

BELMONT RESOURCES INC.



Financial Statements

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**Management Discussion & Analysis
for the 2nd Quarter Ending July 31, 2022**

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BELMONT RESOURCES INC.

FORM 51-102F1

**Management's Discussion & Analysis
for the 2nd Quarter Ended July 31, 2022 (and containing information as of September 29, 2022)**

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BELMONT RESOURCES INC.
(the “Company”)

FORM 51-102F1

Management’s Discussion & Analysis
for the 2nd Quarter Ended – July 31, 2022
(and containing information as of September 29, 2022)

Item 1: INTERIM MD&A

Introduction

Management’s Discussion and Analysis (“MD&A”) focuses on significant factors that affected Belmont Resources Inc.’s performance and factors that may affect its future performance. In order to better understand the MD&A, it should be read in conjunction with the unaudited condensed consolidated financial statements of the Company and the notes thereto for the period ended July 31, 2022; copies of which are filed on the SEDAR website: www.sedar.com.

The Company reports its financial statements in accordance with International Financial Reporting Standards (“IFRS”). The Company’s financial statements and the MD&A are presented in Canadian dollars and are intended to provide a reasonable basis for the investor to evaluate the Company’s development and financial situation.

Forward-Looking Statements

This MD&A contains “forward-looking information” and “forward-looking statements” which include, but are not limited to, statements or information concerning the future financial or operating performance of Belmont Resources Inc. and its business. Forward-looking statements are projections of events, revenues, income, future economic performance or management’s plan and objective for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as “may”, “should”, “expects”, “plans”, “anticipates”, “believes”, “estimates”, “predicts”, “potential” or “continue” or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company’s business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of exploration activities; requirements for additional capital; and government regulation of mining operations. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions; fluctuations in worldwide prices and demand for minerals; our lack of operating history; the actual results of current exploration activities; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; possible variations in grade and recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes or other risks of the mining industry; delays in obtaining government approvals or financing or incompleteness of development or construction activities, any of which may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgments regarding the direction of Belmont Resources Inc.’s business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of Canada, the Company does not intend to update any of the forward-looking statements or conform these statements to actual results.

In March 2020 the World Health Organization declared the outbreak of COVID-19 a global pandemic. The actual and threatened spread of the virus and its variants globally has had a material adverse effect on the global economy and; specifically, the regional economies in which the Company operates.

The Company’s business financial conditions and results of operations may be further negatively affected by economic and other consequences from Russia’s military action against Ukraine and the sanctions imposed in response to that action in late February 2022. While the Company expects any direct impacts, of the pandemic and the war in the Ukraine, to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future.

Cautionary Note to Investors Concerning Estimates of Measured and Indicated Resources: This discussion may use the terms “measured resources” and “indicated resources”. The Company advises investors that while those terms are recognized and required by Canadian regulators, the U.S. Securities and Exchange Commission does not recognize them. **Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves.**

NATURE OF BUSINESS:

Belmont Resources Inc. (the “Company”) was incorporated January 18, 1978 under the laws of the Province of British Columbia. The Company is listed on the TSX Venture Exchange as a Tier 2 mining exploration issuer, and is primarily engaged in the acquisition, exploration and development of resource properties. The shares of the Company trade on the TSX-V under the symbol “BEA”.

1.1 DATE: – SEPTEMBER 29, 2022

The following discussion and analysis was approved by the Directors of the Company and should be read in conjunction with the unaudited condensed consolidated financial statements for the quarters ended July 31, 2022 and comparative July 31, 2021; and the accompanying notes thereto. All figures are in Canadian dollars unless otherwise noted.

1.2 OVERALL PERFORMANCE AND DEVELOPMENT:

(a) Crackingstone River (“CRR”) –Uranium City area, Northern Mining District, Northern Saskatchewan

During the year ended January 31, 2013, the Company assessed the likelihood of funding exploration activities and the ability to attract a suitable joint venture partner to participate on its property as very low due to global concerns of uranium use and overall market conditions. Accordingly, the Company has charged an additional impairment of \$199,999 to the property reducing it to a nominal \$1.

June 3, 2021 –The Company arranged a debt settlement with a related party receivable. The related party was indebted to the Company for rent & office services. The Company agreed to a cash payment of \$30,000 and receipt of 50% of the Uranium City, Saskatchewan claims. The Company now owns 100% of these claims, subject to a 3% Net Smelter.

December 2021 – The Company entered into option agreement with an arm’s length party to earn an interest in the Crackingstone and received \$10,000. The agreement did not proceed and was terminated in April 2022.

(b) Kibby Basin – Esmeralda County, Nevada-U.S.A.

- On **March 29, 2016** the Company entered into a Property Purchase Agreement (the “Agreement”) with Zimtu Capital Corp. (“Zimtu”) to acquire a 100% interest in the Kibby Playa Property (the “Property”) located 65 km north of Clayton Valley, Nevada-U.S.A. Terms of the Agreement are:

The Agreement is subject to a 1.5% NSR of which the Company has the right to purchase half (50%) from Zimtu, at any time for \$1,000,000

- On **May 26, 2016** the TSX Venture Exchange (the “Exchange”) has accepted for filing the Property Purchase Agreement (the “Agreement”) to acquire a 100% interest in the Kibby Playa Property (the ‘Property’) located 65 km north of Clayton Valley, Nevada-U.S.A.

In addition, the Exchange has accepted for filing the NI 43-101 Technical Report dated May 26, 2016. Further information on the Technical Report can be reviewed as filed on SEDAR and on the Company’s website Project page at www.BelmontResources.com

2016 – 2018

- **Details of exploration and developments for 2016 through to 2018 can be found on the April 30,**

2019 Management Discussion & Analysis as filed on SEDAR.

During 2019:

- **Details of exploration and developments for 2019 can be found on the January 31, 2022 Management Discussion & Analysis as filed on SEDAR.**

During 2020:

- **Details of exploration and developments for 2020 can be found on the January 31, 2022 Management Discussion & Analysis as filed on SEDAR.**

During 2021:

- **April 19, 2021** – The Company filed with the State Engineer for the State of Nevada, an ‘Application for Extension of Time for Filing Proof of Completion of Work’ regarding a one year extension to its Water Permit.
- **November 1, 2021** - The Company entered into an Earn-in Agreement with Marquee Resources Limited (“Marquee”) of Australia to earn up to 80% interest into the **Kibby Playa Block-Nevada, USA lithium property**. Terms of the Agreement are as follows:
 - (i) Subject to regulatory approvals.
 - (ii) Cash Payments from Marquee of \$100,000 on signing (**received**).
 - (iii) Share issuance of 3.0 million common shares of Marquee to the Company within 15 months from signing (**received 1.0 million**).
 - (iv) \$2.5 million Cdn., in exploration expenditures over 15 months.
 - (v) Other details as disseminated in the November 4, 2021 news release and posted to the Company website and SEDAR.
 - (vi) A finder’s fee agreement (subject to regulatory approval) has also been signed for the issuance of 500,000 common shares, at a deemed price of \$0.06 per share to a non-related third party.

During 2022:

- **March 24, 2022** – The Company announced that joint venture partner Marquee have hired Drill NV Exploration Drilling, bases in Reno-Nevada, as their diamond drill contractor for the planned 3,000 metre drilling campaign at the Kibby Playa Lithium project. Further details of the drill hole locations and specifics can be reviewed in the news release.
- **May 19, 2022** – The Company announced that drilling on the Kibby Playa, Nevada property was resuming.
- **July 26, 2022** – The Company announced that casing with the current Aircore drill rig has been completed to 1,060 ft. A decision to switch out to a more conventional Core drill right has been made to complete the remainder of hole #1, as well as the next two holes planned for this program.

See Subsequent Event Notes Section 1.14 (C) (ii) following for further updates.

(c) Pathfinder Property, Greenwood Mining Division, southeastern British Columbia

During 2019 & 2020:

- **Details of exploration and developments for 2019 & 2020 can be found on the January 31, 2022 Management Discussion & Analysis as filed on SEDAR.**

During 2021:

- **August 26, 2021 – The Company entered into an Option Agreement (the “Agreement”) with Highrock Resources Ltd. (“Highrock”) for the Pathfinder property.**

Terms of the Agreement are:

Under the terms of the option agreement, Highrock will earn a 75-per-cent interest in the property upon completion of the following:

- (i) Cash payments totaling \$15,000 consisting of:
 - \$5,000 upon signing of the option agreement (**received**);
 - \$10,000 within one year of signing the Agreement (**received subsequent to the quarter ended July 31, 2022**).
- (ii) Payments totaling 200,000 shares of Highrock consisting of:
 - 100,000 shares upon signing of the option agreement (**received**); and
 - 100,000 common shares (for an aggregate of 200,000 shares) on or before six months from the date of the initial listing of the Highrock shares on the Canadian Securities Exchange (“CSE”).
- (iii) Expenditures on the Pathfinder Property totaling \$200,000 consisting of:
 - \$75,000 on or before the first anniversary of signing the option agreement (**completed**); and
 - \$125,000 on or before the first anniversary of the date of the initial listing of the Highrock shares on the CSE.

- **December 23, 2021 -The TSX Venture Exchange (the “Exchange”) accepted for filing documentation relating to the property option agreement (the “Agreement”) between the Company and Highrock, a non-arm’s length party.**

See Subsequent Event Notes Section 1.14 (C) (ii) following for further updates.

(d) Athelstan Group (i – iv Claims), Greenwood Mining Division, southeastern British Columbia

During 2019 & 2020:

Details of exploration and developments for 2019 & 2020 can be found on the January 31, 2022 Management Discussion & Analysis as filed on SEDAR. Details of acquisitions are as follows:

- **October 29, 2019 – The Company has acquired 2 mineral claims (the “Glenora and Bay Horse” claims) containing approx. 127 hectares from three non-related third parties. The claims are adjacent to the south side of Golden Dawn’s –Golden Crown project.**
- **November 21, 2019 – The Company entered into the acquisition of 100% interest in the ‘Pride of the West’ Crown Granted Claim (approx. 20 ha).**
- **November 30, 2019 – The Company entered into the acquisition of 100% interest in the ‘Black Bear’ reverted Crown Granted Claim (approx. 25 ha).**
- **May 7, 2020 – The Company signed an Acquisition Agreement (the “Agreement”) with Forty Ninth Ventures Ltd. (the “Vendor”) to acquire 100% interest in the crown granted claims known as the**

“Athelstan-Jackpot Property”. The Company received Exchange acceptance of the Forty Ninth Ventures Ltd. Agreement on May 14, 2020.

Further Updates:

- **August 25, 2020** - A multi-year area-based exploration permit application has been submitted to the Ministry of Energy and Mines to cover this next phase of work on the property.
- **September 22, 2020** – The Company completed a helicopter-borne Lidar survey. The 5.3 square km survey was flown by Pioneer Exploration Consultants Ltd., with point cloud data acquired at a density of 20 points per square metre.
- **October 20, 2020** – The Company contracted SJ Geophysics to undertake a 3D-IP survey.
- **November 19, 2020** - The Company announced that results from the recently completed Volterra 3D-IP survey have been received and interpreted. These results have identified several strong anomalies that are slated for drill testing. Further details can be reviewed in the news release as filed on our website and SEDAR.
- **November 26, 2020** - The Company has been granted an Exploration Permit by the British Columbia Ministry of Energy and Mines for drilling and other surface exploration. This is a five-year area-based permit. **A reclamation bond of \$14,000 was posted.** Further details can be reviewed in the news release as filed on our website and SEDAR.
- **January 21, 2021** – The Company announced drill crews mobilized and commenced drilling on February 1, 2021.
- **March 4, 2021-** The Company reported that its initial diamond drill program at the A-J Gold Project in the Greenwood mining camp of southern British Columbia, has been completed. A total of 2,061 metres of NQ core drilling were completed with nine holes to test IP targets beneath the Contact and A-J gold trends.
- **May 18, 2021-** The Company announced that it has completed the terms of the option agreement for acquisition of the A-J gold project signed on May 7, 2020. **The Company now holds a 100% interest in the property, subject to a NSR of 2.0%** which the company can reduce to 1.0% with a payment of US\$500,000 to the vendors.
- **May 20, 2021-** The Company announced the results from the final 4 holes of the recently completed Phase 1 - 9 hole (2061 m) drill program on its A-J property. Results from the first 5 drill holes were previously released (see Belmont news release, 2021-04-29). For further details, you can review the results on the Company’s website and as filed on **SEDAR**.

(e) **Come by Chance Property, Greenwood Mining Division, Southeastern, British Columbia**

- **May 27, 2020** – The Company entered into a Property Acquisition Agreement (the “Agreement”) to acquire 100% interest in the Come By Chance mineral claims known as the (“CBC”) property located in the Greenwood Mining Division, B.C. Terms of the Agreement are:
 - (i) \$7,500 cash payment on Exchange acceptance (**paid**).
 - (ii) Share Issuances in the capital of the Company as follows:
 - 100,000 common shares upon Exchange acceptance (**issued June 5, 2020**).

- 200,000 common shares on the one-year anniversary of the Agreement Date (**issued May 27, 2021**)
- 200,000 common shares on the second- year anniversary of the Agreement Date (**issued June 6, 2022**)

(iii) A 1.5% NSR Royalty with the option for the Company to buy back 1% for \$1M Cdn. Further details of the CBC property can be reviewed in the news release as filed on SEDAR and the Belmont website.

- **June 5, 2020** – The Company received Exchange acceptance of the CBC Property Agreement and **issued** the initial 100,000 common shares in connection with the Agreement. The shares have a hold period until October 6, 2020.
- **October 6, 2020** - A helicopter-borne Lidar survey has been completed. The 5.3 square km survey was flown by Pioneer Exploration Consultants Ltd., with point cloud data acquired at a density of 20 points per square metre. See the news release on our website and filed on SEDAR for further details.
- **October 15, 2020** - The high resolution UAV (unmanned airborne vehicle) magnetic survey on the property has been completed. The 5.3 square km survey was flown by Pioneer Exploration Consultants Ltd.
- **March 24, 2021**- The Company filed on SEDAR a NI 43-101 Technical Report on the CBC property.
- **January 13, 2022** – The Company announced the results from the fall 2021 program of 3D Induced Polarization (3D-IP), prospecting and rock sampling on the company’s 100% owned CBC Property near Grand Forks, Southern British Columbia. The 3D IP Survey was completed by Frontier Geoscience and tested a 478 hectare area that covered the majority of the property.

Watch video at: <https://bit.ly/3fgUXbJ>

Highlights include:

- 5 high priority targets have been identified for follow-up diamond drilling
- High gold values were confirmed from **Iron Chief** occurrence, 17.05 g/t Au and 619 g/t Ag
- High copper values and elevated gold were confirmed from the **Betts** occurrence, 4.75% Cu and 0.676 g/t Au
- A new area of copper-gold skarn mineralization was discovered, with values including 3.8 g/t Au with 0.45% Cu and 1.4 g/t Au with 1.07% Cu (**Lady M Zone**), which coincides with one of the IP targets
- **February 09, 2022** -The Company announced that its Notice of Work Application for a 5-year drill permit at its CBC property has been approved.

The CBC Multi-Year Area Based (MYAB) permit is for a total of 30 drill sites, with 6 sites approved for the first year. Multiple holes can be drilled from each of the sites. Further details of the drill targets can be reviewed in the news release as filed on SEDAR and the Company website.

- **March 21, 2022** – The Company announced that it has hired Hardrock Drilling Ltd., based in Penticton B.C., as its diamond drill contractor for the planned drill campaign and drilling commenced on **March 31, 2022**.
- **April 27, 2022** – The Company announced that its first phase drilling program on the CBC property has been completed. A total of 1,970 metres were drilled in 6 holes. Core logging, geotechnical work, and sampling are ongoing and assays from the drill program will be released when they are received, expected to be in four to six weeks.

- **June 7, 2022** – The Company has completed the terms of the option agreement for acquisition of the CBC property dated May 27, 2020. The Company now holds a 100% interest in the property, subject to a NSR of 1.5% which the company can reduce to 0.5% with a payment of Cdn\$1,000,000 to the vendors.

Amendment to CBC Option Agreement:

Both parties have agreed to amend the original terms of the original option agreement by providing an additional 100,000 Belmont shares to the Vendor in exchange for all CBC historical data, including all drill core from previous drilling.

- **June 21, 2022** – The TSX.V accepted the above-mentioned Amendment, and 100,000 common shares were issued to the property vendors, subject to a hold period expiring October 23, 2022.
- **July 14, 2022** - The Company announced it has identified a new porphyry mineralization following the review of the results from the first drill program completed. Further details of drilling (Holes 1-6 inclusive) can be reviewed in the news release as posted on the website and filed on SEDAR.

See Subsequent Event Notes Section 1.14 (C) (ii) following for further updates.

(f) Lone Star Property – Ferry County, Washington State, U.S.A.

- **July 26, 2021** – The Company entered into a Share Purchase Agreement with Advanced Mineral Technology Inc. (the “Vendor”), who owns 100% of the issued and outstanding common shares of BGP Resources Inc. (“BGP” and the “BGP Shares”) and whereas BGP owns a 100% interest in the mineral right associated with the Lone Star properties (the “LS Property”). The Company has the right to purchase 100% of the issued and common shares of BGP and the BGP Shares.

Terms of the Agreement:

Cash Payments as follows:

- \$25,000 US cash payment upon Exchange acceptance (**paid equivalent \$31,750 Cdn.**).
- \$75,000 US cash payment, upon the first anniversary of the agreement (paid).
- \$130,000 US cash payment (being US\$500 multiplied by the 260 acres of private land which comprises the original Lone Star property) to be paid to the original land owners by 2023.

Share Issuances in the capital of the Company as follows:

- 500,000 common shares, subject to 4 months +1 day period from Exchange approval date (**issued**).
- 500,000 common shares, upon the first anniversary of the agreement (**issued**).

The LS Property is subject to an underlying 2.5% NSR owned by a third party.

- **November 1, 2021** – The Company entered into an Earn-in Agreement with Marquee Resources Limited (“Marquee”) of Australia to earn up to 80% interest into the Lone Star property. Marquee is an Australian Stock Exchange (“ASX”) listed company and trades under the symbol (ASX:MQR). Terms of the Agreement are as follows:
 - Cash payments from Marquee of \$250,000 Cdn., to the Company over two years from signing (**received \$100,000 upon signing**).
 - Share issuances from Marquee of 3 million common shares to the Company over two years from signing (**received 2.0 million**).
 - Exploration expenditures of \$2,550,000 over two years of which \$550,000 is to be incurred within the first six months of signing (**exploration in progress, see updates following**).
 - Cash payments from Marquee in the amount of \$205,000 USD which the Company will transfer

- the funds to the property vendor (\$75,000 USD) and (\$130,000 USD) to the original private property owners (**received**)
- (v) Other details as disseminated in the November 4, 2021 news release and posted to the Company website of www.BelmontResources.com and SEDAR.
- **November 17, 2021** – The Company announced its option partner Marquee Resources Ltd. (ASX:MQR) has commenced a 5,800 meter (“m”) drill program. The drill program planned is as follows:
 - (i) Initiation of a 5,800 meter drill program to supplement data from 252 historical drill holes;
 - (ii) 42 holes are planned to depths from 50 to 270 m with the following program objectives:
 - a. Confirm grade, width and tenor of mineralization
 - b. Achieve a drill hole spacing that is appropriate for:
 - advancing the historic inferred mineral resource to a current indicated resource category;
 - producing a Preliminary Economic Assessment (“PEA”);
 - Investigate for nearby resource extensions to the east and south.
 - **December 2, 2021** – The Company announced completion of the first two holes (LS21-01 & 02). Drill samples are being prepared for shipment to MSA Labs in Langley, B.C. for analysis. Further details of the drill core, intersections, mineralization, etc. can be reviewed in the news release.
 - **January 31, 2021** – Fourteen drill holes have been completed to date for a total of 2,500 metres and mineralized stratigraphy was encountered in every hole. Further details of specific **February 14, 2022** - The Company announced further drill results from the Lone Star property for holes LS21-003, 004, 008-010. A total of 16 diamond drill holes for 2,851 metres have been completed. Further details of assay results, and specific mineralization encountered can be reviewed in the news release.
 - **February 24, 2022** – The Company announced that new high-grade gold has been identified in the Lone Star property drilling program. Specifics of LS21-006, 007, and 010 were reported. 20 diamond drill holes completed of an estimated 43 holes planned. Mining Plus Pty Ltd of Australia has been contracted and begun resource-modelling studies to produce an NI 43-101 &/or JORC compliant resource in the first half of 2022.
 - **May 5, 2022** – Significant zones of mineralization were again intersected on the Lone Star project. Results from this batch of assays continues to intersect wide zones (up to 60m) of significant copper mineralization which further extends the envelope. Detailed results can be reviewed in the news release as filed on our website and on SEDAR.
 - **June 8, 2022** - Phase 1 drilling program on the Lone Star project has now been completed for a total of 46 drill holes for 7,888 meters with final assays still pending. Upon final receipt of all assays the Company will compile a 43-101 resource estimate resource at Lone Star deposit.

Additional results of drilling were reported in this news release and can be reviewed in the news release on the website and filed on SEDAR.

See Subsequent Event Notes Section 1.14 (C) (ii) following for further updates.

1.3 SELECTED ANNUAL INFORMATION:

The following table sets forth selected audited financial information of Belmont Resources Inc. for the last three completed financial years.

	<i>FISCAL YEARS ENDED</i>		
	January 31, 2022	January 31, 2021	January 31, 2020
Net Sales or Total Revenues	\$Nil	\$Nil	\$Nil
Total Comprehensive (Loss)	*(\$352,203)	**(\$609,580)	***(\$665,748)
Loss Per Share	(\$0.01)	(\$0.02)	(\$0.05)
Total Assets	\$2,670,259	\$2,213,642	\$1,424,036
Total long-term financial liabilities	\$Nil	\$Nil	\$Nil
Cash dividends declared per share	\$Nil	\$Nil	\$Nil

***During the year-ended January 31, 2022 the Company recorded a recovery of flow-through premium liability of \$105,230. The Company recorded a gain of \$163,250 on option payments received and recorded bad debt expense as the largest increase -\$82,842 (\$11,386 in 2021).**

****During the year-ended January 31, 2021 the Company recorded a Recovery of Bad Debts of \$11,386 (\$42,499 in 2020). Operating expenses decreased by \$53,105. The largest decrease was in Travel & Promotion - \$16,528 (\$128,845 in 2020).**

*****During the year-ended January 31, 2020 the Company recorded a Recovery of Bad Debts of \$42,499 (\$6,153 in 2019). Operating expenses during the year decreased by \$175,237. The largest decreases were in Travel & Promotion - \$128,845 (\$256,733 in 2019); Stock based payments (a non-cash item) which was \$97,184 (\$211,720 in 2019); and Bad Debt expense of \$80,486.**

1.4 DISCUSSION OF OPERATIONS UP TO AND INCLUDING THE SIX MONTHS ENDED JULY 31, 2022:

The Company reports its financial statements in accordance with International Financial Reporting Standards (“IFRS”). The Company’s MD&A is presented in Canadian dollars and is intended to provide a reasonable basis for the investor to evaluate the Company’s development and financial situation. A significant part of the Company’s value is in Resource Property Interests relating to various acquisitions and exploration in the historic Greenwood Gold Camp, in British Columbia, Canada.

For the six months ended July 31, 2022, the Company reported in its Statement of Comprehensive Loss a Total Comprehensive loss including other items of (\$108,359) compared to a Total Comprehensive loss of (\$189,028) for the six months ended July 31, 2021. Total operating expenses before Other Items increased by \$112,349 (55.98%) for the same comparable period mainly due to increases in professional fees-\$55,379 (\$17,318 in 2021) and stock based payments -\$68,933 (\$Nil in 2021). The Company also recognized a gain of \$100,000 on an option payment received and recorded a recovery of flow-through premium liability of \$26,605.

The Company has no producing properties, and consequently no sales or revenues.

Increases were in:

- Amortization increased marginally to \$1,590 in 2022 (\$1,528 in 2021) due to replacement of obsolete assets during the period.
- Foreign exchange gain (loss) of \$8,507 in 2022, (\$Nil) in 2021).
- Legal, Audit, and Accounting increased to \$55,379 (\$17,318 in 2021) due to an increase of reporting requirements.
- Regulatory fees increased to \$11,870 in 2022 (\$7,911 in 2021) as a result of additional transactions for property agreements and private placements in the current year.
- Shareholder Relations combined with Travel and promotion increased to \$36,636 (\$12,514 in 2021). The Company incurred additional travel expenses related to its exploration program that was not capital related costs. The Company engaged IRW Press in Germany for translation and distribution to various German and other media for selected news releases. The Company has also engaged a further consultant to assist in dissemination and market making.

- Stock based payment expense (a **non-cash item**) increased to \$68,933 (\$nil in 2021) as a result of options granted.
- Transfer agent fees increased to \$6,098 in 2022 (\$4,068 in 2021)

Decreases were in:

- Consulting Fees decreased to \$20,845 (\$41,440 in 2021) as a result of fewer reviews and recommendations of property acquisitions, new marketing proposals, advertising, and financing opportunities.
- Office and miscellaneous combined with Rent, Telephone and internet decreased to \$14,129 in 2022 (\$15,562 in 2021). As of December 1, 2020 the Company now rents its own office at a rate of \$1,500 plus small additional office expenses in a shared office space.
- Recovery of flow-through liability of \$26,605 (a **non-cash item**), (\$89,171 in 2021) as a result of exploration expenditures incurred.
- Salaries and administrative services decreased marginally to \$97,575 (\$98,325 in 2021).

1.5 SUMMARY OF QUARTERLY RESULTS:

The following table sets forth selected (unaudited) quarterly financial information for each of the last eight most recently completed quarters:

	<i>QUARTERS ENDED</i>			
	July 31, 2022	April 30, 2022	January 31, 2022	October 31, 2021
Total Revenues	\$Nil	\$Nil	\$Nil	\$Nil
Net (Loss) Gain	*(\$126,594)	**(\$51,350)	***(\$26,188)	****(\$158,395)
(Loss) per Share	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)

	July 31, 2021	April 30, 2021	January 31, 2021	October 31, 2020
	Total Revenues	\$Nil	\$Nil	\$Nil
Net (Loss) Gain	*(\$164,229)	**(\$31,519)	***(\$126,141)	****(\$309,687)
(Loss) per Share	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.01)

*The major differences in the 2nd quarter ended July 31, 2022 compared to July 31, 2021 are detailed above.

**The major differences in the 1st quarter ended April 30, 2022 compared to April 30, 2021 was the gain on option payments received of \$100,000. Stock-based payment expense (a non-cash item) increased to \$56,395 (\$Nil in 2021) as a result of more options granted in this quarter compared to the same quarter ended April 30, 2021.

***The major differences in the 4th quarter ended January 31, 2022 compared to January 31, 2021 was a decrease in loss as a result of a Gain on option payments received \$163,250 (Nil in 2021); and a Recovery of flow-through premium liability (a non-cash item) -\$105,230 (\$9,987 in 2021).

****The major difference in the 3rd quarter ended October 31, 2021 compared to October 31, 2020 was in stock based payment of \$70,706 (\$134,883 in 2020).

1.6 LIQUIDITY

At July 31, 2022 the Company had working capital of \$144,613 compared to January 31, 2022 working capital of \$192,253. The Company expended \$135,794 on operating activities during the period ending July 31, 2022. The Company raised gross proceeds of \$670,293 through the issuance and subscription of securities during the six months ended July 31, 2022 specifically private placements and the exercise of warrants and options. The Company has limited working capital to continue administrative operations and to provide care and maintenance on its mineral properties, however, anticipates arranging further private placement financings and warrants being exercised to raise financing in order to continue developing its properties.

1.7 CAPITAL RESOURCES:

The Company's ability to continue as a going concern in the short term is dependent upon its ability to obtain financing. The Company obtains financing by the issuance of share capital or from the disposition of its mineral prospects. Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing in the near future may result in the delay of exploration on new acquisitions.

During the first quarter ended April 30, 2022 the following share issuances occurred to raise share capital and for property acquisition payments:

- **March 18, 2022.** The Company received Exchange approval to close a private placement of \$522,900 through the issuance of 7,470,000 Units (the "Units") at \$0.07. Each Unit will consist of one common share of the Company and one transferable warrant exercisable at \$0.10 in the first year and \$0.15 in the second year (the "Warrants"). The Warrants will be subject to an acceleration clause as more specifically detailed in the news release.

A finder's fee of \$3,360 cash and the issuance of 48,000 broker's warrants was paid to PI Financial Corp. of Vancouver, B.C.

- 2,943,500 warrants were exercised since February 1, 2022 at a price of \$0.05 for gross proceeds of \$147,175.

During the second quarter ended July 31, 2022 the following share issuances occurred to raise share capital and for property acquisition payments:

- **May 6, 2022** – 380,000 common shares were issued for the exercise of warrants at \$0.05 for gross proceeds of \$19,000
- **June 6, 2022** – The Company issued 200,000 common shares at a deemed price of \$0.05 relating to the final option payment on the CBC property.
- **June 22, 2022** – The Company issued 100,000 common shares at a deemed price of \$0.05 relating to an Amendment to the CBC property option agreement.
- **July 26, 2022** – The Company issued 500,000 common shares at a deemed price of \$0.05 relating to the final property option payment on the Lone Star property. The shares issued have a hold period until November 27, 2022.

See Subsequent Event Notes Section 1.14 (C) (i) following for further details of financial matters.

1.8 OFF-BALANCE SHEET ARRANGEMENTS:

The Company has no other long-term debt, does not have any used lines of credit or other arrangements in place to borrow funds, and has no undisclosed off-Balance Sheet Arrangements.

1.9 TRANSACTIONS BETWEEN RELATED PARTIES:

The Company entered into the following transactions with and had balances due to and from related parties as at the quarter ended July 31, 2022 (with comparative to July 31, 2021) as follows:

Transactions between related parties during the periods are summarized below:

- Salaries and benefits of **34,075** in 2022 (\$38,325 in 2021)
- Management fees¹ of \$60,000 in 2022 (\$60,000 in 2021)
- Geological consulting fees of \$3,500 in 2022 (\$1,000 in 2021)

-Stock based payments (a non-cash item) of \$56,395 in 2022 (\$nil in 2021)

Effective September 1, 2012 the Company signed an Amended Office Services Agreement with the Chief Financial Officer increasing his salary from \$4,000 per month to \$5,000 per month for a further two- year term. **This was automatically renewed for an additional two- year term at its anniversary date of September 1, 2021.**

The Company entered into a settlement agreement with the Company’s Chief Executive Officer who retired as of January 31, 2018. The compensation includes one-time severance payment of \$60,000. One-half \$30,000 of this severance had been paid in the previous financial year. The balance has been paid during the year ended January 31, 2021.

On February 1, 2018, the Company entered into a Management Services agreement with Geomorph Consulting, a company owned by the Company’s new Chief Executive Officer, for a monthly fee of \$5,000 for a term of two years. On November 15, 2019, the Agreement was terminated by the Company and a severance payment of \$50,000 is payable. During the period ended July 31, 2022, the Company paid \$15,000 against the outstanding severance payable.

¹**On November 15, 2019** the Company entered into a Management Services Agreement with Cankor Capital Inc., a company owned by the Company’s new Chief Executive Officer for a term of six months. The monthly fee was \$5,000 for the first three months and \$7,500 thereafter. **On June 15, 2020** the Company entered into a Management Consulting Agreement with Cankor Capital Inc. for an indefinite period with compensation of \$10,000 monthly.

During the period the Company paid \$3,500 (2021 - \$1,000) to a director of the Company for geological consulting services.

(i) Amounts due from related parties as at the period ended July 31, 2022:

Companies with directors and officers in common owe \$nil in 2022 (\$10,000 at July 31, 2021). During the year ended January 31, 2022 the Company settled the outstanding receivable of \$114,155 for \$30,000 incurring a bad debt expense of \$84,155 with a related company (2021 – \$11,386).

(ii) Amounts due to related parties as at the period ended July 31, 2022 were:

A total of \$17,500 is due to officers and directors and companies controlled by officers and directors of the Company for management fees, salaries, and expenses incurred; compared to \$111,500 for the year ended January 31, 2022.

Related party transactions have been recorded at their exchange amount, which is the amount of consideration established and agreed to by the related parties. Amounts due to and from related parties are non-interest bearing, unsecured, and have no specified terms of repayment.

1.10 PROPOSED TRANSACTIONS/COMMITMENTS:

- (i) The office lease expired November 30, 2020 and was not renewed.** The Company moved on December 1, 2020 to another office location at Suite 615 -800 West Pender Street, Vancouver, B.C. – a shared office space renting on a month-to-month basis.

The Company applied for rent relief under the Canada Emergency Rent subsidy in 2020. The Company received \$35,417 (net of moving costs) in May 2021.

(ii) July 26, 2021 -Lone Star Property Agreement

- \$130,000 US cash payment (being \$500 multiplied by the 260 acres of land which comprises the various Lone Star private property land titles) to be paid to the original owners.

1.11 CRITICAL ACCOUNTING ESTIMATES:

Our financial statements have been prepared in conformity with International Financial Reporting Standards (“IFRS”) and form the basis for discussion and analysis of critical accounting policies and estimates. Management is required to make estimates and assumptions that affect the report amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the period. Significant financial statement areas requiring the use of management estimates relate to the determination of impairment of assets and resource property interests, and their useful lives for amortization, the fair value of investments and share-based compensation, and the recoverability of future income tax assets. Financial results as determined by actual events could differ materially from those estimates.

Risk management:

The Company’s mineral property holdings and exploration activities create potential exposure to environmental liabilities, including site reclamation. The Company is currently in the initial exploration stages on its United States property interests and management has not determined whether significant site reclamation costs will be required. The Company records liability for site reclamation when determinable on a systematic accrual basis in the period in which such costs can be reasonably determined.

The Company’s approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities as they come due. Due to current economic conditions in capital markets the Company has a high risk associated with liquidity. The Company does not hold complex financial instruments or significant long-term assets.

1.12 CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION:

None

1.13 FINANCIAL AND OTHER INSTRUMENTS:

The Company’s financial instruments consist of cash, marketable securities, accounts receivables, amounts due to and from related parties, and accounts payable and accrued liabilities. Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant interest, currency risks arising from financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity or capacity of prompt liquidation.

1.14 OTHER MD&A REQUIREMENTS:

Additional information relating to the Company’s operations and activities can be found by visiting the Company’s website www.BelmontResources.com as well as numerous news releases and NI 43-101 reports filed on SEDAR at www.sedar.com

April 28, 2017 - DTC Eligible:

Belmont Resources Inc. has been made eligible for book-entry delivery and depository services of the Depository Trust Company (DTC) to facilitate electronic settlement and transfer of its common shares on the U.S. stock exchange OTC.

The Depository Trust Company is one of the world’s largest securities depositories. While there is no requirement that any security be held at DTC to trade, many brokerage firms and issuers want to take advantage of the efficiencies and cost benefits that DTC offers.

As the Company is now eligible; DTC, through its nominee Cede & Co., it is the registered holder of the securities, routinely managing the electronic, book-entry transfers of interests in securities among participants.

This electronic method of clearing securities accelerates the receipt of stock and cash, and thus streamlines the settlement process for investors and brokers, enabling the stock to be traded over a much wider selection of brokerage firms by coming into compliance with their requirements.

Registrar & Transfer Agent:

July 15, 2022 - The Company announced that Olympia Trust Company (“Olympia”) has replaced TSX Trust Company as the Registrar and Transfer Agent of the Company. All inquiries and correspondence relating to the shareholders records, transfer of shares, lost certificates and/or change of address, should now be directed to Olympia as follows:

Olympia Trust Company (Vancouver Office)
Suite 1900 - 925 W. Georgia Street
Vancouver, B.C. V6C 3L2
Phone: #587-774-2340
Website: www.olympiatrust.com

Annual General Meeting & Other Corporate Matters:

See Subsequent Events- Section 1.14 - C (ii) following for updates and results of the August 31,2022 Annual General Meeting.

Stock Option Plan – Rolling:

December 17, 2021 –The 2021 Plan was approved by shareholders at the AGM. The Plan was filed with the TSX Venture Exchange and received acceptance on **December 29, 2021.**

Stock Option Grant:

June 7, 2022 - The Company announced that it has granted incentive stock options (the “Options”), pursuant to its stock option plan (the “Plan”), for a total of 300,000 common shares of the Company, to certain consultants of the Company. The Options, subject to the terms of the Plan and the corresponding option agreements, are exercisable at a price of CAD \$0.10 per share for a period of up to 3 years.

Shareholder and Investor Relations:

August 10, 2021 – The Company entered into a Marketing Services Agreement (the Services Agreement”) with Proactive Investors North American Inc. (“Proactive”) for an initial term of twelve (12) months for a fee of \$36,000.

The January 2022 AMEBC annual “Roundup” Mining Conference reconvened, as was held virtually in 2021 due to COVID-19. However, the Vancouver Resources Investment Conference (“VRIC”) was postponed to May 17 & 18th. The Company exhibited at the Conference.

Other:

December 1, 2020 –The Company has arranged rental of new office space at #615, 800 West Pender Street, Vancouver, B.C. on a month-to- month basis.

A. Authorized and Issued Share Capital at September 29, 2022:

Authorized: Unlimited common shares without par value.

Issued and outstanding: **63,883,272** common shares post-consolidated (June 6, 2019 – consolidated 8 old shares for 1 new share).

B. Options, Warrants & Convertible Securities Outstanding at September 29, 2022:

The following options, warrants, and convertible securities were outstanding (**shown on a post-consolidated basis**):

<u>Options Number</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
200,000	\$0.05	February 24, 2023
300,000	\$0.10	June 7, 2025
895,000	\$0.06	August 28, 2025
500,000	\$0.10	September 2, 2025
450,000	\$0.07	January 29, 2026
1,400,000	\$0.10	October 21, 2026
600,000	\$0.10	November 9, 2026
1,025,000	\$0.10	March 4, 2027
<u>5,370,000</u>		

-During the 1st quarter-ended April 30, 2022 – 250,000 options expired unexercised at a price of \$0.40 per share

-During the 2nd quarter-ended July 31, 2022 – Nil options expired unexercised and Nil were exercised.

<u>Warrants Number</u>	<u>Exercise Price</u>	<u>Expiry date</u>
2,600,000	\$ 0.10	November 4, 2022
5,434,800	\$ 0.12	December 23, 2022
1,250,000	\$ 0.10	January 6, 2023
1,672,000	\$ 0.10	February 10, 2023
2,881,452	\$ 0.12	July 23, 2023
9,533,000	\$ 0.10	August 28, 2023
7,518,000	\$ 0.10	March 18, 2023
	\$ 0.15	March 18, 2024
<u>30,889,252</u>		

-During the 1st quarter-ended April 30, 2022; 2,563,500 warrants were exercised at \$0.05 per share; and 302,000 warrants expired unexercised at \$0.05 per share.

-During the 2nd quarter-ended July 30, 2022; 380,000 warrants were exercised at \$0.05 per share; and Nil warrants expired unexercised.

C. Subsequent Events following July 31, 2022 to September 29, 2022:**(i) Share Capital Transactions:****Financings:**

- Nil

Options:

- **125,000 options were exercised at \$0.06 on August 4, 2022 for gross proceeds of \$7,500.**

Warrants:

- Nil

Property payments

- Nil

(ii) News Releases and other Transactions:

August 17, 2022 – The Company announced final assay results received from the Phase 1 drilling program, which consisted of 46 diamond drill holes for 7,888 metres on the Lone Star Copper-Gold project. Specific details and assay results can be reviewed in the news release as filed on our website and on SEDAR.

August 23, 2022 – The Company announced they have entered into an agreement with EuroSwiss Equity Group (“EuroSwiss”) of Switzerland pursuant to which EuroSwiss will assist Belmont with business development, media awareness and provide key introductions to the European investment community.

August 23, 2022 – The Company announced that it is undertaking a non-brokered private placement and will be applying to the Exchange to close a financing of up to \$210,000 through the issuance of 3 million Units (the “Units”) at \$0.07. Each Unit will consist of one common share of the Company and one warrant exercisable at \$0.10 in the first year and \$0.15 in the second year (the “Warrants”).

September 2, 2022 – Election of Directors and AGM Results. The Company announced that the nominees listed in the management Information Circular for the 2022 Annual General Meeting of Shareholders (the “AGM”) held on August 31, 2022 were elected as directors of the Company. The shareholders re-elected George Sookochoff, Gary Musil, James H. Place, and Geoffrey Peretz for the upcoming year.

Laurence (Larry) Sookochoff did not stand for re-election. The Company would like to thank Larry for his input and assistance over the past couple of years.

All other resolutions submitted by Management to shareholders for consideration were approved as presented, and specific details of the voting counts can be reviewed in the new release.

September 2, 2022 – The Company announced that it has granted 500,000 incentive stock options to consultants in accordance with the Company’s current stock option plan. Each option is exercisable into one common share of the Company at a price of \$0.10 per share for a period of three years from the date of grant.

September 8, 2022 – The Company announced that KB22-01 drilling on the Kibby Playa has been completed at a total depth of 2,888 feet (880 meters). Further details can be reviewed in the news release as filed on the company website and filed on SEDAR.

D. Evaluation of Disclosure Controls and Procedures

An internal control over financial reporting 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 operates with a small executive board and internal staff. Accordingly, lack of

segregation of duties is an identified internal control weakness. There have been no significant changes in the Company's system of internal financial controls over the past year.

The Company's interim and annual filings and other reports filed or submitted under Canadian securities laws are recorded, processed, summarized and reported within the time periods specified by those laws and that the material information is accumulated and communicated to Management of the Company, including the President and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

E. Corporate Governance Disclosure

The Company submitted to its members and shareholders details in the Information Circular dated **July 27, 2022** Corporate Governance Disclosure guidelines that have been presented to the Board of Directors for periodic review. Some of these guidelines are: Outlining the Company's business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Company's internal control and management information systems. The Management of the Company periodically updates directors with regulatory policy changes. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. The Company's Information Circular can be reviewed on www.Sedar.com

F. Risks and Uncertainties

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economical.

The Company has no producing properties, no significant sources of operating cash flows and consequently no sales or revenues from operations. The Company has either not yet determined whether its mineral properties contain mineral reserves that are economically recoverable or where reserves have been determined, mining operations have not yet commenced. The Company has limited financial resources. Property interests in whom the Company owns are in the exploration stages only, are without and may not result in any discoveries of commercial mineralization, and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines, the result being the Company will be forced to look for other exploration projects.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters.

The Company is exposed in varying degrees to a variety of financial instrument related risks.

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 cash held in bank accounts. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

Foreign Exchange Risk:

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's functional currency is the Canadian dollar. There is minimal foreign exchange risk to the Company as its mineral property interests are located in Canada.

Interest Rate Risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash accounts is relatively unaffected by changes in short term interest rates.

Liquidity Risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages this risk by careful management of its working capital. Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. The Company had working capital of \$491,39 as at January 31, 2022.

Price Risk:

The Company is exposed to price risk in relation to its listed marketable securities held. A 10% change in the market would result in a change of approximately \$305 to comprehensive loss. Management regularly reviews the expected returns from holding such investment on an individual basis.

BELMONT RESOURCES INC.

CORPORATE DATA

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Cell: (604) 505-4061

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Website: www.BelmontResources.com

Directors and Officers

George Sookochoff, CEO/President/Director

Gary Musil, Secretary/CFO/Director

James H. Place, Director

Geoffrey D.G. Peretz, Director

Registrar and Transfer Agent

Olympia Trust Company

Suite 1900 , 925 West Georgia Street

Vancouver, B.C. V6C 3L2 (Vancouver Office)

Solicitors

Fang & Associates

Suite 1400 – 1125 Howe Street

Vancouver, B.C. V6Z 2K8

Auditors

Dale, Matheson, Carr-Hilton, LaBonte, LLP,

Chartered Professional Accountants

#1500 – 1140 W. Pender Street

Vancouver, B.C. V6E 4G1

Listing

TSX Venture Exchange

Symbol: **BEA**

Frankfurt Stock Exchange

Symbol: **L3L2**