



INFINITUM COPPER CORP. **(FORMERLY BAYSHORE PETROLEUM CORP.)**

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2022

This Management's Discussion and Analysis ("MD&A") of Infinitem Copper Corp. (formerly Bayshore Petroleum Corp.) ("we", "our", "us", "INFI" or the "Company") has been prepared by management based on available information up to May 26, 2022, and should be read in conjunction with the condensed interim consolidated financial statements and related notes thereto prepared by management for the three months ended March 31, 2022. The Company's condensed interim consolidated financial statements have been prepared in accordance with ISA 34 - Interim Financial Reporting of International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards ("IAS") Board. Certain information and notes usually provided in the annual financial statements have been omitted or condensed. Therefore, this MD&A should be read in conjunction with the audited consolidated financial statements and related notes thereto for the year ended December 31, 2021.

Except as noted, all financial amounts are expressed in Canadian dollars. All references to "\$" and "dollars" are to Canadian dollars. Some dollar amounts are rounded to thousands ('000) for discussion purposes.

Additional information of the Company, including our continuous disclosure materials, the audited consolidated financial statements and the MD&A, is available under the Company's profile on SEDAR at www.sedar.com and the Company's website at <https://infinitemcopper.com>.

The Company's audit committee reviews the condensed interim consolidated financial statements and the MD&A, and recommends approval to the Company's board of directors. This MD&A was approved by the board of directors on May 26, 2022.

The Company was incorporated in Alberta, Canada under the Business Corporations Act on October 16, 2003 under the name of Bayshore Petroleum Corp. ("Bayshore" or "BSH"). Bayshore changed its name to Infinitem Copper Corp. on February 18, 2022 and continued into British Columbia on February 25, 2022. The Company's registered office is located at 2900-595 Burrard Street, Vancouver, BC, V7X 1J5.

Infinitem Copper Mining Corp. (formerly Infinitem Copper Corp.) ("Infinitem Copper" or "ICC") was incorporated on April 21, 2020 under the name of Arabian Shield Resources Inc. and changed its name to Infinitem Copper Corp. on March 18, 2021. The Company is domiciled in Canada under the Business Corporations Act (British Columbia). Its registered office is located at 2900-595 Burrard Street, Vancouver, BC, V7X 1J5.

On February 25, 2022, the Company completed the acquisition of ICC pursuant to an amalgamation agreement dated June 25, 2021 (and amended on August 27, 2021, October 25, 2021 and February 2, 2022) (the “Transaction”). For accounting purposes, the Transaction constitutes a reverse takeover (“RTO”) as the shareholders of ICC acquired control of the consolidated entity upon the completion of the Transaction. ICC is considered the acquiror and continuing entity for accounting purposes, and BSH is the acquired entity.

Concurrent with the closing of the RTO, the Company effected a change in directors, management and business. More details of RTO Transactions can be read in Item 1 below in this MD&A and Note 3 to the Company’s condensed interim consolidated financial statements as at and for the three months ended March 31, 2022.

In connection with the completion of the RTO, the Company’s common shares were re-listed on the TSX Venture Exchange (“TSXV”) under the new symbol “INFI”, effective March 16, 2022.

The Company holds an option to acquire an 80% interest in the La Adelita project, Sonora State, Mexico from Minaurum Gold Inc. (“MGG”) and also holds an option to acquire a 100% interest in the Hot Breccia project in Arizona, USA from Walnut Mines LLC. (“Walnut”).

As at the date of this MD&A, the Company had 40,835,980 common shares outstanding, of which 2,051,991 common shares are in the process of being cancelled pursuant to the agreement of RTO Transaction. The Company also had 3,285,506 warrants, 2,075,000 stock options, 975,000 deferred share units and 600,000 restricted share units outstanding.

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1. Highlights for the Quarter

Completion of RTO Transaction

During the three months ended March 31, 2022, the Company completed the RTO Transaction and a complete description of the Transaction is set out in the Company's Filing Statement dated February 11, 2022 as filed on SEDAR. In connection with the completion of the RTO, as a summary:

- a) BSH changed its name to Infinitem Copper Corp. and ICC changed its name to Infinitem Copper Mining Corp. effective on February 18, 2022. The Company continues to be a reporting issuer in British Columbia and Alberta and the Company's common shares were re-listed on TSXV under the new symbol "INFI", effective March 16, 2022.
- b) Upon the completion of the Transaction effective on February 25, 2022, ICC became a wholly-owned legal subsidiary of the Company. For accounting purposes, the Transaction constitutes an RTO, as the shareholders of ICC acquired control of the consolidated entity upon the completion of the Transaction. ICC is considered the acquiror and continuing entity, and BSH is the acquired entity.
- c) Upon closing of the RTO on February 25, 2022, the Company acquired all of the issued and outstanding common shares of ICC on a 1:1 basis for an aggregate of 34,444,619 common shares, of which an aggregate of 28,339,181 common shares were issued to acquire the outstanding common shares of ICC and 6,105,438 Shares issued to MGG pursuant to the La Adelita project option agreement. Upon exercise of the option, the Company and MGG will form a joint venture (on an initial 80/20 basis) to undertake further work on the La Adelita project.
- d) Pursuant to the terms and conditions of the Transaction, BSH consolidated its common shares on the basis of 20:1 to have 5,918,536 of common shares outstanding immediately prior to the closing of the Transaction; of which, 152,175 common shares have been canceled and an additional 2,051,991 common shares are in the process of being canceled, and thus effectively, upon the cancellation of these shares, ICC deemed issued 3,714,370 common shares to acquire the Company.
- e) On February 25, 2022, the Company had a total of 40,363,155 common shares and 3,285,506 warrants outstanding. The number of common shares will be reduced to 38,158,989 upon the cancellation of 2,204,166 common shares held by former Bayshore shareholders.

Of the common shares issued and outstanding, a total of 8,792,602 were issued to "principals" and are subject to surplus escrow, to be released as to 5% on closing, 5% after six months, an additional 10% after 12 and 18 months, an additional 15% after 24 and 30 months, and the remaining 40% after 36 months; a total of 7,150,000 common shares held by non-principals are subject to value escrow, to be released as to 10% on closing and an additional 15% every six months thereafter over 36 months. Also, 39 non-principal shareholders holding an aggregate of 8,533,331 shares are subject to resale restrictions expiring as to 20% on closing and an additional 20% every month thereafter over four months.

- f) Per the terms and conditions of the Transaction, BSH was required to dispose of all of its petroleum and natural gas assets, its tailing remediation technology and business, eliminate all of its current and long-term liabilities (except for the permitted shareholders' loan of \$53,500), and terminate of all its contracts in relation thereto.

- g) After the RTO, the Company's first financial year ending December 31, 2022. The period, including the comparative period, of the interim and annual financial statements required to be filed for the Company's first financial year after the RTO are as follows:
- Quarterly interim financial statements, respectively, for the three months ended March 31, 2022 and 2021; six months ended June 30, 2022 and 2021; nine months ended September 30, 2022 and 2021;
 - Annual financial statements for the year ended December 31, 2022

New Equity Incentive Plan

On March 14, 2022, the Company's new Board of Directors approved the adoption of a new Equity Incentive Plan (the "New Plan") based on the new share-based compensation policy adopted by TSXV. The New Plan is a 10% rolling plan for purposes of TSXV rules and contemplates the award of additional share-based compensation beyond stock options, including Deferred Share Units ("DSUs"), Restricted Share Units ("RSUs"), Performance Share Units, Share Appreciation Rights and Stock Purchase Rights. The New Plan is subject to the approval of the TSXV and the Company's shareholders. The Company plans to submit the New Plan for approval by its shareholders at its next annual general meeting.

Share-based Compensation

The Company's new Board of Directors approved the grant of an aggregate of 1,975,000 stock options to purchase common shares in the Company to certain directors, officers, employees, consultants, and advisors of the Company in accordance with the Company's Stock Option Plan. The stock options are exercisable at a price of \$0.40 per common share for a term of five years, until March 15, 2027, vesting over 36 months as to 1/3 on March 16, 2023, 1/3 on March 16, 2024 and remaining on March 16, 2025.

The new Board of Directors also approved the grant of an aggregate of 975,000 DSUs to ICC directors and 500,000 RSUs to certain officers and advisors of ICC in accordance with the New Plan. The DSUs vest 24 months and RSUs vest 36 months plus one day from the grant date. Upon vesting, the DSUs and RSUs will be payable in common shares, or the cash equivalent, or any combination of common shares and cash, as determined by the Company.

All such grants are considered to be conditionally granted subject to applicable approvals.

Exploration activities

The Company's new business is the mineral exploration of properties containing copper mineralization. Its material project is seven mining concessions covering 6,446 hectares located in the Alamos Municipality in the southern Sonora State and the Choix Municipality in the Sinaloa State, both in Mexico, known as the La Adelita project.

On March 16, 2022, the Company announced the discovery of new zones of high-grade copper mineralization at the La Adelita project. A mapping, prospecting and surface sampling program conducted from October 2021 to January 2022 has identified three zones of significant copper, silver, gold and zinc mineralization at Cerro Grande Footwall, Las Trancas and Pericos zones. A total of 27 grab and 1,024 channel samples were gathered from bedrock during this initial phase of the exploration program.

In March 2022, the Company completed a 10-line, 15.7-kilometre, land-based magneto-telluric geophysical survey at its La Adelita project. Seven lines were placed in the Cerro Grande –

Andalucia zones over areas with known high-grade copper skarn mineralization. One line of the lines was extended 900 m to the east in order to cover a magnetic anomaly detected in a historical survey. Three geophysical lines were also completed in the Las Trancas zone where the high-grade gold-copper mineralization in Trench 2 was identified from samples with a weighted average of 9.15 metres (m) of 16.45 grams per tonne (g/t) gold, 1.90% copper and 3.50 g/t silver. Interpreted results of the geophysics have not yet been received.

Diamond drilling program

Diamond drilling with a diamond drill rig was initiated on March 30 and a two-phase, 9,000-metre diamond drilling campaign is scheduled to continue through the summer months. The planned 9,000 metres of drilling will more than double the amount of work completed on the property to date. News from the ongoing exploration activity will continue to be announced throughout the program well into the fall.

Coronavirus (“COVID-19”)

Since February 2020, COVID-19 has caused a slowdown in the global economy and volatility in the global financial markets. Continuing rapid spread of COVID-19 may adversely affect the Company’s financial position, results of operations and cash flows in future periods.

1.1. Subsequent events

Subsequent to the quarter ended March 31, 2022,

- a) On April 19, 2022, the Company entered into an Assignment and Amending Agreement whereby they assumed the rights and obligations of an option agreement to acquire a 100% interest in the Hot Breccia project in exchange for a cash payment of \$203,135.

To exercise the option agreement, and acquire a 100% interest in the Hot Breccia project, the Company is required to make cash payments in the aggregate of \$668,000, issue common shares in the aggregate of 3,125,000 (of which 625,000 of common shares were issued on May 9, 2022), and incur exploration expenditures in the aggregate of \$5,500,000, in staged amounts, over the period of five years.

- b) On May 11, 2022, the Company announced an appointment of a new CFO and Corporate Secretary. The prior CFO and Corporate Secretary has stepped down to pursue other business opportunities, but will continue to serve as a Director on the Company’s board.
- c) On-going exploration work including geophysics, trenching and drilling was planned and underway at all three discoveries investigating the size and grade of the new showings.

2. Business Overview

After successfully completing the RTO, the Company has become a mineral exploration company, focused on value creation through the exploration and discovery of properties containing copper mineralization. The Company was founded by, and continues to rely on a core group of experts to guide both property acquisition and exploration. To date, the Company has optioned two projects, La Adelita in Sonora Mexico and Hot Breccia in Arizona USA, that provide the Company with an opportunity for value creation through exploration. A field program is currently underway at the La Adelita project.

Additional mineral projects information and exploration activities can be found in Section 3, below and the Company’s website at <https://infinitumcopper.com>.

For the 2022 fiscal year, the Company continues to monitor its cash very closely and focuses on key objectives to improve shareholder value.

Management's overall expectations for the Company are positive, due in part to the following factors:

- The Company focusing on its objective to advance exploration at its projects with potential for commercially exploitable deposits of base and precious metals;
- The Company's exploration team has an exceptional track record of discoveries; and
- The Company has \$1.6 million in working capital as at March 31, 2022.

3. Mineral Projects and Exploration Updates

3.1 La Adelita Project

The Company's La Adelita project comprised of seven mining claims covering 6,446 hectares with an option to earn an 80% interest from MGG pursuant to an option agreement signed on February 22, 2021. To earn the 80% interest in the La Adelita project, the Company paid the aggregate of \$218,333, issued 200,000 common shares to the original owner of the La Adelita project and issued 6,105,438 common shares to MGG. In addition, the Company is required to incur \$3 million in work expenditures over five years, of which \$766,188 has been spent as of March 31, 2022.

MGG's 20% retained interest will be carried until the Company carries out a total of \$4.75 million in work expenditures, along with completing both a mineral resource calculation, in accordance with National Instrument 43-101 ("NI 43-101") Standards of Disclosure for Mineral Projects, and a preliminary economic assessment. The original owner retains a 2% net smelter royalty on the La Adelita Property.

Historical exploration data collected by Minera Cacabel, Minera Kennecott, Ocean Park Resources and MGG from 1998 to 2018 included geologic mapping, rock and soil geochemical sampling, helicopter-borne VTEM-magnetics, a ground-based IP-resistivity survey and drilling. Drilling consisted of 5 reverse-circulation holes totaling 1,263.92 meters at the Las Trancas prospect in 2005 and 16 core holes totaling 5,965 meters in 2010, 2012, and 2018 at the Cerro Grande, Mezquital, and Las Trancas prospects.

Technical information of the La Adelita project is disclosed in a NI 43-101 compliant technical report, which is available on SEDAR at www.sedar.com filed on February 11, 2022 under the Company's profile and the project exploration updates are available on the Company's website at www.infinitumcopper.com.

A summary of the La Adelita project is as follows:

Location

The La Adelita project is located in the Alamos Mining District, 5 km east of the past-producing Alamo Dorado Mine in Southern Sonora, Mexico, which can be easily accessed from the town of Alamos and Navojoa City via paved main roads and well-maintained access roads. Lodging is readily available in Alamos and El Fuerte, connected to well-maintained unpaved roads, where electrical power lines and hydroelectric stations are nearby.

Major airports are located in Hermosillo, approximately 450 km from Sonora via road access and a deep-water port in Guaymas is located 300 km from the Adelita project. The nearest USA point of entry situated 520 km S-SE of Nogales, Arizona.

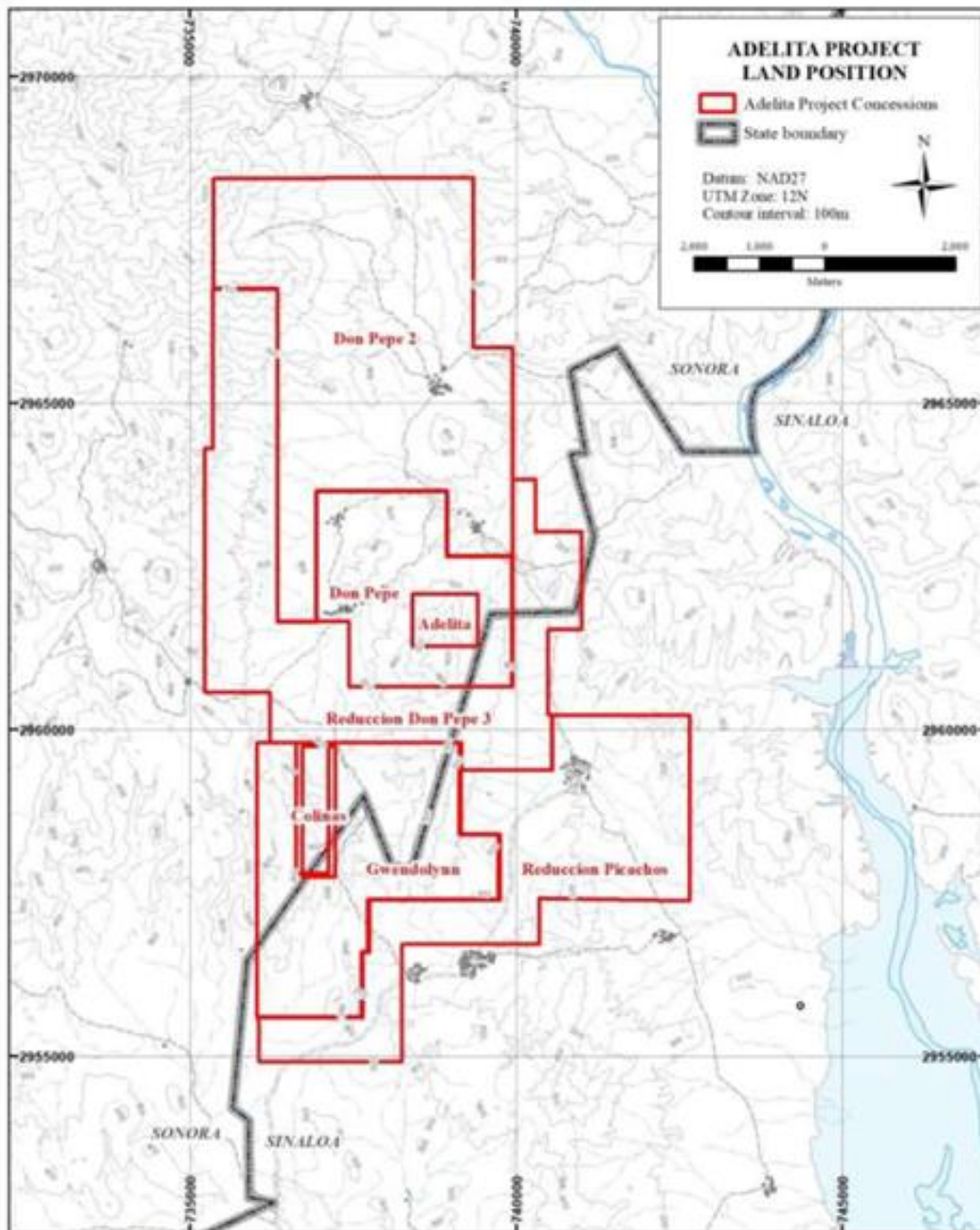


Figure 4.3. Adelita project concessions .

Geology

The La Adelita project lies in the western-most foothills of the Sierra Madre Occidental physiographic province, near its transition into the Pacific Coastal Plain province. Tectonically, La Adelita is near the eastern margin of the Cordilleran Orogenic Belt and its boundary with the Sierra Madre Occidental Volcanic Belt.

Bedrock in the region is dominated by late Paleozoic to Mesozoic metasedimentary and metavolcanic rocks that have been intruded by late Cretaceous intrusives with compositions ranging from granodiorite to quartz monzonite, and associated granitic stocks and aplite dikes.

NW-striking dextral faults and NE-striking sinistral faults, along with NE striking normal faults dominate the structural framework. Latest movement on these faults is related to the Miocene-Pliocene opening of the Sea of Cortez of the Sonoran Basin and Range province.

Jurassic-Cretaceous metamorphic rocks

A sequence of metavolcanic and metasedimentary rocks forms the highest hills in the La Adelita project area. The youngest rock limestone corresponds with the regional lower Cretaceous rudist-bearing limestones. The mineralized skarn at Cerro Grande is formed in the skarn-altered marble.

Laramide intrusive complex

The intrusions lie within the Cerro Grande area. They are of variable composition including the most widespread lithology, biotite granodiorite. In the northern part of Cerro Grande, a group of low hills called El Espinazo del Diablo, is underlain by porphyritic stocks.

Mid-Tertiary volcanic rocks

Lies unconformably on Laramide intrusives and metamorphic rocks in the southwestern part of the La Adelita project area. These units appear to be the remnants of once regionally extensive volcanism related to the Sierra Madre volcanic field.

Mid-Tertiary rhyolite intrusion

A faint flow banding quartz-eye rhyolite stock cuts both metavolcanic and mid-Tertiary volcanic rocks in the Las Trancas area.

Upper Tertiary – Quaternary units

Unconsolidated cobble conglomerates occupy the eastern portion of the project area. A basaltic lava flow caps hill tops while alluvium and feldspathic soils cover much of the valley bottoms in the project area.

Mineralization

Copper-silver-zinc mineralization at La Adelita project is associated with garnet skarn in bedrock exposures over approximately 180 meters on Cerro Grande in the center of the concession block. Continuous-chip samples in the adit and from surface pits have returned values of 1 percent Cu, 1 ppm Au, 10 ppm Ag, and strongly anomalous Zn. Skarn-altered and re-crystallized carbonate rocks underlie all of Cerro Grande, an area roughly 1 by 1.5 km.

Drilling at Cerro Grande shows that an earlier (prograde) phase of grossularite garnet alteration was followed by retrograde alteration to andradite garnet associated with sulfide mineralization. Identified primary copper minerals at Cerro Grande include chalcopyrite, chalcocite, native copper, and bornite.

At the Las Trancas prospect, in the south-central part of the concession block, a small open cut was developed on copper-oxide mineralization in quartz, hematite- and sericite-altered metasedimentary rocks.

At the Mezquital area, scattered outcrops of quartz- and sericite-altered intrusive rock and small patches of oxide copper mineralization coincide with the soil geochemical anomalies. North of Mezquital quartz-tourmaline breccia is associated with anomalous Mo, Cu, and Au in soil samples.

Initial results indicate that La Adelita Project could follow the CRD-Porphyry “Hub and Spoke” model. Porphyries intruding carbonates produce Skarn and CRD deposits (spokes) that extend kilometers from the Porphyry (hub). Examples include Bingham Canyon (USA) and Leadville (USA).

Exploration activities

The Company's on-going mapping, prospecting and surface sampling program was initiated in October 2021 and has identified three zones of significant copper, silver, gold, and zinc mineralization at Cerro Grande Footwall, Pericos, and Las Trancas zones. A total of 27 grab and 1,024 channel samples were gathered from bedrock during this initial phase of the exploration program. (See the Company's [March 16, 2022 Press Release](#), [March 24, 2022 Press Release](#) and April 13, 2022 Press Release for more details).

Las Trancas

Trenching completed at Las Trancas zone discovered a new showing with a true thickness of 9.15 metres (m) averaging 16.45 grams per tonne (g/t) gold, 1.90% copper and 3.50 g/t silver. A total of 12 trenches were excavated in the area and revealed many sub-parallel structures within a large fault zone, surrounded by an alteration halo that is at least 200 metres wide extending in a north-south direction. The three lines of magneto-telluric geophysical survey were complete in the Las Trancas zone in April 2022, and the interpreted results are pending. The results of the survey will help guide the next phase of exploration at Las Trancas. Another feature that the exploration team is using to help guide work in the area is the Sangre del Toro (English translation is "blood of the bull") alteration. The weathered rock associated with this alteration appears as a bright cinnamon red and it is typical to find copper mineralization in the fresh rocks where Sangre del Toro alteration was observed. This evidence has assisted Company personnel with mapping and prospecting to focus on the most highly prospective areas.

Andalucia and Cerro Potreros

The company also received the first surface sample results from the Andalucia and Cerro Potrero zones which lie south of Cerro Grande. Like at Las Trancas, gold and silver are strongly related to the copper mineralization at Andalucia and Cerro Potrero. The strongest copper mineralization samples returned 1.31% and 1.34% copper. Gold grades were over 1.0 g/t in 6 of the 15 samples taken with a high result of 5.49 g/t gold over 2.05 metres in a channel sample. Similarly, 6 of the 15 samples returned greater than 20 g/t silver with a high of 139.0 g/t over 1.20 m in a channel sample.

Pericos

Surface sampling at Pericos confirmed the presence of skarn mineralization on the west limb of the Cerro Grande anticline, 800 m to the west of the Cerro Grande zone with samples up to 1.38% copper, 76.6 g/t silver and 1.31 g/t gold. The Company's field crew will continue to expose additional bedrock in the Pericos area to reveal the extent and strength of mineralization at the zone that was discovered earlier 2022.

Trenching

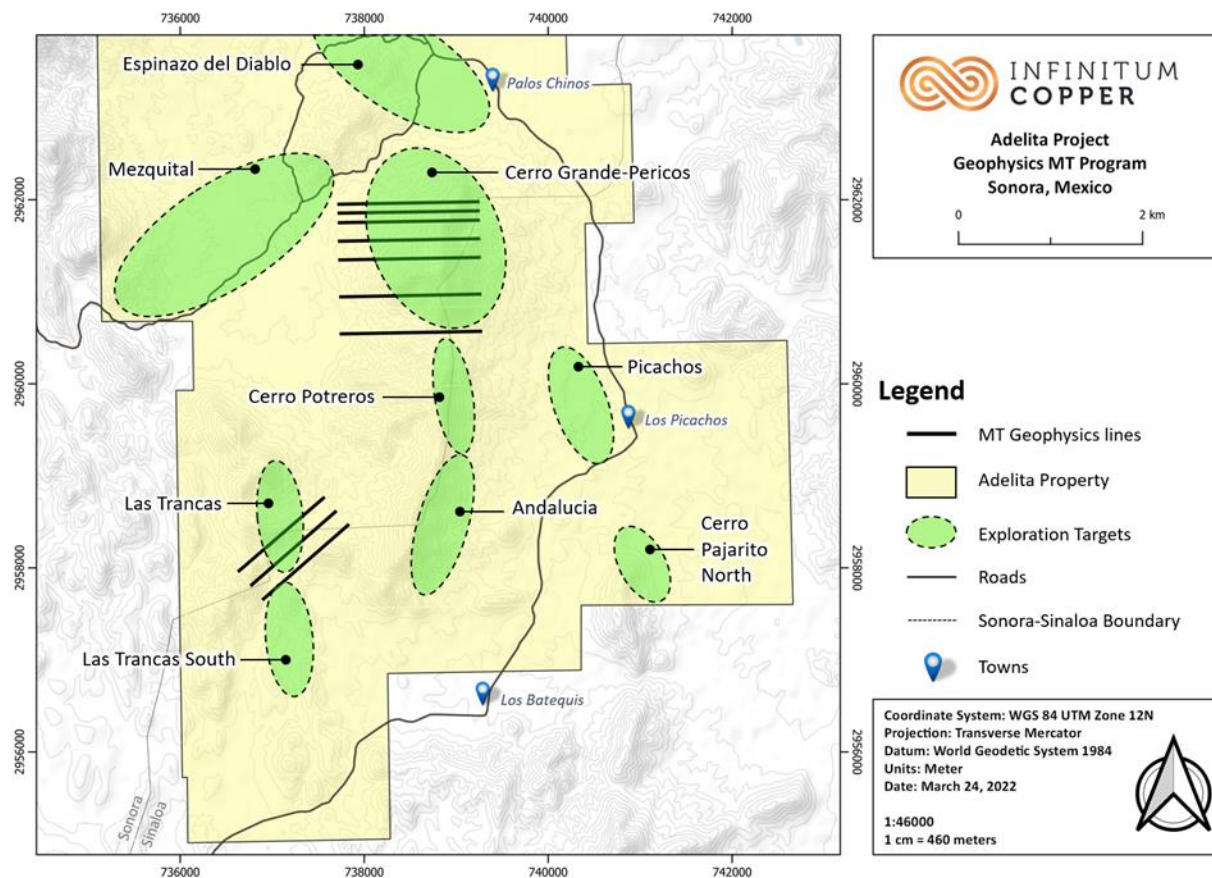
A backhoe was mobilized to La Adelita in the last week of January 2022 to begin follow-up work to further expose the newly identified zones of mineralization described above. A total of 14 mechanical and hand trenches were excavated in Las Trancas and Pericos zones with a total of 750 linear meters of sampling, which was completed in February 2022. A total of 434 channel samples have been gathered from the trenches.

From trenching completed at the newly discovered showing at Las Trancas zone, trench 2 returned a true thickness of 9.15 metres (m) averaging 16.45 grams per tonne (g/t) gold, 1.90% copper and 3.50 g/t silver (see Table 1). A total of 12 trenches were excavated in the area and revealed many sub-parallel structures within a large fault zone, surrounded by an alteration halo that is at least 200 metres

wide extending in a north-south direction. In May a bulldozer was mobilized to the Las Trancas zone to expose more bedrock with additional trenching.

Geophysics

The field collection phase of a 10-line, 15.7-kilometre magneto-telluric survey was completed on April 8, 2022. Seven lines were placed in the Cerro Grande – Andalucia zones over areas with known high-grade copper skarn mineralization. One line was extended 900 m to the east in order to cover a magnetic anomaly detected in a historic survey. Three geophysical lines were also completed in the Las Trancas zone. Interpreted results of the geophysics will be used to assist in further exploration targeting.



Diamond drilling program

On March 30, 2022, the Company commenced two-phase, 9,000-metre diamond drilling campaign (See the Company’s [March 30, 22 Press Release](#) for more details).

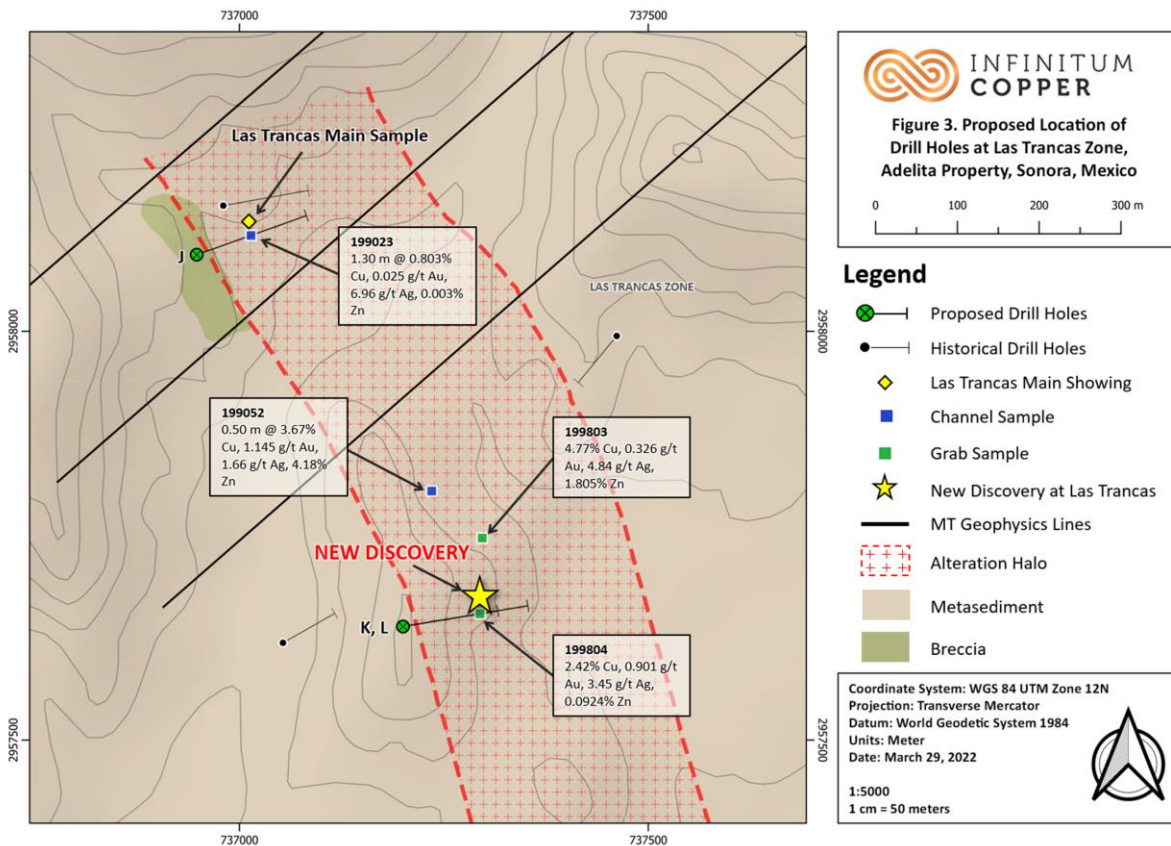
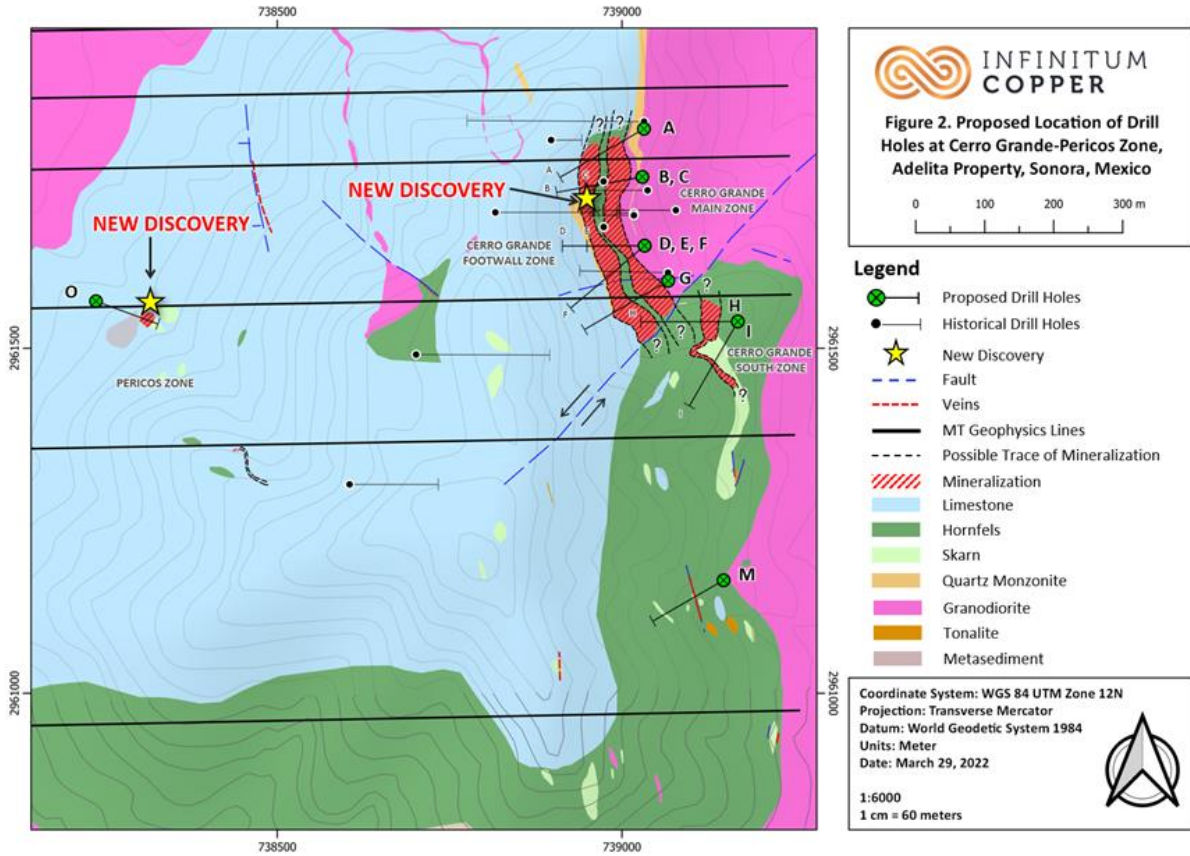
Phase 1: 3,000-metres of diamond drilling

These drill holes are targeting areas within and adjacent to the previously known mineralized zones, plus some drilling on newly discovered zones such as Cerro Grande Footwall, Pericos and Las Trancas South.

Phase 2: 6,000-metre drilling program targets will be:

- Follow-up on targets suggested in Phase 1,
- Mineralization identified in the ongoing trenching program (results pending)
- Prospective anomalies generated in the magneto-telluric geophysical survey

● Extensions of known zones



3.2 Hot Breccia Project

On April 19, 2022, the Company entered into an Assignment and Amending Agreement whereby the Company acquired the rights to an option agreement with Walnut Mines LLC (“Walnut”) where the Company can option into 100% interest of the Hot Breccia project in exchange for a cash payment of \$203,135. The Hot Breccia project consists of 35 unpatented federal mining claims over the heart of the zone plus 192 surrounding unpatented claims. In total, the Hot Breccia project has a surface area of 1,420 hectares.

To exercise the option agreement, and acquire a 100% interest in the Hot Breccia project, the Company is required to make cash payments in the aggregate of \$668,000, issue common shares in the aggregate of 3,125,000 (of which 625,000 of common shares were issued on May 9, 2022), and incur exploration expenditures in the aggregate of \$5,500,000, in staged amounts, over the period of five years.

Up to one-half of the cash payments can be made in shares on mutual agreement of the parties. After all earn-in obligations are satisfied, the Company will have acquired 100% of the Hot Breccia Property, subject to a 2% NSR royalty to Walnut.

The Hot Breccia property is prospective for porphyry copper and copper skarn mineralization based on research completed on the geology of the Hot Breccia and surrounding properties. Details of a proposed work program and related permitting are being planned at this time. The company expects to engage in building relationships with local communities as a part of planning for the ability to carry out the anticipated field programs.

3.3 Saudi Arabia Mining Investment License

On March 19, 2021, the Company signed an asset purchase agreement (the “Asset Purchase Agreement”) with Arabian Shield Resources Limited (“ASRL”) whereby the Company issued 10,000,000 common shares to the shareholders of ASRL in exchange for US\$135,000 (\$170,276) and Saudi Arabia Mining Investment License (valued at \$1). The Saudi Arabia Mining Investment License is not currently core to the company’s focus.

3.4 Qualified Person

Steve Robertson, President and CEO of the Company, has acted as the Qualified Person as defined in National Instrument 43-101 for this disclosure and supervised the preparation of the technical information in this release. Mr. Robertson has a B.Sc. in Geology and more than 30 years of relevant experience exploring the North American Cordillera. He is a Registered Professional Geoscientist with the Association of Professional Engineers and Geoscientists of British Columbia.

4. Summary of Quarterly Results

The following table summarizes key financial and operating information prepared in accordance with IFRS, as applicable to a going concern in Canadian dollars for the quarter ended March 31, 2022:

	Revenue	Net Loss	Basic & Fully Diluted Loss per Share	Total Assets
	\$	\$	\$	\$
2022 – Q1	-	2,537,118	0.08	4,812,234
2021 – Q4	-	560,733	0.02	3,194,956
2021 – Q3	-	289,491	0.01	2,668,203
2021 – Q2	-	279,338	0.05	1,108,253
2021 – Q1	-	118,640	0.31	169,137
2020 – Q4	-	-	-	1
2020 – Q3	-	-	-	1
2020 – Q2	-	-	-	1

ICC incorporated in April 2020 and acquired control of the Company as the accounting acquiror and continuing entity upon the completion of the RTO Transaction on February 25, 2022. ICC was inactive from the date of incorporation on April 21, 2020 to December 31, 2020.

On February 22, 2021, the Company acquired an option into 80% interest of its La Adelita Property and on March 19, 2021, the Company acquired its Saudi Arabia mining investment license. Since Q1 2021, the Company has started incurring operation expenses and exploration and evaluation expenditures on its mineral projects.

Included in Q1 2022 net loss, there was \$1.65 million of RTO listing expense and \$235,515 of legal and listing fees incurred directly in connection with the Company's RTO Transaction, plus \$328,550 of exploration expenses.

The Company has not generated revenue yet and the Company is not subject to seasonal variations in operations. Variations in quarterly performance among quarters were primarily a combined result of the amount of administration expenses paid, exploration and evaluation expenditures incurred, and share-based compensation recognized, etc.

In the view of management, the variations in financial results that occur from quarter to quarter are not useful in analyzing the Company's performance. It is in the nature of the business of junior exploration companies that have no significant revenue but incur significant exploration and evaluation expenses.

The Company funded operations utilizing cash proceeds from the equity financing in 2021.

5. Results of Operation

5.1 Operating result comparison for the quarters ended March 31, 2022 and 2021

The Company's results of operation for the three months ended March 31, 2022 and 2021 are as follows:

<i>For the quarter ended March 31,</i>	2022	2021	Change
	\$	\$	\$
Exploration expenses	328,550	-	328,550
Administrative expenses			
Accounting and audit	21,358	-	21,358
Consulting	58,489	63,000	(4,511)
Filing and regulatory	74,597	-	74,597
Foreign exchange loss	11,250	1,035	10,215
Investor relations and travel	62,521	-	62,521
Legal fees	210,377	-	210,377
Listing expense	1,645,022	-	1,645,022
Management fees	92,500	54,500	38,000
Office and general expense	7,339	105	7,234
Share-based compensation	25,115	-	25,115
	2,208,568	118,640	2,089,928
Net loss for the period	(2,537,118)	(118,640)	2,418,478

The variations in financial results comparison for the quarters ended March 31, 2022 and 2021 are not useful in analyzing the Company's performance, since the Company started its operations with the main focus on mineral interest acquisition in Q1 2021.

Exploration expenses

On February 22, 2021, the Company acquired an option to earn an 80% interest in the La Adelita project and on March 19, 2021, the Company acquired its Saudi Arabia mining investment license. Starting from Q2 2021, the Company has incurred exploration expenditures on its mineral projects.

RTO and related listing expense

Included in Q1 2022 legal fees, there was \$205,515 of legal fees incurred in connection with the Company's RTO Transaction completed in February 2022.

Included in Q1 2022 filing and regulatory, there were \$30,000 of listing fees paid to TSXV.

Included in Q1 2022 net loss, there was \$1,645,022 of RTO listing expense resulting from the purchase price plus the net liabilities of BSH:

	\$
Fair value of consideration – 3,714,370 common shares	1,485,748
Amounts advanced to BSH by ICC	100,000
	1,585,748
Identifiable net liabilities of BSH acquired by ICC:	
Cash	1,394
GST receivable	4,737
Accounts payable and accrued liabilities	(65,405)
Total fair value of identifiable net liabilities acquired by ICC	(59,274)
Listing expense	1,645,022

6. Liquidity and Capital Resources

6.1 Cash Flows

The Company has funded its working capital requirements from financing through the sale of equity in the fiscal year 2021. A summary of the Company's cash activities for the three months ended March 31, 2022 and 2021 is as follows:

For three months ended March 31,	2022	2021
	\$	\$
Operating activities	(746,203)	(1,140)
Investing activities	(148,247)	76,943

Operating activities

During the three months ended March 31, 2022 and 2021, there was no revenue generated from operations. During Q1 2022, cash used in the operating activities mainly accounted for \$328,550 of exploration expenses (2021 - \$Nil), management fees of \$92,500 (2021 - \$54,500), consulting fees of \$58,489 (2021 - \$63,000), investor relations, professional fees, RTO listing expense and other administrative expenses of \$266,664 (net of changes in items of working capital).

Investing activities

During Q1 2022, the Company paid \$100,000 to MGG as the Company extended the timeframe of completing its RTO by six months pursuant to the La Adelita project option agreement. Also, the Company paid net cash of \$9,171 in connection with the acquisition of BSH and paid \$39,076 (2020 - \$Nil) of refundable VAT.

During Q1 2021, the Company received \$170,276 through an issuance of 10 million of the Company's common shares, pursuant to the asset purchase agreement for the Saudi Arabia mining investment license. In addition, the Company paid \$93,333 to MGG pursuant to the La Adelita project option agreement.

7. Capital Resources and Liquidity Risk

A summary of the Company's working capital and its accumulated deficit is as follows:

	March 31, 2022	December 31, 2021
	\$	\$
Working capital	1,648,060	2,808,899
Deficit	(3,785,320)	(1,248,202)

As of March 31, 2022, the Company has \$1.6 million of working capital and \$1.9 million cash. The Company has not generated revenue yet and has no operations that generate cash flows. The Company's future financial success will depend on the discovery of one or more economic mineral deposits. This process can take many years and is largely based on factors that may be beyond the control of the Company's management.

The Company currently relies on cash on hand for its working capital requirements to fund exploration and administrative activities. The Company completed its RTO Transaction in February 2022 and currently has working capital to advance its budgeted mineral exploration activities and ongoing operations.

For the foreseeable future, the Company will continue relying on the issuance of share capital to fund its operations and the ability of the Company to continue as a going concern will depend on its ability to raise additional capital to meet all obligations. The ability of the Company to raise sufficient funds is uncertain. There is no assurance that the Company will be able to access equity funding at times and in the amounts required to fund the Company's activities. The outlook for the world economy remains uncertain and vulnerable to various events that could adversely affect the Company's ability to raise additional funds going forward.

8. Related Party Transactions

(a) Key management compensation

Key management includes the Company's directors and senior management. During the three months ended March 31, 2022 and 2021, the following compensation and benefit were paid to or accrued for the key management personnel and entities over which they have control or significant influence:

	Three months ended March 31,	
	2022	2021
	\$	\$
Senior management remuneration ⁽¹⁾	92,500	54,500
Directors' consulting fees ⁽²⁾	15,000	63,000
Share-based compensation ⁽³⁾	15,100	-
	122,600	117,500

(1) of which \$70,000 (2021 - \$Nil) was paid to a private company controlled by the Company's chief executive officer (the "CEO") and \$22,500 (2021 - \$22,500) was paid to a private company controlled by the Company's chief financial officer (the "CFO"). The Company also paid \$32,000 to the prior CEO in 2021.

(2) paid to a private company controlled by certain directors for consulting and rent.

(3) fair value assigned to granted options, DSUs and RSUs during the three months ended March 31, 2022

All related party transactions are in the normal course of operations and have been measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

(b) Due from (to) related parties

Due from Bayshore Petroleum Corp.

Pursuant to RTO Transaction agreements, ICC advanced \$100,000 as at to pay towards the expenses of BSH in connection with the closing of the RTO Transaction. As of March 31, 2022, this amount is included within the intercompany loans of ICC and BSH.

Due to related parties

Pursuant to the RTO Transaction agreements, certain shareholders of BSH were permitted to retain loans of \$53,500 under certain terms and conditions. These amounts are included in accounts payable and accrued liabilities on March 31, 2022.

9. Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

10. Significant Accounting Policies

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards. The Company's management has made judgments and estimates that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual amounts incurred by the Company may differ from these values.

The Company's significant accounting policies, applied judgements and estimates are set out in Note 3 of the audited annual consolidated financial statements for the year ended December 31, 2021.

11. Financial Instruments and Risk Management

The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk and liquidity risk.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank accounts. The Company's bank accounts are held with major banks in Canada and Mexico; accordingly, the Company believes it is not exposed to significant credit risk.

(b) Interest rate risk

Interest rate risk is the risk of losses that arise as a result of changes in contracted interest rates. The Company is not exposed to significant interest rate risk.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company controls liquidity risk by ensuring that it has sufficient cash resources to pay for its financial obligations. As at March 31, 2022, the Company had a cash balance of \$1,927,468 (December 31, 2021 - \$2,812,783) to settle current liabilities of \$337,007 (December 31, 2021 - \$141,300).

(d) Currency risk

The Company's property interest in Mexico makes it subject to foreign currency fluctuations and inflationary pressures which may adversely affect the Company's financial position, results of operations and cash flows. The Company is affected by changes in exchange rates between the Canadian dollar and the Mexican pesos. The Company does not invest in foreign currency contracts to mitigate the risks. The Company has net monetary assets of approximately 1,977,000 Mexican pesos at March 31, 2022. A 1% change in the absolute rate of exchange in Mexican pesos would affect its net loss by approximately \$1,227.

(e) Fair value measurement

IFRS 7 establishes financial assets and liabilities that are recognized on the balance sheet at fair value can be classified in a hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

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

The Company does not have any financial assets measured at fair value.

12. Internal Controls over Financial Reporting

Internal control over financial reporting (“ICFR”) is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company’s certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and these financial statements together with the other financial information included in these filings fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented in these filings. Due to the inherent limitations associated with any such controls and procedures, management recognizes that, no matter how well designed, they may not prevent or detect misstatements on a timely basis.

The Board of Directors approves the financial statements and MD&A and ensures that management has discharged its financial responsibilities. The Board’s review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

12.1 Changes in Internal Controls over Financial Reporting

NI 52-109 also requires Canadian public companies to disclose any changes in ICFR during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, ICFR. No material changes were made to internal controls during the three months ended March 31, 2022.

13. Forward Looking Statements

This MD&A contains certain “forward looking information” and “forward looking statements” within the meaning of applicable securities laws, which reflect management’s current expectations, assumptions, and beliefs of the Company as of the date of such information or statements. Generally, forward looking statements and information can be identified by the use of forward looking terminology such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “believes”, “will” and similar expressions and statements relating to matters that are not historical facts, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative connotation thereof.

All such forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. There are numerous known and unknown risks, uncertainties and other factors, certain of which are beyond the Company’s control, including, but not limited to: the impact of general economic conditions in Canada, the United States and the world, industry conditions, changes in laws and regulations including the adoption of new environmental laws and regulations and changes in how they are interpreted and enforced, increased competition, the lack of availability of qualified personnel or management, fluctuations in foreign exchange or interest rates, stock market volatility and market valuations of companies with respect to announced transactions and the final valuations thereof, and obtaining required approvals of regulatory authorities.

Forward looking statements that have been made in this MD&A including, but not limited to:

- Plans for exploration of the Company’s exploration and evaluation assets;
- Impairment of long-lived assets;

- The progress, potential and uncertainties of the Company's exploration and evaluation assets in Mexico and the USA;
- References to future commodity prices;
- Budgets or estimates with respect to future activities;
- Estimates of how long the Company expects its working capital to last;
- Expectations regarding the ability to raise capital and to continue its exploration and development plans on its properties;
- The continued ability of the Company to attract and retain key management personnel; and
- Management expectations of future activities and results.

Although the Company has attempted to identify important factors that could cause actual events or results to differ materially from those described in forward looking statements, there may be unknown risks, uncertainties and other factors that cause events or results not to be as anticipated, estimated or intended. As such, the Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur.

Accordingly, readers should not place undue reliance on statements containing forward looking information. All the forward-looking information and statements contained in this document are expressly qualified, in their entirety, by this cautionary statement. The forward-looking information and statements are made as of the date of this document, and we assume no obligation to update or revise them except as required pursuant to applicable securities laws.