

CASSIUS VENTURES LTD.

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

The MD&A of Cassius Ventures Ltd. (the "Company") has been prepared by management in respect of the year ended October 31, 2022, and should be read in conjunction with the annual audited financial statements as of October 31, 2022 and related notes thereto of the Company. The Company reports its financial statements in accordance with International Financial Reporting Standards ("IFRS"). All figures are reported in Canadian dollars unless otherwise indicated.

Certain information included in this discussion may constitute forward looking statements. Forward looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different from those expressed or implied. The effective date of this report is February 23, 2023.

Description of Business

The Company is an exploration stage company focused on acquiring exploration and/or development stage mineral properties for the purposes of further exploration and development. The Company was incorporated on February 23, 2007 by Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act of British Columbia under the name "Cassius Ventures Ltd.". The Company currently trades on the NEX Board of the TSX Venture exchange under the symbol "CZ.H".

The Company continues its pursuit of a viable property of merit in conjunction with a financing to support the exploration or development of such a property.

Liquidity & Capital Resources

The financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company has yet to generate any revenues from operations and as at October 31, 2022, had an accumulated deficit of \$6,649,144 and a working capital deficit of \$380,066.

The Company's working capital deficit currently limits the Company's ability to fund significant capital expenditures and operations. These conditions, along with other factors indicate the existence of material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern.

The continuation of the Company as a going concern is dependent on securing additional funding through equity or debt financing to (a) settle existing liabilities, (b) locate a property of merit to explore and develop and (c) support corporate overhead. Although management is of the opinion that sufficient working capital will be obtained to meet the Company's liabilities and commitments as they become due, either through the issuance of promissory notes or an equity financing, there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company as market conditions have limited the availability of funds. In the event the Company is unable to arrange necessary financing, the Company may be forced to cease operations.

In the meantime, management have undertaken measures to mitigate ongoing expenditures, including waiving compensation accrued to management over the last 6 years and reducing other overhead costs as required. Ongoing costs are currently expected to be funded through the issuance of either promissory notes or securities of the Company.

Promissory Notes

As at October 31, 2022 the Company had outstanding promissory notes totaling \$221,100 (October 31, 2021 - \$203,100). The promissory notes bear interest at 7% per annum, are unsecured, and payable on demand.

Interest incurred on the promissory notes for the year ended October 31, 2022 totaled \$15,083 (2021 - \$13,319) of which \$6,672 (2021 - \$6,086) has been recorded in accounts payable and accrued liabilities and \$8,411 (2021-\$7,233) has been recorded in amounts due to related parties.

Overall Performance

The following discussion of the Company's financial performance is based on the audited financial statements for the year ended October 31, 2022.

At October 31, 2022, the Company had total assets of \$1,649 (October 31, 2021 - \$2,085), comprising cash of \$218 (October 31, 2021 - \$626), prepaid expenses of \$833 (October 31, 2021 - \$833), and amounts receivable of \$598 (October 31, 2021 - \$626). The decrease in cash represents cash used for operating activities comprising regulatory compliance and listing fees, transfer agent fees as well as ancillary office costs which was partially offset by \$18,000 of proceeds received during the year from additional promissory notes issued, including \$12,000 from related parties. Prepaid expenses represent fees paid to maintain its listing on the NEX Board of the TSX Venture Exchange.

Shareholders' deficit comprises share capital of \$5,968,027 (October 31, 2021 - \$5,968,027), contributed surplus of \$301,051 (October 31, 2021 - \$299,646) and a deficit of \$6,649,144 (October 31, 2021 - \$6,604,413). The increase in shareholders' deficit of \$39,826 results from the net loss for the year ended October 31, 2022, partially offset by an increase to contributed surplus for share-based payments of \$1,405 representing the fair value recognized from the vesting of stock options to officers of the Company during the year.

The Company has a working capital deficit of \$380,066 at October 31, 2022 compared to a working capital deficit of \$338,740 at October 31, 2021. The increase in working capital deficit is due to an increase in promissory notes payable and the associated interest related to the funding requirements of the Company and the increase in accounts payable associated with ongoing operational expenses.

Segmented Information

The Company operates in one business segment, being the acquisition, exploration and development of mineral properties.

Selected Annual Information

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Total Assets, October 31	\$ 1,649	\$ 2,085	\$ 2,397
Total long-term financial liabilities	-	-	-
Interest and other expense	(15,083)	(13,319)	(11,905)
Net loss for the year	(42,731)	(47,633)	(33,685)
Basic and diluted loss per share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average number of common shares outstanding	<u>10,217,248</u>	<u>10,217,248</u>	<u>10,217,248</u>

Financial Results for the Fiscal Year Ended October 31, 2021

Total assets as at October 31, 2021, when compared to total assets as at October 31, 2020 decreased by \$312 primarily due to a decrease in amounts receivable relating to input tax credits received during the year, partially offset by cash used for operating activities comprising regulatory compliance and listing fees, transfer agent fees as well as ancillary office costs. The Company also used its cash to settle payables related to audit fees and financial statement filing costs.

The net loss for the year ended October 31, 2021, remained relatively consistent with the year ended October 31, 2020. Factors that have caused changes in operations and financial position from the year ended October 31, 2021, to the year ended October 31, 2022, have been disclosed under the sections entitled "Results of Operations" and "Overall Performance".

Results of Operations

The following discussion and analysis of the Company's financial results of its operations should be read in conjunction with the Company's audited financial statements for the year ended October 31, 2022:

During the year ended October 31, 2022, the Company reported a net loss of \$42,731 (2021: \$47,633). The decrease in net loss from the prior year is largely a result of lower share-based payments of \$10,162 in respect of the February 2021 stock option grant, offset by an increase of \$1,764 for higher interest expense incurred on the additional promissory notes issued in the year and a \$2,097 in professional fees due to increases in service costs.

Since incorporation, the Company has had no operating revenues as it is still in the acquisition and exploration stage.

Summary of Quarterly Results

The following table sets forth selected unaudited quarterly financial information for the last eight completed quarters. The data in the table has been presented in conformity with IFRS and is presented in Canadian dollars:

	Q4 2022	Q3 2022	Q2 2022	Q1 2022
Total Revenue (Note 1)	\$ -	\$ -	\$ -	\$ -
Net loss for the period	\$ (14,741)	\$ (8,164)	\$ (9,334)	\$ (10,492)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
	Q4 2021	Q3 2021	Q2 2021	Q1 2021
Total Revenue (Note 1)	\$ -	\$ -	\$ -	\$ -
Net loss for the period	\$ (13,669)	\$ (12,718)	\$ (12,269)	\$ (8,977)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)

Note 1 – As the Company has yet to secure a mineral related asset, the Company has no revenue to report during the financial reporting periods noted above.

The quarterly net loss continues with the trend of past quarters of meeting minimal operating expenditures until a property of merit is located.

Fourth Quarter Results

During the three-month period ended October 31, 2022, the Company reported a net loss of \$14,741 (2021: \$13,669) which was mainly a result of \$5,127 incurred on transfer agent and regulatory filing fees (2021 - \$5,147), \$nil in share-based payments from the vesting of stock options from the February 2021 stock option grant (2021 - \$2,449), \$3,901 of interest expense incurred on the Company's outstanding promissory notes (2021 - \$3,483), and \$5,257 of professional fees relating to the Company's legal counsel and annual financial statement audit and tax consulting fees (2021 - \$2,465).

Critical Accounting Policies

A detailed summary of all the Company's significant accounting policies is included in Note 3 to the audited annual financial statements for the year ended October 31, 2022.

Off Balance Sheet Transactions

There are currently no off-balance sheet arrangements which could have a material effect on current or future results of operations, or the financial condition of the Company.

Outstanding Share Data

As at the date of this report, the Company has 10,217,248 common shares issued and outstanding.

As at the date of this report, there were 1,050,000 stock options outstanding.

Related Party Transactions

a) Key Management Compensation

Key management includes the Company's directors, Chief Executive Officer ("CEO"), and Chief Financial Officer ("CFO"). During the year ended October 31, 2022, the Company incurred \$1,405 (2021 - \$11,567) in compensation to key management in share-based payments.

b) Payments for services by related parties

As at October 31, 2022 and 2021, the Company owed \$25,812 to Oceanic Iron Ore Corp., a company with an officer in common, being Chris Batalha.

As at October 31, 2022, the Company owed \$5,606 to the CFO of the Company (October 31, 2021- \$5,889).

The amounts due to and from related parties other than those described in (c) below are non-interest bearing, unsecured and due on demand.

c) Promissory notes with related parties

As at October 31, 2022, the Company had \$77,200 (October 31, 2021 - \$71,200) of outstanding promissory notes issued to John Thomas, a director and the CEO of the Company, and \$46,700 (October 31, 2021 - \$40,700) of outstanding promissory notes issued to Chris Batalha, a director

and the CFO of the Company. The promissory notes are unsecured, bear interest at 7% per annum and are payable on demand.

As at October 31, 2022, the Company owed \$38,431 (2021 - \$30,022) of accrued interest on related party promissory notes payable. Interest incurred on the promissory notes due to related parties for the year ended October 31, 2022, totalled \$8,411 (2021 - \$7,233).

Financial Instruments and Risks

Financial Risk Management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities, amounts due to related parties and promissory notes payable.

Cash is designated as held-for-trading and carried at fair value. Amounts receivables are designated as loans and receivables and are measured at amortized cost. Accounts payable and accrued liabilities, amounts due to related parties, and promissory notes payable are classified as other financial liabilities, which are measured at amortized cost.

Fair Value Measurement

A three-level hierarchy exists for fair value measurements based upon the significance of inputs used in making fair value measurements as follows:

- Level 1 – quoted prices in active markets for identical assets or liabilities.
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e.: as prices) or indirectly (i.e.: derived from prices).
- Level 3 – inputs for the asset or liability that are not based on observable market data.

The fair values of financial instruments, which include cash, accounts payable and accrued liabilities, amounts due to related parties and promissory notes payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

Financial Instrument Risk Exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Credit Risk

Credit risk arises from the potential for non-performance by counterparties of contractual financial obligations. The Company's exposure to credit risk is on its cash and amounts receivable. The Company's cash is being held with large financial institutions. Amounts receivable are comprised of GST receivable from the Government of Canada. The Company's credit risk is mitigated by maintaining its financial liquid assets with highly reputable counterparties. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets noted above.

Foreign Exchange Rate Risk

The Company is not exposed to any significant foreign exchange rate risk.

Interest Rate Risk

As the Company's promissory notes bear a fixed interest rate, the Company is not significantly impacted by interest rate risk.

Liquidity Risk

The Company's cash are invested in business accounts which are available on demand. The Company manages liquidity risk by preparing and maintaining cash forecasts, which illustrate cash spent to date and cash needs over the short term. As at October 31, 2022, the Company had total current assets of \$1,649 (October 31, 2021: \$2,085). Contractual undiscounted cash flow requirements for financial liabilities as at October 31, 2022 and October 31, 2021 are presented below.

	October 31, 2022			
	Less than 1 year	1 - 3 years	4 - 5 years	Total
Accounts payable and accrued liabilities	\$ 90,764	\$ -	\$ -	\$ 90,764
Due to related parties	69,851	-	-	69,851
Promissory notes payable	221,100	-	-	221,100

	October 31, 2021			
	Less than 1 year	1 - 3 years	4 - 5 years	Total
Accounts payable and accrued liabilities	\$ 76,002	\$ -	\$ -	\$ 76,002
Due to related parties	61,723	-	-	61,723
Promissory notes payable	203,100	-	-	203,100

The Company's ability to continue operations in the normal course of business is dependent on several factors, including the ability to secure additional financing, all of which are uncertain.

Price Risk

The Company is not currently exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities with a potential future project may be subject to risks associated with fluctuations in the market price of commodities.

Commitments

The Company has no commitments of significance.

Subsequent Events

Subsequent to October 31, 2022, the Company issued additional promissory notes to officers and directors of the Company totaling \$18,900 under the same terms and conditions as disclosed above.

In January 2023, the Company granted 800,000 stock options to officers and directors of the Company exercisable at \$0.06 per share until January 19, 2028. The stock options vest at a rate of 25% on each of January 19, 2023, April 19, 2023, July 19, 2023, and October 19, 2023.

Legal Proceedings

The Company is not involved in any legal proceedings.

Risks and Uncertainties

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Due to the nature of the Company's proposed business, the following risk factors, among others, will apply:

Going Concern

The financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company has yet to generate any revenues from operations and as at October 31, 2022, had an accumulated deficit of \$6,649,144 and a working capital deficit of \$380,066, including \$221,100 owing through the issuance of promissory notes, which can be called on demand.

The Company's working capital balance and asset profile currently limits the Company's ability to cover its current liabilities or fund future significant capital expenditures and operations. These conditions, along with other factors indicate the existence of material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern.

Although management is of the opinion that sufficient working capital will be obtained to meet the Company's liabilities and commitments as they become due, either through the issuance of promissory notes or an equity financing, there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company as market conditions have limited the availability of funds. In the event the Company is unable to arrange necessary financing, the Company may be forced to cease operations.

Key Personnel

The Company is dependent upon the services of key executives, including the directors of the Company 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 inability of the Company to attract and retain additional highly-skilled employees may adversely affect its business and future operations.

Share Price Volatility and Liquidity

Publicly quoted securities are subject to a relatively high degree of price volatility. It may be anticipated that the quoted market for our shares will be subject to market trends generally, notwithstanding any potential success of us in creating sales and revenues. In addition, our shareholders may be unable to sell significant quantities of shares into the public trading markets without a significant reduction in the price of their shares, if at all.

Capital Resources

Factors that could affect the availability of financing include the state of international debt and equity markets which have recently been adversely impacted by uncertainty arising from the COVID-19 pandemic, investor perceptions and expectations, the retention of key executive management and the state of global financial and metals markets.

Forward-Looking Statements

This MD&A contains forward-looking information (within the meaning of Canadian securities laws) about the Company and its future plans. Forward-looking information reflects management's expectations or beliefs regarding future events rather than historical facts, and in this MD&A include, without limitation, statements regarding future plans and objectives of the Company.

In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "scheduled", "believes", or variations of such words and phrases or statements that certain actions, events or results "potentially", "may", "could", "would", "might" or "will" be taken, occur or be achieved. There can be no assurance that forward-looking statements will prove to be accurate, and actual results could differ materially from those expressed or implied by the forward-looking statements. Forward-looking statements are based on certain assumptions that management believes are reasonable at the time they are made. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including, but not limited to, the assumption that: (1) the Company's ability to discover minerals in commercially feasible quantities, (2) the Company's ability to raise the necessary financing for ongoing operations and to complete any acquisitions or pursue any planned exploration programs, (3) there being no significant disruptions affecting operations, whether due to labour/supply disruptions, damage to equipment or otherwise; (4) permitting, development, expansion and power supply proceeding on a basis consistent with the Company's current expectations; (5) certain price assumptions for gold; (6) prices for availability of natural gas, fuel oil, electricity, parts and equipment and other key supplies remaining consistent with current levels; (7) the accuracy of current mineral resource work and studies on the Company's property; and (8) labour and material costs increasing on a basis consistent with the Company's current expectations. Important factors that could cause actual results to differ materially from the Company's expectations include, among others, risks related to the ability of the Company to obtain necessary financing and adequate insurance; the economy generally; fluctuations in the currency markets; fluctuations in the spot and forward price of gold or certain other commodities (e.g., diesel fuel and electricity); changes in interest rates; disruption to the credit markets and delays in obtaining financing; the possibility of cost overruns or unanticipated expenses; employee relations. Accordingly, readers are advised not to place undue reliance on forward-looking statements. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking statements, whether as a result of new information, future events or otherwise. Reference to the section entitled "Risks and Uncertainties" immediately preceding this section.

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