CANADIAN CRITICAL MINERALS INC.
(formerly BRAVEHEART RESOURCES INC.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED NOVEMBER 30, 2022

The following management's discussion and analysis ("**MD&A**") is management's assessment of the results and financial condition of Canadian Critical Minerals Inc. (formerly Braveheart Resources Inc.) ("CCMI" or the "**Company**") and should be read in conjunction with the unaudited interim condensed consolidated financial statements for the six months ended November 30, 2022 and the audited consolidated financial statements for the year ended May 31, 2022 ("**2022**"), which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All dollar amounts are in Canadian dollars, unless otherwise noted. The date of this MD&A is January 27, 2023. The Company's most recent filings are available on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and can be accessed through the Internet at www.sedar.com, or on the Company website www.braveheartresources.com.

1. DESCRIPTION OF BUSINESS

CCMI is a Canadian-based exploration company focused on acquiring, exploring and developing mineral properties throughout Canada, principally in British Columbia and Ontario.

On January 19, 2023, the Company changed its name to Canadian Critical Minerals Inc. from Braveheart Resources Inc. The new name better reflects the Company's current focus on developing its past-producing mining assets in Canada in the battery and critical minerals space. The Bull River Mine project is our most advanced asset and we continue to work with regulatory authorities to restart the mine. The Thierry Mine project is one of the largest known copper deposits in Ontario and is in close proximity to existing infrastructure such as roads, grid power and mining communities. In addition to copper, the Thierry Mine project has other critical minerals including nickel, palladium and platinum.

The Company is listed on the TSX Venture Exchange, having the symbol CCMI as well as the OTCQB Venture Market in the United States, having the symbol RIINF and the Frankfurt Stock Exchange (FSE) having the symbol 2ZR.

The consolidated financial results include Canadian Critical Minerals Inc. and its wholly-owned subsidiaries, Pickle Lake Minerals Inc. (subsequent to December 23, 2020 acquisition) and Purcell Basin Minerals Inc., and its wholly-owned subsidiaries Bul River Mineral Corporation, Gallowai Metal Mining Corporation, Grand Mineral Corporation, and Stanfield Mining Group of Canada Ltd.

2. HIGHLIGHTS OF THE SIX MONTHS ENDED NOVEMBER 30, 2022 and SUBSEQUENT

Conversion of Related Party Loan to Royalty
On June 29, 2022 the Company completed a loan conversion agreement with a related party. (Note 9)
The agreement converted into a 3% net smelter royalty("NSR"). The NSR will be capped at a maximum of $6,750,000.

Highlights of the Agreement include the following:
1. The NSR will be capped at a maximum of $6,750,000 (the "Maximum NSR Payment"). The Company will make semi-annual payments on or before June 30th and December 31st of each year of $150,000 as advance payments against the NSR and such payments shall be deducted against and reduce the Maximum NSR Payment.
2. Upon satisfaction of the Maximum NSR Payment, the royalty rate under the NSR shall be reduced from 3% to 0.25%. The 0.25% NSR can be purchased by the Company at any time for $1,000,000.
3. Upon execution of this Agreement the obligations owed by the Company to the Lender under the Loan Agreement shall be paid in full and all other indebtedness of CCMI under the Loan Agreement shall be satisfied in full.

The Company recognized a $3,749,380 gain on conversion and continues to account for the regular semi-annual non-interest bearing payments of $150,000 as related party loan, with an estimated value of $1,647,445 on date of conversion.

Loan Renegotiations

On October 20, 2022 the Company amended its Concentrate Offtake Agreement and Stockpile Financing Facility with Ocean Partners UK Ltd. ('Ocean") effective October 1, 2022.

Under the newly amended terms the parties have agreed to extend the date for repayment of monies drawn from the Facility from September 30, 2022 until March 31, 2023. Interest on any monies drawn from the Facility has been increased from 12-month LIBOR plus 8.75% to 12-month LIBOR plus 10.25%. Should permits to restart Bull River not be received by March 31, 2023, principal and interest from the loan will be due and repayable.

The renegotiated terms resulted in the Company recording a loss on modification of long term debt terms of $114,966 during the quarter ended November 30, 2022.

Bull River Project Permitting Update

The British Columbia Environmental Assessment Office ("EAO") reported that the Bull River Mine Project has been designated as non-reviewable under the Environmental Assessment Act (2018).

On March 21, 2022, the EAO received written notification from the Ktunaxa Nation Council ('KNC") requesting that the Company's proposed amendments to its Mines Act permit M-33 and its Environmental Management Act permit PE-16034, to facilitate a restart of the Project, be designated as reviewable under Section 11 of the Environmental Assessment Act (2018) (the "Act"). Further to a thorough and extensive review, the Chief Executive Assessment Officer of the EAO determined that the Bull River Project has substantially started and that it is not an eligible project as outlined in Section 11(1) of the Act. The evaluation of the request and the reasons for the decision by the Chief Executive Assessment Officer is posted publicly and can be viewed at EAO Project Information Centre. The Chief Executive Assessment Officer further determined that the potential effects of the Bull River Project can be appropriately managed through the permit amendment process under the Mines Act and Environmental Act which will include consultation with KNC and the Shuswap Indian Band, and that it would not be in the public interest to designate the Project as reviewable.

Facilities Agreement with BC Hydro for Bull River Mine

The Company has executed a Facilities Agreement ("FA") with British Columbia Hydro and Power Authority ("BCH") for its Bull River Mine. The FA was completed following a Facilities Study ("FS") by BCH to define interconnection requirements and establish a timetable for BCH's ability to meet the Company's proposed service date. The reconnection is scheduled to be completed on or before June 30, 2023.

The Bull River Mine project is currently connected to BCH through a 12.47kV service line which provides up to 2,000 kVA in contract demand which is sufficient to continue with care and maintenance activities including dewatering of the underground mining infrastructure. Under the new FA, BCH will reconnect the Company to an existing 66kV transmission line which will provide up to 5,000 kVA in contract demand to the property. The increased demand is required for the Company to restart the mill and resume underground mining operations. The new transmission interconnection provides for reductions in energy and demand charges relative to the current unit rates. BCH's estimate for system reinforcements and revenue metering associated with the reconnection is $150,000. The cost estimate has an accuracy range of +35%/-15%.

Reconnection to the 66kV transmission line has been delayed pending delivery of some key electrical components including switchgear. All key components have now been secured. We look forward to working with BCH to complete the reconnection.

FINANCING ACTIVITIES

- **Private Placements – Equity Fundraising**

On July 27, 2022 the Company issued 4,400,000 units at $0.09 per unit for $396,000. Each unit is comprised of one flow through common share and one-half warrant. Each warrant is exercisable into a common share at a price of $0.135 per share for a period of 24 months from offering. Commissions totaling $23,760 and 264,000 finders fees warrants were issued exercisable into a common share at a price of $0.09 per share until July 26, 2024.

On August 11, 2022 the Company issued 939,857 units at $0.07 per unit for $65,650. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.105 per share for a period of 24 months from offering.

On November 18, 2022 the Company issued 1,600,000 units at $0.075 per unit comprised of one common share and one warrant exercisable into a common share at a price of $0.1125 per share for a period of 36 months from offering and 6,250,000 units at $0.08 per unit comprised of one flow-through common share and one warrant exercisable into a common share at a price of $0.12 per share for a period of 36 months.

On December 23, 2022 the Company issued 9,500,000 units at $0.08 per unit for $760,000. Each unit is comprised of one flow through common share and one warrant. Each warrant is exercisable into a common share at a price of $0.12 per share for a period of 36 months from offering.

MINING PROPERTY DEVELOPMENT

Bull River Mine Development
Mine Permitting

The Company continues to work closely with the British Columbia Ministry of Environment and Climate Change Strategy ("ENV") and the Ministry of Energy, Mines and Low Carbon Innovation ("EMLI") on its application to restart the Bull River Project. The Company is pursuing a Joint Mines Act and Environmental Permit Amendment process wherein the Company is requesting an amendment to the current effluent discharge permit and permission to dispose of filtered tailings in a new tailings storage facility on surface. The primary change to the effluent discharge permit will be the inclusion of additional element testing but the current discharge location will not change nor will the anticipated volume of discharge to the environment.

To-date, the Company has submitted an updated project description and an information reporting table ("IRT") and responded to screening responses from regulators. The Company has recently been notified of EMLI's plans to establish a Mine Review Committee and prepare for engagement with the Ktunaxa Nation Council ("KNC").

VAST Resources Solutions Inc. ("VAST") is the environmental consulting firm that is assisting the Company with the application process. CCMI recently engaged Tetra Tech Canada Inc. ("Tetra Tech") to assist with geochemical components of Phase 1 of the mining permit submission. Phase 1 of the restart will include the initial processing of a 180,000-tonne stockpile of mineralized material currently on surface. Tetra Tech assisted previous owners of the Project with assessment and characterization of geologic materials since 2006. Tetra Tech will assist the Company initially with Acid Rock Drainage and Metal Leaching ("ARD ML") related components of the application.

Hydroelectric Reconnection Project

On January 25, 2023, the Company announced that it has executed a Facilities Agreement ("FA") with British Columbia Hydro and Power Authority ("BCH") for its Bull River Mine. The FA was completed following a Facilities Study ("FS") by BCH to define interconnection requirements and establish a timetable for BCH's ability to meet the Company's proposed service date. The reconnection is scheduled to be completed on or before June 30, 2023.

On December 7, 2020, the Company, received a positive System Impact Study ("SIS") from British Columbia Hydro and Power Authority ("BCH") for upgrading the hydroelectric capacity at the Bull River Mine project ("BRM"). The Company is proposing to reconnect to an existing 66kV power line that is immediately adjacent to the property. This power line is the same line that supplied hydroelectric power to the site during previous operations up until 2013. The SIS determined that it is technically feasible to interconnect the proposed BRM load of 7.5 MVA to the BCH transmission system.

Dry Stack Tailings

In support of its permit applications for a new permit to store tailings on surface, management has engaged Stantec Consulting Ltd. ("Stantec") to design a new Tailings Storage Facility ("TSF") at its 100% owned Bull River Mine property near Cranbrook, British Columbia. The TSF design will be used as part of the re-start plan, the mine requires the construction of a new TSF to manage tailings waste from the processing of an existing stockpile of mineralized material on surface and future underground mining at the site. CCMI has identified a possible location for the TSF within the existing mine permit boundary and adjacent to the process plant. Filtered tailings (also referred to as dry stack tailings) has been identified as the preferred tailings deposition technology for the new TSF. Permitting of the new TSF will require completion of a Best Available Technology ("BAT") options assessment as per EMLI (Ministry of Energy, Mines and Low Carbon Innovation) regulations. Should the BAT assessment identify other technologies as better options for the project, Stantec and CCMI will review the impacts on the regulatory application process. Stantec possesses global mining and extensive experience in the design and development of tailings storage facilities, waste rock storage facilities, and associated water management structures. Their expertise extends from feasibility level to detailed design, site construction, and supporting mines from operations through closure. They have successfully completed designs and obtained mine permits in British Columbia for tailings facilities, mine rock dumps and water management dams.

Flotation Tank Cells

On December 3, 2020, the Company, entered into an agreement with Nelson Machinery & Equipment Ltd. ("Nelson") for the procurement of six (6) refurbished Outotec flotation tank cells from Nelson's branch facility located near Kamloops, BC, Canada. The cells are an integral part of the flotation circuit which will include rougher, scavenger and cleaner capacity to support the current plant design of 700 tonnes per day milling operation.

To-date the Company has advanced $125,000 for the refurbishment of two cells. Included in capital additions and accounts payable is additionally approximately $275,000 for the completed refurbishment of all six cells.

Refurbishment of the tank cells is now complete and deliver to the mine site will be made upon payment of outstanding accounts.. The flotation circuit will be used to produce a copper concentrate including gold and silver by-products which will be sold as a final product to a third-party smelter outside of British Columbia. The circuit will be designed and operated to produce a 25% copper concentrate of similar quality to the previous operations of Placid Oil between 1970 and 1974. The new flotation circuit will replace the conventional mechanical cells that were operated by Placid Oil and subsequently removed from the mill due to wear and corrosion.

Ore Sorting

On April 19, 2021, the Company, reported results of its ore sorting study for its 100% owned Bull River copper, gold and silver mine project. CCMI engaged ABH Engineering ("ABH"), to complete this study. Ore sorting or pre-concentration of mineralized material has the potential benefit of increasing the mill feed grade which can result in an improved net present value ("NPV") of a mining project. Potential benefits include a lowering of operating costs on a unit basis, a reduction in the volume of fine tailings created through the milling process and the overall volume of material transported to the tailings storage facility, a reduction in power consumption particularly in the grinding circuit and a lower overall environmental impact. CCMI plans to advance the Bull River mine project in a phased approach wherein a surface stockpile of mineralized material will provide the initial feedstock to an up-graded 700 tonne per day mill. Ore sorting capability could be introduced ahead of the grinding circuit.

Potential Sale of Stockpiled Material at BRM

The Company is currently investigating options for the sale of some or all of the surface stockpile of mineralized material at BRM to generate revenues for the Company. Notionally, the Company would sell stockpiled material through an ore sale/purchase agreement to a milling facility in southern British Columbia that is permitted to accept custom mill feeds.

Should the Company enter into an ore sale/purchase agreement it would in parallel investigate the opportunity to acquire an ore sorting plant to allow for ore sorting prior to trucking to a third party milling facility.

3. MINERAL PROPERTY EXPLORATION ACTIVITIES

There are no mineral exploration activities to report at this time at BRM or Thierry. The Company is currently considering a flow through financing to support an initial drilling campaign at Thierry. The Company is permitted to drill at Thierry under an Early Exploration Permit that was granted in April 2022. The Company plans to initiate a maiden drilling program at Thierry in the summer of 2023. Selection of a drilling company is currently in progress,

4. RESULTS OF OPERATIONS

4.1 Analysis of Key Variances

Results of operations for the three and six months ended November 30, 2022:

	Three Months Ended		Six Months Ended	
	November 30 2022	November 30 2021	**November 30 2022**	November 30 2021
Revenue	$ **27,425**	$ 73	**$ 30,134**	$ 123
Expenses				
Marketing and advertising	$ **(11,778)**	$ 4,166	**$ 1,976**	$ 12,381
Consulting fees	**138,021**	112,328	**245,838**	282,730
Amortization	**58,647**	48,936	**117,938**	96,658
Accretion	**6,734**	11,291	**13,244**	22,206
Administrative expenses	**75,458**	58,905	**166,347**	171,430
Professional fees	**53,439**	37,331	**78,746**	95,962
Salaries and wages	**43,947**	56,529	**97,587**	101,257
Supplies and maintenance	**57,237**	79,749	**115,109**	151,290
Mining exploration and development expenses	**141,998**	125,667	**295,311**	244,412
Share based compensation	**31,839**	-	**31,839**	46,559
Interest expense	**106,416**	137,079	**265,245**	335,886
Operating expenses	**$ 701,958**	**$** 671,981	**1,429,180**	1,560,771
Other (income) expenses	**(2,149)**	(6,356)	**(4,318)**	(12,713)
Gain on modification of related party debt	**-**	-	**(3,749,380)**	-
Loss on modification of long term debt	**114,966**	-	**114,966**	-
Foreign exchange (gain) loss	**39,688**	6,581	**66,865**	60,974
Interest income	**(6,148)**	(1,433)	**(8,863)**	(4,041)
Net income (loss)	**$ (705,924)**	**$** (670,700)	**$ 2,181,684**	**$** (1,604,868)
Deferred income tax recovery	**(83,500)**	(22,306)	**(93,500)**	(62,234)
Net income (loss) and comprehensive income (loss) for the period	**(622,424)**	(648,394)	**$ 2,275,184**	(1,542,634)

Operating expenses were reduced from year to year by $131,591 with the most significant changes as follows:

$70,641 Reduction - Interest expense
June 29, 2022 conversion of related party loan to royalty contributed to reduced interest expense comparative year to year.

Non-operating income/expense variances:
$3,749,380 Gain on Conversion of related party loan to royalty (note 9)
During the quarter ended August 31, 2022 the Company recognized a gain associated with the conversion of a related party loan to a royalty.

$114,966 Loss on Modification of long term loan (note 10)
During the quarter ended November 30, 2022 the Company recognized a loss associated with the renegotiation of terms of its loan with Ocean Partners.

5. QUARTERLY FINANCIAL INFORMATION

The following is selected financial data from the quarterly interim consolidated financial statements of the Company for the last eight completed fiscal quarters. This information should be read in conjunction with the Company's audited annual and unaudited interim consolidated financial statements for the periods below.

	Nov. 30, 2022	August 31, 2022	May 31, 2022	Feb. 28, 2022	Nov. 30, 2021	August 31, 2021	May 31 2021	Feb. 28 2021
			Q4	Q3	Q2	Q1	Q4	Q3
(a) Revenue	$27,425	$ 2,709	$ -	$-	$73	$50	$5,779	$1,231
(b) Net income (loss) and comprehensive income (loss)	(622,424)	3,012,564	(1,435,135)	(1,299,452)	(648,394)	(894,240)	(4,118,039)	(1,139,059)
(c) Net income (loss) per share –basic and fully diluted(1)	$(0.003)	$0.013	$(0.020)	$(0.006)	($0.003)	($0.004)	$(0.028)	$(0.007)

(1) Fully diluted weighted average common shares outstanding, used in the calculation of fully diluted net loss per share, are not reflective of the outstanding stock options and warrants at that time as their exercise would be anti-dilutive in the net loss per share calculation.

6. FINANCIAL CONDITION

The Company intends to obtain proceeds from additional equity financing or prospective lenders to finance ongoing operations as well as capital development of the Bull River mining facilities for ore mining operations or ore processing and exploration expenditures, as well as general and administrative expenditures; however, there can be no assurance that additional capital or other types of financing will be available or that, if available, the terms of such financing will be favourable to the Company.

7. LIQUIDITY AND CAPITAL RESOURCES

The consolidated financial statements have been prepared on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company for the six months ended November 30, 2022 had net income of $2,275,184 (cumulative deficit of $25,703,693) and used cash flow in operating activities of $561,613. At quarter end November 30, 2022, the Company, has a working capital deficit of $2,857,028. The Company will be required to raise significant financing to fund both ongoing operating activities and the capital required to develop its existing mining properties. The Company will have to raise significant additional funds to advance its exploration and development activities and, while it has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future. Further, the Company's continued existence is dependent upon the preservation of its interest in the underlying mineral properties, the discovery of economically recoverable mineral reserves and the achievement of profitable operations.

As a result of these risks, there exists a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses or statement of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material.

CCMI is wholly dependent on equity or debt financing to complete acquisition, exploration, and development of its exploration and evaluation assets. The Company does not expect to generate any significant revenues from operations until earliest fall of 2023. Should the Company enter into an ore sale/purchase this could result in revenues for the Company in the first half of 2023.

CCMI is dependent on external financing to fund its acquisitions and exploration activities. In order to carry out further exploration and pay for general and administrative costs, CCMI may spend its existing working capital and attempt to raise additional funds as needed. The Company will continue to assess new properties and seek to acquire interests in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The ability of CCMI to successfully acquire additional mineral properties and proceed with exploration activities on current properties is conditional on its ability to secure financing when required. CCMI proposes to meet additional capital requirements through equity financing. In light of the continually changing financial markets, there is no assurance that new funding will be available at the times or in the amounts required or desired by the Company, or upon terms acceptable to the Company or at all.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of CCMI, is reasonable. There were no changes in the Company's approach to capital management during the period ended November 30, 2022. CCMI is subject to externally imposed capital requirements of its loan agreements discussed in notes 9 and10.

8. OFF-BALANCE SHEET ARRANGEMENTS

Other than those commitments and contracts previously discussed, CCMI had no other off-balance sheet arrangements at November 30, 2022.

9. OUTLOOK AND FUTURE WORK

CCMI is focussed on:

Bull River Project – continued efforts to complete permitting requirements, completing capital improvements and upgrades to ready for anticipated 2023 mining operations. CCMI continues to work with the Ministry of Energy, Mines and Low Carbon Innovation ("EMLI"), the Ministry of Environment and Climate Change Strategy ("ENV") and the Environmental Assessment Office ("EAO") of British Columbia on its pre-application process to amend its current Mines Act permit M-33 and Environmental Management Act permit PE-16034 at the Bull River Mine near Cranbrook, British Columbia to facilitate a restart of operations. CCMI plans to restart operations at the designed capacity of 700 tonnes per day.

Thierry Project – negotiated settlement of remaining acquired liabilities in anticipation of future exploration.

Working capital from CCMI's treasury, as available from time to time, may also be used to acquire and explore other properties either alone or in concert with others as opportunities and finances permit.

CCMI intends to target, review and, if desirable, acquire and develop additional mineral assets in order to augment and strengthen its current mineral property portfolio. In conducting its search for additional mineral properties, CCMI may consider acquiring properties that it considers prospective based on criteria such as the exploration history or location of the properties, or a combination of these and other factors.

CCMI is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. These risks include, but are not limited to, the challenges of securing adequate capital in view of exploration, development and operational risks inherent in the mining industry as well as global economic and gold price volatility. There is no assurance that CCMI's funding initiatives will continue to be successful to fund its planned exploration activities.

An investment in CCMI's securities is speculative.

10. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The consolidated financial statements for the six months ended November 30, 2022 have been prepared using IFRS applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business. However, CCMI is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. As a result of these circumstances, there is significant doubt as to the appropriateness of the going concern presumption. There is no assurance that CCMI's funding initiatives will continue to be successful and these financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

The preparation of these audited consolidated financial statements in accordance with International Accounting Standard as issued by the International Accounting Standards Board ("**IASB**"), requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These audited consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the audited consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- CCMI assesses the carrying value of exploration and evaluation assets each reporting period to determine whether any indication of impairment exists. The calculation of recoverable amount requires the use of estimates and assumptions such as long-term commodity prices, discount rates, recoverable metals, and operating performance;
- Due to the complexity and nature of CCMI's operations, various legal and tax matters are outstanding from time to time. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. In the opinion of management, these matters did not have a material effect on the Company's financial position or results of operations as at and for the six months ended November 30, 2022; and
- Management's assessment of the going concern assumption requires judgment with respect to the funds to be available over the next twelve months.

11. SIGNIFICANT ACCOUNTING POLICIES

CCMI's significant accounting policies are summarized in the notes to the audited annual consolidated financial statements for the year ended May 31, 2022. The Company is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. The policies described below, and estimates related to them, have the most significant effect in preparation and presentation of CCMI's consolidated financial statements.

11.1 Exploration and Evaluation Assets

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are charged to operations as incurred. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs and share based payments to employees and consultants, are expensed in the period in which they occur.

The acquisitions of mineral property interests are initially measured at cost. Mineral property acquisition costs and development expenditures incurred subsequent to the determination of the feasibility of mining operations and approval of development by the Company are capitalized until the property to which they relate is placed into production, sold or allowed to lapse.

Exploration and evaluation costs incurred prior to determination of the feasibility of mining operations are charged to operations as incurred. Mineral property acquisition costs include the cash consideration and the fair market value of shares issued for mineral property interests pursuant to the terms of the relevant agreements. These costs will be amortized over the estimated life of the property following commencement of commercial production, or written off if the property is sold, allowed to lapse, or when an impairment of value has been determined to have occurred.

11.2 Share-Based Payment Transactions

The grant date fair value of share-based payment awards granted to employees is recognized as an employee expense or capitalized to exploration and evaluation assets for grants to individuals working directly on mineral properties with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes. Fair values of share-based payments (including stock options and warrants) are determined based on estimated fair values at the time of grant using the Black-Scholes option pricing model.

The fair value of the amount payable to employees in respect of share appreciation rights, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the period that the employees unconditionally become entitled to payment. The liability is remeasured at each reporting date and at settlement date. Any changes in the fair value of the liability are recognized as personnel expense in profit or loss.

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the Company.

12. ACCOUNTING ISSUES

12.1 Management of Capital Risk

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

The Company considers as capital its shareholders' equity and cash and equivalents. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust capital structure, CCMI may issue new common shares through private placements, repurchase shares, sell assets, incur debt, or return capital to shareholders. CCMI will require additional funds to carry out capital development and exploration on its mineral properties. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activities. Due to the cyclical nature of the industry, there is no guarantee that when CCMI needs to raise capital, there will be access to funds at that time.

12.2 Management of Financial Risk

The Company is exposed to various property and financial risks and assesses the impact and likelihood of this exposure. These risks include property risk, credit risk, liquidity risk, market risk, interest rate risk and commodity price risk. Where material, these risks are reviewed and monitored by the Board of Directors and they are more fully described in note 3 to the financial statements for the six months ended November 30, 2022.

13. OUTSTANDING SHARE DATA

	Number of Shares
Common shares outstanding – May 31, 2022	**225,848,159**
Share issue for cash	**13,187,857**
Common shares outstanding – November 30, 2022	**239,036,016**

The Company has an authorized share capital consisting of an unlimited number of common shares.

Warrants

	Number of Warrants
Warrants outstanding – May 31, 2022	**86,395,106**
Issued	**11,689,358**
Warrants outstanding – November 30, 2022	**98,084,463**

Stock Options

The Company has a stock option plan to provide employees, directors, officers and consultants with options to purchase common shares of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock on the day of grant and the maximum term of option is five years. The maximum number of shares which may be issued under the program shall not exceed 10% of the issued and outstanding shares. The following summarizes the employees, directors, officers and consultants stock options that have been granted, exercised, expired, vested or cancelled during the period ended November 30, 2022:

	Number of Options	Weighted Average Exercise Price
Balance, May 31, 2022	19,760,556	$ 0.10
Stock options granted	500,000	0.075
Balance, November 30, 2022	20,260,556	$ 0.10

14. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, accounts receivable and harmonized sales tax, accounts payable and accrued liabilities, due to related parties, loans payable and government grants. The fair value of the Company's accounts payable and accrued liabilities, due to related parties, loans payable, are estimated by management to approximate their carrying values. Cash and cash equivalents is recorded at fair value using Level 1 quoted prices in active markets for identical assets or liabilities and, in management's opinion, the Company is not exposed to significant interest or credit risk from these financial instruments. Please refer to Note 3 for detailed discussion of the financial risk factors.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- interest rate risk
- price risk
- commodity price risk
- foreign currency risk

The Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's accounts receivables, and cash and equivalents.

The Company considers this risk to be low.

Accounts Receivables
Receivables are measured at carrying value and are subject to credit risk exposure.

Cash and cash equivalents and deposits

At times when the Company's cash position is positive, cash deposits are made with financial institutions having reasonable local credit ratings.

(ii) Liquidity risk

Liquidity risk encompasses the risk that a company cannot meet its financial obligations in full. The Company's main sources of liquidity are its cash and cash equivalents. These funds are primarily used to operating cost, finance working capital, exploration expenditures, evaluation expenditures, and acquisitions.

The Company manages its liquidity risk by regularly monitoring its cash flows from operating activities and holding adequate amounts of cash and cash equivalents.

As part of its capital management process, the Company prepares budgets and forecasts, which are used by management and the Board of Directors to direct and monitor the strategy and ongoing operations and liquidity of the Company. Budgets and forecasts are subject to significant judgement and estimates relating to activity levels, future cash flows and the timing thereof and other factors which may or may not be within the control of the Company. The current volatility in commodity prices and overall global market uncertainty creates significant inherent challenges with the preparation of financial forecasts. See further discussions relating to going concern and liquidity in note 1 to the financial statements.

(iii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Related party loans are at fixed rates and loans payable are variable.

(iv) Commodity price risk

The value of the Company's exploration and evaluation assets are related to the price of gold, copper, and other mineral commodities. Adverse changes in the price of gold and copper can also significantly impair the economic viability of the Company's projects, along with the ability to obtain future financing.

Gold, copper, and other mineral commodities prices historically have fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial and retail demand, central bank reserves, management forward sales by producers and speculators, levels of worldwide production, short-term changes in supply and demand due to speculative hedging activities, macro-economic variables and certain other factors related specifically to gold, copper, and other mineral commodities.

(v) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign currency exchange rates. The Company is exposed to foreign currency fluctuations as certain transactions and loans are denominated in United States dollars.

Sensitivity analysis - Based on management's knowledge and experience of the financial markets, the Company believes that movements at ± 10% are "reasonably possible" over a one year period:

(a) As at November 30, 2022, the Company had $1,401,622 ($1,037,623 US dollars) in loan liability and $5,270 in cash denominated US Dollar foreign currency.

(b) Price risk is remote since the Company is a non-producing entity.

15. OTHER INFORMATION

15.1 Contractual Commitments

Flow Through Share Commitments -As at November 30, 2022 the Company estimates a $209,250 remaining commitment on eligible Canadian exploration and development expenses by December 31, 2023. Subsequent to November 30, 2022 the Company issued additional flow-through shares which adds to the commitment above an additional $760,000.

In connection with the Exploration Memorandum of Understanding with the Mishkeegogamang First Nation, the Company has committed to contribute $60,000 annually to the Mishkeegogamang Community Fund to benefit the community.

The Company has entered into a Capacity Funding Agreement with the Ktunaxa Nation Council (the "KNC) regarding its Bull River Mine Project. The Capacity Funding Agreement provides a framework for the purposes of information sharing and engagement, and where appropriate, accommodation, between the Company and Ktunaxa First Nations. The Company has commitments of up to $140,000 for the purpose of defraying the costs incurred by the KNC in carrying out and completing the regulatory review of the Bull River Mine application in addition to other engagement activities between the Company and the Ktunaxa First Nations.

See note 9 for discussion of NSR commitments associated with the royalty agreement.

15.2 *Limitations of Controls and Procedures*

CCMI's Chief Executive Officer and Chief Financial Officer believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within CCMI have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

15.3 *Corporate Governance*

CCMI's Board of Directors follows corporate governance policies to ensure transparency and accountability to shareholders.

The Audit Committee fulfills its role of ensuring the integrity of the reported information through its review of the unaudited interim and audited annual consolidated financial statements prior to their submission to the Board of Directors for approval.

15.4 *Related Party Transactions*

Note 9 discusses the related party agreement to convert loan outstanding to royalty, with $150,000 interest free semi-annual payment deductible against royalty payments when earned. This financial commitment continues to be recorded as related party loan. The Company recognized a gain on conversion of the remaining loan balance to a royalty of $3,474,031.

15.5 *Subsequent Events*

On December 23, 2022 the Company issued 9,500,000 units at $0.08 per unit for $760,000. Each unit is comprised of one flow through common share and one warrant. Each warrant is exercisable into a common share at a price of $0.12 per share for a period of 36 months from offering.

15.6 *Changes in Accounting Policies*

None

16. FORWARD-LOOKING STATEMENTS CAUTIONARY NOTE

This MD&A may contain forward-looking statements that are based on CCMI's expectations, estimates and projections regarding its business and the economic environment in which it operates. These statements speak only as of the date on which they are made, are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Examples of some of the specific risks associated with the operations of CCMI are set out above under "Risk Factors". Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements.

Certain information included in this MD&A may constitute forward-looking information within the meaning of securities laws. In some cases, forward-looking information can be identified by the use of terms such as "may", "will", "should", "expect", "believe", "plan", "scheduled", "intend", "estimate", "forecast", "predict", "potential", "continue", "anticipate" or other similar expressions concerning matters that are not historical facts. Forward-looking information may relate to management's future outlook and anticipated events or results, and may include statements or information regarding the future plans or prospects of CCMI. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Although CCMI believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

Forward-looking information is inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of CCMI to be materially different from those expressed or implied by such forward-looking information, including but not limited to, risks related to CCMI's goal of creating shareholder value by concentrating on the acquisition and development of properties that have the potential to contain economic mineral deposits; management's assessment of future plans for its property interests (See "Mining Properties – Exploration Activities"); management's economic outlook regarding future trends; CCMI's expected exploration budget and ability to meet its working capital needs at the current level in the short term (See "Liquidity and Capital Resources" and "Financial Conditions"); expectations with respect to raising capital (See "Liquidity and Capital Resources"); and management's proposed undertaking to attempt to renegotiate certain of its option agreements (See "Financial Conditions").

Inherent in forward-looking statements are risks, uncertainties and other factors beyond CCMI's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, mineral price volatility, changes in debt and equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data and confirming title to recently acquired properties, the possibility that future exploration results will not be consistent with CCMI's expectations, increases in costs, environmental compliance and changes in environmental and other local legislation and regulation, interest rate and exchange rate fluctuations, changes in economic and political conditions and other risks involved in the mineral exploration and development industry, as well as those risk factors listed in the "Risk Factors" section above. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about the following: the availability of financing for CCMI's exploration and development activities; operating and exploration and development costs; CCMI's ability to retain and attract skilled staff; timing of the receipt of regulatory and governmental approvals for exploration properties and other operations; market competition; and general business and economic conditions.

For further discussion of certain risks and uncertainties that could contribute to a difference in results that those expressed in certain forward looking statements contained herein, please review those risks listed under the heading "Risks Factors" in this MD&A. Although CCMI has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking statements are not guarantees of future performance and there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and CCMI takes no responsibility to update them or to revise them to reflect new events or circumstances, except as required by law.

16.1 Risk Factors

The Company's business is the exploration, development and production of mineral resources. As the Company's business is in an exploration phase, an investment in securities of the Company involves a high degree of risk. The risk factors discussed below do not necessarily include all risks associated with the business, operations and affairs of the Company.

Exploration Stage Operations

The Company's operations are subject to all of the risks normally incident to the exploration for and the development and operation of mineral properties. Mineral exploration is a business of high inherent risk. All exploration and mining programs face a risk of unknown and unanticipated geological conditions, and promising indications from early results may not be borne out in further exploration work. A mineral exploration program often requires substantial cash investment, which can be lost in its entirety if it does not result in the discovery of a commercially viable mineral resource.

The commercial viability of a mineral deposit is dependent on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as mineral prices. Most of these factors are beyond the control of the Company. Mineral exploration involves risks which even a combination of careful evaluation, experience, and knowledge cannot eliminate. Development of a producing mine generally requires large capital investment and numerous permits from government regulatory agencies. There is no assurance that the funds required to exploit mineral resources discovered by the Company will be obtained on a timely basis or at all. There is also no assurance that the Company will be able to obtain the required government permits required. The costs and time involved in the permitting process may also delay the commencement of mining operations, or make the development of a producing mine uneconomic.

Financial Needs to Maintain Going Concern

To date, the Company has not had any significant revenues from operations. The ability of the Company to continue as a going concern is dependent on the Company's ability to obtain financing to continue exploration, development and commercialize of its properties. There is no certainty that the Company will be able to obtain the financing required to continue its exploration and development activities. Equity financing and related party loans have historically been the Company's source of financing its operations. There can be no assurance that additional financing will be available to the Company, or, if it is, that it will be available on terms acceptable to the Company. If the Company is unable to obtain the financing necessary to support its activities, it may be unable to continue as a going concern.

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with other companies, some of which have greater technical and financing resources than itself with respect to the ability to acquire properties of merit, the recruitment and retention of qualified employees and other persons to carry out its mineral exploration activities and for financing from third party investors. Competition in the mining industry could adversely affect the Company's prospects for mineral resource exploration in the future and cause the Company to fail to obtain appropriate personnel to pursue its objectives, the financing required to continue its exploration activities or further claims or properties to grow its business and operations.

Title to Properties

While the Company has investigated its titles and all of its claims, the Company cannot guarantee that title to such property and claims will not be challenged or impugned. The Company can never be certain that it will have valid title to its mineral properties. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers are often complex.

Environmental Risk

Environmental regulations, among other things, mandate the maintenance of air and water quality standards, land reclamation, transportation, storage and disposal of hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties, more stringent environmental assessments and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation will not adversely affect the Company's operations or inhibit the Company's ability to successfully act to develop its mineral resources.

Dilution to the Company's existing shareholders

The Company will likely require additional equity financing to be raised in the future. The Company may issue securities at terms more favourable than those at which existing shareholders acquired common shares of the Company to raise sufficient capital to fund the Company's business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial dilution, to present and prospective holders of common shares.

Uninsured or Uninsurable

The Company may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities. Related party loans are at fixed rates and loans payable are variable.

Commodity price risk

The value of the Company's exploration and evaluation assets are related to the price of gold, copper, and other mineral commodities. Adverse changes in the price of gold and copper can also significantly impair the economic viability of the Company's projects, along with the ability to obtain future financing.

Gold, copper, and other mineral commodities prices historically have fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial and retail demand, central bank reserves, management forward sales by producers and speculators, levels of worldwide production, short-term changes in supply and demand due to speculative hedging activities, macro-economic variables and certain other factors related specifically to gold, copper, and other mineral commodities.

COVID 19 Pandemic

During March 2020, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian governments regarding travel, business operations and isolation/quarantine orders. At this time, the extent of the impact the COVID-19 outbreak may have on the Company is unknown as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

While the extent of the impact is unknown, we anticipate this outbreak may cause investment market volatility, supply chain disruptions, and increased government regulations, all of which may negatively impact the Company's business and financial condition. Exploration drilling operations were suspended during these restrictions.

Additional Information

Additional information regarding the Company and its business and operations is available on the Company's profile at www.sedar.com and on the Company's website at www.braveheartresources.com