

MADI MINERALS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED MAY 31, 2022

July 27, 2022

This Management Discussion and Analysis ("MD&A") of Madi Minerals Ltd. ("Madi" or the "Company") has been prepared by management as of July 27, 2022 and should be read together with the financial statements and related notes for the nine months ended May 31, 2022 which are prepared in accordance with International Financial Reporting Standards ("IFRS").

FORWARD LOOKING STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company may not provide updates or revise any forward-looking statements, except those otherwise required under paragraph 5.8(2) of NI 51-102, whether written or oral that may be made by or on the Company's behalf.

The outbreak of the coronavirus, also known as "COVID-19", has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of new variants. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company's business activities. The extent to which the coronavirus may impact the Company's business activities will depend on future developments, such as the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time.

OVERALL PERFORMANCE

The Company is engaged in the business of mineral exploration.

The Company's head office is located at Suite 1240 - 789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2, and its registered and records office is located at #2600 – 1066 West Hastings Street, Vancouver, B.C. V6E 3X1. The Company was incorporated under the Business Corporations Act (British Columbia) on March 4, 2021.

On April 11, 2022, the Company completed its initial public offering (the "IPO") of 4,025,000 common shares at a price of \$0.10 for total proceeds of \$402,500. Research Capital Corporation. acted as agent (the "Agent") for the IPO. The Agent received a cash commission equal to 10% of the gross proceeds of the IPO and a corporate finance fee of \$25,000. In addition, the Company granted the Agent, and its selling group, Agent's Warrants entitling the holder to purchase an aggregate of 402,500 shares at a price of \$0.10 per share until April 11, 2024.

On April 12, 2022, the Company commenced trading on the Canadian Securities Exchange under the symbol MADI.

RESULTS OF OPERATIONS

As at May 31, 2022, the Company had total assets of \$417,363. As at May 31, 2022, the Company had current liabilities of \$16,795.

For the period ended May 31, 2022, the Company reported a loss of \$250,342 before taxes and a comprehensive loss of \$240,827. The losses for the period ended May 31, 2022 comprised of bank and interest charges of \$139 (2021 - \$Nil), consulting fees of \$22,000 (2021 - \$Nil), filing fees of \$30,551 (2021 - \$Nil), management fees of \$46,500 (2021 - \$6,250), office of \$1,506 (2021 - \$242), audit and accounting fees of \$75,354 (2021 - \$Nil), rent of \$500, shareholder information of \$2,000 (2021 - \$Nil), share-based payment of \$69,200 (2021 - \$Nil) and travel and entertainment expense of \$2,592 (2021 - \$Nil). The Company has recovered \$9,515 (2021 - \$16,501) in deferred income tax expense in the period.

SUMMARY OF QUARTERLY RESULTS

The Company was incorporated on March 4, 2021 and, for that reason, only the previous five quarters have been presented in the table below.

| | Q3 | Q2 | Q1 | Q4 |
|-------------------------|--------------|-------------------|-------------------|-----------------|
| | May 31, 2022 | February 28, 2022 | November 30, 2021 | August 31, 2021 |
| Net Loss for the Period | \$(215,085) | \$(14,360) | \$(11,382) | \$(56,828) |
| Loss per Share | - | - | - | - |
| | Q3 | | | |
| | May 31, 2021 | | | |
| Net Loss for the Period | \$(6,589) | | | |
| Loss per Share | - | | | |

EXPLORATION AND PROJECTS

The principal asset of the Company is its option to acquire up to a 75% interest in the Georgina Property, a gold prospect.

Georgina Property

On March 29, 2021 the Company entered into an agreement to acquire up to a 75% interest in one mining claim in the Nanaimo Mining Division, Vancouver Island, British Columbia. To acquire a 51% interest, the Company issued 100,000 common shares (issued for \$2,000) and made a cash payment of \$5,000 to the vendor.

To earn a further 24% (for a total of 75%), the Company must pay the vendor \$10,000 on or before March 29, 2022 (paid), issue 100,000 common shares on or before the first anniversary of the initial listing of the Company's shares on an exchange, and incur aggregate exploration expenditures of \$200,000 of which \$75,000 must be incurred before March 29, 2022 (incurred) and \$125,000 on or before the first anniversary of the initial listing of the Company's shares on an exchange (incurred \$37,075). Should the Company not earn the additional 24% interest, the property will revert back to the vendor.

The property is subject to a net smelter royalty of 2% payable to the vendors.

The Property is located approximately 20 kilometers south of Sayward on northern Vancouver Island, British Columbia. The Property consists of one mineral claim covering an area of 2,069 hectares.

The Property is in a relatively undeveloped area. Since 1969, exploration has been limited to prospecting and trenching and one 2019 geophysical survey. The programs have identified potential copper and gold deposits.

An independent geological report (the “Technical Report”) prepared by Derrick Strickland, P. Geo. who is a “Qualified Person” as defined in National Instrument 43-101 – Standards of Disclosure for Mineral Projects (“NI 43-101”), was completed in relation to the Property on July 16, 2021. The Technical Report recommends that the Company conduct further data compilation and geophysical analysis and a surface exploration and trenching program.

Exploration Expenditures

Madi Minerals has incurred the following exploration expenditures with regards to the Property that were capitalized as incurred from incorporation to May 31, 2022:

| | From incorporation to May 31, 2022 |
|-------------------------------------|---|
| Assays and testing | \$ 14,781 |
| Geological consulting | 36,320 |
| Mapping and surveying | 26,514 |
| Reports and administration | 18,000 |
| Travel, accommodation, and supplies | 16,460 |
| | <u>\$ 112,075</u> |

Future Plans

In relation to the Property, the Company currently plans to follow recommendations made in the Technical Report. The Technical Report recommends that the Company retain a geophysicist to further interpret the airborne survey results, compile all available data, and undertake an exploration program which includes mapping, soil sampling and trenching of areas of interest. The estimated budget is \$105,026.

LIQUIDITY AND CAPITAL RESOURCES

The Company reported working capital of \$271,493 at May 31, 2022 and cash of \$279,488. Current liabilities as at May 31, 2022 consisted of accrued liabilities of \$16,795, and amount due to related parties of \$Nil.

During the period September 1, 2021 to July 25, 2022, the Company:

- i) completed its initial public offering (the “IPO”) of 4,025,000 common shares at a price of \$0.10 for total proceeds of \$402,500. Research Capital Corporation. acted as agent (the “Agent”) for the IPO. The Agent received a cash commission equal to 10% of the gross proceeds of the IPO and a corporate finance fee of \$25,000. In addition, the Company granted the Agent, and its selling group, Agent’s Warrants entitling the holder to purchase an aggregate of 402,500 shares at a price of \$0.10 per share until April 11, 2024.
- ii) issued 200,000 common shares for \$20,000 pursuant to options exercise and allocated \$6,367 from contributed surplus to share capital.

The Company has limited working capital to continue administrative operations and development of its exploration asset and may continue to have capital requirements in excess of its currently available resources. The Company intends to raise additional financing either privately or through a public financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

During the period ended May 31, 2022, the Company:

- i) Incurred a management fee expense of \$46,500 (2021 - \$6,250) and rent expense of \$500 (2021 - \$Nil) to a company controlled by a director and senior officer.
- ii) Incurred and accrued bookkeeping and accounting expense of \$10,800 (2021 - \$Nil) to a former director and senior officer.
- iii) granted 300,000 options valued at \$25,950 (2021 - \$Nil) to directors and senior officers.

At May 31, 2022 amounts due to directors and officers of the Company is \$Nil.

The Company has identified the directors and senior officers as key management personnel. The following table lists the compensation costs paid directly or to companies controlled by key management personnel for the period ended May 31, 2022.

| | Nine months ended May 31, 2022 | From incorporation on March 4 to May 31, 2021 |
|--|-----------------------------------|---|
| Musil G. Consulting Services Ltd. (controlled by Gary Musil) | \$ 23,000 | \$ 6,250 |
| England Communications Ltd. (controlled by Mike England) | 24,000 | - |
| Nancy Kawazoe | 10,800 | - |
| Share-based payments | 25,950 | - |
| | \$ 83,750 | \$ 6,250 |

CRITICAL ACCOUNTING ESTIMATES

Not applicable for Venture Issuers.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The carrying amounts of cash and accounts payable approximate fair value because of the short-term maturity of these items.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The information provided in this report as referenced from the Company's financial statements for the referenced reporting period is the sole responsibility of management. In the preparation of the information along with related and accompanying statements and estimates contained herein, management uses careful judgement in assessing the values (or future values) of certain assets or liabilities. It is the opinion of management that such estimates are fair and accurate as presented.

OTHER REQUIREMENTS

Summary of Outstanding Securities as at July 27, 2022

Authorized: Unlimited number of common shares without par value.

Issued and outstanding: 14,325,001 Common Shares.

Share Purchase Options

| Number of Options | Exercise Price | Expiry Date |
|-------------------|----------------|-------------|
| 500,000 | \$0.10 | 30-Aug-24 |
| 800,000 | \$0.10 | 4-May-25 |
| 1,300,000 | | |

Warrants

| Number of Warrants | Exercise Price | Expiry Date |
|--------------------|----------------|-------------|
| 402,500 | \$0.10 | 11-Apr-24 |
| 402,000 | | |

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 source of operating cash flow and consequently no sales or revenue 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. Substantial expenditures are required to be made by the Company to establish reserves.

The property interests in whom the Company has an option to earn an interest 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.

Additional disclosures pertaining to the Company's technical report, management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

CHANGE IN MANAGEMENT

On May 26, 2022, the Company announced the resignation of Nancy Kawazoe as the Chief Financial Officer, Director, and Corporate Secretary of the Company.

On May 26, 2022, the Company appointed Leon Ho as the Chief Financial Officer of the Company.

On May 26, 2022, the Company appointed Mike England as the Director of the Company.

AMALGAMATION AGREEMENT WITH CASEY JONES LITHIUM

On July 25, 2022, the Company entered into an amalgamation agreement (the “Amalgamation Agreement”) with Casey Jones Lithium Inc. (“Casey”) and 1000256194 Ontario Ltd. (“Subco”), a wholly owned subsidiary of Madi incorporated solely for the purposes of the transaction, in order to acquire all of the issued and outstanding shares of Casey (the “Transaction”). Upon completion of the Transaction, Madi will, through Casey, be the sole beneficial owner of the Morrison River Property, a mineral exploration property located in the western portion of Ontario (the “Morrison River Property”).