AFR NuVenture Resources Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and nine months ended February 29, 2024

(Expressed in Canadian Dollars)

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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 nine months ended February 29, 2024. This MD&A was written to comply with the requirements of National Instrument 51- 102 – Continuous Disclosure Obligations. This discussion dated April 29, 2024 should be read in conjunction with the Company's condensed consolidated interim financial statements for the three and nine months ended February 29, 2024 and the audited annual consolidated financial statements for the fiscal years ended May 31, 2023 and 2022, 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.sedarplus.ca.

DESCRIPTION OF BUSINESS

AFR NuVenture Resources Inc. was incorporated on May 12, 1980 in British Columbia, Canada and is focused on the acquisition, exploration and development of mineral resources. The Company's current primary project is the the Mary Ann's Lake Project located in Cape Breton Island, Nova Scotia. The Company also holds the Silver Bell - St. Lawrence Gold Project, in the Virginia City Mining District of Montana, U.S.A.

The Company continues to look for other major projects and businesses to acquire with a view to enhancing shareholder value.

MINERAL PROPERTIES

Mary Ann's Lake – Cape Breton, Nova Scotia
The Mary Ann's Lake property, comprising 14 claims, each claim being 16ha for a total area of 224ha (560 acres), captured a blind mineralized zone that was discovered more than 30 years ago. This altered mineralized zone intersected by two short drill holes is up to 80 meters in width and contains very anomalously high silver assays for the local area, with associated copper and lead. The geologic setting is remarkably similar to that of the former operating Stirling Mine. AFR has decades of in-house experience in the Stirling Belt and its mineral potential, which lead to the recent staking of the property.

The Mary Ann's Lake property lies 1,500m southeast of the Stirling mine. The Stirling poly-metallic massive sulphide (VMS) deposit was an important base and precious metals producer in Nova Scotia. The mine operated at different times in the 1930s and the 1950s. It is an example of a volcanogenic deposit setting as the mineralization is associated with felsic volcanism and volcanic-sedimentary rocks, including an exhalative suite consisting of chert, carbonate and talc, along with tuffaceous mudstone/siltstone.

The Sterling deposit consisted of numerous poly-metallic massive sulphide lenses, which taken together, amounted to more than one million tonnes of mined ore grading 6.3% Zn, 1.5% Pb, 0.8% Cu, 74g/t Ag and 1.1g/t Au. Some of the individual ore bodies were very rich with up to 15-20% combined Cu, Pb, and Zn. The Stirling Mine ceased operations in 1956 and, since that time, both the Stirling Mine and the Stirling volcanic belt have been subjected to sporadic exploration activity including many airborne geophysical surveys, which led to little or no ground follow-up. This is for two reasons. Firstly, the Stirling belt is covered by a conductive glacial till which ranges from a few metres up to 20m in thickness. Secondly, there is very little outcrop, and the terrain has thus frustrated, for decades, many prospectors and exploration geologists. An additional discouraging factor is that the known ore deposit at Stirling exhibits weak conductivity, and the ore is known to have a low magnetic susceptibility.

The volcanic-sedimentary setting of the ore horizon itself, occurring in a quartz-carbonate-talc unit, chert and siltstone/mudstone is remarkably similar to that of other settings, such as the Precambrian aged

Errington-Vermillion deposits in the Sudbury Basin and another ancient analogue provided by the ore deposits of the Bergslagen district of Sweden.

The Company is planning an exploration program to commence when weather permits.

Silver Bell - Montana

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 two years.

Based on the expenditures up to the year ended May 31, 2021, the Company has met the minimum of US$200,000 required with respect to the Silver Bell-St. Lawrence Gold Project. From April 26, 2019 to May 31, 2023, the Company spent approximately US$300,000. To date, none of the required option payments have been made.

On September 24, 2023, an extension agreement was signed, extending the required option payments and exploration expenditures until March 15, 2025.

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.

Edge Properties – New Brunswick

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 then expected to work on the Mactaquac property. A period of uncertainty prevailed during the late summer and autumn as we were advised by Edge that there was a serious access problem on the southern part of the Mactaquac property precluding the fulfilment of the originally planned work program. A trial auger sampling using a portable motorized post hole drill was planned as we were advised by Edge that it was possible to tow it with an ATV along the badly rutted and locally washed out 2 km of access road to the first planned sampling line. According to Edge, it would not have been possible to conduct the originally planned overburden drilling program with larger equipment which would have required access road upgrading and a bridge. There was also an issue of a water crossing needing a bridge (flooding by beavers) and the consideration of environmental permitting issues in that area. According to Edge, to make best use of the budgeted exploration funds, Edge proceeded to access the property form the north end where the access was asserted to be very good. Earlier work done by Edge with Fancamp Exploration in 2020 had apparently detected a very pronounced soil geochemistry anomaly. This MMI soil anomaly had been tested by two core drill holes with disappointing results. It was decided by Edge to try to test bedrock in the general area of the hole by auger drilling through the soil and till to locate the source of the anomaly. Edge proposed that some trenching would follow this if warranted. The portable auger trial attempt having been a failure and not practical, another approach to this part of the claim was taken by Edge. After careful review of all data collected on the property to date, an equally promising portion of the claim around the MMI soil anomaly was selected by Edge for a soil geochemistry survey and follow-up I.P. geophysical survey. Edge believed that this portion of the property not only is a plausible source of gold panned in Little Mactaquac stream in 2017, but also has the advantage of both very anomalous antimony as well as gold along a single reconnaissance 2019 soil survey line at a site where on magnetic and LiDAR maps there is an east-west structure paralleling the productive Hibbard vein at the former Lake George antimony mine. None of the alternative work after the unsuccessful attempts by Edge to access the claim with a portable auger was authorized by the Company. In light of the considerable delays and set-backs, the Company suggested that it would appropriate that the first anniversary option requirements in the agreement be extended, but Edge has rejected that request. AFR disputes invoicing for services rendered by Edge to date and believes it has paid more than any amounts properly owing to them. It will be seeking a complete and proper accounting for all services performed by Edge to date. The Company is contemplating its future options regarding this project.

The exploration and evaluation assets consisting of costs related to the acquisition of the Edge properties of $11,588 were written down to $nil.

A summary of exploration and evaluation expenditures is as follows:

	Balance May 31 2022 $	For the year ended May 31 2023 $	Balance May 31 and February 29 2024 $
Silver Bell			
Assays	13,454	-	13,454
Drilling	187,497	-	187,497
Geophysics	69,002	-	69,002
Geology and field operations	86,951	-	86,951
Reporting	36,968	-	36,968
Other	5,664	6,361	12,025
	399,536	**6,361**	**405,897**

Edge			
Assays	-	8,757	8,757
Drilling	45,136	34,102	79,238
Geology and field operations	70,700	90,439	161,139
Other	1,681	2,540	4,221
Grant	-	(8,000)	(8,000)
	117,517	**127,838**	**245,355**
Project evaluation	**-**	**17,700**	**17,700**
Total	**517,053**	**151,899**	**668,952**

SUMMARY OF QUARTERLY RESULTS

For the eight most recent quarters:

	February 29 2024	**November 30 2023**	**August 31 2023**	**May 31 2023**
	$	**$**	**$**	**$**
Net income (loss) for the period	(91,746)	(91,746)	(87,175)	(113,056)
Net income (loss) per share (basic and diluted)	(0.01)	(0.01)	(0.00)	(0.01)

	February 28 2023	**November 30 2022**	**August 31 2022**	**May 31 2022**
	$	**$**	**$**	**$**
Net income (loss) for the period	(94,981)	(111,918)	(221,113)	(286,124)
Net income (loss) per share (basic and diluted)	(0.00)	(0.01)	(0.01)	(0.02)

RESULTS OF OPERATIONS

The Company's net loss for the nine months ended February 29, 2024 was $275,033 or $0.02 per share (net loss of $428,012 or $0.02 per share for the nine months ended February 28, 2023). Net loss for the period results from general and administration expenditures of $275,033 and exploration and project evaluation $nil.

General and administrative expenses of $275,033 for the nine months ended February 29, 2024 ($275,033 for the nine months ended February 28, 2024) included costs associated with the promotion, financing and regulatory compliance activities of the Company, and the Company's overhead, as noted below.

For the nine months ended February 29/28	**2024**	2023
	$	$
Consulting, management and directors' fees (note 6)	**211,500**	211,500
Professional fees (legal & audit)	**23,424**	22,843
Shareholder communications, advertising and promotion	**9,465**	10,891
Rent	**18,939**	18,719
Insurance	**11,119**	14,500
Other	**585**	1,522
	275,033	282,113

LIQUIDITY AND CAPITAL RESOURCES

As at February 29, 2024 and April 29, 2024, 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 February 29, 2024, the Company had a working capital surplus of $126,155 (a working capital surplus of $401,188 as at May 31, 2023), and has an accumulated operating deficit of $32,024,681. 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 to key management and directors for the nine months ended February 29, 2024 was $211,500 (February 28, 2023 - $211,500). There were no balances owing as at February 29, 2024 or May 31, 2023.

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, 2022, May 31, 2023 and February 29, 2024 and April 29, 2024	**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, 2022, May 31, 2023 and February 29, 2024	**1,800,000**	**0.09**

Fully diluted share capital
As of February 29, 2024 and April 29,2024, the Company had 18,038,681 common shares and 1,800,000 common share stock options outstanding. The number of common shares outstanding, on a fully-diluted basis (assuming all of the options are exercised) is 19,838,681.

SUBSEQUENT EVENTS

There were 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 February 29, 2024. 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.sedarplus.ca.

DATED: APRIL 29, 2024

ON BEHALF OF THE BOARD OF DIRECTORS OF AFR NUVENTURE RESOURCES INC.

"John F. O'Donnell"
John F. O'Donnell
President and CEO, Director

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. 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.