



**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**For the Years Ended October 31, 2023 and 2022**

# **BESSOR MINERALS INC.**

## **Management's Discussion and Analysis**

### **As at and for the year ended October 31, 2023**

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#### **OVERVIEW**

This Management's Discussion and Analysis ("MD&A") is intended to help the reader understand Bessor Minerals Inc. (the "Company" or "Bessor"), its operations, financial performance, current and future business environment and opportunities and risks. This MD&A should be read in conjunction with the audited financial statements for the year ended October 31, 2023, and related notes thereto, prepared in accordance with International Financial Reporting Standards ("IFRS"), a copy of which is filed on the SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com).

This MD&A is prepared as of February 28, 2024. All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified.

For the purposes of preparing this MD&A, management, in conjunction with the board of directors (the "Board of Directors"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the existing information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

#### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This MD&A contains "forward-looking information" or "forward-looking statements" within the meaning of applicable securities laws. Forward-looking statements are included to provide information about management's current expectations and plans that allows investors and others to have a better understanding of the Company's business plans and financial performance and condition.

All statements, other than statements of historical fact included in this MD&A, regarding the Company's strategy, future operations, financial position, prospects, plans and objectives of management are forward-looking statements. Forward-looking statements are typically identified by words such as "plan", "expect", "estimate", "intend", "anticipate", "believe", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. In particular and without limitation, this MD&A contains forward-looking statements pertaining to the following:

- the Company's intentions with respect to its business and operations;
- the Company's expectations regarding its ability to raise capital and grow its business;
- the Company's growth strategy and opportunities;
- the perceived merit and further potential of the Company's properties;
- preliminary economic assessments and other development study results;
- anticipated trends and challenges in the Company's business and the industry in which it operates.

Forward-looking information is based upon certain assumptions and other important factors that, if untrue, could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such information or statements. There can be no assurance that such information or statements will prove to be accurate. Forward-looking statements are also subject to risks and uncertainties facing the Company's business, any of which could have a material adverse effect on the Company's business, financial condition, results of operations and growth prospects. Key assumptions and other factors upon which the Company's forward-looking information is based include the following:

- the Company's ability to raise additional financing when needed and on reasonable terms;
- the Company's ability to achieve current exploration, development and other objectives concerning the Company's properties;
- the Company's expectation that the current price and demand for gold and base metals and other commodities will be sustained or will improve;
- the Company's ability to obtain requisite licenses and necessary governmental approvals;
- the Company's ability to attract and retain key personnel and business relationships;
- general business and economic conditions and conditions, including competitive conditions, in the market in which the Company operates;
- mineral resource estimation risks;
- exploration, development and operating risks and costs;
- the titles to the Company's mineral properties being challenged or impugned;

# **BESSOR MINERALS INC.**

## **Management's Discussion and Analysis**

### **As at and for the year ended October 31, 2023**

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- environmental, safety and regulatory risks;
- the Company's ability to obtain insurance;
- fluctuations in metal prices, interest rates and tax rates.

Forward-looking statements contained herein are presented for the purpose of assisting investors in understanding the Company's expected financial and operational performance and results as at and for the periods ended on the dates presented in the Company's plans and objectives and may not be appropriate for other purposes.

The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent required by applicable law. The Company qualifies all of its forward-looking statements by these cautionary statements.

#### **QUALIFIED PERSON**

The technical information in this MD&A has been reviewed and approved by Dr. Kieran Downes, P.Geo, a director of Bessor Minerals Inc. and a Qualified Person as defined by National Instrument 43-101, Standards of Disclosure for Mineral Projects ("NI 43-101"). Dr. Downes is responsible for the preparation and/or verification of the technical disclosure in this document unless otherwise noted.

#### **NATURE OF BUSINESS**

The Company was incorporated under the *Business Corporations Act* (Alberta) on June 4, 2007. A Plan of Arrangement between the Company, Signet Minerals Inc. and Cash Minerals Ltd. was completed on August 7, 2007, and the Company became a reporting issuer at that time. The Company was listed on the TSX Venture Exchange ("TSX-V") on September 20, 2007. On March 21, 2022, the Company was transferred to the NEX board of the TSX-V and currently trades under the symbol "BST.H". The principal business of the Company is the identification, evaluation and acquisition of mineral properties, as well as exploration of mineral properties once acquired.

The Company is involved in gold and base metal exploration. Bessor's corporate strategy is to acquire interests in projects that have the potential to host large, high-grade gold and base metal deposits. Currently, all of the Company's projects are located in British Columbia.

As of the date of this MD&A, Bessor has not earned any production revenue nor found any resources on any of its properties. The Company is a reporting issuer in British Columbia and Alberta.

#### **GOING CONCERN**

The Company's ability to continue as a going concern is dependent on accessing capital markets or entering into collaborative agreements that would provide additional financing. The outcome of these matters is materially uncertain at this time.

#### **HIGHLIGHTS**

##### **(a) Exploration**

Diamond drilling has intersected significant volcanogenic massive (VMS) mineralization on the Alpha prospect of the Redhill project.

- Hole RH22-01 intersected two horizons of copper-zinc rich volcanogenic massive sulphide mineralization
- 6.9 meters grading 0.61% copper and 0.55% zinc
- 2.32 meters grading 0.56% copper
- the thickness of the VMS mineralization has increased with depth
- the mineralization plunges shallowly (+/- 25°) to the northwest
- borehole DEEPEM survey of RH 16-04 had indicated potential for a large body of mineralization

##### **(b) Corporate**

- Jeanie Yu, BASc, CPA CGA was appointed to the position of CFO while Joseph Meagher resigned as CFO on October 2, 2023

**BESSOR MINERALS INC.**  
**Management's Discussion and Analysis**  
**As at and for the year ended October 31, 2023**

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**(c) Events subsequent to October 31, 2023**

- In December 2023, the Company surrendered certain mineral claims in accordance with the terms of the Redhill Option Agreement ("Option Agreement").
- Transferred from the NEX board to Tier 2 mining issuer on the TSX.V. Effective February 9, 2024, Bessor's common shares trade on the TSXV under the trading symbol "BST.V".

**COMPANY'S OUTLOOK FOR THE FINANCIAL YEAR ENDING OCTOBER 31, 2024**

- Completion of the 2024 drill program ("2024 Drill Program") for the Redhill project.

**MINERAL PROPERTY INTERESTS**

The Company's expenditures incurred on mineral exploration and evaluation assets for the years ended October 31, 2023 and 2022 are as follows:

<b>REDHILL PROPERTY</b>	<b>2023</b>	<b>2022</b>
<b>ACQUISITION COSTS</b>		
Opening Balance	\$ 205,500	\$ 130,500
Additions	10,000	75,000
<b>Ending Balance</b>	<b>215,500</b>	<b>205,500</b>
<b>DEFERRED EXPLORATION COSTS</b>		
Opening Balance	560,873	499,089
Additions		
Assays	3,366	-
Drilling	24,097	56,257
Geological	-	5,527
<b>Ending Balance</b>	<b>588,336</b>	<b>560,873</b>
<b>MINERAL EXPLORATION TAX CREDIT</b>		
Opening Balance	(152,793)	(148,849)
Recoveries	(18,535)	(3,944)
<b>Ending Balance</b>	<b>(171,328)</b>	<b>(152,793)</b>
<b>Total Balance</b>	<b>\$ 632,508</b>	<b>\$ 613,580</b>

**BESSOR MINERALS INC.**  
**Management’s Discussion and Analysis**  
**As at and for the year ended October 31, 2023**

**Redhill Property – Copper, Gold, Zinc and Silver – British Columbia, Canada**

On July 8, 2015, the Company entered into an Option Agreement with Homegold Resources Ltd. (“Homegold”).

Under the terms of the option agreement dated July 8, 2015, and as amended July 30, 2019, September 15, 2020, September 22, 2022 and September 20, 2023, the Company may acquire a 100% interest in the Redhill property, located approximately 80 kilometers west of Kamloops and 10 kilometers south of Ashcroft, in British Columbia by making option payments as follows:

- \$5,000 upon signing of the agreement (paid);
- \$5,000 on or before each of July 8, 2016 and July 8, 2017 (paid);
- \$10,000 on or before July 8, 2018 (paid);
- \$7,500 and 300,000 common shares of the Company upon TSX-V acceptance of the July 30, 2019 amendment (paid and issued);
- \$5,000 and 300,000 common shares of the Company upon TSX-V acceptance of the September 15, 2020 amendment (paid and issued);
- \$17,500 and 500,000 common shares of the Company on or before July 8, 2021 (paid and issued);
- \$15,000 and 500,000 common shares of the Company on or before October 7, 2022 (paid and issued);
- \$10,000 in accordance with the September 20, 2023 amendment (paid);
- \$40,000 on or before July 8, 2024; and
- \$295,000 on or before July 8, 2025.

As at October 31, 2023, a total of the option payments was paid in \$80,000 in cash and 1,600,000 common shares with a total fair value of \$135,000. The combined total of option payments paid was \$215,500.

In addition to the option payments, the Company must spend \$650,000 on exploration under the terms of the original agreement and the associated amendments. Expenditures can be accelerated at the Company’s election and excess expenditures in any year will be credited towards future years.

During the year ended October 31, 2023, the Company incurred \$27,463 (2022 - \$61,784) in exploration expenditures on the Redhill Property. As at October 31, 2023, the Company has incurred a cumulative total of \$588,336 in exploration expenditures. The remaining \$61,665 will be spent by December 31, 2024 under the option agreement amendment dated September 20, 2023.

If the Company exercises the option, Homegold will retain a 2% net smelter return (“NSR”), one-half (1%) of which can be purchased by the Company for \$1,000,000 at any time. In the event of commercial production or sale of 100% of the property, Homegold will receive a bonus payment of \$500,000 in cash or shares at the election of Homegold.

On January 23, 2023, the Company announced diamond drill results on the Alpha zone as follows:

Hole	From (m)	To (m)	Width (m)	Cu (ppm)	Cu (%)	Zn (ppm)	Zn (%)	Geology
RH22-01	142.50	150.23	7.73	672		510		Pyritized siliceous chloritic intermediate tuff
	158.00	168.00	5.50	693		417		Felsic pyritic tuff
incl	166.00	168.00	2.00	1496				Semi-massive sulphide
	<b>211.51</b>	<b>213.83</b>	<b>2.32</b>		<b>0.56</b>	819		Massive sulphide
	<b>216.10</b>	<b>223.00</b>	<b>6.90</b>		<b>0.61</b>		<b>0.55</b>	Massive sulphide

The Alpha zone, approximately 2.0 x 2.5 kilometres, encompasses a sequence of felsic to intermediate volcanics that include the historic “Redhill zone”, as well as an extensive area of untested copper-zinc-silver soil anomalies.

Hole RH22-01, drilled as an undercut to hole RH16-04, was collared 20 metres southwest and 10 metres below the collar of RH16-04. Both holes intersected the same zone of mineralization. A borehole DEEPEM (pulse electromagnetic) survey of RH16-04 had shown an off-hole response at 30 Herz and conductivities from 100 – 200 Mhos, indicating potential for a large body of mineralization. The increased thickness of mineralization in RH22-01 supports this interpretation.

VMS mineralization has been intersected over approximately 100 metres along a northwest trend, and to a depth of approximately 200 metres. Three previous holes, RH05-23, RH06-24 and RH06-25, had also intersected VMS mineralization; however, the intercept in RH22-01 is the most significant with respect to copper and zinc grades, and thickness.

**BESSOR MINERALS INC.**  
**Management’s Discussion and Analysis**  
**As at and for the year ended October 31, 2023**

The volcanic sequence on the Redhill project is exposed in a five-kilometers-wide, NNW-striking thrust slice over a distance of at least 20 kilometers. The geology is interpreted to be chemically analogous and age equivalent to the Permo-Triassic age Kutcho Assemblage that hosts the Kutcho Creek Cu-Pb-Zn-Ag VMS deposit in northern British Columbia (MinFile # 091NW042).

During the fourth quarter of 2023, the Company submitted a Notice of Work (“NOW”) for a new 5-year Multi-Year Permit to start in the calendar year of 2024. The NOW outlines drilling on three targets for the 2024 Drill Program:

- a) ten (10) holes are planned to test for extensions to the VMS mineralization;
- b) five (5) holes are planned to test anomalous gold-in-till anomalies. These anomalies have never been drilled;
- c) two (2) holes are planned to test a 40 mho electromagnetic (“EM”) response and associated induced polarization anomaly on a 500 meter long EM conductor. The target is 200 meters south of borehole S83-4 (2.54% copper, 2.78% zinc, 77.0 g/t Ag, and 0.37 g/t Au over 7.75 meters; BC ARIS Report #28371).

As at October 31, 2023, the mineral claims subject to the Redhill Option Agreement are listed in Table 1. The information was taken from the BC Mineral Titles Online website (<https://www.mtonline.gov.bc.ca/mtov/home>). The total area covered by the mineral claims was 4,449.18 hectares.

Table 1:

REDHILL OPTION TENURES									
Title Number	Claim Name	Owner	Title Type	Title Sub Type	Map Number	Issue Date	Good To Date	Status	Area (ha)
503900		124452 (100%)	Mineral	Claim	092I	2005/JAN/16	2025/MAY/04	GOOD	102.65
1020040	OREGON JACK CREEK 1	124452 (100%)	Mineral	Claim	092I	2013/JUN/03	2025/JAN/03	GOOD	184.54
1020057	OREGON JACK CREEK 2	124452 (100%)	Mineral	Claim	092I	2013/JUN/03	2024/JUL/03	GOOD	102.55
1020153	OREGON JACK 3	124452 (100%)	Mineral	Claim	092I	2013/JUN/08	2025/JAN/08	GOOD	82.01
1020297	OREGON JACK 3	124452 (100%)	Mineral	Claim	092I	2013/JUN/13	2025/JAN/13	GOOD	20.51
1023036	OREGON JACK 7	124452 (100%)	Mineral	Claim	092I	2013/OCT/13	2025/JAN/23	GOOD	409.94
1024315	SILICA	124452 (100%)	Mineral	Claim	092I	2013/DEC/08	2025/MAY/23	GOOD	102.46
1024554	OREGON JACK 11	124452 (100%)	Mineral	Claim	092I	2013/DEC/23	2025/JAN/23	GOOD	61.53
1029091	OREGON JACK 20	124452 (100%)	Mineral	Claim	092I	2014/JUN/18	2025/JAN/18	GOOD	163.92
1029453	OREGON JACK SOUTH	124452 (100%)	Mineral	Claim	092I	2014/JUL/06	2025/JAN/17	GOOD	246.19
1031425	RED HILL	124452 (100%)	Mineral	Claim	092I	2014/OCT/05	2025/OCT/05	GOOD	327.78
1031529	HAT CREEK ROAD	124452 (100%)	Mineral	Claim	092I	2014/OCT/12	2025/JAN/12	GOOD	81.96
1034421	RED HILL 1	124452 (100%)	Mineral	Claim	092I	2015/FEB/26	2025/JAN/26	GOOD	286.95
1034453	REDHILL 2	124452 (100%)	Mineral	Claim	092I	2015/FEB/27	2025/JAN/27	GOOD	286.81
1034455	REDHILL 4	124452 (100%)	Mineral	Claim	092I	2015/FEB/27	2025/FEB/01	GOOD	348.91
1034770	REDHILL 30	124452 (100%)	Mineral	Claim	092I	2015/MAR/14	2025/FEB/02	GOOD	164.03
1052872	EPSOM NORTH	124452 (100%)	Mineral	Claim	092I	2017/JUL/03	2025/JAN/03	GOOD	123.06
1088522	ALYCE SOUTH	124452 (100%)	Mineral	Claim	092I	2022/JAN/11	2025/JAN/11	GOOD	102.67
1088524	ALYCE SOUTHWEST	124452 (100%)	Mineral	Claim	092I	2022/JAN/11	2025/JAN/11	GOOD	82.13
1091298	ALYCE WEST	124452 (100%)	Mineral	Claim	092I	2022/JAN/26	2025/JAN/26	GOOD	184.75
1094243	ALYCE W	124452 (100%)	Mineral	Claim	092I	2022/MAR/29	2025/JAN/29	GOOD	225.80
1096537	BASQUE 1	124452 (100%)	Mineral	Claim	092I	2022/JUL/04	2025/JAN/04	GOOD	20.50
1098500	REDHILL WEST	124452 (100%)	Mineral	Claim	092I	2022/OCT/20	2025/JAN/20	GOOD	245.82
1098531	REDHILL NORTH	124452 (100%)	Mineral	Claim	092I	2022/OCT/20	2025/JAN/20	GOOD	286.72
1098609	SILICA SOUTH	124452 (100%)	Mineral	Claim	092I	2022/OCT/20	2025/JAN/20	GOOD	204.99
29-Nov-23									4,449.18

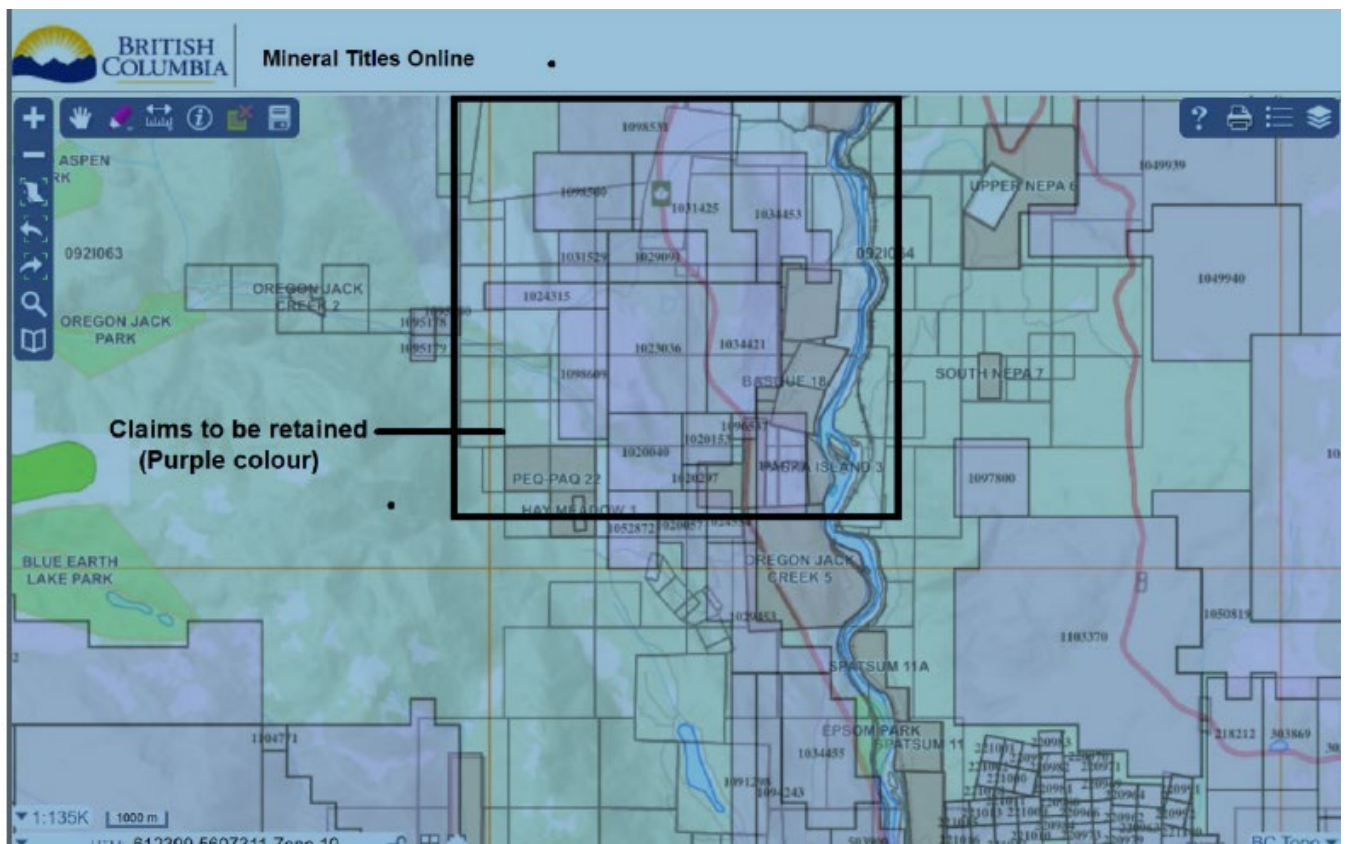
Subsequent to the year ended October 31, 2023, in December 2023, the Company gave notice to Homegold that it was surrendering certain mineral claims in accordance with the terms of the Option Agreement. Signed acceptance was received by the Company on December 31, 2023. The 15 claims retained by the Company under option are listed in Table 2, Figure 1 and Figure 2. The total area covered by the claims under option is reduced to 2,868.94 hectares.

**BESSOR MINERALS INC.**  
**Management's Discussion and Analysis**  
**As at and for the year ended October 31, 2023**

Table 2:

REDHILL OPTION TENURES - CURRENT AS OF NOVEMBER 29, 2023 (Mineral Titles Online)									
Title Number	Claim Name	Owner	Title Type	Title Sub Type	Map Number	Issue Date	Good To Date	Status	Area (ha)
1020040	OREGON JACK CREEK 1	124452 (100%)	Mineral	Claim	0921	2013/JUN/03	2025/JAN/03	GOOD	184.54
1020153	OREGON JACK 3	124452 (100%)	Mineral	Claim	0921	2013/JUN/08	2025/JAN/08	GOOD	82.01
1020297	OREGON JACK 3	124452 (100%)	Mineral	Claim	0921	2013/JUN/13	2025/JAN/13	GOOD	20.51
1023036	OREGON JACK 7	124452 (100%)	Mineral	Claim	0921	2013/OCT/13	2025/JAN/23	GOOD	409.94
1024315	SILICA	124452 (100%)	Mineral	Claim	0921	2013/DEC/08	2025/MAY/23	GOOD	102.46
1029091	OREGON JACK 20	124452 (100%)	Mineral	Claim	0921	2014/JUN/18	2025/JAN/18	GOOD	163.92
1031425	RED HILL	124452 (100%)	Mineral	Claim	0921	2014/OCT/05	2025/OCT/05	GOOD	327.78
1031529	HAT CREEK ROAD	124452 (100%)	Mineral	Claim	0921	2014/OCT/12	2025/JAN/12	GOOD	81.96
1034421	RED HILL 1	124452 (100%)	Mineral	Claim	0921	2015/FEB/26	2025/JAN/26	GOOD	286.95
1034453	REDHILL 2	124452 (100%)	Mineral	Claim	0921	2015/FEB/27	2025/JAN/27	GOOD	286.81
1034770	REDHILL 30	124452 (100%)	Mineral	Claim	0921	2015/MAR/14	2025/FEB/02	GOOD	164.03
1096537	BASQUE 1	124452 (100%)	Mineral	Claim	0921	2022/JUL/04	2025/JAN/04	GOOD	20.50
1098500	REDHILL WEST	124452 (100%)	Mineral	Claim	0921	2022/OCT/20	2025/JAN/20	GOOD	245.82
1098531	REDHILL NORTH	124452 (100%)	Mineral	Claim	0921	2022/OCT/20	2025/JAN/20	GOOD	286.72
1098609	SILICA SOUTH	124452 (100%)	Mineral	Claim	0921	2022/OCT/20	2025/JAN/20	GOOD	204.99
									2,868.94

Figure 1:

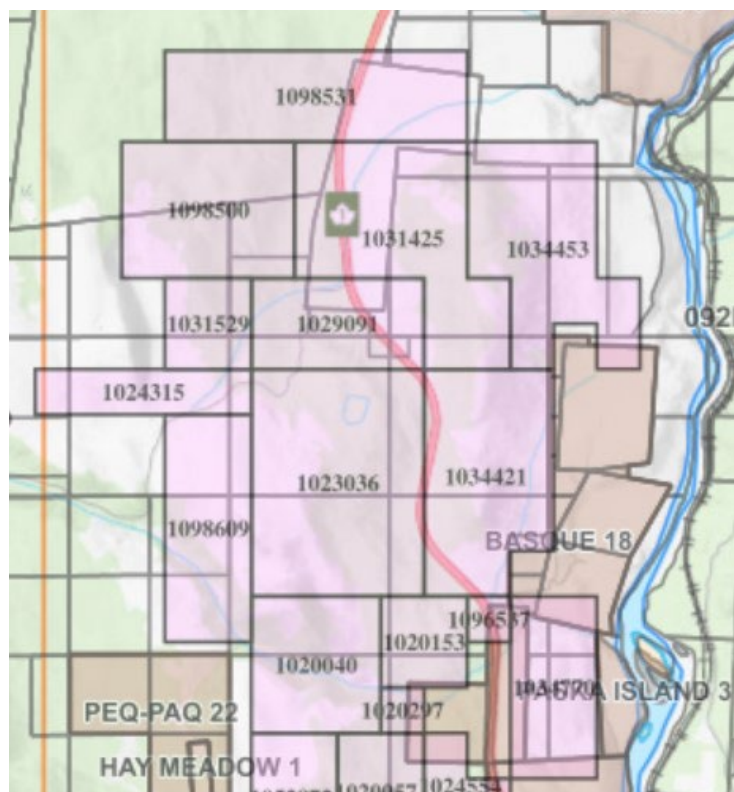




**BESSOR MINERALS INC.**  
Management's Discussion and Analysis  
As at and for the year ended October 31, 2023

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Figure 2:



**Golden Eagle Project – Gold and Silver – Yukon Territory, Canada**

The 8,178-hectare Golden Eagle project is located just south of the Yukon-British Columbia border, 70 kilometers west-northwest of Atlin, British Columbia. It is situated at the southern end of the Tintina Gold Belt, which contains many intrusion-related gold deposits, such as Pogo (Alaska), Fort Knox (Alaska), Dublin Gulch (Yukon) and White Gold (Yukon). The property has the potential to host several deposit types, including bulk tonnage intrusion-related deposits with associated skarn deposits, high-grade gold-silver vein-hosted deposits and VMS deposits. Thirteen separate mineralized zones have been identified to date over the property's 25-kilometre-long extent.

The Golden Eagle property was written down to \$nil value in 2017. However, the Company believes the Golden Eagle project continues to have exploration potential and maintains a 100% interest in the project subject to a 1% NSR payable to a third-party on certain claims.

No exploration work was undertaken in 2023 and 2022. The Golden Eagle property claims are in good standing until 2028.

**Key Project – Copper, Zinc and Gold – British Columbia, Canada**

Bessor completed the sale of its 100% interest in the 8,854-hectare Key property to New Gold Inc. ("New Gold") in December 2013. The property is located 125 kilometers southwest of Vanderhoof, British Columbia.

As part of the transaction, Bessor was granted a 2% NSR on the Key property. In April 2018, the Company sold one-half of its 2% NSR to New Gold for \$300,000 cash. The Company currently holds a 1% NSR on the Key property. New Gold can purchase the remaining 1% for \$2,000,000 cash.

On June 9, 2020, New Gold announced the sale of the Blackwater project ("Blackwater") to Artemis Gold Inc. ("Artemis"). The Company's Key property NSR is contained within the Blackwater project and is now payable by Artemis. On September 13, 2021, Artemis announced the results of a feasibility study based on a revised development approach to Blackwater. On October 25, 2021, Artemis filed a NI 43-101 technical report for the Blackwater Feasibility Study.



**BESSOR MINERALS INC.**  
**Management's Discussion and Analysis**  
**As at and for the year ended October 31, 2023**

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**RESULTS OF OPERATION**

**Years Ended October 31, 2023 and 2022**

The Company realized a net loss and comprehensive loss of \$93,389 (2022 - \$152,649) for the year ended October 31, 2023. The Company's operating expenses for the year ended October 31, 2023 included the following:

- Consulting fees of \$nil (2022 - \$50,000)
- General and administration expenses of \$16,306 (2022 - \$17,173)
- Management fees of \$24,500 (2022 - \$24,000)
- Professional fees of \$45,243 (2022 - \$59,802)
- Public company costs of \$15,008 (2022 - \$25,794)
- Travel and related costs of \$265 (2022 - \$927)

Consulting fees decreased, as no amounts were paid to the chief executive officer of the Company during the current year.

Professional fees decreased due to lower legal expenses. There were additional activities relating to general corporate matters in 2022.

General and administration, management fees, public company costs, and travel and related costs were comparable from 2022 to 2023.

The Company also had finance income of \$7,933 (2022 - \$2,548), which increased from 2022 as a result of higher interest rates.

**Selected Annual Information**

The following table summarizes selected financial data reported by the Company for the years indicated. Selected financial data should be read in conjunction with the Company's audited financial statements and the notes thereto.

	<b>Year ended October 31, 2023</b>	<b>Year ended October 31, 2022</b>	<b>Year ended October 31, 2021</b>
	\$	\$	\$
Loss before other items	(101,322)	(177,696)	(86,382)
Net Loss and comprehensive loss	(93,389)	(152,649)	(84,163)
Basic and diluted loss per share	(0.00)	(0.01)	(0.00)
Total Assets	919,365	1,042,732	849,003
Total Liabilities	30,200	60,178	10,000

**Three Months Ended October 31, 2023 and 2022**

The Company realized a net loss of \$37,946 (2022 - \$34,935) for the three months ended October 31, 2023. The Company's operating expenses for the three months ended October 31, 2023 included the following:

- General and administration expenses of \$4,951 (2022 - \$4,387)
- Management fees of \$6,500 (2022 - \$6,000)
- Professional fees of \$26,477 (2022 - \$36,373)
- Public company costs of \$2,413 (2022 - \$11,535).

Professional fees decreased due to lower legal expenses. There were additional activities relating to general corporate matters in 2022.

General and administration, management fees, public company costs, and travel and related costs were comparable from 2022 to 2023.

The Company also had finance income of \$2,395 (2022 - \$931), which increased from 2022 as a result of higher interest rates.

**BESSOR MINERALS INC.**  
**Management's Discussion and Analysis**  
**As at and for the year ended October 31, 2023**

**Summary of Quarterly Results**

The following is a summary of the Company's financial results for the eight most recent quarters:

Quarter Ended	Working capital (deficiency)	Total Assets	Comprehensive loss	Basic and diluted loss per share
October 31, 2023	\$ 251,657	\$ 919,365	\$ (37,946)	\$ (0.00)
July 31, 2023	\$ 299,603	\$ 932,529	\$ (12,514)	\$ (0.00)
April 30, 2023	\$ 299,282	\$ 970,197	\$ (25,088)	\$ (0.00)
January 31, 2023	\$ 329,220	\$ 989,405	\$ (17,841)	\$ (0.00)
October 31, 2022 <sup>(1)</sup>	\$ 341,474	\$ 1,042,732	\$ (34,935)	\$ (0.00)
July 31, 2022 <sup>(2)</sup>	\$ 233,996	\$ 730,950	\$ (74,398)	\$ (0.00)
April 30, 2022	\$ 304,450	\$ 796,930	\$ (30,881)	\$ (0.00)
January 31, 2022	\$ 338,733	\$ 836,498	\$ (12,505)	\$ (0.00)

(1) The increase in total assets for the quarter ended October 31, 2022 was mainly due to the gross proceeds of \$250,000 received from the closing of a non-brokered private placement on September 19, 2022.

(2) The increase in net loss for the quarter ended July 31, 2022 was mainly attributable to the \$50,000 consulting fees paid to a company controlled by the chief executive officer.

**LIQUIDITY AND CAPITAL RESOURCES**

As at October 31, 2023, the Company had cash and cash equivalents of \$280,280 (October 31, 2022 - \$395,537) and working capital of \$251,657 (October 31, 2022 - 341,474).

At present, the Company has no current operating income. The Company will need to raise sufficient working capital in order to continue its exploration programs and cover its operating expenditures for fiscal 2024 and beyond. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. However, there is no assurance that such financings will be available on terms acceptable to the Company or at all. If such funds cannot be secured, the Company may be forced to curtail additional exploration and/or property acquisition efforts.

On September 19, 2022, the Company closed a non-brokered private placement and issued 5,000,000 common shares at a price of \$0.05 per share for gross proceeds of \$250,000.

**OUTSTANDING SHARE DATA**

A summary of the Company's outstanding securities is provided in the table below:

As at	October 31, 2023	February 28, 2024
Common shares	26,285,623	26,285,623
Stock options <sup>(1)</sup>	322,500	292,500 <sup>(1)</sup>
Warrants	-	-
Fully diluted shares	26,608,123	26,578,123

(1) Subsequent to the year ended at October 31, 2023, 30,000 stock options were forfeited as a result of resignation of a senior officer.

**OFF-BALANCE SHEET ARRANGEMENTS**

There are no off-balance sheet arrangements.

**RELATED PARTY TRANSACTIONS**

As at October 31, 2023, the Company had an investment in nil (2022 - 2,250,000) common shares in K2 Resources Inc. ("K2"), representing approximately nil% (2022 - 2%) of the common shares. K2 is a private company with a portfolio of mineral properties.

**BESSOR MINERALS INC.**  
**Management's Discussion and Analysis**  
**As at and for the year ended October 31, 2023**

On December 29, 2022, the marketable securities were sold to a close family member of Vic Jang (a director of the Company) for \$22,500. As such, the fair value of the marketable securities as at October 31, 2022 was recorded at \$22,500, and recognized a change in fair value of marketable securities of \$22,499 for the year ended October 31, 2022.

The Company has paid or accrued fees of \$38,050 (2022 - \$80,800) to companies controlled by officers for management, administrative, accounting and technical services. These amounts are included in management fees and geological fees, as outlined below:

Year Ended	October 31, 2023	October 31, 2022
Management and administration fees:		
Consulting fees	\$ -	\$ 50,000
Management fees	24,500	24,000
Geological fees included in Exploration and Evaluation Assets <sup>(3)</sup>	13,550	6,800
<b>Total key management compensation</b>	<b>\$ 38,050</b>	<b>\$ 80,800</b>

At October 31, 2023, included in accounts payable and accrued liabilities was \$2,625 (2022 – \$nil) due to chief financial officer for fees reimbursement; \$nil (2022 – 8,412) due to a company controlled by former Chief Executive Office (and current director) for fees and expense reimbursement and \$nil (2022 - \$4,725) due to a company controlled by the Chief Executive Office for fees and expense reimbursement.

**CHANGES IN ACCOUNTING POLICES AND CRITICAL ACCOUNTING ESTIMATES**

The Company's significant accounting policies are disclosed in Note 3 of the Company's annual audited financial statements for the years ended October 31, 2023 and 2022.

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant areas requiring the use of management estimates include the determination of impairment of mineral exploration and evaluation assets, the recoverability and measurement of deferred income tax assets and liabilities, and the recognition and valuation of provisions for restoration and environmental liabilities. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures and to meet its liabilities for the ensuing year, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Certain new accounting standards and interpretations have been published by the IASB. None of these Standards or amendments to existing Standards have been adopted early by the Company. Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New Standards, amendments and Interpretations not adopted in the current year have not been disclosed as they are not expected to have a material impact on the Company's financial statements.

**BESSOR MINERALS INC.**  
**Management's Discussion and Analysis**  
**As at and for the year ended October 31, 2023**

**FINANCIAL INSTRUMENTS**

The Company classifies its financial instruments as follows:

<b>Financial Assets</b>	<b>Classification under IFRS 9</b>
Cash and cash equivalents	FVTPL
Marketable securities	FVTPL
Reclamation advance	Amortized cost
<b>Financial Liabilities</b>	
Accounts payable and accrued liabilities	Amortized Cost

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy under IFRS 13:

<b>October 31, 2023</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Cash and cash equivalents	\$ 280,280	\$ -	\$ -
<b>October 31, 2022</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Cash and cash equivalents	\$ 395,537	\$ -	\$ -
Investment in private company	\$ -	\$ -	\$ 22,500

As at October 31, 2023 and 2022, the carrying values of these instruments approximate their fair values due to their short term to maturity.

**Financial risk management**

The Company has exposure to the numerous risks from its use of financial instruments. These risks include credit risk, liquidity risk, foreign currency risk, interest risk and other risks.

**a) 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.

The Company's credit risk is primarily attributable to cash and cash equivalents and receivables. The Company has no significant concentration of credit risk arising from its operations. The Company limits its exposure to credit risk on cash and cash equivalents by only investing in liquid securities offered by chartered banks. Given the credit rating of the bank and the securities owned, management does not expect significant credit losses on cash and cash equivalents.

The Company's accounts receivable consists primarily of Goods and Services Tax from the Federal Government of Canada and interest from Canadian financial institutions. As these balances are deemed to be highly collectible, no allowance for doubtful accounts was set up at October 31, 2023 and 2022.

At October 31, 2023, all of the Company's operations are conducted in Canada. Management considers the Company's exposure to credit risk is minimal.

**b) 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's approach to managing liquidity is to ensure, as much as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements and the growth and development of its mineral exploration and evaluation assets. The Company coordinates this planning and budgeting process with its financing activities through

# **BESSOR MINERALS INC.**

## **Management's Discussion and Analysis**

### **As at and for the year ended October 31, 2023**

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the capital management process described in Note 11. Management has increased its focus on liquidity risk given the impact of the current economic and financial market climate on the availability of equity financing.

As at October 31, 2023, all of the Company's accounts payable and accrued liabilities of \$30,200 (2022 - \$60,178) have contractual maturities of 30 to 90 days subject to normal trade terms.

#### **c) Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

- i) Currency risk* – The Company has nominal funds held in a foreign currency, and as a result, is not exposed to significant currency risk on its financial instruments at period-end.
- ii) Interest rate risk* – Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on cash and cash equivalents is at nominal interest rates, and therefore, the Company does not consider interest rate risk to be significant. The Company has no interest-bearing financial liabilities.

#### **RISKS AND UNCERTAINTIES**

Bessor competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral properties, claims and other interests, as well as for the recruitment and retention of qualified personnel.

All of the properties in which Bessor has an interest, or the right to acquire an interest, are in the early exploration stage and are without a known body of commercial ore. Development of Bessor's mineral properties will only follow upon obtaining satisfactory exploration results. Exploration for and the development of mineral resources involve a high degree of risk and few properties that are explored are ultimately developed into producing properties. There is no assurance that Bessor's exploration and development activities will result in any discoveries of commercial bodies of ore.

Existing and possible future environmental legislation, regulations and actions could cause additional expenses, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance with changes in government regulations has the potential to reduce the profitability of operations.

Aboriginal peoples have claimed aboriginal title and rights to resources and various properties in western Canada, including Bessor's properties. Such claims, in relation to Bessor's lands, if successful, could have an adverse effect on Bessor or its respective operations.

Bessor will require additional financing to continue its business plan and there is no assurance that financing will be available or, if available, will be on reasonable terms. To the extent that financing is not available, Bessor may have to reduce exploration activities and work commitments may not be satisfied resulting in a loss of property ownership by Bessor.

#### **INTERNAL CONTROL OVER FINANCIAL REPORTING**

##### **Disclosure Controls and Procedures**

Management has ensured that there are disclosure controls and procedures that provide reasonable assurance that material information relating to the Company is disclosed on a timely basis, particularly information relevant to the period in which annual filings are being prepared. Management believes these disclosure controls and procedures have been effective during the twelve months ended October 31, 2023.