EMERGENT METALS CORP. (FORMERLY EMGOLD MINING CORPORATION)

(AN EXPLORATION STAGE COMPANY)

MANAGEMENT'S DISCUSSION AND ANALYSIS

THREE MONTH ENDED MARCH 31, 2023 and 2022

STATED IN US DOLLARS

DATED: MAY 26, 2023

Table of Contents

TO OUR SHAREHOLDERS

The following information should be read in conjunction with the audited consolidated financial statements of Emergent Metals Corp. (formerly Emgold Mining Corporation) ("Emergent" or "the Company") for the year ended December 31, 2022, and the unaudited condensed interim consolidated financial statements for the three-months ended March 31, 2023, and the related notes attached thereto, all of which were prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in U.S. dollars unless otherwise indicated.

Technical aspects of this document have been reviewed and approved by David Watkinson, P.Eng., a Qualified Person (QP) under National Instrument 43-101.

Certain statements included herein may constitute forward-looking statements, such as estimates and statements that describe our future plans, objectives, or goals, including words to the effect that we expect, or management expects, a stated condition or result to occur. Such forward-looking statements are made pursuant to the safe harbour provisions of the United States Private Securities Litigation Reform Act of 1995. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. The following list specifies a variety of factors that may affect any of our forward-looking statements. These and other factors should be considered carefully, and readers should not place undue reliance on our forward-looking statements.

Subject to applicable law, the Company expressly disclaims any obligation to revise or update forward-looking statements in the event actual results differ from those currently anticipated. Actual results relating to exploration, mining, processing, manufacturing, and reclamation activities including results of exploration, mineral resource and reserve determination, results of operations, and results of reclamation, as well as associated capital and operating costs could differ materially from those currently anticipated. Actual results could differ materially from those anticipated in such statements by reason of factors such as changes in general economic conditions and conditions in the financial markets, changes in demand, and changes in prices for the products that may be produced. Other factors that may affect actual results include the litigation, legislative, environmental, and other judicial, regulatory, political, and competitive developments in domestic and foreign areas in which we operate, such as technological and operational difficulties encountered in connection with our activities, productivity of our resource properties, labour relations matters, labour costs, material and equipment costs and changing foreign exchange rates. Further information regarding these and other factors is included in our filings with Canadian provincial securities regulatory authorities (which may be viewed at www.sedar.com).

The table below sets forth the most significant forward-looking information included in this quarterly MD&A:

Forward-Looking Information	**Key Assumptions**	**Most Relevant Risk Factors**
Future funding for ongoing operations	The Company will be able to raise these funds	The Company has disclosed that this may be difficult and failure to raise these funds will materially impact the Company's ability to continue as a going concern

OVERVIEW

Emergent is a junior gold exploration company focused on Nevada and Quebec. The Company's strategy is to look for strategic asset acquisitions, add value to those assets through re-interpretation of historic data and modern exploration, and attempt to monetize those assets through sale, joint ventures, option, royalty, and other business transactions to advance the Company and create value for our shareholders (and acquisition and divestiture business model)). As of March 31, 2023, our properties include:

- Golden Arrow, NV
- New York Canyon, NV
- Buckskin Rawhide East, NV
- Buckskin Rawhide West, NV
- Koegel Rawhide, NV
- Mindora (certain claims under claim purchase agreements with Nevada Sunrise LLC)
- Casa South Property, QC
- Trecesson Property, QC

Emergent has a 1% NSR interest in the Troilus North Property, QC and a 1% NSR in the East-West Property, QC. For more information on the Company, investors should review the Company's filings that are available at www.sedar.com or the Company's website at www.emergentmetals.com.

Golden Arrow Property, Nevada

The Golden Arrow Property ("Golden Arrow" or the "Property") is located approximately 40 miles east of Tonopah in Nye County, Nevada. The Property consists of 494 unpatented and 17 patented lode mineral claims covering an area of approximately 10,000 acres (4,050 hectares). It is an advanced-stage exploration property with a comprehensive exploration database including geochemical sampling, geophysics, and over 200,000 feet of reverse circulation and diamond core drilling.

To date, two main exploration targets have been drilled on the Golden Arrow Property focusing on bulk disseminated mineralization – the Gold Coin and Hidden Hill deposits. Numerous other targets have been identified for exploration. Emergent's management believes there is potential to expand both the Hidden Hill and Gold Coin resources and for discovery of other bulk disseminated mineralization on the Golden Arrow Property. In addition, historic underground mine workings lie along the Page Fault and other structures on the Golden Arrow Property indicating potential for vein style mineralization. They have been subject to limited modern exploration, if any, to evaluate their potential. New exploration targets to the south of Hidden Hill and Gold Coin have been identified by geophysics and soil sampling conducted in 2021.

On July 18, 2017, the Company announced by press release a Letter of Intent to option and acquire the Property from Nevada Sunrise Gold Corporation ("Nevada Sunrise"; TSX-V: NEV). This was replaced by the First Amended Letter of Intent dated December 27, 2017. Conditional approval from the TSX Venture Exchange for the option and acquisition was announced via press release on January 23, 2018, subject to Emergent completing various requirements to obtain approval for the transaction. This First Amended Letter of Intent was subsequently replaced by a Second Amended Letter of Intent dated July 13, 2018.

The terms of the Second Amended LOI provided that, subject to the satisfaction of certain conditions, including TSX- V acceptance and the entry into a definitive sale and option agreement between Nevada Sunrise and Emergent, Emergent would acquire a 51 percent interest in the Golden Arrow Property by (i) making cash payments to Nevada Sunrise in the aggregate amount of CDN$100,000; and (ii) issuing to Nevada Sunrise 2,500,000 common shares in the capital of Emergent. The Second Amended LOI further provides that Nevada Sunrise would grant to Emergent (or a wholly owned subsidiary of Emergent) the sole and exclusive right and option (the "Option") to acquire an undivided additional 49 percent (for a total of 100 percent) interest in the Property, which would be exercisable by

Emergent for a period of 24 months from the Closing Date (the "Option Period") by Emergent issuing to Nevada Sunrise an additional 2,500,000 common shares in the capital of Emergent.

Emergent would be responsible for all exploration expenditures, including claims fees, core and sample storage fees, and all holding costs during the Option Period. Emergent will be the operator of the Property during the Option Period. If the Option is not exercised, the Parties would form a Nevada joint venture (the "Joint Venture"). The Joint Venture would be established as a separate company or using an existing subsidiary of Emergent or Nevada Sunrise, with 51% of the shares of the Joint Venture entity owned by Emergent, 49% owned by Nevada Sunrise and Emergent acting as the Operator of the Joint Venture. After forming the Joint Venture, if either Party elects not to contribute to the Joint Venture and its interest falls below 10% ownership at any time (the "Diluted Party"), the other Party would have the option of purchasing the Diluted Party's remaining interest in the Joint Venture for $1,000,000.

On September 27, 2018, Emergent filed a Technical Report titled "Amended 2018 Updated Technical Report on the Golden Arrow Project, Nye County, Nevada, U.S.A." prepared for Emergent Metals Corp. and Nevada Sunrise Gold Corporation by Steven Ristorcelli, C.P.G., Odin D. Christensen, PhD, C.P.G., and Jack McPartland, M.M.S.A available under the Company's filings on www.sedar.com. The Report was prepared by Mine Development Associates, Reno Nevada and has an effective date of August 28, 2018 and report date of September 24, 2018. The Technical Report discloses a mineral resource, which particulars are set out in the table below. The mineral resource was modeled for the Property and estimated by evaluating the drill data statistically and utilizing a three-dimensional geological solid model. Mineral domains were interpreted on northeast-southwest geological cross sections spaced at approximately 100- foot intervals throughout the extent of the Property mineralization. The mineral domain interpretations were then rectified to east-west cross sections spaced at 20-foot intervals. Estimation was done by inverse-distance.

Golden Arrow Property Mineral Resource[1,2,3,7,8]

Classification	Cut-Off Grade[4,5]	Tons	Au opt	Ag opt	Au Ounces	Ag Ounces
Measured	Variable	1,850,000	0.028	0.43	52,400	796,000
Indicated	Variable	10,322,000	0.024	0.31	244,100	3,212,000
Measured and Indicated	Variable	12,172,000	0.024	0.33	296,500	4,008,000
Inferred[6]	Variable	3,790,000	0.013	0.33	50,400	1,249,000

1. CIM Standards were followed in reporting the mineral resource estimate.
2. Effective date of the mineral resource is November 28, 2017.
3. Any known legal, political, environmental, or other risks that could materially affect the potential development of the Mineral Reserves are detailed below in the section entitled "Cautionary Note Regarding Forward-Looking Statements".
4. Cut-off grades are 0.01 gold equivalent opt for oxide material and 0.015 gold equivalent opt for sulfide material. Mine Development Associated derived these cut-off grades using mining costs of US$2.00 per ton, heap-leach costs of US$4.00 per ton, milling costs of US$12.00 per ton, and G&A costs of US$3.50 per ton. Metallurgical recoveries were assumed to range from 70% to 95% for gold, depending upon the oxidation state and sulfide content of the material, and heap-leach or milling scenarios envisioned. Multiple economic evaluations were done including pit optimization that demonstrated the economic viability.
5. Gold equivalent cut-off grade calculated using a 55:1 gold to silver price ratio. No adjustment was made for metallurgical recovery.
6. The quality and grade of inferred resources are uncertain in nature and there has been insufficient exploration to define these inferred resources as measured or indicated resources and it is uncertain whether further exploration will result in upgrading them to measured or indicated resource categories.
7. Mineral resources that are not mineral reserves do not have demonstrated economic viability.
8. The Authors verified the data in the Technical Report through a combination of data audits, where drilling data compiled in the project database was compared to paper logs, maps, assay certificates and other records, and independent verification sampling. There have been no limitations on, or failure to conduct the verification.

On October 2, 2018, the Company executed a binding Purchase and Option Agreement (the "Definitive Agreement") with Nevada Sunrise. On October 5, 2018, the Company received TSX Venture Exchange approval for its acquisition and option. Emergent subsequently exercised such option to acquire a 100% interest in the Property and issued Nevada Sunrise a total of 5,000,000 shares (the cash payment of $100,000 having been previously made) and the transaction closed as announced by press release on October 5, 2018. At that time the property consisted of 17 patented mineral claims and 357 unpatented mineral claims.

Emergent completed the process of transferring the property rights and associated reclamation permits and bonds from Intor Resources Corporation ("Intor") to one of Emergent's U.S. subsidiaries, Golden Arrow Mining Corporation Mining Corporation. The process commenced with the changing the name of the Emergent's U.S. subsidiary from Idaho-Maryland Mining Corporation to Golden Arrow Mining Corporation ("GAMC"). Three Notifications of Change of Operator and Assumption of Past Liability were filed with the BLM to transfer permits N-81866, N-88961, and N- 90701 related to past exploration programs from Intor's to GAMC's name. The transfers were approved by the BLM and Reclamation Bonds were then put in place for N-81866 ($6,050), N-88961 ($6,086.00), and N-90701 ($5,901.00) for a total bond amount of $18,037. Inspections of the Property were made by representatives of the Nevada Department of Environmental Protection on April 30th and BLM on My 1st, 2019 and inspectors were satisfied that reclamation work under the three bonds was complete. The three permits were closed and the bond amount refunded prior to year-end 2020.

A fourth Change of Operator and Assumption of Past Liability for permit N-96516 ($0) was filed with the BLM. This relates to the Permit #0370 for the March 6, 2015, Golden Arrow Exploration Project Nevada Reclamation Permit Application for a major exploration program under a Plan of Operations and Environmental Assessment completed by Nevada Sunrise in 2015. Transfer of this permit was approved by the State of Nevada Department of Conservation, Department of Conservation and Natural Resources, Division of Environmental Protection, Bureau of Mining Regulation and Reclamation on May 23, 2019. The reclamation bond amount for this permit was set at $94,011 when it was granted. Subsequently, GAMC completed a revised reclamation cost estimate for the permit, which is required three years after the grant of the permit. The reclamation amount was increased to $105,904 by the BMRR, subject to BLM review and approval, which will need to be funded prior to commencement of work under the permit.

On January 12, 2021, the Company announced that it has staked an additional 137 unpatented mining claims at its Golden Arrow Property. This increases the Property size to 17 patented claims and 494 unpatented claims controlled by the Company, or about 10,000 acres (4,050 hectares) in total area. The new claims extend the current property to the south covering an area of historic mine-workings.

On November 23, 2021, the Company announced that it has identified 34 new gold and silver exploration targets for follow up, six of which are deemed high priority and 10 of which are deemed medium priority. Two of the high priority targets are in the vicinity of the known resource areas called Hidden Hill and Gold Coin. Four of the high priority targets are on new claims staked by the Company. The Company summarized the completion of several key initiatives in 2021: (i) an airborne magnetic-radiometric survey contracted to Precision GeoSurveys Inc. over the new claim block area; (ii) an induced polarization and resistivity ground geophysical survey ("2021 IP-Resistivity Survey") contracted to Zonge International Inc. over the new claim block area; (iii) a three-dimensional geological model ("2021 3D Geologic Model") using Hexagon HxGN MinePlan 3D Software over the known resource area of the Property; and (iv) re-processing and analysis of historic and recent geophysics work over the entire Property, conducted by Condor Consulting Inc. "2021 Condor Geophysics Review").

On December 13, 2021, the Company reported results of a soil sampling program of the Property. A total of 1,109 soil samples were collected from two areas located in the southern part of the Property. Based on the results of the sampling, two new exploration targets have been discovered. These targets have been named the Big Hope Prospect and Kawich Prospect. Current resource areas at Golden Arrow are named Gold Coin and Hidden Hill.

Note, there is currently an approved Plan of Operations and Environmental Assessment completed for Golden Arrow. The Plan contemplates approximately 240,000 feet of drilling in up to 240-hole to explore for gold mineralization in the 1,400-acre area surrounding the Gold Coin and Hidden Hill resources. Results from the 2021 exploration program have identified additional new exploration targets in addition to Gold Coin and Hidden Hill for follow up.

New York Canyon Property, Nevada

On May 28, 2019, Emergent announced it has signed a Letter of Intent (the "LOI") with Searchlight Resources Inc. (TSXV: SCLT) ("Searchlight") giving it the option to acquire a 100% interest the New York Canyon Property, subject to underlying royalties. The Property included 21 patented mineral claims and 60 unpatented mining claims, along with a significant database of historic information. It is located in the Santa Fe Mining District, Mineral County, in west-central Nevada, about 30 mi. (48 km) from Hawthorne and totals about 1,500 ac. (607 ha). The claims are divided into two blocks – the North and South Blocks.

The North Block of claims comprising the Property covers historic past producing copper operations and gold occurrences and is adjacent to the past producing Santa Fe Gold Mine owned by Victoria Gold Corporation (TSX:V: VIT) ("Victoria Gold") The Santa Fe deposit was discovered in the late 1970's and mined by Corona Gold in the late 1980's and early 1990's. Historic production estimated from Santa Fe Mine is 345,499 ounces of gold and 710,629 ounces of silver between 1989 and 1995 (source: The Nevada Mineral Industry, Special Publication MI-2017, Nevada Bureau of Mines and Geology). Note that the vicinity of the Property to a past producing mine is not necessarily indicative of the mineralization that may be hosted at New York Canyon Property.

The South Block of claims comprising the Property hosts the Longshot Ridge, Champion, and Copper Queen deposits, which host copper skarn oxide, copper skarn sulfide, and copper sulfide porphyry mineralization. The discovery of these deposits date back to 1875 and historic production, by the Wall Street Copper Company during 1906-1929, came from a number of small surface showings in the Longshot Ridge area. Historic production is reported to be 8.9 million pounds (4.04 million kg) of copper at an average grade of 5.5% (source: USGS Mineral Resource Data System, Deposit ID 10301559, New York Canyon / Longshot Ridge Project).

Copper mineralization is hosted primarily within the Triassic-age Gabbs Formation limestone sequence with some within the underlying Triassic-age Luning Formation limestone units and overlying Jurassic-age Sunrise Formations limestone sequence. Mineralization in skarns is adjacent to Cretaceous age felsic intrusive rocks.

In the mid-1960s to the late-1970s, several companies explored the Property for major copper porphyry deposits. This work defined additional copper oxide skarn mineralization at Longshot Ridge and copper sulfide skarn and porphyry mineralization at the Copper Queen prospects. Historic drilling by Conoco, the operator of the Property from 1977 to 1991, totaled 107 holes totaling approximately 98,433 ft. (30,000 m). Drilling by Conoco, reported in a May 10, 1979 internal report, included a significant interval of chalcopyrite and molybdenite mineralization in drill- hole MN-42, drilled in 1977, intersecting 1,020 ft. (311m) of 0.41% Cu, 0.012% Mo, 4.5 ppm Ag, and 0.1 ppm Au from 560 ft. (171 m) to 1,580 feet (482 m) (true width unknown) at the Copper Queen prospect, located approximately 2 mi. (3 km) west of the Longshot Ridge prospect.

Conoco reported a 142 million tons (129 million tonnes) inferred resource grading 0.35% copper, 0.015% molybdenum, 0.1% Zn, 4 ppm Ag, and 0.1% Au for the Copper Queen deposit in the internal report dated May 10, 1979. In another internal report completed on September 20, 1979, Conoco reported "possible reserves from drill- hole data and geologic interpretation on cross sections" of 13.2 million tons (11.0 million tonnes) grading 0.55% copper for the Longshot Ridge prospect. These are historical reserve and resource estimates prepared prior to the implementation of NI 43-101 and use terminology not compliant with current reporting standards. A qualified person has not audited or verified these historical estimates nor made any attempt to re-classify the estimates according to current NI 43-101 Standards of Disclosure or the CIM standards.

Between 1992 and 1997 Kookaburra Resources Ltd. ("Kookaburra") conducted further exploration, including exploration with various joint venture partners, including Coca Mines and Phelps Dodge. The tested the Longshot Ridge and Copper Queen skarns with an additional 54 drill-holes totaling 13,018 ft. (3,968 m). The primary goal of this exploration was to increase the size of the oxide skarn resource.

Subsequent to Kookaburra's work on the Property, the unpatented claims lapsed in 1999. New unpatented claims were staked by two individuals and subsequently acquired by Nevada Sunrise LLC ("Nevada Sunrise"), a privately held Nevada corporation, along with rights to acquire the patented claims. Aberdene Mines Ltd. (subsequently Canyon Copper Corporation and then Searchlight Resources Inc.) acquired an option on the Property from Nevada

Sunrise in March 2004 and subsequently acquired rights to both the patented and unpatented claims that make up the current Property.

Searchlight completed 27,605 ft. (8,414 m) of drilling in 73 holes, focused on the Longshot Ridge deposit. Total historic drilling on the Property to date is therefore 234 holes totaling 139,056 ft. (43,384 m). In a 2010 Technical Report, Searchlight defined a historic indicated resource of 16.3 million tons (14.8 million tonnes) of 0.43% Cu and an historic inferred resource of 2.9 million tons (2.6 million tonnes) of 0.31% Cu in the Longshot Ridge copper oxide skarn area was defined. A cut-off grade of 0.20% Cu was used. This mineral resource estimate is considered historical as defined by NI 43-101 and a qualified person has not audited or verified this resource as a current mineral resource. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves. The Company is not treating the historical estimate as current mineral resources or mineral reserves.

The Searchlight mineral resource was estimated using industry standards that conformed with CIM Definition Standards on Mineral Resources and Mineral Reserves. The mineral resource estimate database contains 58 historic drill holes from prior operators to Searchlight totaling 18,469 feet, 38 drill holes (10 HQ diamond drill holes and 28 reverse circular drill holes) totaling 14,585 feet completed by Searchlight during the period from 2004 to 2005, and various surface and trench samples from 34 trenches and road cuts obtained from Longshot Ridge. The estimate does not include 33 drill holes (7 HQ diamond drill holes and 26 reverse circulation holes) completed by the Company in 2006. Outlier high copper assays were capped at 4% Cu within the mineralized solid and at 1.3% Cu if outside the solid. Uniform 20 ft. composites were produced both inside and outside the mineralized solid from capped Cu values. Semivariograms were produced for Cu inside and outside the mineralized solid and used both to estimate and classify the resource. A three-dimensional geological and block model was generated using Gemcom and Techbase software. A block model with blocks of 50 x 50 x 40 feet in dimensions was placed over the mineralized solid with the percentage below topography and inside the mineralized solid recorded in each block. Densities of 2.94 for the mineralized zone and 2.70 outside the mineralized zone were used. Copper grades were interpolated into all blocks by using an ordinary kriging estimation method. Blocks were classified as either indicated or inferred based on grade continuity quantified by the semivariogram. To upgrade the resource to current, drilling by Searchlight from 2006 would need to be re-assayed due to QA/QC issues identified in the 2010 Technical Report and the new data incorporated into the resource model. The claims making up the Property package would also need to be updated.

The Longshot Ridge prospect is an advanced stage copper target in a carbonate-hosted skarn deposit. Other copper zones identified on the Property require additional exploration to evaluate their potential, including the opportunity to define a large copper porphyry (with molybdenum) target at the Copper Queen prospect.

<u>Searchlight Transaction</u>

Emergent agreed to purchase a 100 percent interest in the 21-patented and 60-unpatented mining claims comprising the Property from Searchlight (the “Transaction”) under the following terms:

1. C$10,000 on signing the LOI (paid);
2. C$40,000 on closing of the Transaction (paid);
3. C$500,000 in common shares of the capital of Emergent at the date of closing, with the share price based on the 30-day volume weighted average price of the Company’s shares immediately prior to the announcement of the Transaction (2,941,196 shares issued);
4. C$100,000 within 6 months of the date of closing of the Transaction;
5. C$100,000 within 12 months of the date of closing of the Transaction; and
6. C$100,000 within 18 months of the date of closing of the Transaction.

On July 16, 2019, Emergent announced it has signed a definitive agreement with Searchlight, made the C$40,000 payment, and issued 2,914,196 common shares to Searchlight granting the Company an irrevocable option to acquire 100% interest in the New York Canyon Property.

On November 15, 2019, Emergent announced it has staked 92 additional claims, expanding the size of its recently optioned New York Canyon Property (the "Property"). Emergent subsequently controlled 152 unpatented and 21 patented mineral claims located in the Santa Fe Mining District, Mineral County, in west-central Nevada.

Kennecott Joint Venture Agreement

On February 7, 2020, the Company signed an Earn-In with Option to Joint Venture Agreement with Kennecott Exploration Company ("Kennecott"), a subsidiary of Rio Tinto PLC (LSE: RIO:L, ASE: RIO.AX NYSE: RIO.N) for the New York Canyon Property. Kennecott can earn up to a 75% interest in the Property by completing US$22.5 million in exploration expenditures. Kennecott staked 265 unpatented mineral claims, expanding the Property to 21 patented and 417 unpatented mineral claims, totaling approximately 8,700 acres.

Under the terms of the Earn-In with Option to Joint Venture between the Company and Kennecott:

1. Kennecott has an option (the "First Option") to acquire a 55% undivided interest in the Property by incurring $5.0 million in expenditures over a 5-year period, of which $1.0 million is a committed expenditure that must be completed prior to the 18-month anniversary of the Agreement.
2. Kennecott has a second option (the "Second Option") to earn an additional 10% undivided interest in the Property (for a total of 65%) by incurring an additional S$7.5 million in expenditures within 8 years of the date the Agreement was signed.
3. Kennecott will have a third option (the "Third Option") to earn an additional 10% undivided interest in the Property (for a total of 75%) by incurring an additional $10 million in expenditures within 11 years of the date the Agreement was signed.
4. Any expenditure in excess of an option expenditure requirement in a given time period will be credited against subsequent option expenditure requirements. Kennecott may, at any time or from time to time, accelerate its satisfaction of the First, Second, or Third Option by paying the Company money in lieu of incurring expenditures.
5. While earning in, Kennecott will have the right to make exploration and development decisions.
6. Kennecott must maintain the Property in good standing during the option period(s), including payment of BLM and County maintenance fees and make any underlying property payments due to Searchlight.
7. Kennecott will have the right to elect to form a joint venture (the "Joint Venture") with the Company upon completion of either the First, Second, or Third Option. Upon establishing a Joint Venture each participant will fund the joint venture according to its participating interest, with Kennecott acting as the Manager of the joint venture. If a party's participating interest falls below 10%, then such parties participating interest will be converted to a 1% Net Smelter Royalty, capped at $25 million.

100% Acquisition of Core Property from Searchlight

On March 11, 2020, Kennecott paid the remaining option payments of CDN$225,000 on behalf of the Company for the acquisition of 100% of Searchlight's interest in New York Canyon Property.

2021 Exploration by Kennecott

In 2021, Kennecott completed 10 diamond core holes on the South Block of claims totaling 14,701 feet of drilling and spent over US$5.0 million in exploration expenditures on the South Block of claims. Work included geologic, structural, and alteration mapping, re-assaying of selected intervals in 10 historic drill holes, surface rock chip sampling, A UAV drone magnetic geophysics and DEM survey completed by MWH Geo-surveys over the majority of the property, a passive seismic geophysics survey completed by Magee Geophysical Services LLC, and Carbon-oxygen isotope analysis for historic drill holes MN-202 and MN-221. Exploration results are detailed in press releases dated October 4, 2021, January 26, 2022, and March 7, 2022.

2022 Exploration by Kennecott

In 2022, Kennecott continued exploration on the property including geologic mapping, surface sampling, and a drone magnetic survey on the North Block of claims. As announced on January 26, 2023, Kennecott completed 41 rock chip samples on the North Block of claims with 41 rock chip samples having an average grade of 1.735% Cu, 300 ppb Au, 39.74 g/t Ag, 49.9 ppm Mo, 24.7 ppm Pb, and 1,007.1 ppm Zn. A total of 41 soil samples were taken with an average grade of 519.5 ppm Cu, 0.012 ppm Au, 0.54 ppm Ag respectively. The work resulted in the discovery named the Emma ("Emma") exploration target. It is about 1,650 m (5,400 ft) long (north-south) by 1,400 m (4,600 ft) wide (east-west) and is open in all directions. Emma represents an addition to three known copper porphyry and skarn exploration targets located on the Company's south block ("South Block") of claims at NYC. The South Block, located four miles south of the North Block, hosts the Copper Queen, Longshot Ridge, and Champion exploration targets.

<u>2023 Exploration by Kennecott</u>

Kennecott has plans to drill on the North and South Block of claims in 2023 and conduct additional exploration work. Commencement of the 2023 drill program was announced by press release on April 3, 2023.

Buckskin Rawhide East Property, Nevada

The Buckskin Rawhide East Property (the "Property") is situated within the Walker Lane structural zone and gold belt of Western Nevada. The Walker Lane is a regional shear zone of right lateral strike slip faulting and a known gold trend that hosts large and small historic and currently operating gold-silver mines, including mines of the Comstock Lode, Tonopah Mining District and Rawhide Mining District. The geology and mineralization on the Property are associated with lithologic units and structures of the Rawhide volcanic center, as well as structures from the Walker Lane and Basin and Range. Exploration results at Buckskin Rawhide East Property indicate the potential for high grade mineralized gold/silver veins and bulk mineable disseminated gold/silver zones.

The Buckskin Rawhide East Property, totaling 48 unpatented mineral claims, is an early-stage gold/silver exploration property located adjacent to and bounded on the east and south by the Rawhide Mine, a gold/silver mine that is owned and operated by Rawhide Mining LLC. The Rawhide Mine was formerly operated by Kennecott Rawhide Mining Company, a subsidiary of Rio Tinto Mining Corporation. It is also adjacent to and bounded on the north and west by the Regent gold-silver Property ("Regent Property"), also owned Rawhide Mining LLC. The Regent Property was formerly drilled by Kennecott Rawhide Mining Company, Newmont Exploration Company, and Pilot Gold Corporation. Rawhide Mine is reported to have produced 1.7 million ounces of gold and 14.5 million ounces of silver between 1990 and 2016 (source: The Nevada Bureau of Mines and Geology, Special Publication, MI-2017). The proximity of Buckskin Rawhide East to other properties such as Rawhide Mine and Regent Property does not guarantee exploration success. However, similar geology, structures, and the presence of historic workings on the Buckskin Rawhide East Property does increase the potential for discovery.

In 2009, Emergent signed a Lease and Option to Purchase Agreement with Nevada Sunrise LLC and leased a 100% interest in 46 claims that made up the original Buckskin Rawhide East Property. Forty of these claims were 75% owned by Nevada Sunrise LLC and 25% owned (but controlled by Nevada Sunrise LLC through a carried interest) by the Castagne Estate. Six claims were owned by Nevada Sunrise LLC. Subsequently, Emergent staked six additional claims increasing the Property size to 52 claims.

On November 14 and 19, 2012, the Company announced that it had signed an Agreement with Rawhide Mining LLC ("RMC") pursuant to which the Company would issue to RMC, on a private placement basis, shares and warrants in an amount of CAD$1.0 million, part of which would be used to fund the acquisition of 46 claims outlined above owned from Nevada Sunrise LLC and the Castagne Estate. Also, pursuant to the Agreement, upon completion of the title transfer of the 100% of the Buckskin Rawhide East Property to Emergent, the Company would subsequently lease the Property to RMC. After completing a Quiet Title process, Emergent acquired 100%interest in the Buckskin Rawhide East Property on July 28, 2014, and leased the Property to RMC on August 21, 2014, with the effective date of the lease being June 1, 2013, under the following terms (the "Lease Agreement"):

1. The Lease Term is 20 years (start date of June 1, 2013).
2. Advance royalty payments will be $10,000 per year, paid by RMC to Emergent, with the first payment due at signing and subsequent payments due on the anniversary of the Lease Agreement.

3. During the Lease Term, RMC will make all underlying claim fees to keep the claims in good standing.

4. RMC will conduct a minimum of US$250,000 in exploration activities by the end of Year 1.

5. RMC will conduct an additional minimum of US$250,000 in exploration activities by the end of Year 3, for a total of US$500,000 in exploration activities by the end of Year 3.

6. RMC will have the option of earning a 100% interest in the Property by bringing it into commercial production.
7. Upon bringing the Property into commercial production, RMC will make "Bonus Payments" to Emergent. Bonus Payments will be US$15 per ounce of gold when the price of gold ranges between US$1,200 per ounce and US$1,799 per ounce. If the price of gold exceeds US$1,800 per ounce, the Bonus Payment will increase to US$20 per ounce.
8. After meeting its exploration requirements, should RMC subsequently elect to drop the Property or decide not to advance it, the Property will be returned to Emergent. Should Emergent subsequently advance the Property into production, RMC shall then be entitled to the same type of Bonus Payments as contemplated in 7 above.

Under the terms of the lease agreement, RMC was required to complete $500,000 in exploration related expenditures on the Property by May 31, 2016. As of that date, $325,000 in exploration related expenditures had been completed by RMC. On June 1, 2016, Emergent announced that Emergent and RMC had mutually agreed to amend the original lease agreement and that RMC would pay Emergent the remaining $175,000 in exploration related expenditures as cash payments to Emergent, in seven quarterly payments of $25,000, starting on June 1, 2016. Payments of $25,000 each were completed for June 1, 2016, September 1, 2016, December 1, 2016, March 1, 2017, June 1, 2017, and September 1, 2017. respectively. In addition, Emergent received the $10,000 annual advance royalty payment for the Buckskin Rawhide Property from RMC, due June 1, 2018.

Historic RC drilling on the Property in the 1980's and 1990's totaled 113 holes and 53,370 feet. RMC conducted exploration on Buckskin Rawhide East in 2013 (22 holes totaling 7,100 feet).

In 2018, Emergent and RMC reviewed and adjusted claim boundaries at Buckskin Rawhide East, resulting in the current property package of 48 mineral claims. In 2018 and 2019, RMC completed an Environmental Assessment and Plan of Operations allowing it to expand operations, specifically to mine the Regent satellite pit. These documents also allow RMC to conduct a major drilling on the Buckskin Rawhide Property, subject to certain permitting conditions.

Buckskin Rawhide West Property, Nevada

The Buckskin Rawhide West Property (the "Property"), totaling 21 mineral claims, is an early-stage gold/silver exploration property located two miles west of the Rawhide Mine, a gold/silver mine that is owned and operated by Rawhide Mining LLC. The Buckskin Rawhide East Property is located several thousand feet east but not adjacent to Buckskin Rawhide West and is a strategic property due to its location adjacent to an exploration target called Toiyabe located on Buckskin Rawhide East and RMC claims.

Exploration results at Buckskin Rawhide West Property indicate the potential for high grade mineralized gold/silver veins and bulk mineable disseminated gold/silver zones. The development alternatives included advancing the Buckskin Rawhide West Property as a standalone gold/silver exploration project or working with Rawhide Mining LLC to explore and develop the Property.

Emergent had a lease and option to purchase agreement with Jeremy Wire, an individual, for 21 unpatented mining claims at Buckskin Rawhide West. The terms of this agreement were disclosed in an Emergent news release dated February 6, 2012, Emergent agreed to lease the Property from Jeremy Wire subject to the advance royalty payments totaling $140,000 over a period of six years. Emergent completed all advance royalty payments and exercised its option to acquire 100% of the Property in 2018. The Property was transferred into Emgold (US) Corporation's name.

Mr. Wire will be entitled to a two percent Net Smelter Royalty on production from the Property. Emergent will retain the right to purchase this royalty for $1 million, less any advance royalty payments already made.

Koegel Rawhide Property, Nevada

The Koegel Rawhide Property (the "Property") is an early-stage gold/silver exploration property located about four miles south of the Rawhide Mine, a gold/silver mine that is owned and operated by Rawhide Mining LLC. Geologic mapping conducted in 1991-1992, indicates the Property is covered mostly by Tertiary (Pliocene) age intermediate volcanic rocks including andesitic tuff breccias, sills and dikes. The volcanic units have been folded into minor anticlines and faulted. Faults of several orientations occur on the Property with north, northwest and northeast trends. Hydrothermal alteration (clay and silica) is present and is associated with structures and mineralization. Historic surface sampling and sampling conducted by Emergent indicate gold mineralization is present on the Property and a high-grade zone, call T-10, has been identified by this sampling.

Emergent had a lease and option to purchase agreement with Jeremy Wire, an individual, for 19 unpatented mining claims at Koegel Rawhide. The terms of this agreement were disclosed in an Emergent news release dated February 13, 2012. Emergent agreed to lease the Property from Jeremy Wire subject to the advance royalty payments totalling $140,000 over a period of six years. Emergent completed the payments in 2018.

On February 15, 2013, the Company announced that it had staked an additional 17 unpatented mining claims totaling 340 acres. This increased the size of the Property to 36 unpatented mining claims totaling 720 acres.

Emergent subsequently completed all advance royalty payments and exercised its option to acquire 100% of the Property in 2018. The Property was transferred into Emgold (US) Corporation's name.

Mr. Wire will be entitled to a two percent Net Smelter Royalty on production from the Property. Emergent will retain the right to purchase this royalty for $1 million, less any advance royalty payments already made.

As announced by press release dated February 23, 2021, Emergent completed an airborne magnetic and radiometric geophysics survey over the 36 unpatented claims. The Property has an alteration zone that is about 6,000 feet long and 500 feet wide that is a prospective exploration area. The goal of the survey is to identify gold and silver exploration targets in this area and to better define a known exploration target called the T-10 Zone.

Based on the results of the survey, Emergent's next steps will be to conduct a soil sampling program and potentially an IP and resistivity ground geophysics study on the Property. Once these studies are complete and analyzed, plans are to permit and test-drill the T-10 Zone and other targets that may be identified through ongoing exploration.

Mindora Property, Nevada

The Mindora Property ("Mindora" or the "Property") is a gold/silver and base metal property located 20 miles southeast of Hawthorne, Nevada. It consists of 12 unpatented mining (the "NS Claims") and 18 unpatented mining claims (the "BL Claims"). The Property hosts a gold-silver zone that is an epithermal, carbonate-hosted, structurally controlled deposit in the Luning Limestone Formation. The gold-silver zone overlies a porphyry system with molybdenum mineralization. There is also evidence of copper skarn and copper porphyry mineralization on the Property.

The Property was discovered and worked in the late 1800's. In the 1920's with a limited amount of production came from a series of rich, silver-bearing veins. During the period 1946-1948, an estimated 10,000 tons of direct-shipping ore was mined from the Property at unknown grade.

In the 1970's, geologists recognized the epithermal nature of mineralization, and similarities to the nearby Santa Fe deposit and other carbonate-rich sediment-hosted gold deposits in Nevada. Several companies staked the Property during this period, did limited sampling and geophysics, and then dropped their claims.

Hawthorne Gold Corporation acquired the Property in 1979, and in the following year, brought in E & B Exploration Inc. as a joint-venture partner and operator. E & B completed programs of rock-chip sampling and trench sampling, surface and underground mapping, geophysical surveys, and drilled approximately 31,425 ft. (9,578 m) in 134 holes (including a water-well and two diamond core holes). E & B's work developed four known mineralized zones.

Eureka Resources, Inc. acquired E & B's interest in 1983. Eureka conducted IP, magnetic and VLF electromagnetic surveys, soil and rock-chip sampling and drilled an additional approximately 11,441 ft. (3,487 m) in 40 holes. In 1988, Eureka commissioned metallurgical studies and a detailed review by Kilborn Engineering with the goal of developing a small open pit gold mine. Total drilling on the Property is therefore about 42,836 ft. (13,056 m), mostly in vertical holes in the range of 200-400 ft. (61-122 m), with a maximum drilling depth of 700 ft. (214 m).

Eureka failed to file assessment work on the claims in 2001 and Nevada Sunrise LLC and BL Exploration staked the Property in 2001 and 2003, resulting in the current land package of the NS and BL Claims, respectively. Little exploration work has been done on the Property since the last drilling program, completed in 1995. Emergent outlined a number of significant gold/silver and molybdenum intercepts from historic drilling in its May 21, 2019 press release.

There is little assay information on copper mineralization on the Property. A report titled "Assessment Report on the Mindora Property, Mineral County, Nevada for Eureka Resource Inc." by Myra Schatten, B.C., dated April 1993, looked at copper mineralization on the Property. The report identified several copper anomalies. It concluded that copper mineralization occurs as skarns along the contact between the intrusives and the limestone and sediments, as replacement zones adjacent to intrusive and limestone sedimentary contacts, and as porphyry mineralization. The data available on the Property was generated through exploration prior to the implementation of National Instrument NI 43-101.

On June 15, 2019, Emergent signed definitive agreements with both Nevada Sunrise LLC and BL Exploration for the NS and BL claims respectively. On December 23, 2019, the terms of the definitive agreements were amended. Terms for the acquisition of the claims are as follows:

<u>Terms of the Nevada Sunrise LLC Transaction</u>

Emergent has agreed to purchase a 100 percent interest in the 12 unpatented mining NS Claims from Nevada Sunrise LLC under the following terms:

1. US$50,000 on closing (subsequently amended to US$25,000 due on or before December 31, 2019 (paid) and US$25,000 due on or before February 29, 2020 (paid);
2. US$25,000 per year on the anniversary date of the closing for a period of four years (three payments completed).

Total purchase price of US$150,000.

<u>Terms of the BL Exploration LLC Transaction</u>

Emergent has agreed to purchase a 100 percent interest in 18 unpatented mining BL Claims from BL Exploration LLC for US$50,000, due at closing (subsequently amended to US$25,000 due on or before December 31, 2019 (paid) and US$25,000 due on or before February 29, 2020 (paid)). The BL Claims will be subject to a US$20,000 per year advance royalty. Emergent will assign a 2% NSR royalty to BL Exploration. Emergent will have the option of acquiring one half of the 2% NSR for US$200,000 on or before the fifth anniversary of the closing of the transaction. Should Emergent not exercise this option, it will have a second option of acquiring ½ of the 2% NSR for US$500,000 after the fifth anniversary and before the ninth anniversary of the closing of the transaction.

During the year ended December 31, 2020, Emergent paid BL Exploration LLC $20,000 for its annual advance royalty payment and paid Nevada Sunrise LLC $25,000 for its property purchase payment.

Emergent received both digital and paper data from Nevada Sunrise LLC and BL Exploration LLC and is currently organizing and reviewing this data.

On December 17, 2020, Emergent announced that it had staked 117 unpatented claims at Mindora, expanding the Property size to 147 unpatented claims totaling about 2,940 acres. On February 23, 2021, the Company announced it had completed an airborne magnetic and radiometric geophysics survey covering the Property.

On January 19, 2022, the Company reported results of a soil sampling program at the Property conducted in 2021. A total of 1,254 soil samples were taken on the eastern half of the Property. Gold and silver assay results indicate that mineralization in the historic resource area ("HRA") can be expanded from an east-west strike length of 2,000 ft (600 m) to 6,000 ft (1,800 m). In addition, four other secondary exploration areas ("SEA1, SEA2, SEA3, and SEA4") were identified outside the HRA for further work.

Emergent plans to complete an induced polarization and resistivity ground geophysical survey in the future. The Company is currently reviewing and creating a drill-hole, survey, and assay database from historic drilling and plans to create a 3-D geologic and 3-D drill model for the Property. Once the models are complete and the results from the geophysics and soil sampling programs are analyzed, Emergent plans to permit and conduct drilling on the Property. The initial drill program will be used to confirm historic drilling results and test the 3-D geologic model.

Casa South Property, Quebec

The Casa South Property, Quebec (the "Property") is located approximately 80 kilometers north of the town of La Sarre, Quebec or 105 kilometers west south-west of Matagami in the Casa Berardi Township, James Bay Municipality. It is located south of the Casa Berardi Mine, owned and operated by Hecla Mining Corporation (NYSE: HL). It is accessible going north from La Sarre via Casa Berardi Mine's all-season gravel road. The Property consists of 180 active mining titles covering a total of 10,061 hectares. The claims are in one contiguous block. Casa Berardi Mine has produced approximately 2.0 million recovered gold ounces since commencing production in 1988 (source: Hecla Mining Corporation website). Note that the presence of mineral resources and reserves found on the Casa Berardi Mine property does not guarantee discovery or delineation of mineral resources and reserves at the property.

The Property encompasses a lithologic context similar to the adjacent Cass Berardi deposit. Its exploration history followed the same stages of evolution over a period of time from the 1960 to 1990 where exploration focused sulfide rich polymetallic deposits similar to the Kidd Creek, Selbaie, or Mattagami deposits discovered in the northern part of the Abitibi belt. Exploration work on the claims was done by companies such as Newmont, Noranda, and Cambior, among others.

Following the discovery of gold close to the Casa Berardi fault in 1981, various geophysical surveys were done on the Property as well as soil and rock chip sampling and drilling looking for similar targets. The historical gold potential appears to be located inside the Kama faults and related anomalies corresponding to a three-kilometer by two-kilometer area were disseminated pyrite and arsenopyrite concentrations is found in carbonated andesite along flow contacts. Over a period of 45 years, about 23,000 meters of diamond drilling was done on the Property in 47 drill holes. In addition, RC drilling was done in glacial till as an exploration technique to try to trace gold found in the glacial till back to bedrock sources.

The Property is located immediately south of Hecla's Casa Berardi Mine operation and extends laterally for 20 kilometers covering different sub-parallel structures corresponding to distinct geophysical signatures and hosting elevated gold values in soil anomalies.

Assignment Agreement

On December 12, 2018, Emergent completed an assignment and assumption agreement (the "Assignment Agreement") with a third party, a privately held company, (the "Assignor") granting Emergent (the "Assignee") its rights, held through a binding Letter of Intent (the "LOI") with Greg Exploration Inc. and Affiliates (the "Vendors"), to acquire up to a 91% interest in the Property.

Pursuant to the Assignment Agreement, Emergent agreed to acquire the rights, held through the LOI also dated December 12, 2018, executed between the Assignor and the Vendors, in exchange for 2,000,000 common shares of the Company (the “Shares”) to be issued to the Assignor, granting Emergent the option to acquire up to a 91% interest in the Property. The Shares to be issued to the Assignor would be subject to a minimum statutory hold period of 4 months from the date of issue.

As part of the Exchange approval of the Transaction, on March 15, 2019, Emergent and the Assignee completed an amended assignment agreement (the “Amended Assignment Agreement”) whereby Emergent agreed to pay the Assignee of 807,692 common shares from its share capital representing $52,500, at a share price of $0.065 (based on the Market Price, as defined in Exchange policies, of the common shares at the time of disclosing of the Transaction). In addition, Emergent agreed to pay $22,500 in Finder’s Fees at the time the Assignee makes future cash payments to the Vendors under the terms of the Option Agreement (and only as to 7.5% of the cash payment actually made at such time) with Shares issued at Market Price, as defined in Exchange Policy 1.1 at such time.

Definitive Agreement

Emergent’s assumption of the rights, held through the LOI and subsequently a definitive agreement (the “Option Agreement” dated January 28, 2019, allowed Emergent the option to acquire up to a 91% interest in the Property under the following terms. During the option period (the “Option Period”), Emergent was required to make cash payments to the Vendors as shown in the following Table.

Payments to the Vendors During the Option Period

Timing of Cash Payment	Payment $CDN
Closing of the Transaction	$75,000 (PAID)
Year 1 Anniversary of the Definitive Agreement	$75,000
Year 2 Anniversary of the Definitive Agreement	$75,000
Year 3 Anniversary of the Definitive Agreement	$75,000
Year 4 Anniversary of the Definitive Agreement	$75,000
Total	**$375,000**

Emergent was required to complete $600,000 in exploration expenditures (“Exploration Expenditures”) in Year One of the Option Period. Emergent was required to make an additional $1,000,000 in Exploration Expenditures during the course of the Definitive Agreement, without any commitment as to amount and timing of amount to be spent. Exploration Expenditures shall include, but not be limited to, cash payments made to the Vendors, claim fees, property taxes, exploration expenditures, permitting expenditures, reclamation expenditures, payments made to First Nations, holding costs, legal costs, and reasonable administrative costs. Excess expenditures, made in a given year, will be credited to future years of exploration of the Property.

If Emergent completed the contemplated $1.6 million in Exploration Expenditures during the Option Period, it was entitled to a 91% interest in the Property. If Emergent completed $1.1 million but less than $1.6 million in Exploration Expenditures during the Option Period, it was entitled to an 86% interest in the Property. If Emergent completed more than $600,000 but less than $1.1 million in Exploration Expenditures during the Option Period, it was be entitled to an 81% interest in the Property.

Emergent had the right to accelerate the exercise of the Option and consequently reduce the Option Period by concurrently accelerating the aforementioned cash payments to Vendors and Exploration Expenditures. Should Emergent decide to accelerate such cash payments and Exploration Expenditures, Emergent was entitled to a 20% discount on the contemplated annual cash payments to be made, as described hereinabove. Once the conditions of the Option have been satisfied, Emergent and Vendors were to form a joint venture with Emergent acting as the Manager and an industry standard joint venture agreement will be completed (the “Joint Venture”). As soon as reasonably practicable after the establishment of the Joint Venture, the claims comprising the Property would be transferred into the name of the Joint Venture.

Emergent was to grant to the Vendors a 1.5% Net Smelter Royalty ("NSR") on the Property, being agreed that half a percent (0.5%) of said NSR can be repurchased by Emergent for an amount of five hundred thousand dollars ($500,000).

On March 19, 2019, the Company closed the acquisition of an option to acquire up to a 91% interest in the Property. The Company completed the first option payment of $75,000 to Vendors, as required by the Option Agreement entered into between the Company and Vendors, and initiated the four-year Option Period. Concurrently, the Company issued the Assignor an amount of 807,692 common shares from its share capital representing $52,500, at a share price of $0.065 (based on the Market Price, as defined in Exchange policies, of the common shares at the time of the transaction).

On March 21, 2019, the Company announced by press release it had initiated a 3,000-meter drill program at Casa South. The drilling will target a high priority area defined as the Kama Trent – a major gold bearing structure approximately 7 km long by 2 km wide located just south of the Casa Berardi Mine. On April 26, 2019, the Company announced completion of 3,021 meters of drilling.

On June 13, 2019, Emergent announced by press release that it had completed an amendment (the "Amendment") to the Option Agreement between Emergent and the Vendors and had exercised its option, granted by the Amendment, to acquire a 100% interest in the property. Under the terms of the original Option Agreement, Emergent had the option to complete C$375,000 in payments (C$75,000 paid) over four years and complete C$1.6 million in exploration expenditures to acquire a 91% interest in the Property. Under the terms of the Amendment, in lieu of the remaining payments and work commitments above and in order to acquire a 100% undivided interest in the Property, Emergent had issued to Vendors an amount of 4,000,000 units from its share capital (the "Compensation Units"), each Compensation Unit being comprised of one common share (each a "Compensation Share") and one half of one common share purchase warrant (each a "Compensation Warrant"), each whole Compensation Warrant entitling the holder to acquire one (1) common share in the share capital of Emergent (each a "Compensation Warrant Share") at a price of $0.25 per Compensation Warrant Share for a period of twenty four (24) months from the date of issuance.

Compensation Shares and Compensation Warrant Shares issued as a result of the Amendment are subject to a four-month statutory hold period. The Compensation Shares and Compensation Warrant Shares issued as part of the Amendment are subject to a Right of First Refusal ("ROFR") provisions and limitation of monthly sales by the Vendors (the "Offered Shares") in any given calendar month, subject to a 10-business day Notice Period (the "Notice Period"). During the Notice Period, Emergent shall have the right to identify one or several acquirers to purchase the Offered Shares, to which the Vendors shall sell all (but not less than all) of the Offered Shares at equal or superior terms, based on the prior 10-day volume weighted average price of Emergent's common shares on the TSX Venture Exchange. Compensation Units were issued to the Vendors and the Vendors transferred the Property into Emergent's name.

A one and a half percent (1.5%) Net Smelter Royalty ("NSR") has been granted to the Vendors on the Property, being agreed that half a percent (0.5%) of said NSR can be repurchased by Emergent for an amount of C$500,000.

On February 5, 2020, Emergent announced that it expanded the Property with the addition of 24 mineral claims totaling approximately 1,320 ha (3,260 ac). The total size of the Property was 204 claims totaling 11,400 ha (28,170 ac). Emergent completed a second amendment (the "Second Amendment") to the option agreement (the "Option Agreement") dated January 28, 2019 between Emergent and the Vendors (see Emergent press release dated March 19, 2019 for details on the Option Agreement). The Second Amendment adds the additional 24 mineral claims to Schedule A of the Option Agreement, defining the Property as the 204 claims. All 204 are owned by Emergent but are subject to a one and half percent (1.5%) Net Smelter Royalty ("NSR") payable to the Vendors. A half percent (0.5%) of said NSR can be repurchased by Emergent for an amount of C$500,000.

On April 22, 2020, Emergent management became aware that certain claims that make up part of the Casa South Property had been dropped. Investigation determined that one of its consultants, responsible for managing its Quebec claims, failed to make the proper computerized filings with the MERN in Quebec for claim renewal fees expiring in February 2020, despite funds having been put in place with the MERN for the renewal. A total of 19 claims were dropped. Management took immediate steps to transfer management of the claims to a land management company and ensure that no additional claims were dropped. Investigation further found that the 19 claims had been re-staked by another public company. This public company subsequently contacted Emergent with an offer to sell the 19 claims back to the Company (this is part of their business model). Subsequent in the third quarter ended September 30, 2020, the Company completed a formal agreement and regained ownership of the claims.

During 2019 and 2020, the Company completed a drone magnetic survey over the Property with the goal of better defining drill targets for further exploration on the Property. In 2021, the Company completed analysis of this data and announced the identification of 20 geophysical exploration targets for follow up (see September 21, 2021, press release).

On December 2, 2021, the Company received the necessary permit and commenced a 2021/22 exploration program (the "Program") at the Property. The Program, as currently permitted, will consist of up to 16,175 meters of diamond drilling at 48 drill sites. Initially, about 3,000 meters of drilling is planned to test eight of twenty geophysical targets described in the Company's September 1, 2021, press release.

On December 7, 2022, the Company announced it has completed ten diamond core drill holes totaling 2,963 meters as a first phase ("Phase 1") of a drilling program. The Company has also completed modelling and interpretation of 197 historic reverse circulation ("RC") drill holes done to sample glacial till in the 1980's by Overburden Drilling Management ("ODM") in 1989. This analysis has identified 14 additional drill targets for future exploration. Phase 1 drilling was completed near the northern Property boundary, adjacent to Hecla Mining Company's Casa Berardi Mine. Results, in conjunction with diamond core drilling completed by Emergent in 2019, indicate the presence of anomalous gold mineralization in the Kama Trend, a seven kilometer long by two kilometer wide east-west trending structure paralleling the Casa Berardi Deformation Corridor to the north where the Casa Berardi Mine is located.

East-West Property, Quebec

On December 11, 2019, Emergent announced that it has signed a Claim Purchase and Option Agreement giving the Company the option (the "First Option") to acquire up to a 50% interest in the East-West Property, Quebec (the "Property") from a private individual (the "Vendor"). The remaining 50% interest in the Property is owned by Knick Exploration Inc. ("Knick") (TSXV: KNX). Emergent has also acquired a second option (the "Second Option") to increase its ownership in the Property to 55%, as outlined below. The Property included 7 mineral claims totaling 184 ha.

The Property is located in the Val d'Or Mining Camp on strike, west of, and adjacent to Wesdome Gold Mines Ltd. (TSX: WDO) Kiena Complex Property which hosts the past producing Kiena Mine. The Kiena Complex produced more than 2.8 million ounces of gold from 1981 to 2013 and has a permitted 2,000 tonne per day milling and refining complex currently on care and maintenance. It is also on strike, east of, and adjacent to Osisko Mining Inc.'s (TSX: OSK) Marban Block Property which contains three past producing Mines (Marban, Norlartic, and Kierrans) that produced more than 590,000 ounces of gold. Note that the location of the Property adjacent to the Kiena Complex or Marban Block Properties does not guarantee exploration success or that mineral resources and mineral reserves will be delineated on the East-West Property.

A NI 43-101 Technical Report was completed on the Property in 2018 by Knick Exploration Inc. and is available under Knick's corporate filings at www.sedar.com. Emergent has not reviewed this Technical Report and considers it historic. Historic work on the property, prior to 2007, includes more than 41,000 m in drilling in 180 drill holes. Knick acquired the property in 2007 and subsequently conducted three drilling programs totaling 17,728 m of drilling in 100 drill holes. The Vendor acquired a 50% interest in the Property in 2018 from Knick. Drilling results to date support the potential for a gold system over a strike length of about 1.5 km.

Terms of the Transaction

On the closing date, the Vendor granted to Emergent the First Option to acquire 50% ownership and title to the claims comprising the Property and all rights under pursuant to a sale agreement between the Vendor and Knick dated November 27, 2018, as amended on November 29, 2019 (together, the "Sale Agreement"). In exchange, Emergent agreed to pay the Vendor:

1. 4,000,000 common shares in the share capital of Emergent (the "Share Consideration"), issued to the Vendor on January 3, 2020, the Closing Date (issued);
2. a cash payment of CAD$35,000 to be paid to the Vendor upon the three-month anniversary of the Closing Date (paid);
3. a cash payment of CAD$50,000 to be paid to the Vendor upon the six-month anniversary of the Closing Date (paid); and
4. a cash payment of CAD$50,000 to be paid to the Vendor upon the nine-month anniversary of the Closing Date (paid).

The transaction was approved by the Exchange on January 3, 2020. Emergent has received digital and paper data on the property and is currently organizing and reviewing it. Upon completion of the share and cash payments, the Vendor's Property interest in the claims was transferred to Emergent.

On November 24, 2021, the Company announced that it has completed the acquisition of the remaining 50% ownership in the East-West Property, Quebec from Knick Exploration. Subsequent to the issuance of this press release, Knick Exploration made a Division 1 Proposal under the Bankruptcy and Insolvency Act that was approved by a vote of creditors on February 23, 2021 and approved by the Superior Court of Quebec, Abitibi District, on April 26, 2021. Emergent completed the acquisition of the remaining 50% interest in East-West through this Commercial Proposal process and also acquired the Trecesson Property, as announced bp press release on September 27, 2021. On May 3, 2022, the Company completed the sale of the 100% of its interests, rights and title to its East-West Property, Quebec to O3 Mining Inc. ("O3") (TSXV:OIII). The consideration for O3 to acquire the Company's interest in the East West Property was consisted of:

(i) Cash consideration of CDN$750,000 at closing (CDN$750,414 were received in May 2022);
(ii) Issuance of 325,000 O3's common shares to the Company at closing (325,000 O3's common shares were received in May 2022);
(iii) Grant of 1% net smelter returns ("NSR") royalty to the Company over the East West Property in favour of the Company (the "Royalty"), which shall be subject to a buy-back right in favor of O3 (the "Buy-Back Right"), whereby O3 may elect to buy back the Royalty for: (a) CDN$500,000 if the Buy-Back Right is exercised within the first three years from the date of the Definitive Agreement (as defined herein); (b) CDN$1,000,000 if the Buy-Back Right is exercised within the fourth and fifth years from the date of the Definitive Agreement. For greater certainty, subsequent to the fifth anniversary date of May 3, 2022, the Royalty will no longer be subject to the Buy-Back Right.

Trecesson Property, QC

On September 27, 2021, the Company announced that it has completed the acquisition of the remaining 100% ownership in the Trecesson Property, Quebec from Knick Exploration. Knick Exploration made a Division 1 Proposal under the Bankruptcy and Insolvency Act that was approved by a vote of creditors on February 23, 2021 and approved by the Superior Court of Quebec, Abitibi District, on April 26, 2021. Emergent completed the acquisition of the property through this Commercial Proposal process.

The Trecesson Property is located approximately 50 km north and 10 km northwest of the cities of Val D'Or and Amos, Quebec, respectively. It contains the Cossette Gold System with two main exploration targets identified to date along that system – South Cossette and North Cossette Targets. The Property, upon completion of the acquisition included 50 mineral claims totaling 1,820 ha. In November 2021, the Company stated an additional 6 claims totaling 83.26 ha. In December 2022 the Company stated an additional 6 claims totaling 139.47 ha. In December 2022, the Company announced the acquisition of 9 claims totaling 147.31 ha from 9210-8455 Quebec Inc. for CDN$6,000. The property currently consists of 71 claims totaling 2,281 ha.

Knick conducted two drill programs, one in 2011 and one in 2017. The first drilling program consisted of 121 drill holes totaling 3,457.7 m. The second drill program consisted of 33 drill holes totaling 3,220.6 m. Total drilling by Knick was 154 drill holes totaling 6,678.3 m. This equates to an average hole length of 43.4 m per hole.

In 2022, Emergent retained Mercator Geological Services to complete a model of the historic drilling at Trecesson and permit a drilling program. On December 20, 2022, the Company announced it had commencing a drill program. On January 31, 2023, the Company announced it had hit visible gold in two of five initial drill holes completed to date at its Trecesson Property.

Troilus North Royalty, QC

Troilus Gold Corporation is advancing the Troilus Gold Property in Quebec through exploration with the goal of delineating mineral resources and reserves and, if successful, bringing the past producing gold and copper mine back into production. Current indicated resources delineated by Troilus Gold include 177.3 million tonnes at a 0.87 g/t AuEq gold grade containing 4.96 million AuEq ounces. Current inferred resources include 116.7 million tonnes at a 0.84 g/t AuEq gold grade containing 3.15 million AuEq ounces (source and details: Troilus Gold News Release dated July 28, 2020). Emergent's qualified person has not verified these numbers.

In 2018, Emergent acquired a 100% interest in the Troilus North Property, QC. The Troilus North Property consists of 209 contiguous claims totaling 11,309 ha located 160 km north of the town of Chibougamau in the province of Quebec. On November 28, 2018, the Company signed a Purchase and Sales Agreement to sell its Troilus North Property, to Troilus Gold Corporation (TSX: TLG) ("Troilus Gold") for 3,750,000 Troilus Gold common shares (the "TLG Shares") and CDN$250,000 in cash (the "Transaction"). On December 5, 2018 (the "Effective Date") the Transaction closed.

On March 2, 2020, Emergent announced it has acquired a 1% Net Smelter Royalty ("NSR") on the Troilus North Property from CAT Strategic Metals (formerly Chimata Gold Corporation) (CSE: CAT) ("CAT"). Emergent has acquired the CAT royalty for a cash payment of C$75,000. Troilus Gold retains first option to acquire this 0.5% of this royalty for a cash payment of C$500,000 and a second option to acquire the remaining 0.5% of this royalty for an additional cash payment of C$500,000. Troilus Gold has completed a Consent approving the transaction.

Corporate Update

New Stock Option Plan and Grant of Options

On January 5, 2023, the Company announced it had adopted a new 10% rolling stock option plan (the "New Stock Option Plan") in place of its current stock option plan. The new plan is subject to shareholder approval at the Company's next annual shareholder meeting and final TSX Venture Exchange Approval. In addition, the Company granted an aggregate of 1.3 million incentive stock options (the "Options"), pursuant to the New Stock Option Plan, to directors, officers, employees, and consultants of the Company. The Options are exercisable at a price of C$0.25 per common share for a period of 5 years from the date of grant. All Options will vest on the following schedule: (a) 34% on January 4, 2023; (b) 33% on January 4, 2024; and (c) 33% on January 4, 2025. The grant of Options is also subject to approval by shareholders at the Company's next annual general meeting.

RESULTS OF OPERATIONS

Three-month Period Ended March 31, 2023 ("2023 Q1") versus 2022 ("2022 Q1")

During 2023 Q1, Emergent had a net income of $158,216 compared to a net income of $5,440 during 2022 Q1. The main variances are discussed as follows:

(i) Increase in resource property expenses from $128,338 in 2022 Q1 to $143,055 in 2023 Q1. The reason is due to initiation of the drilling activities for Trecesson Property in 2023 Q1.

(ii) Increase in advertising and promotion from $2,744 in 2022 Q1 to $73,407 in 2023 Q1. The reason is due to the engagement of three marketing firms in 2022 Q4 with total amount of these contracts for CDN$170,000. The 2023 Q1 amount represents the amortization of the contract amounts for the current quarter.

(iii) Increase in professional fees from $26,836 in 2022 Q1 to $32,596 in 2023 Q1. The reason is due to the increase in quarterly audit fee accrual in 2023 Q1 vs 2022 Q1.

(iv) Significant decrease in the fair value of warrant derivative liability in 2023 Q1 compared to December 31, 2022, resulted in a favorable fair value adjustment of $627,191. During 2022 Q1, a similar but smaller decrease in the fair value of the warrant liability from the December 31, 2021 value, resulted in a favorable fair value adjustment of $294,434 in 2022 Q1.

(v) A loss on disposition of marketable securities was recognized in 2023 Q1. The Company generated cash through the sale of marketable securities on hand, however prices realized were below the original costs in FY 2022.

(vi) Significant increase in the fair value of marketable securities in 2023 Q1 ($25,493 increase in fair value) versus 2022 Q1 ($24,271 decrease in fair value) also contributed to the significant increase in the income in 2023 Q1. During 2023 Q1, the Company sold market securities with share price higher than their price as at December 31, 2022. As such, the Company recovered a portion of unrealized fair value write-down recognized in prior periods.

FINANCIAL DATA FOR THE LAST EIGHT QUARTERS

The following table sets out selected unaudited quarterly financial information of the Company and is derived from the unaudited condensed interim consolidated financial statements prepared by management. The Company's interim financial statements are prepared in accordance with International Financial Reporting Standards and are expressed in US dollars.

	21-Mar	22-Dec	22-Sep	22-Jun	22-Mar	21-Dec	21-Sep	21-Jun
	$	$	$	$	$	$	$	$
Total assets	3,058,861	3,956,338	3,151,038	3,555,230	3,346,859	3,669,281	3,927,207	3,882,695
Revenue	-	-	-	-	-	-	-	-
Gain (loss) from continuing operations	158,216	(459,422)	(693,143)	(423,758)	5,440	(259,554)	(310,138)	1,300,955
Net Income (loss)	158,216	(459,422)	(693,143)	(423,758)	5,440	(259,554)	(310,138)	1,300,955
Working Capital (Deficit)	(1,155,209)	(1,373,763)	(1,477,450)	(787,873)	(768,413)	(769,112)	(366,405)	(631,215)
Gain (loss) per share (Basic and diluted)	0.01	(0.02)	(0.04)	(0.03)	0.00	(0.02)	(0.02)	0.10

EXPLORATION AND EVALUATION EXPENDITURES

In 2018, the Company changed its business model to an acquisition and divestiture (A&D strategy). The Company looks to acquire assets, add value to them through exploration, and subsequently divest of them for the benefit of Emergent's shareholders. The Company focuses on Nevada and Quebec, which it believes are two of the best jurisdictions for exploration in North America.

In 2018, the Company acquired the Troilus North Property which it subsequently sold to Troilus Gold Corporation for C$250,000 in cash and 3.75 million Troilus Gold common shares. The Company optioned the New York Canyon Property in 2019 and completed an Option to Joint Venture Agreement with Kennecott Exploration in 2020. The

Company acquired and consolidated ownership of the East-West Property and sold it to O3 Mining for C$750,000 and 325,000 O3 Mining shares in 2022. These represent examples of the success of the A&D strategy.

The Company has put together a number of other assets, arguably described as a “property bank”. The Company acquired 100% interest in the Golden Arrow Property in Nevada in 2018 which is a core asset with significant measured and indicated resources. The Company acquired the Mindora Property in Nevada, the Casa South Property in Quebec (adjacent to Hecla’s Casa Berardi Mine), and the Trecesson Property 50 km north of Val d’Or as additional assets.

The Company has consolidated its ownership in the Buckskin Rawhide East Property and subsequently leased the property to Rawhide Mining LLC, who operates the Rawhide Mine which represents a royalty opportunity for the Company. It has consolidated its 100% interest in the Buckskin Rawhide West and Koegel Rawhide Properties, both strategic in nature due to their location near the operating Rawhide Mine.

The Company will focus on exploration of priority assets as cash flow allows. The Company will focus on additional acquisitions as cash flow allows. However, as the Company now has built a portfolio of quality assets, its focus will also shift to marketing and divesting of assets for cash, shares, or other consideration to minimize the need for equity financing. The Company is continually evaluating acquisition and divestiture opportunities of assets in Nevada and Quebec.

Property acquisition costs	Casa South, QC	East West, QC	Trecesson, QC	New York Canyon, NV	Troilus North, QC	Mindora, NV	Golden Arrow, NV	Buckskin Rawhide - East, NV	Buckskin Rawhide - West, NV	Koegel Rawhide, NV	Total
Balance as at January 1, 2022	**$ 529,148**	**$ 440,227**	208,228.00	**$ 258,957**	**$ 56,440**	**$ 190,307**	**$ 662,870**	**$ 284,052**	**$ 140,029**	**$ 140,030**	**$ 2,910,288**
Acquisition Costs	–	–	$ –	–	–	–	–	–	–	–	–
(Royalty payment received)	–	–	–	–	–	–	–	–	–	–	–
Balance as at March 31, 2022	**$ 529,148**	**$ 440,227**	**$ 208,228**	**$ 258,957**	**$ 56,440**	**$ 190,307**	**$ 662,870**	**$ 284,052**	**$ 140,029**	**$ 140,030**	**$ 2,910,288**
Balance as at January 1, 2023	**$ 529,148**	**$ –**	**$ 212,783**	**$ 258,957**	**$ 56,440**	**$ 235,307**	**$ 687,870**	**$ 274,052**	**$ 140,029**	**$ 140,030**	**$ 2,534,616**
Acquisition Costs	$ –	$ –	$ 387	$ –	$ –	$ –	$ –	$ –	$ –	$ –	$ 387
Disposal	$ –	$ –	$ –	$ –	$ –	$ –	$ –	$ –	$ –	$ –	$ –
(Royalty payment received)	$ –	$ –	$ –	$ –	$ –	$ –	$ –	$ –	$ –	$ –	$ –
Balance as at Marrch 31, 2023	**$ 529,148**	**$ –**	**$ 213,170**	**$ 258,957**	**$ 56,440**	**$ 235,307**	**$ 687,870**	**$ 274,052**	**$ 140,029**	**$ 140,030**	**$ 2,535,003**

Exploration & Evaluation Expenditure	Casa South, QC	East West, QC	Trecesson, QC	New York Canyon, NV	Troilus North, QC	Other Prospects	Mindora, NV	Golden Arrow, NV	Buckskin Rawhide - East, NV	Buckskin Rawhide - West, NV	Koegel Rawhide, NV	Total
Balance as at January 1, 2022	**1,493,080**	**43,171**	**3,768**	**115,783**	**339,249**	**208,776**	**313,055**	**1,409,300**	**6,165**	**22,494**	**44,798**	**3,999,639**
Claims Fee	1,888	193	–	–	–	256	–	–	–	–	–	2,337
Carrying Costs	–	–	–	–	–	–	–	36,000	–	–	–	36,000
General property search	–	80,517	–	2,010	–	1,486	1,947	4,041	–	–	–	90,001
Balance as at March 31, 2022	**1,494,968**	**123,881**	**3,768**	**117,793**	**339,249**	**210,518**	**315,002**	**1,449,341**	**6,165**	**22,494**	**44,798**	**4,127,977**
Balance as at January 1, 2023	**2,101,385**	**66,034**	**696,681**	**122,538**	**339,249**	**213,806**	**342,875**	**1,666,744**	**7,823**	**26,268**	**51,227**	**5,634,630**
Claims Fee	476	–	297	–	–	–	–	–	–	–	–	773
Carrying Costs	–	–	2,365	–	–	–	–	39,867	–	–	–	42,232
General property search	5,278	–	74,534	15,224	–	–	3,770	1,244	–	–	–	100,050
Balance as at March 31, 2023	**2,107,139**	**66,034**	**773,877**	**137,762**	**339,249**	**213,806**	**346,645**	**1,707,855**	**7,823**	**26,268**	**51,227**	**5,777,685**

LIQUIDITY

The Company is an exploration stage company and has not earned revenue from operating activities since inception. Financing of operations has been achieved by equity financing and divestiture of assets for cash, shares, or other consideration. As at March 31, 2023, the Company had $86,485 in cash and $51,002 in marketable securities and working capital deficiency of $1,155,209 (including warrant derivative liability of $779,579). The Company has no operations that generate operating cash inflow.

Management intends to maintain the working capital and to finance its operating costs through a private placement of common shares or by doing business transactions related to its properties. While the Company has a history of financing its operations through equity financing in the past, readers are cautioned that there are no guarantees that the Company can do so in the future.

Cash used in operating activities during the three months ended 31 March 2023 totaled $805,738 (31 March 2022 – $493,150). The increase in 2023 was due to increased exploration and advertising and promotional activities.

Cash provided by financing activities during the three months ended 31 March 2023 was $73,822 (31 March 2022 – $155,608). The decrease in the current year was due to a smaller collection of share subscription receivable in 2023 Q1 vs 2022 Q1.

Cash provided by investing activities during the three months ended 31 March 2023 totaled $132,135 (31 March 2022 – $NIL). In 2023 Q1, the Company sold marketable securities while no such sale of marketable securities occurred in 2022 Q1.

The Company has commitment to incur expenditures related to the flow-through funds raised from private placements (see note 14 to the financial statements for the three months ended March 31, 2023).

The Company is not subject to external capital requirements and does not have any capital commitments as of the date of this MD&A.

BUSINESS UPDATE (SUBSEQUENT EVENTS)

New York Canyon Property, NV.

On April 3, 2023, the Company announced that KEX had mobilized and has commenced drilling activities. New York Canyon is subject to an Earn-In with Option to Joint Venture Agreement (the “Agreement”) between Emergent and KEX. KEX has options to earn up to a 75% interest in the Property by completing up to US$22.5 million in exploration expenditures. The Property hosts a number of copper porphyry and skarn exploration targets.

Trecesson Property, QC

On April 17, 2023, the Company announced results from the Phase 1 drill program. The program consisted of 17 NQ size core holes totaling 2,349 m of drilling, focused on testing the Cossette North and South vein systems. The most significant intercept was found in hole TR-23-03 where grades averaged 19.96 g/t Au and 5.13 g/t Ag over 1.1 m in length. This value corresponds to one of the intersections where visible gold was logged by geologists, as announced by the Company in its January 31, 2023, press release.

Mindora Property, NV

On May 15, 2023, the Company announced it has signed a binding Term Sheet (“Term Sheet”) and plans to complete an Option to Purchase Agreement (“Agreement”) with Lahontan Gold Corp. (“Lahontan”). Lahontan, subject to certain terms and conditions, will have the option (“Option”) to acquire a 100% interest in the Company’s Mindora Property by completing $1.8 million in cash payments and $1.4 million in work expenditures on the Property (total $3.2 million) over a seven-year period. The details of the terms are described in the Company’s May 15, 2023, press release.

Off Balance Sheet Arrangements

The Company does not have off-balance sheet arrangements.

Proposed Transactions

Other than the transactions described in the Business Update Section, the Company does not have any proposed transactions that have material impacts to the Company at this time.

Outstanding Share Data

As of the date of this MD&A, the Company has 27,195,337 shares and 12,970,891 share purchase warrants outstanding. The Company has 2,557,500 options outstanding as at the date of this MD&A.

Transactions with Related Parties

Related party transactions and balances not disclosed elsewhere in the consolidated financial statements are as follows:

Name and Principal Position	Period(i)		Remuneration or fees(ii)
	2023	**$**	**37,500**
David Watkinson, CEO and President – salary	2022	$	37,500
	2023	**$**	**12,000**
David Watkinson, CEO and President – benefits and allowance	2022	$	12,000
	2023	**$**	**21,846**
David Watkinson, CEO and President – Share-based compensation	2022	$	–
	2023	**$**	**30,000**
Robert Rosner, CFO and director – management fees	2022	$	30,000
	2023	**$**	**10,923**
Robert Rosner, CFO and director – Share-based compensation	2022	$	–
	2023	**$**	**8,192**
Andrew MacRitchie, Director – Share-based compensation	2022	$	–
	2023	**$**	**8,192**
Vincent Garibaldi, Director – Share-based compensation	2022	$	–
	2023	**$**	**8,192**
Julien Davy, Director – Share-based compensation	2022	$	–
	2023	**$**	**5,208**
Vancouver Corporate Solutions Inc. owned by Denis Pilla, Corporate Secretary – Consulting fees	2022	$	–
	2023	**$**	**1,365**
Denise Pilla, Corporate Secretary – Share-based compensation	2022	$	–

(i) For the years ended March 31, 2023 and 2022.

(ii) Amounts disclosed were paid or accrued to the related party.

On January 4, 2023, the Company granted 1,075,000 incentive stock options with an exercise price of CDN$0.25/option with and expiry date of January 4, 2025 to the following related parties:

400,000 options to David Watkinson, CEO and President;

200,000 to Robert Rosner, CFO and director;

150,000 each to Andrew MacRitchie, Director, Vincent Garibaldi, Director and Julien Davy, Director;

25,000 to Denise Pilla, Corporate Secretary;

The following table reports amounts included in due from and due to related parties:

	March 31, 2023	December 31, 2022
David Watkinson, the CEO	**$ 35,755**	$ 41,883
Robert Rosner, the CFO	**(15,894)**	43,555
	$ 19,861	$ 85,438

All related party balances are measured at their exchange amount, which is the amount of consideration established and agreed to by the related parties. Amounts due to related parties are unsecured, non-interest bearing and due on demand.

Changes in Accounting Policies

Refer to the Note 3 to the Company's audited financial statements for the year ended December 31, 2022.

Financial Instruments

Refer to the Note 5 to the Company's audited financial statements for the year ended December 31, 2022.

Risk Factors

Risks of the Company's business include the following:

Financing of Existing and Future Operations

With no source of revenue, the Company has negative cash flow from operations and raises funds for operations through equity financings, through sale, lease, joint venture, or options of assets, or through sale of securities owned by the Company. The Company's ability to raise funds for existing and continuing operations and future exploration and development of its properties cannot be guaranteed.

Mining Industry

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of ore, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

The Company's mineral exploration activities are directed towards the search, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of commercial quantities of ore. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Government Regulation

The exploration activities of the Company are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste.

Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

Permits and Licenses

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

Environmental Risks and Hazards

All phases of the Company's mineral exploration operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees.

There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present, which have been caused, by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

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

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties. Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the ground water the environment, the Company may become subject to liability for hazards that cannot be insured against.

Commodity Prices

The profitability of mining operations is significantly affected by changes in the market price of gold and other minerals. The level of interest rates, the rate of inflation, world supply of these minerals and stability of exchange rates can all cause significant fluctuations in base metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of gold and other minerals has fluctuated widely in recent years, and future serious price declines could cause continued commercial production to be impracticable.

Depending on the price of gold and other minerals, cash flow from mining operations may not be sufficient. Any figures for reserves presented by the Company will be estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the price of gold and other minerals may render reserves uneconomical. Moreover, short-term operating factors relating to the reserves, such as the need for orderly development of the ore bodies or the processing of new or different grades of ore, may cause a mining operation to be unprofitable in any particular accounting period.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include environmental pollution or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Property Title

Although the Company has obtained title opinions with respect to certain of its properties, there may still be undetected title defects affecting such properties. Accordingly, such properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Company's operations.

Covid-19

On March 11, 2020, the current outbreak of COVID-19 (coronavirus) was declared a global pandemic, which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. As a result, global equity markets and oil prices have experienced significant volatility and weakness.

At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. Covid-19 has created business interruption and affected markets. For example, exploration activities were temporarily ceased by order government agencies in both Quebec and Nevada where Emergent works for a period of time. Offices were also shut down and management had to work from home locations. Covid-19 has impacted current operations and may continue to impact future operations until such time as a vaccine is developed and widely distributed. The future impacts from Covid-19 are essentially unknown, as to whether it will ebb or resurge and whether economic impacts will improve or worsen.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

In connection with Exemption Orders issued in November 2007 and revised in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificate under National Instrument ("NI 52-109") (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

INVESTOR RELATIONS ACTIVITIES

With respect to investor and public relations, the Company provides information from its corporate offices to investors and brokers through its website and SEDAR without the use of an investor relations firm.

APPROVAL

The Board of Directors of Emergent Metals Corp. has approved the disclosure contained in this MD&A. A copy of this quarterly MD&A will be provided to anyone who requests it and can be located, along with additional information, on the SEDAR website at www.sedar.com.

CAUTION ON FORWARD-LOOKING INFORMATION

This annual MD&A contains "forward-looking statements". These forward-looking statements are made as of the date of this annual MD&A and the Company does not intend, and does not assume any obligation, to update these forward-looking statements.

Forward-looking statements may include, but are not limited to, statements with respect to the ongoing viability of the Company, the Company's ability to raise capital , future remediation and reclamation activities, future mineral exploration, the estimation of mineral reserves and mineral resources, the realization of mineral reserve and mineral resource estimates, the timing of activities and the amount of estimated revenues and expenses, the success of exploration activities, permitting time lines, requirements for additional capital and sources and uses of funds.

Forward-looking statements involve 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 any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of financing activities, exploration activities; remediation and reclamation activities or tax audits, including with regard to flow-through expenditures incurred; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of gold and other commodities; the state of capital markets; possible variations in ore reserves, resource sizes, grades or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of exploration and development activities.

Respectfully submitted
On behalf of the Board of Directors

"David Watkinson"

David Watkinson
President & CEO