MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED OCTOBER 31, 2023

INTRODUCTION

This Management Discussion and Analysis ("MD&A") provides a detailed analysis of the business of Nexus Gold Corp. ("Nexus" or the "Company") and compares its financial results for the period ended October 31. 2023 to the comparative period of the previous year. This MD&A should be read in conjunction with the Company's interim consolidated financial statements for the nine months ended October 31, 2023. The Company's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars.

The Company's financial results are being reported in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB. Further details are included in Note 2 of the audited consolidated financial statements for the nine months ended October 31, 2023. This MD&A is dated December 18, 2023.

Nexus Gold Corp. (the "Company") was incorporated under the Business Corporations Act of British Columbia on May 7, 2009, is a public company listed on the TSX Venture Exchange (the "TSXV") and trades under the symbol NXS.

During the year ended January 31, 2017, the Company's common shares have commenced trading in the United States under the ticker symbol "NXXGF". The listing coincides with the Company's ongoing efforts to support its existing US shareholder base, and to facilitate trading in the OTC markets. The company is DTC eligible to support electronic trading.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated exploration programs and the timing thereof, and business and financing plans. 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 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 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 Company's ability to identify one or more economic deposits on its property, to produce minerals from its property successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

Additional information relating to the Company can be located on the SEDAR website at www.sedar.com.

OVERALL PERFORMANCE AND HIGHLIGHTS

On February 28, 2023, the Company announced the appointment of Milad Zareian as the new CEO, Brian Shin as the new CFO, and Kevin Shum as a new director.

On May 16, 2023, the Company announced that it consolidated its capital on a one-new-for-10-old basis. The name of the Company has not been changed.

On May 30, 2023, the Company closed the first tranche of its non-brokered private placement and has issued 10,000,000 units of the Company at a price of $0.05 per unit for aggregate proceeds of $500,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of $0.12 per share until November 29, 2024. In connection with the first tranche, the Company paid cash finders' fees of $20,000 and issued 400,000 finders' warrants. Each finders' warrant entitles the holder to purchase one common share of the Company until November 29, 2024 at a price of $0.12 per share.

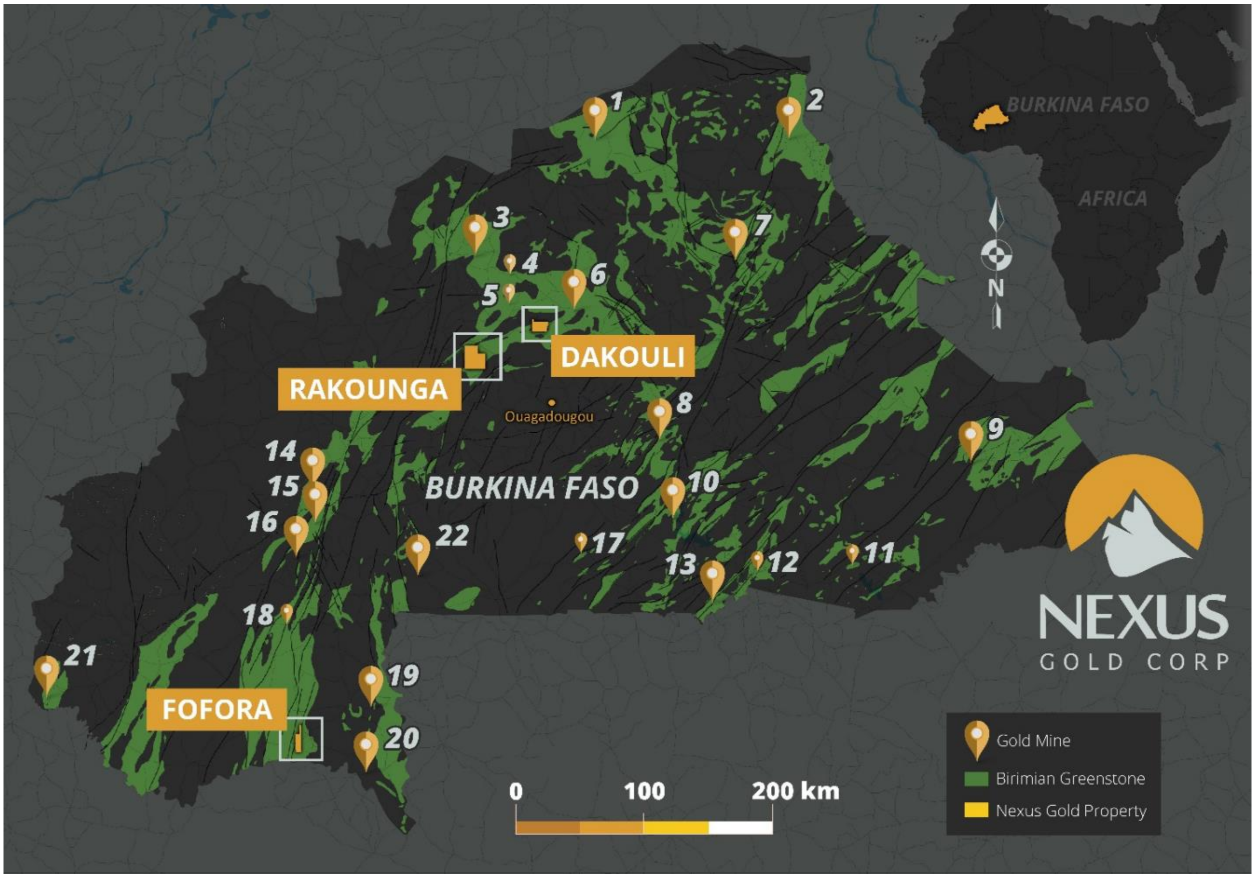
On June 7, 2023, the Company signed an option agreement to acquire a 90% interest in the 6,200-hectare (62 square km) Fofora gold project exploration permit located 450 kilometres to the southwest of Ouagadougou, Burkina Faso, West Africa. The company can earn up to a 90% interest in the property by making a combination of cash $300,000 (U.S.) and 500,000 share payments over 54 months.

PLAN OF ARRANGEMENT

On October 12, 2022, the Company completed the spin-out the Company's existing Canadian projects. The plan of arrangement involves the spin-out of Nexus Metals Corp. ("Nexus Metals"), a newly established subsidiary of the Company, and its Canadian resource projects to shareholders (the "Plan of Arrangement"). As a result of the completion of the Plan of Arrangement, the Company transferred all of its rights to the Canadian projects to Nexus Metals. A total of 45,390,460 shares of Nexus Metals have been distributed on a pro rata basis to shareholders of the Company. The Company shareholders received approximately one Nexus Metals share for every seven common shares of the Company.

EXPLORATION ACTIVITIES

BURKINA FASO PROPERTIES



Burkina Faso is a landlocked nation located in West Africa between Ghana and Mali, the first and second largest gold producing countries on the continent. It is underlain by rocks of the same age and history as its neighbors, but it is still relatively under-explored compared to its neighbors. It covers an area of roughly 274,000 square kilometers and has an estimated population of more than 22 million people. The country is pro-mining and has a favorable foreign investment stance. The country is the fastest growing gold producer in Africa. It is ranked 4th in the continent and 21st worldwide in current Best Practices Mineral Potential Index in the "Survey of Mining Companies 2022" conducted by The Fraser Institute of Canada. https://www.fraserinstitute.org/sites/default/files/annual-survey-of-mining-companies-2022.pdf. Since 2019, there are seven gold mines in production. Other resources currently being mined include manganese, bauxite, copper, nickel, lead, zinc, and limestone/marble. The country has excellent geological potential. The Greenstone Belts that host all of the major deposits in Ghana and Cote d'Ivoire continue northward into Burkina Faso. Some of the world's most productive mines are located in West African greenstone belts. These belts cover approximately 3,000,000 km², making the area's exploration potential enormous. Burkina Faso currently accounts for 21% of West Africa's greenstone belt exposure. Burkina Faso has undergone less than 15 years of modern mineral exploration, remaining under explored in comparison to neighboring Ghana and Mali; both of which host world class gold mines in the same belts of Birimian rocks

Rakounga Gold Property, Burkina Faso, West Africa

On July 11, 2017, the Company signed a definitive agreement with Belemyida SA (the "Optionor"), pursuant to which the Company acquired the right to earn up to 100% interest in the Rakounga Gold Property located in Burkina Faso, West Africa. The agreement was amended in August 2019. The Company has an option to acquire a 90% interest in the property, in consideration for cash payments and the issuance of common shares as follows:

i) pay US$15,000 (paid) and issue 250 shares (issued at a value of $4,625) upon signing of a definitive agreement;
ii) pay US$15,000 (paid) and issue 5,000 shares on or before August 31, 2018 (issued at a value of $15,250);
iii) pay US $25,000 (paid) and issue 25,000 shares on or before December 13, 2019, as amended (issued at a value of $25,000);
iv) pay US$70,000 (paid) on or before April 30, 2020, as amended;
v) issue 25,000 shares on or before August 30, 2020 (issued); vi) issue 25,000 shares on or before August 30, 2021 (issued), as amended;
vi) pay US$125,000 on or before November 30, 2021 (paid), as amended; and
vii) pay US$150,000 on or before November 30, 2024, as amended.

Following the acquisition of a 90% interest in the property, the Company has the option to acquire the remaining 10% interest in the property through a cash payment of US$1,000,000 with a 1% net smelter return royalty remaining with the Optionor.

In March 2020 the Company reached an agreement with Project Partner to amend the terms of a property option agreement entered into on December 2, 2019.

The 186.99-square kilometer Rakounga Gold property is located 95.0 kilomters north west of Ouagadougou. The property is road accessible from the city of Yako 17 kilomters north west of the property.

Management has considered whether the costs capitalized for Rakounga property are recoverable based on the review of future option payments to be made and option payments to be received from the Optionee.

Based on the results of this assessment, it was determined that the capitalized costs are not recoverable and as such the related capitalized exploration and evaluation costs have been written down to $1, resulting in a write-off of exploration and evaluation assets of $951,856.

During the years ended January 31, 2021 and 2022, the Company incurred and capitalized additional exploration and evaluation costs which were deemed recoverable due an established history of payments received from the optionee.

The Company was not able to recover any further costs from the optionee and as of January 31, 2023, the Company determined that the capitalized costs are not recoverable and such the related capitalized exploration and evaluation costs were written down to $1, resulting in a write-off of exploration and evaluation assets of $410,101.

In September 2020, Kruger Gold completed a 55-line kilometer soil sampling program on the Rakounga gold project in Burkina Faso.

The geochemical survey was established to fill open space on the property between the property boundary on the north and a previous soil sampling grid located to the southwest. A total of 778 samples were collected from stations spaced at 50 meters along lines that were 200 meters apart. Samples were collected at a depth of 50 centimeters below surface. Samples were collected placed in 3 mil poly plastic bags with an identifying tag and shipped to Actlabs Ouagadougou for gold analysis. There were minimal exploration activities conducted on the Rakounga property during the years ended January 31, 2023 and 2022.

In April 2023 the company relinquished 25% of the area of the Rakounga permit to the government of Burkina Faso in accordance with the mining code. The Rakounga permit now covers an area of 186.99 square kilometers.

The Company did not conduct any exploration on the Rakounga property during the quarter ending Oct 31, 2023.

<u>Dakouli II gold property Burkina Faso West Africa</u>

The Dakouli 2 exploration permit is a 93.77-sq km (9,377 hectares) gold exploration property located approximately 100 kilometers due north of the capital city Ouagadougou.

The Dakouli II Property is 100% owned by Nexus Gold Corp. Burkina SARL. The company has been conducting exploration on the property since 2019 and since that time surface exploration has conisisted of collecting 3350 soil geochemical samples, 100 termite mound geochemical samples, 25 rock samples.

The results from this sampling lead the company to conduct two rounds of drilling on the property. The first round completed in the fall of 2020 consisted of 22 holes totaling 2911 metres of Reverse Circulation drilling. The drill program tested five target areas on the property. Two of these target areas intersected zones containing elevated gold values.

The first area where Drill holes DKL-20-RC-001,2 were drilled is located on the western edge of the property and was testing an area that had returned anomalous gold values in Rocks sampling. Hole DKL-20-RC-002 intersected 16 meters of 0.64 gram per tonne gold.

The second area is located in the North East corner of the property had a total of twelve holes drilled (DKL-20-RC-006-018) to test a board area of artisanal workings.

The highlights of the drilling in this area were returned from drill hole DKL-20 -RC-007 which returned 20 meters of 4.83 grams per tonne gold, drill hole DKL-20-RC-010 which returned 8 meters of 1.89 grams per tonne gold, hole DKL-20-RC-009 which returned 10 meters of 1.61 gram per tonne gold, hole DKL-20-RC-018 which returned 6 meters of 1.35 gram per tonne gold and hole DKL-20-RC-016 which returned 8 meters of 1.13 gram per tonne gold.

In the spring of 2021, the Company completed 2500 metres of diamond drilling in 11 holes on the Dakouli II property . This program was designed to test and expand on the gold mineralization encountered from the Reverse circulation drill program. Nine of the eleven holes drilled tested for gold mineralization in the Northeast corner of the property while the final two holes were drilled to test mineralization near the western boundary of the permit.

Drilling in the Northeast has outlined gold mineralization extending for some 550 meters along strike and to vertical depths of 103 metres. Significant gold assays were returned from drill hole DKL-21-DD-002 which returned 28 metres of 1.90 g/t gold which includes 4 metres of 10.87 g/t gold and DKL-21-DD-001 which intersected 32 metres of 0.75 g/t gold which includes 1 metre of 6.88 g/t gold, DKL-20-DD-003 which intersected 22 metres of 0.47 g/tonne gold DKL-20-dd-008 which intersected 12.7 g/t gold over 1 meter. Drill hole DKL-21-DD-008 returned 12 metres of 1.18 grams per tonne (g/t) gold (Au), within a broader intercept of 30 metres of 0.52 g/t Au, which also includes 0.86 g/t Au over 17 metres, 2.19 g/t Au over six metres, 6.51 g/t Au over two metres and 12.7 g/t Au over one metre. Drill hole DKL21-DD-009 returned 18 metres of 0.37 g/t Au, including 2.22 g/t Au over two metres.

The gold mineralization occurs in quartz veins and veinlets hosted in meta-volcanic rocks.

The Company did not conduct any exploration on the Dakouli II property during the quarter ending Oct 31, 2023.

Manzour-Dayere gold property Burkina Faso West Africa

On February 4, 2020, the Company's wholly owned subsidiary, Nexus Gold Corp. Burkina SARL, acquired through application a 100% percent interest in the 190.53 km2 (19,053-hectare)

ManzourDayere gold exploration permit located on the Boromo Greenstone belt, 325 km south-west of the capital city of Ouagadougou, Burkina Faso, West Africa.

Historical exploration conducted on the property between 2011 and 2014 identified an area of large artisanal workings ("orpaillage") located on the property. Sampling conducted at that time throughout the artisanal workings returned reported high-grade values of 132 grams-per-tonne ("g/t") gold ("Au"), 85.40 g/t Au, 61.20 g/t Au, and 27.9 g/t Au, from select grab samples of quartz veining at the orpaillage, while select grab samples of the sedimentary host rock have returned values of 103 g/t Au and 21.40 g/t Au, respectively. The workings on the orpaillage are extensive and extend to depths of 60 to 80 meters below surface. In March 2020, the company conducted a prospecting program on the property it collected 12 rock samples while identifying areas of artisanal mining. Highlights of this initial round of sampling includes 9.60 grams-per-tonne ("g/t") gold ("Au"), 7.07 g/t Au, 5.73 g/t Au, 3.84 g/t Au and 2.84 g/t Au. These new samples add to the historical data collected to date and will assist the Company geologists in determining potential exploration targets for future drilling.

During the year ended January 31, 2021, the company geologists spent 5 days prospecting the Manzour-Dayere permit. The program was designed to traverse the roads on the property to build a suitable base map for further prospecting and more detailed geochemical sampling. During the quarter April 30, 2021, a five-day reconnaissance program consisting of mapping the road accessibility of the property was completed by Nexus geologists. The program consists of tracking on a handheld GPS the various roads and trails which bisect the property while searching for artisanal workings and rock outcrops.

No Further exploration was completed on the property in 2022 and the Company decided to relinquish the property to focus on other areas in the country.

Fofora Gold Property Burkina Faso

On June 7, 2023, the Company signed an option agreement to acquire a 90% interest in the 6,200-hectare (62 square km) Fofora gold project exploration permit located 450 kilometres to the southwest of Ouagadougou, Burkina Faso, West Africa, in consideration for the following cash payments and the issuance of common shares of the Company as follows:

i) pay $15,000 and issue 50,000 shares on the closing date;
ii) pay $35,000 and issue 100,000 shares on or before the 18-month anniversary of the closing
iii) date;
iv) pay $100,000 and issue 150,000 shares on or before the 36-month anniversary of the closing
v) date; and
vi) pay $150,000 and issue 200,000 shares on or before the 54-month anniversary of the closing
vii) date.

Following the exercise of the option, the Company shall have the right to acquire the remaining 10% interest in the property for a period of one year following the exercise of the option, in consideration for a one-time cash payment of $2,000,000.

The Fofora permit is situated 330 kilometers southwest of Ouagadougou proximal to the border with Cote D'ivoire, the eastern side of the Hounde greenstone belt in the Kampti department; in the province of Poni, near the border with Ivory Coast.

The Hounde greenstone belt is host to several large-scale operating gold mines, including Endeavour Minings' Mana and Hounde mines, Futurna Silvers' Yaramoko mine, as well as multiple other producing mines and large-scale discoveries. The property has been explored in the past by Volta Resources and later by Roxgold and Fortuna Silver. Previous work on the property has identified a two-kilometre gold in soil geochemical trend straddling the geological contact between andesitic and basaltic rocks. This contact zone correlates well with the regional magnetic data. Silt samples collected from adjacent drainages have returned reported values of 327 and 127 parts per billion gold. A second target area is situated 7,000 metres south of the first trend. This is an area of active artisanal mining. A rock sample collected here by the company in February returned a value 9,820 ppb (9.8 g/t) gold. The property is immediately adjacent and contiguous to Fortuna Silvers Boussoura project. Historical drill results* reported by Roxgold (now Fortuna Silver) returned the following results:

- 35 metres (m) at 4.1 grams per tonne (g/t Au) in drill hole BSR-21-RC-FFR-218 from 86 metre including: Nine metres at 12.1 g/t Au from 96 m.
- Six metres at 11.3 g/t Au in drill hole BSR-21-RC-FFR-167 from 90 m including: One metre at 65.6 g/t Au from 94 m.
- Two metres at 11.7 g/t Au in drill hole BSR-21-RC-FFR-187 from 37 m including: One metre at 20.9 g/t Au from 38 m.
- Three m at 33.6 g/t Au in drill hole BSR-21-RC-FFR-201 from six m.

CANADIAN PROPERTIES

Pursuant to the Plan of Arrangement, on October 12, 2022, the Company completed a spin-out of the Canadian Properties including New Pilot Project, McKenzie Property, Gummy Bear, Black Ridge and Bauline, Dorset Gold Project and Cyclone Project to Nexus Metals in exchange for 45,390,460 common shares of Nexus Metals which have been distributed on an approximate one-for-seven basis to the Company's shareholders.

The fair value of the net assets transferred to Nexus Metals was $4,560,707 representing the carrying value of the Canadian properties.

SELECTED ANNUAL FINANCIAL INFORMATION

The following is selected financial data derived from the audited financial statements of the Company at January 31, 2023, 2022 and 2021.

	Year Ended January 31, 2023	Year Ended January 31, 2022 (restated)	Year Ended January 31, 2021
	$	$	$
Total revenue	-	-	-
Total expenses	1,826,359	3,538,882	4,224,663
Loss for the year	(2,351,042)	(3,482,308)	(5,133,111)
Basic and diluted loss per share	(0.07)	(0.12)	(0.30)
Total Assets	1,894,701	7,392,412	7,029,441
Total Liabilities	1,889,674	625,636	501,176

QUARTERLY FINANCIAL INFORMATION

The table below sets out the quarterly results for the past eight quarters:

		October 31, 2023		July 31, 2023		April 30, 2023		January 31, 2023
Operating expenses	$	102,727	$	551,695	$	186,032	$	428,399
Loss for the period		(119,394)		(655,763)		(189,154)		(953,082)
Loss per share	$	(0.00)	$	(0.02)	$	(0.01)	$	(0.03)

		October 31, 2022		July 31, 2022		April 30, 2022		January 31, 2022 (restated)
Operating expenses	$	569,097	$	574,192	$	254,671	$	787,005
Loss for the period		(569,097)		(574,192)		(254,671)		(749,106)
Loss per share	$	(0.00)	$	(0.00)	$	(0.00)	$	(0.02)

The variation seen over the quarters is primarily dependent upon the success of the Company's ongoing business development, property evaluation and acquisition program and the timing and results of the Company's exploration activities on its current properties. The variation in net loss can also be significantly affected by the timing of stock option grants and the resulting share-based payment compensation recorded.

RESULTS OF OPERATIONS

FOR THE THREE MONTHS ENDED OCTOBER 31, 2023 AND 2022

During the three months ended October 31, 2023, the Company had a net loss of $119,394 as compared to a net loss of $569,097 for the three months ended October 31, 2022. Most expense items decreased due to reduced business activities during the period.

Advertising expenses increased by $467 from $758 during the three months ended October 31, 2022 to $1,225 during the three months ended October 31, 2023.

Amortization remained the same at $1,001 during the three months ended October 31, 2023, compared to the three months ended October 31, 2022.

Consulting fees decreased by $31,499 from $52,142 during the three months ended October 31, 2022 to $20,643 during the three months ended October 31, 2023. The decrease is due to the Company's reduced activities during the period.

Corporate development and advertising expenses decreased by $35,500 from $45,500 incurred during the three months ended October 31, 2022 to $10,000 incurred during the three months ended October 31, 2023.

Filing fees increased by $23,050 from $30,190 during the three months ended October 31, 2022 to $7,140 during the three months ended October 31, 2023.

Foreign exchange gain increased by $293,849 from loss of $235,926 during the three months ended October 31, 2022 to gain of $57,923 during the three months ended October 31, 2023.

Geological consulting fee decreased by $14,309 from $25,559 during the three months ended October 31, 2022 to $11,250 during the three months ended October 31, 2023.

Insurance expense slightly decreased by $974 from $4,422 during the three months ended October 31, 2022 to $3,448 during the three months ended October 31, 2023.

Interest expense decreased by $10,150 from $21,703 during the three months ended October 31, 2022 to $11,553 during the three months ended October 31,2023.

Management and directors' fees decreased by $17,500 from $22,500 during the three months ended October 31, 2022 to $5,000 during the three months ended October 31, 2023.

Market and research analysis decreased by $5,000 from $7,500 during the three months ended October 31, 2022 to $2,500 during the three months ended October 31, 2023.

Marketing and media both decreased to $Nil during the three months ended October 31, 2023 from $32,764 and $12,499 respectively during the three months ended October 31, 2022.

Office and administration expenses increased by $23,845 from $6,943 during the three months ended October 31, 2022 to $30,788 during the three months ended October 31, 2023.

Professional fees decreased by $14,928 from $63,894 during the three months ended October 31, 2022 to $48,966 during the three months ended October 31, 2023.

Rent-related expenses slightly increased by $1,340 from $5,796 during the three months ended October 31, 2022 to $7,136 during the three months ended October 31, 2023.

Unrealized loss on marketable securities increased by $16,667 from $Nil during the three months ended October 31, 2022 to $16,667 during the three months ended October 31, 2023. The loss is attributed to the decrease in share price of the shares received under the Dorset Option agreement.

FOR THE NINE MONTHS ENDED OCTOBER 31, 2023 AND 2022

During the nine months ended October 31, 2023, the Company had a net loss of $964,311 as compared to a net loss of $1,397,960 for the nine months ended October 31, 2022. Most expense items decreased due to reduced business activities during the period.

Advertising expenses increased by $280 from $2,520 during the nine months ended October 31, 2022 to $2,800 during the nine months ended October 31, 2023.

Amortization remained the same at $3,002 during the nine months ended October 31, 2023, compared to the nine months ended October 31, 2022.

Consulting fees increased by $27,375 from $211,811 during the nine months ended October 31, 2022 to $239,186 during the nine months ended October 31, 2023. The increase is due to the Company's ad placement fee and advisory service fees.

Corporate development and advertising expenses increased by $36,167 from $72,500 incurred during the nine months ended October 31, 2022 to $108,667 incurred during the nine months ended October 31, 2023.

Filing fees decreased by $21,356 from $57,379 during the nine months ended October 31, 2022 to $36,023 during the nine months ended October 31, 2023.

Geological consulting increased by $3,706 from $45,169 during the nine months ended October 31, 2022 to $48,875 during the nine months ended October 31,2023. The increase is due to consultations related the new project obtained subsequently.

Insurance expense slightly decreased by $2,392 from $13,677 during the nine months ended October 31, 2022 to $11,285 during the nine months ended October 31, 2023.

Interest expense increased by $10,373 from $25,339 during the nine months ended October 31, 2022 to $35,712 during the nine months ended October 31, 2023. The increase is mainly due to accrued interest on a short-term loan and lease liabilities.

Management and directors' fees decreased by $30,000 from $67,500 during the nine months ended October 31, 2022 to $37,500 during the nine months ended October 31, 2023.

Market and research analysis expense decreased by $60,208 from $77,708 during the nine months ended October 31, 2022 to $17,500 incurred during the nine months ended October 31, 2023. These decreases are due to lower marketing efforts by the Company in the current year. Similarly, marketing expenses decreased by $281,625 from $281,625 during the nine months ended October 31, 2022 to $Nil during the nine months ended October 31, 2023, and media expenses decreased by $137,499 from $137,499 during the nine months ended October 31, 2022 to $Nil during the nine months ended October 31, 2023.

Office and administration expenses decreased by $21,266 from $105,996 during the nine months ended October 31, 2022 to $84,730 during the nine months ended October 31, 2023.

Professional fees decreased by $50,738 from $218,561 during the nine months ended October 31, 2022 to $167,823 during the nine months ended October 31, 2023.

Rent-related expenses slightly increased by $5,669 from $16,672 during the nine months ended October 31, 2022 to $22,341 during the nine months ended October 31, 2023.

Loss on impairment of exploration and evaluation asset increased by $129,598 from $Nil during the nine months ended October 31, 2022 to $129,598 during the nine months ended October 31, 2023. During the period in 2023, the property was relinquished and the carrying value of the property was fully written down accordingly.

Unrealized loss on marketable securities increased by $41,667 from $Nil during the nine months ended October 31, 2022 to $41,667 during the nine months ended October 31, 2023. The loss is attributed to the decrease in share price of the shares received under the Dorset Option Out agreement.

Other income increased from $Nil during the three months ended October 31, 2022 to $47,408 during the three months ended October 31, 2023, which included provincial mining tax credit and interest income.

LIQUIDITY AND CAPITAL RESOURCES

The Company depends upon the junior capital markets to raise equity financing needed to fund its working capital requirements. The Company has no revenue generating operations from which it can internally generate funds. It relies on either the sale of its own shares as needed, or the sale or option of its exploration and evaluation assets. This situation is unlikely to change until such time as the Company can develop a bankable feasibility study on one of its projects.

When optioning properties the Company will sometimes issue its own stock to the vendors of the properties as partial or full consideration for the property in order to conserve its cash.

At October 31, 2023, the Company had a working capital deficit of $1,949,005 (January 31, 2023 – $1,569,329). This working capital will not be sufficient to enable us to cover anticipated expenses and continue all planned operations and property expenditures for the next 12 months, therefore the Company plans to raise additional equity financing in order to continue planned activities.

OFF – BALANCE SHEET ARRANGEMENTS

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

RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Directors. Compensation and transactions are recorded at the exchange amount which are the amounts agreed to by key management and entities over which key management have control or significant influence as follows:

	Nine months ended October 31,	
	2023	2022
	$	$
Management fee	103,500	45,000
Exploration and evaluation assets, capitalized	-	51,042
Consulting expenses	125,000	
Geological consulting	33,750	-
Total	262,250	96,042

As at October 31, 2023, the Company owed $Nil (January 31, 2023 - $Nil) to companies controlled by directors and officers.

As at October 31, 2023, the Company owed $693,626 (January 31, 2023 - $712,066) to Nexus Metals Corp., a company with certain directors and officers in common.

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are controls and other procedures that are designed to provide reasonable assurance that all relevant information required to be disclosed in the Company's reports filed or submitted as part of the Company's continuous disclosure requirements is gathered and reported to senior management, including the Company's Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure and such information can be recorded, processed, summarized and reported within the time periods specified by applicable regulatory authorities.

Management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as at October 31, 2023 as required by Canadian securities laws. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer, have concluded that, as of October 31, 2023 the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Company, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow for accurate disclosure to be made on a timely basis.

FINANCIAL INSTRUMENTS

Fair values

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets and 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); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of cash is determined using level 1 of the fair value hierarchy. The carrying values of the accounts payable, due to Nexus Metals Corp., and loans payable approximate their fair values due to the expected maturity of these financial instruments.

Financial instrument risk exposure and risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

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

(a) Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash. The Company manages credit risk, in respect of cash, by placing its cash with a major Canadian financial institution in accordance with the Company's investment policy.

Concentration of credit risk exists with respect to the Company's cash as all amounts are held at a single major Canadian financial institution. The Company's concentration of credit risk and maximum exposure thereto is considered minimal.

The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in obtaining funds to meet commitments. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities.

Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company is exposed to liquidity risk.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and commodity price risk.

i. Interest rate risk

   Some of the Company's accounts payable are subject to interest on unpaid balances.

ii. Foreign currency risk

   The Company's functional currency is the Canadian dollar; however, exploration costs and property option payments are transacted in US dollars and West African CFA franc. A one percent change in foreign exchange rates will result in an immaterial change to profit or loss.

iii. Commodity price risk

   Commodity price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company actively monitors commodity price changes and stock market prices to determine the appropriate course of action to be taken by the Company.

OUTSTANDING SHARE DATA

As at October 31, 2023 and the date of this MD&A, the Company's outstanding common shares of 41,873,323 shares.

As at October 31, 2023 and the date of this MD&A, the Company has 20,000 share purchase options.

As at October 31, 2023 and the date of this MD&A, the Company had 21,837,074 warrants outstanding.

SUBSEQUENT EVENTS

On November 22, 2023, the Company entered into a debt settlement agreement (the revised agreement) with Belgravia Hartford Capital Inc. ("Belgravia Hartford"). Under the revised agreement, Nexus Gold will issue a total of 3.6 million common shares at a deemed price of five cents per common share in satisfaction of outstanding indebtedness owing to Belgravia Hartford totaling $180,000. The outstanding indebtedness comprises principal amounts which were previously advanced to Nexus Gold for working capital purposes, along with accrued interest. The common shares issuable pursuant to the revised agreement will be subject to restrictions on resale for a period of four months and one day, in accordance with applicable securities laws. Completion of the debt settlement remains subject to the approval of the TSX Venture Exchange. The revised agreement replaces in its entirety the debt settlement previously announced by Nexus Gold and Belgravia Hartford on Aug. 28, 2023, and Aug. 29, 2023, respectively, which the parties will not be proceeding with.