AFR NuVenture Resources Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended November 30, 2022

(Expressed in Canadian Dollars)

AFR NuVenture Resources Inc.
Management's Discussion and Analysis

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of AFR NuVenture Resources Inc. ("AFR" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and six months ended November 30, 2022. This MD&A was written to comply with the requirements of National Instrument 51- 102 – Continuous Disclosure Obligations. This discussion dated January 27, 2023 should be read in conjunction with the Company's condensed consolidated interim financial statements for the three and six months ended November 30, 2022 and the audited annual consolidated financial statements for the fiscal years ended May 31, 2022 and 2021, together with the notes thereto. Results are reported in Canadian dollars and have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The Company trades on the TSX Venture Exchange under the symbol "AFR". Further information about the Company and its operations can be obtained from the offices of the Company or from the Company's filings on www.sedar.com.

This MD&A contains "forward-looking information" (within the meaning of applicable Canadian securities laws) and "forward-looking statements" (within the meaning of the U.S. Private Securities Litigation Reform Act of 1995). Such statements or information are identified with words such as "anticipate", "believe", "expect", "plan", "intend", "potential", "estimate", "propose", "project", "outlook", "foresee" or similar words suggesting future outcomes or statements regarding an outlook. Such statements include, among others, those concerning, the Company's exploration and expenditure plans. Such forward-looking information or statements are based on a number of risks, uncertainties and assumptions which may cause actual results or other expectations to differ materially from those anticipated and which may prove to be incorrect. Assumptions have been made regarding, among other things, management's expectations regarding its ability to initiate and complete future exploration work as expected and acquire and finance other projects. Actual results could differ materially due to a number of factors, including, without limitation, operational risks in the completion of the Company's future exploration work, technical, safety or regulatory issues, social and market conditions related to the COVID-19 global pandemic as more fully discussed below; and the potentially worldwide geopolitical and economic uncertainties resulting from the current widely followed crisis in Ukraine. Although the Company believes that the expectations reflected in the forward-looking information or statements are reasonable, prospective investors in the Company's securities should not place undue reliance on forward-looking statements because the Company can provide no assurance that such expectations will prove to be correct. Forward-looking information and statements contained in this MD&A are as of the date of this MD&A and the Company assumes no obligation to update or revise this forward-looking information and statements except as required by law.

DESCRIPTION OF BUSINESS

AFR NuVenture Resources Inc. (formerly African Metals Corporation) was incorporated on May 12, 1980 in British Columbia, Canada and is focused on the acquisition, exploration and development of mineral resources. On November 23, 2021, the Company changed its name to AFR NuVenture Resources Inc. The Company's initial project was the Silver Bell - St. Lawrence Gold Project, in the Virginia City Mining District of Montana, U.S.A. and on March 8, 2022, the Company entered into an agreement whereby the Company may acquire up to a 100% interest in the Edge group of properties located in southwestern New Brunswick, Canada The Company continues to look for other major projects and businesses to acquire with a view to enhancing shareholder value.

MINERAL PROPERTIES

On April 26, 2019, the Company announced that it has entered into an agreement whereby the Company may acquire a majority interest in the Silver Bell - St. Lawrence Gold Project, in the Virginia City Mining District of Montana, U.S.A. from Frederick Private Equity Corporation, which in turn acquired its interest from Peloton Minerals Corporation. Under the Agreement, the Company may initially earn a 51% interest in the Project by making annual US$10,000 option payments and spending US$1,000,000 in exploration expenditures within four years with a minimum of $200,000 in expenditures during the first year. The

Project comprises a 390-acre claim package located about 4 miles southwest of Virginia City in Madison County, Montana, and about 50 miles southeast of Butte, Montana. There is also an area of interest around the Project.

The Project hosts two past producing gold-silver mines, the Silver Bell Mine on the west and the St. Lawrence Mine on the east. Both mines operated in the early 1900s and the St. Lawrence was reactivated and operated in the early 1980s. Historical production records are incomplete but available information suggests that historical production at the St. Lawrence was approximately 0.22 ounces per ton ("opt") gold and 3.8 opt silver. Smelter receipts for small shipments from the St. Lawrence indicate that some ore with much higher grades was shipped. For example, a smelter receipt from October 30, 1964 states that 8.027 tons were received grading 0.76 opt gold and 20.0 opt silver. Historical production at the Silver Bell averaged approximately 0.2 opt gold and 15.1 opt silver. The shafts for each of the former mines are located 3,600 feet apart and the exploration hypothesis is that the two mines shared mineralized systems that may in part be contiguous. Surface mapping and geophysical surveying by the Company support this initial hypothesis and indicate an offset extension of the vein system farther east along strike from the St. Lawrence mine.

A 2,112-foot core drilling program was conducted in late 2019 on this property. A total of 12 holes were drilled in addition to surface sampling of veins, wall rocks and dumps. The 2019 drilling tested the gold vein system in and around the St. Lawrence mine.

On January 4, 2022, the Company completed a geophysical program at the Silver Bell-St. Lawrence project. The program included magnetic and resistivity/induced polarization (IP) surveys. The purpose of the program is to attempt to identify and define additional sulfide-bearing veins or other mineralization and establish drill targets. We have delivered the data received from Big Sky Geophysics to our independent geophysical consultant for analysis and recommendations. Further interpretive work is being completed to ascertain potential drill targets.

Based on the expenditures up to the year ended May 31, 2021, the Company has met the minimum of US$200,000 required pursuant to its option agreement with respect to the Silver Bell-St. Lawrence gold project. During this time period, the Company spent US$294,000.

Effective February 23, 2022, the Company entered into an agreement with Edge Exploration Inc. ("Edge"), whereby the Company may acquire up to a 100% interest in a group of exploration properties located in southwest New Brunswick (the "Edge Properties"). Under the agreement, the Company may earn a 50% interest by paying Edge $264,000, issue 300,000 common shares and expend $1,800,000 in exploration expenditures by March 8, 2025. The Company can earn an additional 25% (total 75% interest, by issuing to Edge 2,000,000 common shares and expending an additional $4,000,000 in exploration expenditures by March 8, 2027. The Company can earn an additional 25% (total 100% interest, by issuing to Edge 2,000,000 common shares and expending additional expenditures required to produce a feasibility study. An initial diamond drill program has been completed on the Utopia property. Assays were received on September 28, 2022 with no significant results. The Company is expected to work on the Mactaquac property but, because of difficulties encountered in attempting to the access the property with heavy equipment, it has been considering different alternative exploration programs.

A summary of exploration and evaluation expenditures is as follows:

	Balance May 31 2021 $	For the year ended May 31 2022 $	Balance May 31 2022 $	For the six months ended November 30 2022 $	Balance November 30 2022 $
Silver Bell					
Assays	13,454	-	13,454	-	13,454
Drilling	187,497	-	187,497	-	187,497
Geophysics	-	69,002	69,002	-	69,002
Geology and field operations	86,951	-	86,951	-	86,951
Reporting	36,968	-	36,968	-	36,968
Other	5,664	-	5,664	6,361	12,025
	330,534	**69,002**	**399,536**	**6,361**	**405,897**
Edge					
Assays	-	-	-	8,757	8,757
Drilling	-	45,136	45,136	34,102	79,238
Geology and field operations	-	70,700	70,700	90,439	161,139
Other	-	1,681	1,681	2,540	4,221
Grant	-	-	-	(14,000)	(14,000)
	-	**117,517**	**117,517**	**121,838**	**239,355**
Project evaluation	**-**	**-**	**-**	**17,700**	**17,700**
Total	**-**	**186,519**	**517,053**	**145,899**	**662,952**

SUMMARY OF QUARTERLY RESULTS

For the eight most recent quarters:

	November 30 2022 $	**August 31 2022 $**	**May 31 2022 $**	**February 28 2022 $**
Net income (loss) for the period	(111,918)	(221,113)	(286,124)	(96,986)
Net income (loss) per share (basic and diluted)	(0.01)	(0.01)	(0.02)	(0.01)

	November 30 2021 $	**August 31 2021 $**	**May 31 2021 $**	**February 28 2021 $**
Net income (loss) for the period	(211,487)	(63,367)	(146,656)	(259,252)
Net income (loss) per share (basic and diluted)	(0.01)	(0.00)	(0.00)	(0.02)

RESULTS OF OPERATIONS

The Company's net loss for the six months ended November 30, 2022 was $333,031 or $0.02 per share (net loss of $274,854 or $0.02 per share for the six months ended November 30, 2021). Net loss for the period results from general and administration expenditures of $187,132 and exploration and project evaluation $145,899.

The Company's net loss for the three months ended November 30, 2022 was $111,918 or $0.01 per share (net loss of $211,487 or $0.02 per share for the three months ended November 30, 2021). Net loss

for the period results from general and administration expenditures of $93,857 and exploration and project evaluation $18,061.

General and administrative expenses of $187,132 for the six months ended November 30, 2022 ($145,290 for the six months ended November 30, 2021) included costs associated with the promotion, financing and regulatory compliance activities of the Company, and the Company's overhead, as noted below.

For the six months ended November 30	**2022**	2021
	$	$
Consulting, management and directors' fees	**141,000**	117,500
Professional fees (legal & audit)	**15,343**	18,823
Shareholder communications, advertising and promotion	**8,212**	13,025
Rent	**12,479**	12,611
Insurance	**9,064**	-
Other	**1,034**	(16,669)
	187,132	145,290

LIQUIDITY AND CAPITAL RESOURCES

As at November 30, 2022 and January 27, 2023, the Company had no sources of operating cash flows. The Company will therefore require additional funding which, if not raised, would result in the curtailment of activities and project delays. As at November 30, 2022, the Company had a working capital surplus of $566,031 (a working capital surplus of $899,062 as at May 31, 2022), and has an accumulated operating deficit of $31,541,611. The Company's ability to continue as a going concern is uncertain and is dependent upon its ability to continue to raise adequate financing. There can be no assurances that the Company will be successful in this regard, and therefore, there is substantial doubt regarding the Company's ability to continue as a going concern, and accordingly, the use of accounting principles applicable to a going concern. If the going concern assumption is not appropriate, then adjustments to the carrying values of the assets and liabilities, the expenses and the balance sheet classifications, which could be material, would be necessary. The Company is not at risk as to its ability to meet its financial obligations or its administrative expenses in the reasonably foreseeable future as it has sufficient cash to meet obligations for at least the next 12 months.

FINANCIAL INSTRUMENTS

The carrying amount of financial instruments approximates fair value. The Company's financial assets include cash, cash equivalents, and accounts receivable. The Company does not consider these assets to be subject to credit risk or interest rate risk.

OFF-BALANCE SHEET ARRANGEMENTS

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

PROPOSED TRANSACTIONS

At the date of this MD&A, there are no proposed transactions.

RELATED PARTY TRANSACTIONS

Compensation of key management and directors

Key management compensation expense includes the Chief Executive Officer, the Chief Financial Officer, and directors. Compensation for the six months ended November 30, 2022 was $141,000 (November 30, 2021 - $117,500). Balances owing at November 30, 2022 were $nil (May 31, 2022 - $23,962) and are included in accounts payable.

SHAREHOLDERS' EQUITY

The authorized share capital of the Company is unlimited shares without par value.

Share capital

Share capital comprises the following:

	Number of shares	Amount $
Balance, May 31, 2021 and May 31, 2022 and November 30, 2022 and January 27, 2023	**18,038,681**	**32,030,596**

Stock options

The Company has adopted an incentive stock option plan (the "Plan"). The essential elements of the Plan provide that the aggregate number of shares of the Company's share capital issuable pursuant to options granted under the Plan may not exceed 10% of the issued and outstanding shares. Options granted under the Plan may have a maximum term of five years. The exercise price of options granted under the Plan will not be less than the discounted market price of the shares (defined as the last closing market price of the Company's shares immediately preceding the issuance of a news release announcing the granting of the options, less the maximum discount permitted by TSX Venture Exchange Policy) or such other price as may be agreed to by the Company and accepted by the TSX Venture Exchange. All options granted under the Plan will become vested in full upon grant, except options granted to consultants performing investor relations activities, which options are subject to vesting restrictions such that one-quarter of the options shall vest every three months subsequent to the date of the grant of the options. Although the Company is permitted to grant stock options with an exercise price of the discounted market price, the Company does not generally grant stock options with an exercise price less than the market price without discount.

The following summary sets out the activity in the Plan:

	Options #	Weighted average exercise price $
Outstanding May 31, 2021	**-**	**-**
Granted	1,800,000	0.09
Outstanding, May 31, 2022 and November 30, 2022	**1,800,000**	**0.09**

On September 1, 2021, the Company granted 1,800,000 stock options at an exercise price of $0.09 exercisable for a period of 5 years. The options vested immediately. The fair value of the options was estimated to be $120,240 using the Black-Scholes option pricing model with the following weighted average assumptions share price - $0.09, dividend yield – 0%; expected volatility – 100%; risk-free interest rate – 0.94%; and an expected life – 5 years.

Reserves for stock options were transferred to deficit upon expiry of the stock options.

Fully diluted share capital

As of November 30, 2022 and January 27, 2023, the Company had 18,038,681 and 1,800,000 common share stock options outstanding. The number of common shares outstanding, on a fully-diluted basis is 19,838,681.

SUBSEQUENT EVENTS

There are no subsequent events.

TRENDS, RISKS AND UNCERTAINTIES

Given the Company's current status as an exploration stage company, there are numerous risk factors that could affect the Company's business prospects and future performance and are detailed in the audited consolidated financial statements and management's discussion and analysis for the year ended May 31, 2021. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also affect the Company's business prospects and future performance.

The Company is not at risk as to its ability to meet its financial obligations or its administrative expenses in the reasonably foreseeable future as it has sufficient cash to meet obligations for at least the next 12 months.

APPROVAL

The Board of Directors of the Company has approved this Management Discussion and Analysis. Further information is available on the SEDAR website, www.sedar.com.

DATED: January 27, 2023

ON BEHALF OF THE BOARD OF DIRECTORS OF AFR CORPORATION

"John F. O'Donnell"

John F. O'Donnell
President and CEO, Director