



Management's Discussion and Analysis
For the six months ended May 31, 2022

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 six months ended May 31, 2022 (the "Current Period"). This MD&A contains information up to and including July 29, 2022 and should be read in conjunction with the Company's condensed interim consolidated financial statements and related notes for the Current Period, 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, currently active in British Columbia and Mexico. 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 Current Period, 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 consisted of one flow-through common share and one-half of one common share purchase warrant. Each NFT Unit consisted 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. 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;
- sold 100% of its wholly-owned Mexican subsidiary, San Marco Resources Mexico S.A. de C.V. ("SMN Mexico"), 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; and
- incurred \$2,459,141 in exploration and evaluation expenditures on the Company's Buck Property.

Subsequent to May 31, 2022, the Company issued stock options to purchase 1,150,000 common shares to various directors, officers and consultants of the Company exercisable at a price of \$0.25 per common share until July 11, 2027.

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, 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, claims by native peoples 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;
- nine diamond drill holes totalling 4,038 metres were completed in Q1 2022 discovering new zones of near-surface mineralization;
- 68 historic drill holes were drilled prior to Sun Summit optioning the property, 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. As at May 31, 2022, the Company had

made cash payments of \$75,000 to the optionors and issued 1,150,000 common shares to the optionors pursuant to the Buck Agreement.

On the exercise of the option, the optionors will be granted a 2.5% net smelter return ("NSR") royalty on the property, which can be reduced to 1.5% NSR with the payment of \$2,500,000 to the optionors prior to the first anniversary of the commencement of commercial production. Following the exercise of the option, an additional 4,000,000 common shares must also 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.

SELECTED FINANCIAL INFORMATION

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 condensed interim consolidated financial statements for the Current Period and the notes thereto.

| Period | Revenue | Net Loss | Basic and Diluted Loss per share |
|---|---------|-----------|----------------------------------|
| | \$ | \$ | \$ |
| 2 nd quarter ended May 31, 2022 | Nil | 1,588,572 | 0.02 |
| 1 st quarter ended February 28, 2022 | Nil | 531,088 | 0.01 |
| 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 |

The Company's quarterly and annual results will vary primarily in accordance with its 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 six months ended May 31, 2022 Compared to the six months ended May 31, 2021

The Company incurred a loss of \$2,119,660 during the Current Period compared to a loss of \$3,150,403 during the six months ended May 31, 2021 (the "Comparative Period"), resulting in a decrease in net loss of \$1,030,743.

Some of the significant changes are as follows:

- Exploration and evaluation: \$2,459,141 (2021 - \$2,126,561) – The increase in the exploration and evaluation expenses during the Current Period relate to the Company focusing on strategic targets in British Columbia and conducting drilling on the Buck Project.
- Share-based payments: \$Nil (2021 - \$612,819) – During the Current Period, the Company did not grant any stock options or record share-based compensation for previously issued stock options vesting during the Current Period, whereas share-based compensation in the Comparative Period share-based compensation for stock options granted and vested amounted to \$612,819.
- Gain on sale of subsidiary: \$505,663 (2021 - \$Nil) – During the Current Period, the Company recorded a gain on the sale of its subsidiary, SMN Mexico, resulting from the fair value of the consideration received and the net liability position of SMN Mexico at the date of sale.
- Recovery of flow-through premium: \$528,871 (2021 - \$64,940) – The increase in recovery of flow-through premium relates to a higher flow-through premium recorded upon the issuance of flow-through shares during the year ended November 30, 2021 and the Current Period, and the subsequent expenditure on flow-through eligible exploration activity during the Current Period as compared to the Comparative Period.

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

Operations during the three months ended May 31, 2022 Compared to the three months ended May 31, 2021

The Company incurred a loss of \$1,588,572 during the three months ended May 31, 2022 ("Current Quarter") compared to a loss of \$1,826,598 during the three months ended May 31, 2021 (the "Comparative Quarter"), resulting in a decrease in net loss of \$238,026.

Some of the significant changes are as follows:

- Share-based payments: \$Nil (2021 - \$82,989) – During the Current Quarter, the Company did not grant any stock options or record share-based compensation for previously issued stock options vesting during the Current Quarter, whereas share-based compensation in the Comparative Quarter share-based compensation for stock options granted and vested amounted to \$612,819.
- Recovery of flow-through premium: \$309,378 (2021 - \$49,935) – The increase in recovery of flow-through premium relates to a higher flow-through premium recorded upon the issuance of flow-through shares during the year ended November 30, 2021 and the Current Quarter, and the

subsequent expenditure on flow-through eligible exploration activity during the Current Quarter as compared to the Comparative Quarter.

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

LIQUIDITY AND CAPITAL RESOURCES

At May 31, 2022 and November 30, 2021 the Company's liquidity and capital resources were as follows:

| | <u>May 31, 2022</u> | <u>November 30, 2021</u> |
|-----------------------|---------------------|--------------------------|
| | \$ | \$ |
| Cash and receivables | 5,160,153 | 2,336,387 |
| Marketable securities | 865 | 875 |
| Prepaid expenses | 13,752 | 18,906 |
| Exploration advances | - | 354,775 |
| Reclamation deposits | 27,500 | 27,500 |
| Accounts payable | (117,137) | (153,093) |
| Working capital | 3,856,830 | 2,072,290 |

As at May 31, 2022, the Company had \$5,060,188 (November 30, 2021 - \$2,159,042) in cash and cash equivalents. The Company's plan is to continue to conserve its cash resources while focusing on further evaluating the current project portfolio.

During the Current Period the Company raised net proceeds of \$5,652,188 (2021 - \$1,179,419) from the issuance of common shares pursuant to private placements and exercise of warrants and stock options. A total of \$2,459,141 was spent on exploration and evaluation activities (2021 - \$2,126,561).

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Compensation of key management personnel

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 and the chief executive officer for the six months ended May 31, 2022 and 2021 were as follows:

| | 2022 | 2021 |
|--------------------------------|----------------|----------------|
| | \$ | \$ |
| Management fees ⁽ⁱ⁾ | 90,900 | 85,500 |
| Salaries and wages | 62,500 | - |
| Share based payments | - | 368,681 |
| Total | 153,400 | 454,181 |

(i) Management fees includes \$90,900 (2021 - \$32,200) classified as management fees and \$Nil (2021 - \$26,100) classified as exploration and evaluation costs paid to related parties.

Transactions with other related parties

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

The Company incurred the following fees and expenses during the six months ended May 31, 2022 and 2021 with these related parties as follows:

| | 2022 | 2021 |
|----------------------|----------------|---------------|
| | \$ | \$ |
| Accounting fees | 44,850 | 42,250 |
| Legal fees | 50,950 | 39,506 |
| Share issuance costs | 46,245 | - |
| Total | 141,685 | 81,756 |

At May 31, 2022, there was \$Nil (November 30, 2021 - \$7,862) included in accounts payable and accrued liabilities that was owing to related parties for accounting and legal fees.

FINANCIAL INSTRUMENTS RISK EXPOSURE AND MANAGEMENT

As at May 31, 2022, 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.

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 2021. 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
- 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.

Recent accounting pronouncements

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or International Financial Reporting Interpretations Committee. During the Current Period, the Company was not required to, and did not adopt any new standards, interpretations, amendments and improvements which had a material impact on the Company's condensed interim consolidated financial statements.

The Company 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 condensed interim 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 76,740,213 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 |
|--|-----------------------|--------------------|
| | \$ | |
| 66,667 | 0.54 | October 2, 2022 |
| 75,000 | 0.43 | January 13, 2023 |
| 133,333 | 0.56 | January 31, 2023 |
| 200,000 | 0.56 | February 14, 2023 |
| 400,000 | 0.56 | June 25, 2023 |
| 25,000 | 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 |
| 1,225,000 | 0.43 | January 13, 2026 |
| 1,900,000 | 0.57 | November 10, 2026 |
| 1,150,000 | 0.25 | July 11, 2027 |
| 6,395,000 | | |

| 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 |
| 5,703,899 | 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 |
| 6,274,499 | 0.70 | March 25, 2024 |
| 20,874,065 | | |

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:

- in spring 2020 (Q2) five diamond drill holes totalling 1,806 metres were drilled;
- in fall 2020 (Q4) 10 diamond drill holes totalling 4,182 metres were drilled;
- in spring 2021 (Q2) 18 diamond drill holes totalling 7,137 metres were drilled;
- in fall 2021 (Q4) 32 diamond drill holes totalling 10,327 metres were drilled; and
- in winter 2022 (Q1) nine diamond drill holes totalling 4,038 metres were drilled.

Multiple underexplored targets are also present on the tenure package.

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

The Company sold 100% of its wholly-owned Mexican subsidiary, and as a result, the Company has no further mineral property interests or exploration activities in Mexico.

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 12 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.

NATIONAL INSTRUMENT 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 Senior Advisor, 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.

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 condensed interim consolidated statements of net and comprehensive loss and in Note 5 of the condensed interim consolidated financial statements and related notes for the six months ended May 31, 2022 available on Sun Summit's website at www.sunsummitminerals.com or under its profile on SEDAR accessed through www.sedar.com.

APPROVAL

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