property has developed into an exploration project with mining camp scale prospectivity. The Company believes that drill results at HPM speak for themselves and BDF22-002 is one of the top nickel-sulphide intersections made at a pre-resource project globally over the last several years.

The results from the 2022 drill program demonstrate the significance of the BDF zone and overall potential of the HPM project, which is clearly one of the few new emerging nickel-sulphide districts on the planet. The HPM project is developing at a time when worldwide nickel demand is slated to increase significantly over the coming years. The opportunity is compounded for Murchison by the fact there is significant pre-existing infrastructure with a maintained highway, rail, and available hydropower all within kilometres.

Those fundamentals, along with the fact the Government of Quebec is implementing a vertically integrated critical minerals strategy puts HPM at the forefront.

For 2023 on its HPM project in Quebec, Murchison is planning to follow up on last year positive drill results at the BDF zone as well as continue its prospecting activities property wide. The Company is reviewing the HPM exploration data in order to create an updated geologic model of the BDF zone. This comprehensive model includes geology, geochemistry and geophysics and will be used to streamline future exploration programs at BDF and the surrounding areas. The Company will be continuing dialogues with the Innu Takuaikan Uashat mak Mani-Utenam (ITUM) and the Government of Quebec with the objective of establishing a path forward which will be mutually beneficial to all parties.

Also for 2023, the Company will continue to advance the BMK project through comprehensive desktop studies with the objectives of; i) defining a drilling plan to optimize the BMK mineral resource focusing on expanding high-grade domains and testing open areas on strike and down dip, and ii) defining an exploration plans to test blue sky potential along the BMK trend. Also, the Company plans to engage a PhD level VMS expert geologist to complete systematic relogging of the historic BMK to further inform the geologic model to aid in future expansion and exploration.

The Company continues to expand its investor relations activities with the objective of getting wider recognition of the Company's exploration activities to current and potential investors. This is also achieved by Murchison attending several resource specific conferences and using social media.

There are no known legal, environmental or other risks that could materially affect the potential development of Company's exploration projects.

Advancing exploration at the mineral properties will require substantially more financial resources. In the past, the Corporation has been able to rely on its ability to raise financing via equity private placements. The Company will need to raise additional funds to complete its 2023 exploration plans.

Management's main objective is to advance its current projects and maximize their potential via the use of different exploration techniques available. The long-term goal remains to develop the Company's properties and achieve commercial production. The Company may enter into partnerships in order to fully exploit the production potential of its exploration assets.

MINERAL PROPERTIES – EXPLORATION ACTIVITIES

HPM PROPERTY – QUEBEC

At HPM, a VTEM airborne geophysical survey commenced on April 11, 2022 to provide full coverage over the 576 km^2 land package which included the 437 km^2 claim blocks acquired via map staking in December 2021. The initial 200-metre spaced survey was completed in early July detecting a significant number of new electromagnetic anomalies. Based on the results from the survey, the Company further expanded the claims area by an additional 72 km^2, the HPM land package was expanded to 648 km^2. An extra 980-line kilometres of VTEM survey was subsequently initiated. This additional survey was completed in early August and all results have been forwarded to Condor Consulting Inc. for a complete and comprehensive review of the data along with modelling and a detailed interpretation which is still ongoing and is expected to be completed by mid-March 2023.

The summer prospecting program started in early July and consisted of three teams of two utilizing a beep mat to detect conductive geophysical anomalies at surface. The prospecting program was concluded at the end of August and successfully located multiple new areas of sulphide mineralization which includes the Taureau, Loup and Orignal targets (see October 5, 2022 release). The prospecting program also extended surface mineralization at bothBDF and Syrah.

In early August, the Company commenced the 2022 summer HPM drill campaign. The program concluded in September and 13 holes totaling 4,316 metres were drilled. The drilling focused at BDF with 10 holes and an additional 3 holes were drilled at Syrah. All assay results have been received and subsequently released (see November 14, 2022, November 29, 2022, January 17, 2023 and February 7, 2023 releases).

The 2022 drill campaign was a major success with significant mineralization intersected in multiple holes at BDF extending the mineralization along strike and at depth. During the program, drilling encountered the most significant intercept to date with BDF22-002 intersecting 121.2 m interval at 1.36% NiEq (or 4.07% CuEq) – including 21.0 m at 3.21% NiEq (or 9.59% CuEq) (see November 29, 2022 release). Mineralization has now been intersected at BDF down to 475 m, over a strike length of 370 m and over a width of 200 m in multiple lens up individually up to 48 m thick (see January 17, 2023 release). The zone of mineralization remains open in all directions and the Company is eager to continue to expand mineralization through subsequent drill programs. Below table highlights the results from the first 2 drill holes at the BDF target.

2022 Drill Campaign Assay Results for BDF22-001 & 002

Hole		From (m)	To (m)	Length* (m)	Ni %	Cu %	Co %	NiEq. %**	CuEq. %**
BDF22-001		89.95	108	18.05	1.44	0.44	0.10	1.86	5.00
	Includes	**96.5**	**108**	**11.5**	**1.98**	**0.56**	**0.13**	**2.53**	**6.80**
	Includes	**97.8**	**105.9**	**8.1**	**2.69**	**0.69**	**0.18**	**3.41**	**9.16**
		122	132.85	10.85	0.29	0.24	0.03	0.44	1.18
		180.5	189	8.5	0.62	0.37	0.05	0.88	2.36
		196.5	219.2	22.7	0.23	0.11	0.02	0.32	0.85
		267	336.9	69.9	0.50	0.23	0.04	0.68	1.83
	Includes	**283.4**	**299.5**	**16.1**	**0.92**	**0.43**	**0.07**	**1.26**	**3.38**
BDF22-002		123.8	245	121.2	1.02	0.56	0.07	1.36	4.07
	Includes	**134.1**	**144.2**	**10.1**	**2.08**	**1.17**	**0.14**	**2.78**	**8.31**
	Includes	**152**	**196**	**44**	**1.58**	**0.71**	**0.11**	**2.05**	**6.14**
	Including	***152***	***180.8***	***28.8***	**2.21**	**0.99**	**0.15**	**2.86**	**8.55**
	Including	***152.5***	***173.5***	***21***	**2.45**	**1.22**	**0.16**	**3.21**	**9.59**
	Including	***177.05***	***180.8***	***3.75***	**2.85**	**0.57**	**0.19**	**3.45**	**10.30**
	Includes	**207.5**	**218**	**10.5**	**1.30**	**0.80**	**0.09**	**1.76**	**5.26**
		303.55	357.50	53.95	0.22	0.10	0.02	0.30	0.88

*Reported as core length, true thickness is not known. **Nickel Equivalent (NiEq) & Copper Equivalent (CuEq) values were calculated using the following USD metal prices from Sept 12, 2022: $10.84/lb Nickel, $3.63/lb Copper, and $23.56/lb Cobalt.*

The drilling at Syrah target which lies approximately 300 m to the northwest of the BDF Zone successfully intersected significant disseminated sulphide mineralization. The best intercept in hole SYR22-001 intersected 277.3 m grading 0.22% NiEq or 0.70% CuEq (see February 7, 2023 release). Mineralization intersected at Syrah confirms the presence of a large magmatic sulphide system but does not explain the conductive geophysical anomaly. The Company is confident the disseminated mineralization intersected is a key vectoring tool towards discovery of more massive to semi-massive mineralization within the target area.

The Company also completed backpack drilling on the 100% owned Lac Paradis prospect. Lac Paradis prospect is located approximately 120 km southwest of the HPM project area where claims were acquired by the Company in January of 2022. The backpack drill results confirmed nickel mineralization discovered on surface in 2003 and the area remains highly unexplored. The best result of the backpack drill core sampling was 1.55 m grading 1.43% NiEq or 4.65% CuEq including 0.37m grading 5.01% NiEq or 16.25% CuEq (see February 7, 2023 release). The Company considers the Lac Paradis prospect results encouraging and is planning additional prospecting work on the property.

BRABANT LAKE PROPERTY – SASKATCHEWAN

The Brabant Lake property is 100% owned by Murchison is strategically located along Highway 102 approximately 175 km northeast of the town of La Ronge and near major infrastructure, including grid power. The Brabant Lake property consists of the BMK VMS Deposit (the "Deposit") and multiple known mineralized showings and identified geophysical conductors over approximately 57 km strike length of favourable geological horizon, all of which remain under-explored and mostly untested. The 627 km^2 property shares geological characteristics, including similar age, with the Flin Flon and Lynn Lake volcanogenic massive sulphide (VMS) mining camps in Manitoba.

The BMK deposit currently hosts an NI 43-101 compliant resource estimate (September 4, 2018) with 2.1 Mt indicated resources at 7.08% Zn, 0.69% Cu, 0.49% Pb, 0.23 g/t Au, 39.6 g/t Ag and 7.6 Mt additional inferred resources at 4.46% Zn, 0.57% Cu, 0.19% Pb, 0.1 g/t Au, 18.42 g/t Ag. The resource utilized a 3.5% Zn Eq cut off based on metal prices of US$1.20/lb zinc, $2.50/lb copper, $1.00/lb lead, $16.00/oz silver and $1200/oz/gold, and a US$ exchange rate of $1.25. The deposit remains open in multiple directions.

Murchison has recompiled all the historic data from the project and has begun remodeling of the Deposit. The modelling has been focused on defining locations to expand the Deposit particularly at depth and along strike. The modelling work is also focused on locations to upgrade the Deposit through expansion of high-grade zones. The most recent drill program conducted at the Deposit in March 2021 intersected significant mineralization in hole BM21-004 which assayed 9.07% zinc, 0.81% copper, 0.26% lead, 0.11 g/t gold and 35.11 g/t silver over 15.35 m (80 to 95% true thickness) with the intercept approximately 50 m outside of the indicated resources and indicates significant opportunity to define additional high-grade mineralization within the core of the Deposit.

The Company has commenced a reinterpretation of all historical geophysical data collected to date. The goals of the reinterpretation will be to define new drill targets at the T2T and TOM2 targets which both have a similar geophysical response to the Deposit and are located along strike. These targets were both drill tested by a single drill hole in the winter of 2020 and results did not adequately explain the geophysical anomaly and additional drilling will be required. The reinterpretation will also focus on defining additional drill targets at the Main Lake and Betty Zone areas where VMS alteration and mineralization was intersected in 2020 and 2021 respectively. The most recent drilling at Main Lake intersected encouraging sulphide mineralization in hole ML21-002 intersecting two lens of sulphide mineralization. First interval assayed 0.84% zinc, 0.36% copper and 8.5 g/t silver over 3.59 m (149.5 to 153.15m) and includes 0.47 m of 3.6% zinc, 0.2% copper and 6.6 g/t silver. The second interval assayed 1.27% zinc, 0.03% copper, and 14.75 g/t silver over 4.08 m (176.5 to 180.59m) and includes 1.01 m of 4.71% zinc, 0.04% copper and 21.2 g/t silver. At the Betty Zone, 4 holes were completed in 2021 with the best intercept to date in hole BZ21-002 which assayed 4.40% zinc, 1.33% copper, 12.95 g/t silver from 280.73 to 281.65 m (0.92 m) including 0.42 m at 3.76% zinc, 2.40% copper, 21.70 g/t silver and 0.12 g/t gold.

BARRAUTE-LANDRIENNE PROPERTY - QUEBEC

On April 28, 2021, the Company entered into an agreement with Gestion Aline Leclerc Inc. ("GAL") granting Murchison an option to earn 100% in 75 mineral claims covering 2,377 hectares, by making payments totaling $500,000 and property expenditures of $1.0 million over a 6-year period. The first payment of

$20,000 is due on April 28, 2022. GAL will retain a royalty of 1% of net smelter returns (NSR) on future production. The 1% NSR can be acquired anytime by the Company for $1.0 million.

On February 3, 2023, the Company terminated the agreement to focus on its HPM and BMK projects.

Qualified Persons

The scientific and technical disclosures included in this MD&A have been reviewed by John Shmyr, P.Geo., VP Exploration, a registered member of the Professional Engineers and Geoscientists of Saskatchewan and current holder of a special authorization with the Ordre des Géologues du Québec. Mr. Shmyr is a Qualified Person as defined by National Instrument 43-101.

Access to Properties

The Company's access to its properties is dependent on climate and weather conditions. The Brabant Lake property in Saskatchewan is accessible all year round. All projects in Québec can be accessed from January to September as weather limits the activities during other times of the year.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS

The following table sets out the exploration expenses for the last two years:

	December 31, 2022	December 31, 2021
HPM, Quebec		
Drilling	$ 3,166,390	$ 1,619,833
Geology and prospecting	1,407,200	209,622
Geophysics	1,032,296	254,453
Metallurgy	4,937	-
Acquisition and staking	16,232	80,166
Tax credits	(267,873)	-
Total HPM	**$ 5,359,182**	**$ 2,164,074**
Brabant Lake, Saskatchewan		
Amortization	$ 27,794	$ 24,546
Drilling *(less government assistance)*	10,870	1,531,547
General Administrative	3,500	5,084
Geology	112,546	96,283
Geophysics	107,979	71,277
Metallurgy	-	66,451
Mineral Property & Staking	7,150	300
Total Brabant Lake	**$ 269,839**	**$ 1,795,488**
Barraute-Landrienne, Quebec		
Geology	$ 3,510	$ 39,663
Geophysics	8,728	97,430
Acquisition and staking	1,075	2,500
Option payment	20,000	-
Total Barraute-Landrienne	**$ 33,313**	**$ 139,593**
Total exploration expenses	**$ 5,662,334**	**$ 4,099,155**

RESULTS OF OPERATIONS

For the year ended December 31, 2022, the Company incurred a loss of $6,102,016 (2021 - $4,762,730). The increase of $1,339,286 is mainly related to the following factors: **1.** higher exploration expenses of $1,563,179 (2022 - $5,662,334 vs 2021 - $4,099,155) as the Company completed geophysical surveys as well as conducted prospection and a drill programs at HPM during Q2 and Q3, 2022; **2.** higher investor relations expenses of $292,993 (2022 - $464,311 vs 2021 - $171,318) related to the hire of a full-time IR manager and overall increased IR activities by the Company; **3.** Higher management fees and salaries of $188,984 (2022 - $534,201 vs 2021 - $345,217) as the Company adjusted compensation for its executive team during Q3/22, 2022 bonuses paid, combined with the Company's new CEO joining in October 2021 and that no such expense accounted for in 2021; **4.** higher non-cash share-based payments of $134,969 (2022 - $570,874 vs 2021 - $435,905) as the Company granted stock options in Q3 and Q4, 2022; **5.** higher regulatory and transfer agent expenses of $71,976 (2022 - $88,487 vs 2021 - $16,511) directly related to the Company's application to trade its common shares on the OTCQB in the United States which was completed during the first quarter of 2022; offset by **6.** higher non-cash flow-through shares premium of $921,403 (2022 - $1,321,035 vs 2021 - $399,632) as the Company recognized higher income based on the related exploration activities funded by flow-through financings and; **7.** higher interest income of $57,045 (2022 - $62,003 vs 2021 - $4,958) explained by increasing interest rates and higher cash balances in 2022.

SELECTED ANNUAL INFORMATION

The following table sets out financial performance highlights for the last three years and was prepared in accordance with IFRS.

	December 31, 2022	**December 31, 2021**	**December 31, 2020**
Interest Income	$62,003	$4,958	$3,347
Operating Expenses (1)	$6,946,339	$4,730,597	$2,238,901
Loss	$6,102,016	$4,762,730	$2,106,105
Basic and Diluted loss per share	$0.03	$0.04	$0.03
Total Assets	$2,761,244	$2,224,877	$2,228,316
Exploration Expenses	$5,662,334	$4,099,155	$1,781,549

(1) The exploration expenses are included in operating expenses and share-based payments are excluded from operating expenses.

The interest income fluctuation from year to year is the direct result of the cash balance and short-term investments available in each of the years. The timing of equity financing and ensuing exploration and operating expenses are the main factors affecting the level of cash generating interest from time to time. The variation in the interest rates also has an impact on the interest income but such variation has been significant for 2022 and minimal for 2020 and 2021. The higher loss in 2022 was directly related to the increased exploration activities at HPM during the year (2022 - $5,359,182 vs 2021 - $2,164,074). The total assets in 2022, 2021 and 2020 included $1.71 million, $1.79 million and $2.06 million in cash respectively.

SELECTED QUARTERLY RESULTS

	Fourth Quarter 2022	Third Quarter 2022	Second Quarter 2022	First Quarter 2022
	$	$	$	$
Total Assets	2,761,244	5,147,487	7,741,981	3,435,443
Current Assets	2,577,467	4,999,079	7,643,354	3,325,327
Non-current Assets	183,777	148,408	98,627	110,116
Total Liabilities	431,158	2,247,213	1,644,959	232,085
Interest Income	18,791	34,236	7,010	1,966
Loss	782,667	3,484,165	1,277,497	557,687
Loss Per Share (1)	0.00	0.02	0.00	0.01
(i) Loss per share remains the same on a diluted basis				

	Fourth Quarter 2021	Second Quarter 2021	Second Quarter 2021	First Quarter 2021
	$	$	$	$
Total Assets	2,224,877	1,390,752	1,390,752	1,750,731
Current Assets	2,111,429	1,283,008	1,283,008	1,680,207
Non-current Assets	113,448	107,744	107,744	70,524
Total Liabilities	443,164	370,157	370,157	258,682
Interest Income	1,788	1,226	1,226	1,636
Loss	2,173,753	509,351	509,351	1,267,860
Loss Per Share (1)	0.02	0.00	0.00	0.01

Due to the nature of the business, the cash balance generating interest income is subject to fluctuations from quarter to quarter. The timing of equity financing and ensuing exploration and operating expenses are the main factors affecting the level of funds invested from time to time. The variation in interest rates also has an impact on the interest income. In 2022, the Company had $62,003 of interest income mainly due to increased interest rates throughout the year by the bank of Canada which was reflected in the Company's interest bearing savings account.

In the first six months of 2022, the Company raised $6,632,495 via a private placement ($5,353,589) and the exercise of warrants ($1,278,906). During Q2/22 and Q3/22, the Company's exploration at the HPM project consisted of airborne geophysics, field reconnaissance and drilling and amounted to $5,030,188. In Q4/21, the Company raised gross proceeds of $4,000,069 via the completion of a private placement. The total liability at the end of Q4/21 included 191,896 in non-cash flow-through share liability. The loss in Q4/21 includes $1.85 million in exploration expenses. The non-current assets increase during 2021 is related to the acquisition of exploration equipment. In Q1/21, the Company completed a private placement for gross proceeds of $800,000.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2022, the Company had a cash of $1,706,952 and working capital (excluding flow-through share premium liability) of $2,167,994 (December 31, 2021 – $1,792,033 and $1,889,546, respectively). The Company's excess cash, when available, is deposited into interest-bearing accounts or invested in redeemable GICs with major Canadian chartered banks.

As at December 31, 2022, the Company had amounts receivable and prepaid expenses totaling $870,515 which included sales tax receivable of $558,810, tax credits receivable of $260,242, prepaid expenses of $44,200 and other receivable of $7,263.

During 2022, the Company acquired exploration equipment at a cost of $70,383. The Company also acquired an accommodation building in Saskatchewan at a cost of $50,000 of which $36,000 is payable in 12 monthly payments and a final lump sum of $14,000 on October 1, 2023. The purchase bears no interest. During 2021, the Company purchased an exploration vehicle in the amount of $43,586. This amount was financed via a loan bearing an annual interest rate of 7.89% and is repayable over 60 monthly payments of $881. The balance payable at December 31, 2022 was $32,264.

The December 31, 2022, consolidated financial statements were prepared in accordance with accounting principles applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge liabilities in the normal course of business. The Company's ability to continue as a going concern is always dependent on its ability to raise new funds to meet its obligations and continue its exploration activities.

Equity Financing

The Company's exploration projects are at an early stage and it has not yet been determined whether any of its properties contain economically recoverable ore. As a result, the Company has no current sources of revenue and has relied on the issuance of shares to generate the funds required to further its projects.

On June 30, 2022, the Company completed a non-brokered private placement and issued 10,166,666 units at a price of $0.09 per unit, 20,195,002 Quebec flow-through units at a price of $0.105 and 16,557,954 Charity flow-through units at a price of $0.14 for aggregate gross proceeds of CAD $5,353,589.

Each unit, Quebec flow-through unit and Charity flow-through unit was comprised of one common share of the Company and one-half of a common share purchase warrant. Each whole warrant is exercisable to acquire one additional common share at a price of $0.18 for a period of 18 months expiring December 30, 2023. In the event that, the 20-day volume weighted average price of the common shares on the TSX Venture Exchange is greater than $0.225 ($0.24 for the unit), the Company may give notice to the holders of the warrants that the expiry time of the warrants has been accelerated and the warrants will expire on the 30th business day following the date of such notice to subscribe for and purchase the number common shares of the Company set forth above on the basis of one common share at a price of $0.18 for each warrant exercised.

Finder's fees totaling $149,150 were paid under the private placement and 1,230,471 finders' warrants were issued.

Warrants

Between January 10 and February 10, 2022, 7,025,000 warrants exercisable at $0.12 and expiring on January 23 and February 13, 2022 were exercised for gross proceeds of $843,000.

Following the implementation of a warrant exercise incentive program on March 17, 2022, 10,657,550 warrants at a price of $0.12 were exercised for gross proceeds of $1,278,906. As part of the incentive program, the Company issued 5,328,775 incentive warrants exercisable at $0.18 until April 15, 2023.

In April 2022, an additional 1,351,000 warrants were exercised at $0.12 under the warrant exercise incentive program for gross proceeds of $162,120 and an additional 675,500 incentive warrants were issued.

As part of the private placement completed on June 30, 2022, 23,459,809 warrants and 1,230,471 finders' warrants were issued. Each warrant is exercisable to acquire one additional common share at a price of $0.18 for a period of 18 months expiring December 30, 2023. In the event that, the 20-day volume weighted average price of the common shares on the TSX Venture Exchange is greater than $0.225 ($0.24 for the unit), the Company may give notice to the holders of the warrants that the expiry time of the warrants has been accelerated and the warrants will expire on the 30th business day following the date of such notice to subscribe for and purchase the number common shares of the Company set forth above on the basis of one common share at a price of $0.18 for each warrant exercised.

During the period, 1,884,600 warrants expired on January 23, 2022, 100,000 expired on February 13, 2022 and 2,995,000 expired on September 5, 2022. On October 21, 2022, 15,645,235 warrants exercisable at $0.12 expired unexercised.

Stock Options

On January 24, 2022, the Company granted 200,000 stock options exercisable at $0.135 for a period of 5 years. The options are vesting over 18 months with a balance to vest of 66,667 at December 31, 2022.

On July 29, 2022, the Company granted 4,700,000 stock options exercisable at $0.09 for a period of five years. All options vested immediately.

On December 15, 2022, the Company granted 2,315,000 stock options exercisable at $0.12 for 5 years. All options vested immediately.

On January 10, 2023, 710,000 stock options exercisable at $0.19 expired unexercised

General

The Company's ability to successfully acquire mineral projects or recover amounts expended on mineral properties is conditional on its ability to secure financing when required. The Company expects to meet additional financing requirements through equity financing. The Company may seek other alternatives for financing in the future depending on market conditions and exploration results; however, there can be no assurance that such financing attempts will be successful. The impact on our business and the cost and availability of financing remain uncertain and could affect our overall liquidity.

Commitments and Obligations

Management Contracts

The Company entered into consulting agreements for the services of its key executives. Under the agreements, additional payments totalling $1,363,750 are be made upon the occurrence of a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in the consolidated financial statements. The commitment upon termination of the agreements is $366,250, in aggregate. The minimum commitment due within one year under the terms of the agreements is $678,900, in aggregate.

Property Option Agreement

On April 28, 2021, the Company optioned certain claims forming the Barraute-Landrienne property whereby Murchison can earn 100% in 75 mineral claims covering 2,377 hectares, by making payments totaling $500,000 and property expenditures of $1.0 million over a 6-year period. On February 3, 2023, the Company terminated the option agreement.

Flow-Through Indemnification

The flow-through agreements require the Company to renounce certain tax deductions for Canadian exploration expenditures incurred on the Company's mineral properties to flow-through participants. The Company indemnified the subscribers for any related tax amounts that become payable by the subscribers as a result of the Company not meeting its expenditure commitments.

Environmental

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company 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.

The Company has no long-term contractual obligations other than the loan payable as disclosed above.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

a) Remuneration of directors and the officers was as follows:

	2022	2021
Salaries and benefits	$ 544,723	$ 330,940
Share-based payments	355,305	380,250
	$ 900,028	**$ 711,190**

For the year ended December 31, 2022, the salaries and benefits amount above includes $183,323 (2021 - $144,875) for fees and bonuses invoiced by a corporation controlled by the CFO of the Company for his services and $86,400 (2021 - $138,000) for fees invoiced by the Executive Chairman (former CEO until October 11, 2021) of the Company for his services as CEO and Executive Chairman. The salaries and benefits also include $275,000 (2021 - $48,065) for fees invoiced by a corporation controlled by the CEO of the Company for his services as CEO. Included in accounts payable and accrued liabilities at December 31, 2022 is $13,325 (2021 - $5,923) owed to the CEO. The amount payable is unsecured, non-interest bearing and have no fixed terms of repayment.

b) Warrant Incentive Program
In January 2022, two directors exercised 4,187,500 warrants at a price of $0.12 for aggregate gross proceeds of $502,500. Also, as part of the warrant exercise incentive program implemented on March 17, 2022, officers and directors of the Company exercised 9,436,550 warrants at a price of $0.12 for gross proceeds of $1,132,386. As part of this incentive program, the Company issued 4,718,275 warrants to the officers and directors exercisable at $0.18 until April 15, 2023. The fair value of these incentive warrants was $75,492.

c) Private Placements
As part of the private placement completed on March 5, 2021, a director and officers of the Company subscribed for 4,150,000 units pursuant to this private placement for aggregate gross proceeds of $332,000.

As part of the private placement completed on October 21, 2021, a director and an officer of the Company acquired, in aggregate, 10,000,000 common share units and 4,863,100 flow-through units for total gross proceeds of $1,261,995.

As part of the private placement completed on June 30, 2022, a director of the Company acquired 7,944,444 common share units for total gross proceeds of $715,000 and another director acquired 142,857 flow-through units for gross proceeds of $15,000.

PROPOSED TRANSACTIONS

The Company continues to evaluate quality exploration projects and financing opportunities. There are no transactions currently pending.

CHANGES IN ACCOUNTING POLICIES

New and future accounting policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2022. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company is currently assessing the impact of these standards on the consolidated financial statements.

During the year ended December 31, 2022, the Company adopted a number of amendments and improvements of existing standards. These included amendments to IFRS 10 and IAS 37. These new standards and amendments did not have any material impact on the Company's consolidated financial statements.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company is currently assessing the impact of these standards on the consolidated financial statements.

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.

FINANCIAL INSTRUMENTS

	2022	2021
Financial assets:		
Amortized cost		
Cash and cash equivalents	$ 1,706,952	$ 1,792,033
FVPL		
Investments	-	2,584
Financial liabilities:		
Amortized cost		
Accounts payable and accrued liabilities	$ 357,895	$ 211,305
Loan payable	73,263	39,963

As of December 31, 2022 and December 31, 2021, the fair value of all the Company's financial instruments approximates the carrying value, due to their short-term nature, except as for the investment which is presented at fair value.

As at December 31, 2022, the Company's Investment on the consolidated statements of financial position was recorded at level 1 with a fair value of $nil (2021 - $2,584).

Significant accounting judgments and estimates:

The preparation of consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates.

The areas that require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to the following:

- ***Assets' carrying values and impairment charges***

  In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

- ***Income and other taxes***

  Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

  Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

  Deferred tax is provided using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

  A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

- ***Share-based payments***

  Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based non-vested share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgments used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates. The Company currently estimates the expected volatility of its common shares based on historical volatility taking into consideration the expected life of the options and warrants.

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 through enhancing the share value.

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, repurchasing outstanding 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 considers its capital to consist of equity, comprising share capital, reserves and deficit. 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 regularly updated based on its exploration and development activities. Selected information is regularly provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the years ended December 31, 2022 and 2021. The Company is not subject to any capital requirements imposed by a regulator or lending institution.

ADDITIONAL INFORMATION

Outstanding Shareholders' Equity Data
As of April 10, 2023, the following are outstanding:

• Common Shares	218,211,957
• Stock Options	20,785,000
• Warrants	30,019,054

Uncertainties and Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

In addition to the risks outlined below, Murchison has identified the extreme volatility occurring in the financial markets as a significant risk for the Company. As a result of the market turmoil, investors are moving away from assets they perceive as risky to those they perceive as less so. Companies like Murchison are considered risk assets and as mentioned above are highly speculative. The volatility in the markets and investor sentiment may make it difficult for the Company to access the capital markets to raise the funds required for its future expenditures.

Exploration, Development and Operating Risks
Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold, precious metals and other minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be

taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.

The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a mineral-bearing structure may result in substantial rewards, few properties which are explored are ultimately developed into producing mines.

Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by The Company will result in a profitable commercial mining operation. Whether a gold or other mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and quality of mineralization and proximity to infrastructure; mineral prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in The Company not receiving an adequate return on invested capital.

There is no certainty that the expenditures made by the Company towards the search and evaluation of gold or other minerals will result in discoveries of commercial quantities of gold or other minerals.

Country Risk

The Company may conduct business in jurisdictions and some countries in which the title to its properties may be uncertain or where access to infrastructure, or political stability, or security, among other things, may be unknown, or known, and prevent, or severely compromise, the Company from carrying out business. It may be that the Company accepts some or all of these risks, to the extent that they can be determined at all, in favour of acquiring properties with exceptional exploration and development potential, and may ultimately be prevented from exploring and developing those properties for any number of reasons which may, or may not, be predictable, foreseeable, or manageable.

Current Economic Conditions

There are significant uncertainties regarding the price of precious metals and other minerals and the availability of equity financing for the purposes of mineral exploration and development. The prices of precious metals and other minerals have fluctuated substantially over the past several years. The Company's future performance is largely tied to the development of its current mineral properties and the overall financial markets. Current financial markets are likely to be volatile for the remainder of the calendar year, reflecting ongoing concerns about the stability of the global economy and global growth prospects. As well, concern about global growth has led to sustained drops in the commodity markets for commodities other than gold. As a result, the Company may have difficulties raising equity financing for the purposes of mineral exploration and development, particularly without excessively diluting present shareholders of the Company. These economic trends may limit the Company's ability to develop and/or further explore its mineral property interests.

Limited Operating History

The Company has a limited history of operations, is in the early stage of exploration and must be considered a start-up company. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. It is common in new mining operations to experience unexpected problems and delays. In addition, delays in the commencement of mineral production often occur. There is no assurance that the Company will be successful in achieving a return on shareholders' investment or successfully establish mining operations and the likelihood of success must be considered in light of its early stage of operations.

Reliability of Resource Estimates

There is no certainty that any mineral resources identified in the future on any of the Company's properties will be realized. Until a deposit is actually mined and processed the quantity of mineral resources and grades must be considered as estimates only. In addition, the quantity of mineral resources may vary depending on, among other things, metal prices. Any material change in quantity of mineral resources, grade or stripping ratio may affect the economic viability of any project undertaken by the Company. In addition, there can be no assurance that gold recoveries or other metal recoveries in small-scale laboratory tests will be duplicated in a larger scale test under on-site conditions or during production.

Fluctuations in gold and other base or precious metals prices, results of drilling, metallurgical testing and production and the evaluation of studies, reports and plans subsequent to the date of any estimate may require revision of such estimate. Any material reductions in estimates of mineral resources could have a material adverse effect on the Company's results of operations and financial condition from time to time.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to The Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although the Company may in the future maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Environmental Risks and Hazards

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties.

Government approvals and permits are currently and may in the future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing its exploration or mining operations or from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Infrastructure
Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Land Title
No assurances can be given that there are no title defects affecting property or any other property interests of the Company. Title insurance generally is not available, and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. Furthermore, the Company has not conducted surveys of the claims in which it holds an interest and, therefore, the precise area and location of such claims may be in doubt. Accordingly, the Company's mineral properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties.

Competition
The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain or acquire additional attractive mining properties on terms it considers acceptable or at all. Consequently, the Company's revenues, operations and financial condition could be materially adversely affected.

Additional Capital
The development and exploration of the Company's properties will require substantial additional financing. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development or production on any or all of the Company's properties or even a loss of property interest. The primary source of funding available to the Company consists of equity financing. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company.

Commodity Prices

The price of the Company's common shares, the Company's financial results and exploration, development and mineral development activities may in the future be significantly adversely affected by declines in the price of precious metals or other minerals. The price of precious metals and other minerals fluctuates widely and is affected by numerous factors beyond the Company's control such as the sale or purchase of commodities by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, the political and economic conditions of major mineral-producing countries throughout the world, and the cost of substitutes, inventory levels and carrying charges. Future serious price declines in the market value of precious metals or other minerals could cause continued development of and commercial production from the Company's properties to be impracticable. Depending on the price of precious metals and other minerals, cash flow from mining operations may not be sufficient and the Company could be forced to discontinue production and may lose its interest in, or may be forced to sell, some of its properties. Future production from the Company's mineral exploration properties is dependent upon the prices of precious metals and other minerals being adequate to make these properties economic.

In addition to adversely affecting the Company's future resource or reserve estimates, if any, and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Government Regulation

The development and mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. In addition, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not otherwise be applied in a manner which could limit or curtail production or development in any of the jurisdictions in which the Company operates. Amendments to other current laws and regulations governing mineral exploration and development or more stringent implementation thereof could also have a substantial adverse impact on the Company.

Dividend Policy

No dividends on the common shares have been paid by the Company to date. Payment of any future dividends will be at the discretion of the Company's board of directors after taking into account many factors, including the Company's operating results, financial condition and current and anticipated cash needs.

Dilution to the Company Common Shares

As of March 8, 2023, the Company had 218,211,957 common shares and 50,804,054 convertible securities issued and outstanding. The increase in the number of securities issued and outstanding and the possibility of sales of such shares may have a depressive effect on the price of the common shares. In addition, as a result of such additional securities, the voting power of the existing shareholders in the Company will be diluted.

Key Executives

The Company is dependent on the services of key executives, including the directors of Murchison and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

Conflicts of Interest

Certain directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving Murchison should be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of Murchison and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the Canada Business Corporations Act and other applicable laws.

FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements based on the Company's current expectations. Forward-looking information can often be identified by forward looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance.

These forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those presented in this document. Accordingly, the Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change, unless required by law. Readers are cautioned not to place undue reliance on forward-looking information.