



SUN SUMMIT

MINERALS

Management's Discussion and Analysis
For the year ended November 30, 2021

GENERAL

This Management Discussion and Analysis ("MD&A") provides a detailed analysis of the business of Sun Summit Minerals Corp. ("Sun Summit" or the "Company") for the year ended November 30, 2021. This MD&A contains information up to and including March 30, 2022 and should be read in conjunction with the Company's audited consolidated financial statements and related notes for the year ended November 30, 2021, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are stated in Canadian dollars unless otherwise indicated.

Additional information relevant to the Company's activities is available on SEDAR at www.sedar.com and the Company's web site at www.sunsummitminerals.com.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A that are not historical facts may be forward-looking statements and prospective. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from actual future results. Readers are cautioned not to place undue reliance on these forward-looking statements. See also the **Caution Regarding Forward-Looking Statements** at the end of this MD&A.

OVERVIEW

The Company was incorporated on September 27, 2005 under the *Business Corporations Act* of British Columbia. The Company is engaged in the acquisition, exploration and advancement of mineral properties in British Columbia, Canada and holds six properties in Mexico that it previously acquired and explored. The Company has no operations from which to derive revenues and relies on its cash, raised through the issuance of common shares, in order to fund its exploration and general and administrative expenses.

During the year ended November 30, 2021, the Company:

- issued 6,953,878 units for gross proceeds of \$5,000,000 pursuant to a brokered financing. Each unit consisted of one flow-through common share and one-half of a share purchase warrant, with each whole share purchase warrant exercisable to purchase one additional (non-flow-through) common share of the Company at a price of \$0.90 for a period of two years. In connection with the financing, the Company issued a total of 371,036 finders' warrants, with each warrant exercisable to purchase one common share for two years at a price of \$0.66 or \$0.81, and incurred cash share issuance costs of \$375,284 comprising of \$269,364 in finders' fees and \$107,620 in legal fees and other costs;
- issued 5,555,689 common shares pursuant to the exercise of share purchase warrants for gross proceeds of \$1,332,383;
- issued 1,143,332 common shares pursuant to the exercise of stock options for gross proceeds of \$277,300; and
- incurred \$5,500,173 in exploration and evaluation expenditures on the Company's Buck Property.

Subsequent to November 30, 2021 the Company:

- issued 9,809,379 flow-through units (each a "FT Unit") and 1,515,111 non-flow-through units (each a "NFT Unit") for gross proceeds of \$6,000,400. Each FT Unit consists of one flow-through common share and one-half of one common share purchase warrant. Each NFT Unit consists of one non-flow-through common share and one-half of one common share purchase warrant. Each whole warrant is exercisable to purchase one additional non-flow-through common share of the Company until March 25, 2024 at a price of \$0.70 per share. The Company paid cash finder's fees of \$319,338 and issued 607,634 finder warrants, with each finder warrant exercisable to purchase one additional non-flow-through common share of the Company until March 25, 2024 at a price of \$0.70 per share.
- sold 100% of its wholly-owned Mexican subsidiary, San Marco Resources Mexico S.A. de C.V., to Green Earth Metals Inc. ("Green Earth"). In exchange, the Company received 5,000,000 common shares of Green Earth and 2,000,000 share purchase warrants, with each warrant exercisable to purchase one additional common share of Green Earth until February 14, 2027 at a price equal to Green Earth's initial public offering price.

Effective July 23, 2021, the Company's common shares were approved for trading on the OTCQB Venture Market of the OTC Markets Group Inc. under the symbol SMREF.

The Company's exploration portfolio includes but is not limited to the Buck Property in British Columbia, Canada. The Company also continues to identify and explore additional prospective properties in British Columbia. These projects are discussed further under **Mineral Projects – Exploration and Acquisition Activities** below.

The business of mining and exploration involves a high degree of risk. As Sun Summit has no operations and is without revenues, it is entirely reliant on its current cash and upon future financings in order to fund its exploration and administration expenses. The Company's ability to secure future financing necessary to advance its projects, is dependent on numerous factors, many of which are outside of its control, including fluctuations in the Company's share price, investor perceptions and expectations, and global financial and metals markets. While these factors are dynamic and likely to change over time, at present, equity financing for mineral exploration companies is difficult and there can be no assurance that future financing will be available or secured. Furthermore, given the Company's recent share price and the current state of equity markets, such financing, if available, may be very dilutive to the Company's shares and shareholders. As it has in the past, the Company would likely seek additional financing through, but not limited to, the issuance of additional equity.

Title to mining properties involves certain inherent risks as well, particularly in foreign jurisdictions, including the difficulties of determining the validity of title and the potential for problems arising from numerous transfers of historical mining properties. The Company has diligently investigated the rights of ownership to all of the mineral concessions in which it has an interest and, to the best of its knowledge, such ownership rights are valid and in good standing. However, this should not be construed as a guarantee of title. The concessions may be subject to prior claims, agreements or transfers, and rights of ownership may be affected by undetected defects.

EXPLORATION AND ACQUISITION ACTIVITIES

British Columbia, Canada

The Company entered into an option agreement to acquire a 100% interest in the Buck Property, an intermediate sulphidation, epithermal gold/silver/zinc property near the town of Houston in north-central British Columbia.

The Buck Property highlights include:

- large hydrothermal system, intensely altered breccia bodies, with mineralization open in all directions;
- considered to be part of the Late Cretaceous Kasalka Group; potentially similar to some major bulk tonnage gold deposits in B.C., such as Artemis Gold's Blackwater Gold Project;
- close proximity to several former operating mines: Equity Silver (Goldcorp), Endako (Centerra Gold Inc.) and Huckleberry (Imperial Metals Corporation) - mineralization hosted on those properties is not necessarily indicative of mineralization hosted at the Buck property;
- five diamond drill holes totalling 1,806 metres were completed in April 2020 intersecting wide zones of continuous gold mineralization;
- 10 diamond drill holes totalling 4,180 metres were completed in Q3 and Q4 2020 intersecting multiple discrete zones of high-grade gold mineralization;
- 18 diamond drill holes totalling 7,135 metres were completed in Q2 2021 confirming both high grade and wide zones of continuous gold mineralization;
- 32 diamond drill holes totalling 10,327 metres were completed in Q4 2021 confirming the continuity of mineralization and discovering new zones of mineralization
- 68 historic drill holes have been drilled with many ending in gold/silver/zinc mineralization;
- excellent exploration potential for possible new discoveries at multiple untested targets including structurally controlled gold/silver/zinc mineralization; and additional mineralized breccia bodies;
- road accessible with excellent infrastructure, including access to electrical and gas utilities, highways and major airports; and
- large land package totalling approximately 33,000 hectares.

To exercise the option and obtain a 100% interest in the Property, the Company must incur \$112,000 in exploration expenditures by December 31, 2019 (incurred), make cash payments totalling \$300,000 and issue 4,000,000 common shares of the Company on or before October 9, 2024, being the fifth anniversary of the TSX Venture Exchange's approval of the option agreement. During the year ended November 30, 2021, the Company issued 500,000 (2020 – 400,000) common shares and made cash payments to the optionor totalling \$25,000 (2020 – \$25,000). The Company also paid \$12,678 in staking costs during the year ended November 30, 2020 and \$22,119 during the nine months ended August 31, 2021.

On the exercise of the option, the optionors will be granted a 2.5% net smelter return royalty on any commercial production from the Property. An additional 4,000,000 common shares are also to be issued to the optionors upon the earlier of the completion of a bankable feasibility study or the eighth anniversary of the TSX Venture Exchange's approval of the option agreement.

Sonora, Mexico

As noted above, the Company sold 100% of its wholly-owned Mexican subsidiary subsequent to year-end. As a result, the Company has no further mineral property interests or exploration activities in Mexico.

Previous exploration activities were conducted in Sonora State, Mexico. Regional exploration was focused on various concessions totalling 79,615 hectares in the Sierra Madre mountains.

During the year ended November 30, 2020, the Company recorded a write-down of \$79,165 pertaining to the capitalized acquisition costs of the Cuatro de Mayo project in Mexico. Currently, the Company does not have any future exploration plans for the property.

SELECTED FINANCIAL INFORMATION

The following table sets out selected annual financial information of Sun Summit. The data should be read in conjunction with the audited financial statements for the respective years.

For the Years Ended November 30,

	2021	2020	2019
	\$	\$	\$
Exploration and evaluation expenses	(5,583,985)	(1,955,597)	(273,954)
Management fees	(184,055)	(102,350)	(94,500)
Share-based compensation	(1,635,850)	(350,461)	(48,339)
Wages and benefits	(142,644)	(101,712)	(8,485)
Net interest	12,346	7,419	2,275
Impairment of mineral property	-	(79,165)	-
Recovery of flow-through premium	780,985	38,782	-
Other administrative costs	(749,540)	(707,853)	(413,897)
Net loss for the year	(7,502,743)	(3,250,937)	(836,900)
Basic & diluted loss per common share	(0.13)	(0.09)	(0.04)
Total assets	3,275,113	3,435,923	656,489
Shareholders' equity	2,636,460	3,201,021	628,323

The following table sets out selected quarterly financial information derived from the Company's unaudited interim condensed consolidated financial statements for each of the eight quarters ended on the dates indicated below. The data should be read in conjunction with the Company's consolidated financial statements for the year ended November 30, 2021 and the notes thereto.

Period	Revenue	Net Loss	Basic and Diluted Loss per share
	\$	\$	\$
4 th quarter ended November 30, 2021	Nil	3,583,864	0.06
3 rd quarter ended August 31, 2021	Nil	768,476	0.01
2 nd quarter ended May 31, 2021	Nil	1,826,595	0.03
1 st quarter ended February 28, 2021	Nil	1,323,808	0.03
4 th quarter ended November 30, 2020	Nil	1,381,815	0.03
3 rd quarter ended August 31, 2020	Nil	722,320	0.02
2 nd quarter ended May, 2020	Nil	726,368	0.02
1 st quarter ended February 29, 2020	Nil	420,434	0.02

The Company's quarterly and annual results will vary primarily in accordance with the Company's exploration activities.

RESULTS OF OPERATIONS

The Company currently has no properties in production and, consequently, has no operating income or cash inflows with the exception of investment and other income. All expenses directly related to the acquisition of the Company's mineral properties have been capitalized as mineral properties. All other costs relating to exploration, evaluation and property maintenance are expensed as incurred.

OPERATIONS DURING THE YEAR ENDED NOVEMBER 30, 2021 COMPARED TO THE YEAR ENDED NOVEMBER 30, 2020

The Company incurred total losses of \$7,502,743 during the year ended November 30, 2021 (the "Current Year") compared to \$3,250,937 during the year ended November 30, 2020 (the "Comparative Year"), resulting in an increase in loss of \$4,251,806.

Some of the significant changes are as follows:

- Advertising and promotion: \$191,010 (2020 - \$95,873) – The increase in advertising and promotion expenses during the Current Year relate to the Company promoting the Company's current operations and projects to raise funds for exploration activities.
- Exploration and evaluation: \$5,583,985 (2020 - \$1,955,597) – The increase in the exploration and evaluation expenses during the Current Year relate to the Company focusing on strategic targets in British Columbia on the Buck Property for which funds were raised during the Current Year.
- Management fees: \$184,055 (2020 - \$102,350) – The increase in management fees is due to these fees previously being allocated to exploration and evaluation expenditures as management was more involved in day-to-day exploration activities, whereas in the current year, the Company retained geological consultants to manage the day-to-day exploration activities, and focus more on corporate development.
- Share-based payments: \$1,635,850 (2020 - \$350,461) – Share-based payments consist of share-based compensation related to stock options granted to directors, officers and consultants of the Company. During the Current Year, the Company granted stock options to officers and directors of, and consultants to, the Company to purchase 3,425,000 common shares. During the Comparative Year, the Company granted stock options to purchase 2,050,000 common shares. The significant increase in share-based payments expense also pertains to an increase in the Company's stock price during the Current Year, which resulted in a higher fair value of stock options recorded upon grant.
- Recovery of flow-through premium: \$780,985 (2020 - \$38,782) – The increase in recovery of flow-through premium relates to a higher flow-through premium recorded upon the issuance of flow-through shares, and the subsequent expenditure on flow-through eligible exploration activity during the Current Year as compared to the Comparative Year.

Other costs incurred for the Company's operations during the Current Year remained relatively consistent with those incurred during the Comparative Year.

FOR THE THREE-MONTH PERIOD ENDED NOVEMBER 30, 2021
COMPARED TO THE THREE-MONTH PERIOD ENDED NOVEMBER 30, 2020

The three months ended November 30, 2021 (the "Current Quarter") resulted in a loss of \$3,583,864 compared to the three months ended November 30, 2020 (the "Comparative Quarter") which had a loss of \$1,381,815, an increase in loss of \$2,202,049. The increase in loss in the Current Quarter was primarily due to increased exploration and evaluation expenses and share-based payments due to the factors described above.

LIQUIDITY AND CAPITAL RESOURCES

At November 30, 2021 and November 30, 2020 the Company's liquidity and capital resources were as follows:

	<u>November 30, 2021</u>	<u>November 30, 2020</u>
	\$	\$
Cash and receivables	2,336,387	3,135,687
Marketable securities	875	1,476
Prepaid expenses	18,906	54,424
Exploration advances	354,775	2,125
Accounts payable	(153,093)	(143,724)
Reclamation deposits	27,500	27,500
Working capital	2,072,290	2,958,810

As at November 30, 2021, the Company had \$2,159,042 (2020 - \$3,045,869) in cash. The Company's plan is to continue to conserve its cash resources while focusing its exploration efforts on the Company's Buck Property.

During the current year the Company raised net proceeds of \$6,232,699 (2020 - \$5,495,134) from the issuance of common shares pursuant to private placements and exercises of warrants and options. A total of \$5,583,985 in cash was spent on exploration and evaluation activities (2020 - \$1,955,597) and \$47,119 was spent on acquisition of mineral properties (2020 - 37,678).

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole.

The remuneration of the directors, the Company's president and the chief executive officer for the years ended November 30, 2021 and 2020 were as follows:

	2021	2020
	\$	\$
Management fees ⁽ⁱ⁾	175,500	153,800
Wages and benefits	109,168	-
Share based payments	1,340,782	230,167
Total	1,625,450	383,967

(i) Management fees includes \$149,400 (2020 - \$100,600) in management fees and \$26,100 (2020 - \$53,200) in exploration and evaluation costs in fees paid to officers of the Company.

Transactions with other related parties

Certain of the Company's officers render services to the Company through entities in which they are a director or partner.

The Company incurred the following fees and expenses during the years ended November 30, 2021 and 2020 with these related parties as follows:

	2021	2020
	\$	\$
Accounting fees	85,750	100,800
Legal fees	148,893	62,754
Legal fees related to share issuance costs	42,750	58,800
Total	277,393	222,354

At November 30, 2021, there was \$7,862 (2020 - \$33,610) included in accounts payable that was owing to related parties for accounting and legal fees.

FINANCIAL INSTRUMENTS RISK EXPOSURE AND MANAGEMENT

As at November 30, 2021, the carrying values of the reclamation deposit and accounts payable approximate their fair values due to the short-term nature of these instruments. Cash and marketable securities are measured at fair value.

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, foreign currency risk, interest rate risk and price risk. Where material, these risks are reviewed and monitored by the Board of Directors.

(i) Liquidity risk

Liquidity risk is managed by the Company by maintaining sufficient cash balances to meet current working capital requirements. The Company is considered to be in the exploration stage and is dependent on obtaining regular funding in order to continue its exploration programs. Despite success with previous financings, there is no guarantee of obtaining future funding. The Company's cash is invested in business accounts with qualified institutions in Canada and are available on demand for the Company's programs. The Company is not invested in any asset backed commercial paper or auction rate securities. Due to the current COVID-19 pandemic, liquidity risk has been assessed as high.

(ii) Credit risk

The Company's credit risk is primarily attributable to its liquid financial assets and would arise from the non-performance by counterparties of contractual financial obligations. The Company limits its exposure to credit risk on liquid assets by maintaining its cash and reclamation deposit with high-credit quality financial institutions. Receivables are mainly due from government agencies in Canada and Mexico. Credit risk has been assessed as low.

(iii) Foreign currency risk

Some of the Company's mineral properties were located in Mexico and, therefore, a portion of work carried out in exploring and developing these properties was paid in Mexican pesos. Certain administrative costs incurred in Mexico are paid in US dollars.

The operating results and the financial position of the Company are reported in Canadian dollars. The Company's cash, marketable securities and receivables are held in different currencies and therefore the fluctuations of the operating currencies in relation to the Canadian dollar will, consequently, have an impact upon the reported results of the Company and may also affect the value of the Company's assets and liabilities. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risk.

At November 30, 2021, the Company is exposed to currency risk through the following assets and liabilities (Canadian dollar equivalent) denominated in US dollars and Mexican Pesos:

	US Dollars	Mexican Pesos
	\$	\$
Cash	19,958	18,192
Marketable securities	875	-
Receivables	-	9,522

Based on the above net exposures as at November 30, 2021, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the US dollar would result in a decrease/increase of approximately \$2,000 in the Company's comprehensive loss. Likewise, a 10% depreciation or appreciation of the Canadian dollar against the Mexican Peso would result in a decrease/increase of approximately \$3,000 in the Company's comprehensive loss.

(iv) Interest risk

The Company invests its excess cash, and reclamation deposit in demand deposits that are redeemable at any time without penalty, thereby reducing its exposure to interest rate fluctuations. Other interest rate risks arising from the Company's operations are not considered material.

(v) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. The ability of the Company to explore its mineral properties and future profitability of the Company are directly related to the market price of gold and other precious metals. The Company monitors its marketable securities, stock market movements and commodity prices to determine appropriate actions.

The Company does not typically invest in equity securities and the maximum exposure to the price risk is represented by the changing fair value of such investments. Assuming all variables remain constant, a 10% increase/decrease in the quoted market price of the Company's investments would result in an increase/decrease in the Company's income of approximately \$88.

(vi) Fair value hierarchy

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair values of cash and marketable securities are measured based on level 1 inputs of the fair value hierarchy.

RISKS AND UNCERTAINTIES

The principal business of the Company is the acquisition and exploration of mineral properties.

An investment in securities of the Company involves a high degree of risk and must be considered highly speculative due to the nature of the Company's business and the present stage of exploration and development of its mineral properties. In addition to information set out or incorporated by reference in this MD&A, prospective investors should carefully consider the risk factors set out below. Readers are encouraged to thoroughly review the risks factors detailed in the Company's annual MD&A for fiscal 2014. Any one of such risk factors could materially affect the Company's financial condition and future operating results and could cause actual events to differ materially from those described in forward looking statements relating to the Company. Risks and uncertainties of importance to Sun Summit and its operation include (but are not limited to) those related to:

- exploration and mining
- operating in a foreign jurisdiction
- title to its properties
- the requirement for additional and ongoing funding
- global economic conditions
- its reliance on independent contractors
- the market price of the Company's shares and volatility thereof
- dilution of the Company's share capital
- future sales of shares by existing shareholders
- future profits or losses
- currency fluctuations
- competition
- loss of key employees
- conflicts of interest
- labour and employment matters
- acquisitions and integration
- environmental regulations
- factors beyond the Company's control
- litigation and tax
- operating hazards
- infrastructure
- no history of dividends

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

The consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments classified as financial instruments at fair value through profit and loss, which are stated at fair value. In addition, the financial statements have been prepared using the accrual basis of accounting except for cash flow information. All dollar amounts presented are in Canadian dollars unless otherwise specified.

Exploration and evaluation expenditures

Costs directly related to the acquisition of mineral properties are capitalized. Option payments are considered acquisition costs if the Company has the intention of exercising the underlying option.

Exploration, evaluation and property maintenance costs incurred on sites without an existing mine and on areas outside the boundary of a known mineral deposit which contains proven and probable reserves are expensed as incurred up to the date of establishing that property costs are economically recoverable and that the project is technically feasible.

If no economically viable ore body is discovered, previously capitalized acquisition costs are expensed in the period that the property is determined to be uneconomical or abandoned.

Significant accounting estimates and judgments

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical accounting judgments, estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year are, but are not limited to, the following:

Critical accounting judgments

- (i) **Impairment of mineral properties:** The net carrying value of each mineral property and its related concessions is reviewed regularly for conditions that are indicators of impairment. This review requires judgment as the Company does not have proven and probable reserves that enable future cash flows to be compared to the carrying values. Factors considered in assessment of asset impairment include, but are not limited to, accessibility, title, environmental or political factors that could affect the properties' values, whether there has been any accumulation of costs significantly in excess of the amounts originally expected for the properties' acquisition, development, or cost of holding, whether exploration activities produced results that are not promising such that no more work is being planned in the foreseeable future, and whether the Company has necessary funds to be able to maintain or continue acquiring interests in mineral properties.
- (ii) **Income taxes:** Judgment is required in determining whether deferred tax assets are recognized on the statement of financial position. The recognition of deferred tax assets requires management to assess

the likelihood that the Company will generate taxable income in future periods to utilize the deferred tax assets. Due to a history of losses, deferred tax assets have not been recognized.

- (iii) Going concern: The preparation of these financial statements requires management to make judgements regarding the going concern of the Company as previously discussed in Note 1.
- (iv) Functional currencies: The functional currency of an entity is the currency of the primary economic environment in which an entity operates. The determination of an entity's functional currency requires judgment based on analysis of relevant criteria. The Company conducted an analysis of the factors identified in IAS 21, *The Effect of Changes in Foreign Exchange Rates* ("IAS 21") and determined the functional currencies of the Company and its subsidiaries to be the Canadian dollar.

Critical accounting estimates

- (i) Equity-settled transactions: The cost of equity-settled transactions, such as stock options or warrants, is determined by calculating the fair value at the date when the equity award is granted or issued using the Black-Scholes option pricing model. The inputs to the Black-Scholes pricing model require significant estimation. Expected volatility is estimated based on historical stock price observations of the Company's common shares. The risk-free interest rate for the expected term of the award is based on the yields of government bond. The Company uses historic data to estimate the timing of option exercises and forfeiture rates, which may not be representative of future results. Changes in these assumptions, especially the volatility and the expected life determination, could have a material impact on the Company's statement of comprehensive loss.

Recent accounting pronouncements

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC. During the year ended November 30, 2021, the Company was not required to, and has not adopted any new standards, interpretations, amendments and improvements to existing standards which had a material impact on the Company's consolidated financial statements. The Company also does not expect the adoption of any currently announced new standards, interpretations, amendments and improvements to existing standards to have a material impact on the Company's consolidated financial statements.

CAPITAL MANAGEMENT

The objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders, benefits to other stakeholders and to have sufficient funds on hand to meet the Company's exploration plans to ensure the on-going growth of the business.

The Company considers the items in the shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. In order to maintain or adjust capital structure, the Company may issue new shares through private placements, sell assets, incur debt, or return capital to shareholders. The Company is not subject to externally imposed capital requirements.

DISCLOSURE OF OUTSTANDING SHARE DATA

Authorized share capital consists of an unlimited number of common shares without par value. As at the date of this MD&A, the Company had 76,695,213 common shares issued and outstanding and options and warrants outstanding to purchase common shares as follows:

Number of Shares issuable under Options	Exercise Price	Expiry Date
	\$	
500,000	0.57	June 2, 2022
100,000	0.48	July 12, 2022
66,667	0.54	October 2, 2022
75,000	0.43	January 13, 2023
133,333	0.555	January 31, 2023
200,000	0.555	February 14, 2023
400,000	0.555	June 25, 2023
50,000	0.57	November 10, 2023
620,000	0.18	February 6, 2025
300,000	0.30	June 1, 2025
150,000	0.30	June 15, 2025
150,000	0.31	August 4, 2025
100,000	0.30	November 10, 2025
1,225,000	0.43	January 13, 2026
1,900,000	0.57	November 10, 2026
5,970,000		

Number of Shares issuable under Warrants	Exercise Price	Expiry Date
	\$	
1,080,000	0.25	November 21, 2022
569,251	0.20	February 19, 2023
3,000,039	0.30	May 29, 2023
5,748,899	0.34	July 23, 2022
398,403	0.26	July 23, 2022
3,476,938	0.90	July 29, 2023
207,838	0.66	July 29, 2023
163,198	0.81	July 29, 2023
6,269,879	0.70	March 25, 2024
20,914,445		

EFFECTIVENESS OF DISCLOSURE CONTROLS

The Company has internal controls over financial reporting to provide reasonable assurance as to the reliability of financial reporting and the preparation of financial statements prepared for external purposes are in accordance with IFRS. There is an inability to totally segregate duties due to the small size of the Company, but management believes these weaknesses have been mitigated through management and directors' involvement.

FUTURE PLANS AND OUTLOOK

Exploration

The Company's primary focus will be continuing exploration on and near the Buck Property. Several phases of drilling have been conducted by Sun Summit since the property was optioned: spring 2020 (Q2) drilled five diamond drill holes for 1,806 metres; fall 2020 (Q4) drilled 10 diamond drill holes for 4,182 metres; spring 2021 (Q2) drilled 18 diamond drill holes for 7,137 metres; and fall 2021 (Q4) drilled 32 diamond drill holes for 10,327 metres.

Sun Summit's management and Board of Directors strongly believe that the Company's Buck Property provides significant opportunity for increasing shareholder value.

Corporate

Based on the completion of the recent private placement and common share issuances through the exercise of previously granted warrants, the Company expects to have sufficient financial resources to meet its administrative overhead expenses for the next twelve months. The Company bases its decisions regarding where to direct its exploration expenditures on a number of factors including the priority of targets, the type of exploration program required to add meaningful technical understanding, and the level of financial resources available to it and is therefore able to increase or decrease these expenditures as necessary depending on its level of funding. Nonetheless, as the Company has no revenues or sources of income at this time, it will be reliant on future financing to meet its ongoing working capital and exploration expenses.

While Sun Summit has been successful in raising capital in the past, there can be no assurance that additional capital will be available to it in the future. Such financing, if available, it may be very dilutive to the Company's shares and shareholders. As it has in the past, the Company would likely continue to seek additional financing through, but not limited to, the issuance of additional equity.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Statements contained in this document that are not historical facts may be forward-looking statements and prospective. These statements appear in a number of different places in this MD&A and can be identified by words such as "estimates", "projects", "expects", "intends", "continues" "plans", "may", "will", "could" or their negatives or other comparable words.

Forward-looking statements include statements regarding the outlook for our future operations, plans and timing for the commencement or advancement of exploration activities on our properties, statements about future market conditions, forecasts of future costs and expenditures, the outcome of any legal proceedings, and other expectations, intention and plans that are not historical fact. Forward-looking statements are based on certain factors and assumptions including expected economic conditions, precious metal prices, results of operations, performance, and business prospects and opportunities.

The Company considers the factors and assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared, but cautions readers that these assumptions may ultimately prove to be incorrect. Forward-looking statements by their nature necessarily involve risks, uncertainties and other factors including, without limitation, the risk that precious metal prices fluctuations could adversely affect the Company, that the Company's exploration activities may not result in profitable commercial mining operations, that competition in the precious metal industry could adversely affect the Company, that failure to obtain additional financing on a timely basis could cause the Company to reduce its interest in its properties, that compliance with and changes to environmental and other regulatory laws could adversely affect the Company, as well as other unanticipated and unusual events. These and other factors could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. Consequently, all forward-looking statements made in this MD&A are qualified by this cautionary statement and there can be no assurance that actual results or developments anticipated by the Company will be realized.

For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Except as required by applicable securities laws (and the Company's disclosure policy), the Company disclaims any intention or obligation to update or revise any forward looking statements whether as a result of new information, future events or otherwise.

NI 43-101 DISCLOSURE

The technical information contained in this document has been verified, and the disclosure of such technical information has been approved, by Sun Summit's Executive Director, Robert D. Willis, P. Eng. a "Qualified Person" as defined in National Instrument 43-101 *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators.

All technical information for the Company's exploration programs is obtained and reported under a formal quality assurance and quality control (QA/QC) program. Sun Summit's sample collection, integrity, and quality control and assurance procedures are in line with industry best practices.

Blanks and certified standards are routinely inserted into the drill core sample stream as part of Sun Summit's quality assurance and control program. Core samples are split using a hydraulic splitter, with one half retained in secure storage for logging and the other half sent to ALS Chemex Lab in Hermosillo, Sonora, Mexico or Bureau Veritas Minerals (Acme/Inspectorate) Lab in Hermosillo, Sonora, Mexico.

At ALS Chemex all samples are prepared using the PREP -31 method. Pulps weighing 125 grams are sent to ALS Chemex Lab in Vancouver, B.C. A 30 gram portion is analyzed for gold, using the Au-AA23 method. Sample results greater than 10 parts per million ("ppm") are re-assayed, using AA23 fire assay and gravimetric finish. For silver, copper, lead and zinc, a multi-element, four acid digestion (ME -- ICP 61 is used. For initial assays of silver greater than 100 ppm, copper, lead and zinc greater than 10,000 ppm (over limits), the OG62 method is used for re-analysis.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning Sun Summit's operating expenses and exploration costs is provided in the Company's consolidated statements of net and comprehensive loss and in Note 4 of the consolidated financial statements for the year ended November 30, 2021 available on Sun Summit's website at www.sunsummit.com or on its SEDAR company page accessed through www.sedar.com.

APPROVAL

The Audit Committee of the Company has approved the disclosure contained in this MD&A.