Yorkton Ventures Inc.

Management's Discussion and Analysis

Six Month Period Ended December 31, 2021

(Stated in Canadian Dollars)

Report Date – February 28, 2022

Introduction

The following Management's Discussion and Analysis ("MD&A") of the results of operations and financial condition should be read in conjunction with the condensed interim consolidated financial statements for the six month period ended December 31, 2021 and the audited annual consolidated financial statements for the year ended June 30, 2021 and related notes attached thereto of Yorkton Ventures Inc. (the "Company"). The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") on a going concern basis. Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars which is the functional currency of the Company.

This MD&A may contain forward-looking statements relating to the operations or to the environment in which we operate, which are based on the Company's operations, forecasts, and projections. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions, and actual results may differ materially from those anticipated in these forward-looking statements.

Company Overview

Yorkton Ventures Inc. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on August 30, 2006 as Brookbank Mining Corp., and changed its name to Yorkton Ventures Inc. on October 9, 2009. The Company is listed on the TSX Venture Exchange (the "Exchange") under the trading symbol YVI. The Company's registered office is located at Suite 888, 1027 Davie Street, Vancouver, BC V6E 4L2.

The Company's principal business activities are the exploration and evaluation of resource properties in Canada. The Company is in the process of exploring its resource properties, but it has not yet determined whether these properties contain ore reserves that are economically recoverable.

Cyr-Kapiwak, Quebec

On December 3, 2021, the Company entered into an agreement (the "Cyr-Kapiwak Agreement") to acquire a 100% interest in the Cyr-Kapiwak lithium property (the "Cyr-Kapiwak Property") located in Quebec, Canada.

To acquire the 100% interest, the Company is required to pay $25,000 in cash and issue 250,000 units wherein each unit consists of a common share of the Company and a common share purchase warrant which entitles the holder to acquire an additional common share at a price of $0.60 for a period of eighteen months.

In addition, the vendor retains a 2% net smelter return ("NSR") royalty. The Company can purchase half of the NSR at any time in exchange for a cash payment of $1,000,000.

Sirmac, Quebec

On January 11, 2022, the Company entered into an agreement (the "Sirmac Agreement") to acquire a 100% interest in the Sirmac lithium property (the "Sirmac Property") located in Quebec, Canada.

To acquire the 100% interest, the Company is required to $25,000 in cash and issue 250,000 units wherein each unit consists of a common share of the Company and a common share purchase warrant which entitles the holder to acquire an additional common share at a price of $0.60 for a period of eighteen months.

In addition, the vendor retains a 2% net smelter return ("NSR") royalty. The Company can purchase half of the NSR at any time in exchange for a cash payment of $1,000,000.

Bellechasse Property

On July 3, 2020, as amended on January 27, 2021 and September 24, 2021, the Company entered into a definitive asset acquisition agreement wherein it can acquire a 100% ownership interest in the Bellechasse Property located in Quebec. The terms of acquisition are as follows:

- Pay $100,000 within 10 days of signing of a definitive agreement (paid);
- Pay $250,000 within 90 days after signing of a definitive agreement (paid);
- Pay $350,000 within 180 days after signing of a definitive agreement (paid);
- Pay $200,000 by August 1, 2021; (paid)
- Pay $400,000 by September 24, 2021 (paid); and
- Pay $400,000 by March 1, 2022.
- 1% NSR on any and all commercial production, however 0.5% may be repurchased at anytime for $1,000,000.

Parkview Property

On July 12, 2021, the Company entered into an option agreement ("Parkview Agreement") wherein it can acquire a 100% interest in certain mineral claims (the "Parkview Claims") located in Newfoundland, Canada. To acquire the 100% interest, the Company is to make the following cash and share payments:

- Cash payment of $50,000 (paid) and the issuance of 400,000 shares (issued) on TSX-V approval;
- Cash payment of $50,000 and issuance of 300,000 shares on or before 14 months following TSX-V approval;
- Cash payment of $50,000 and issuance of 400,000 shares on or before the second-anniversary of TSX-V approval; and
- Cash payment of $50,000 and issuance of 600,000 shares on or before third-year anniversary of TSX-V approval.

Upon acquiring a 100% interest, the Company will grant the vendors a 2% NSR, of which half can be repurchased for $1,000,000. Furthermore, the Company will commence advance royalty payments of $25,000 beginning after July 12, 2026 until the earlier of the date that the Company begins commercial production or makes a buyout payment to the vendor.

Knights Melange Property

On July 12, 2021, the Company entered into an option agreement ("Knights Melange Agreement") wherein it can acquire a 100% interest in certain mineral claims (the "Knights Melange Claims") located in Newfoundland, Canada. To acquire the 100% interest, the Company is to make the following cash and share payments:

- Cash payment of $70,000 (paid) and the issuance of 600,000 shares (issued) on TSX-V approval;
- Cash payment of $50,000 and issuance of 400,000 shares on or before 14 months following TSX-V approval;
- Cash payment of $50,000 and issuance of 400,000 shares on or before the second-anniversary of TSX-V approval; and
- Cash payment of $50,000 and issuance of 400,000 shares on or before third-year anniversary of TSX-V approval.

Upon acquiring a 100% interest, the Company will grant the vendors a 2% NSR royalty, of which half can be repurchased for $1,000,000. Furthermore, the Company will commence advance royalty payments of $25,000 beginning after July 12, 2026 until the earlier of the date that the Company begins commercial production or makes a buyout payment to the vendor.

Results of Operations

During the six month period ended December 31, 2021 (the "Current Period"), the Company reported a net loss of $240,374 (2020 – $66,541). The Company had no operating revenue during the Current Quarter, and expenses primarily consisted of management fees and share-based payments. The loss in the Current Period was 261% higher than the same period in the prior year due to vested stock options granted in the Current Period.

Liquidity

The Company's cash position decreased from $345,533 at June 30, 2021 to $58,586 at December 31, 2021. In addition, working capital has decreased from $344,298 at June 30, 2021 down to a $170,502 deficiency at December 31, 2021. Both metrics declined due to normal cash outflow from operations as well as exploration and evaluation expenditures. However, the decline was partially reduced from cash received from a non-brokered private placement as we;l; as from the exercise of share purchase warrants. The Company will require additional capital to meet its operational and property option agreement requirements. There is no guarantee that such funding will be available or on terms acceptable to the Company.

In October 2021, the Company completed a non-brokered private placement wherein it issued 1,000,000 units at $0.35 per unit for aggregate proceeds of $350,000. Each unit will consist of a common share and a common share purchase warrant entitling the holder to acquire an additional common share at $0.50 for a period of 18 months from the date of closing. The share purchase warrants are also subject to an acceleration provision wherein if the trading price of the common shares of the Company close at or above $0.75 for 10 consecutive trading days, then the Company has the right to accelerate the expiry date of the share purchase warrants to 30 days thereafter.

Summary of Quarterly Results

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

	December 31, 2021 ($)	September 30, 2021 ($)	June 30, 2021 ($)	March 31, 2021 ($)
Revenue	–	–	–	–
Net loss for the period	(240,374)	(50,641)	(79,016)	(65,265)
Basic and diluted earnings (loss) per share	(0.01)	(0.00)	(0.00)	(0.00)
	December 31, 2020 ($)	**September 30, 2020 ($)**	**June 30, 2020 ($)**	**March 31, 2020 ($)**
Revenue	–	–	–	–
Net loss for the period	(66,541)	(10,324)	(173,065)	(14,570)
Basic and diluted earnings (loss) per share	(0.00)	(0.00)	(0.02)	(0.00)

Selected Annual Financial Information

The following table sets forth selected audited financial information of the Company from the last three completed financial years ended June 30:

	2021 ($)	2020 ($)	2019 ($)
Total revenue	–	–	–
Net loss for the year	(221,146)	(201,485)	(69,728)
Basic and diluted loss per share	(0.01)	(0.02)	(0.01)
Total assets	1,049,843	885,220	1,092,575
Total non-current financial liabilities	–	–	–

Proposed Transactions

As at the Report Date, there are no proposed transactions.

Subsequent Events

Subsequent to December 31, 2021, the Company:

a) entered into the Sirmac Agreement

b) issued 250,000 units in connection with the Cyr-Kapiwak Agreement wherein each unit consists of a common share of the Company and a common share purchase warrant which entitles the holder to acquire an additional common share at a price of $0.60 for a period of eighteen months.

Related Party Transactions

Key management personnel include the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and certain directors and officers and companies controlled or significantly influenced by them.

During the six month period ended December 31, 2021, the Company incurred management fees of $60,000 (2020 - $nil) to the CEO of the Company.

As at December 31, 2021, $60,000 (June 30, 2021 - $nil) was recorded in accounts payable and accrued liabilities as owing to the CEO of the Company.

Financial Instruments and Risks

Financial risk management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, loan payable and accounts payable and accrued liabilities.

The fair value of cash is measured using level one of the fair value hierarchy. The fair value of loan payable and accounts payable and accrued liabilities approximate their book values because of the short-term nature of these instruments.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument-related risks. The Board approves and monitors the risk management processes.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company has no material counterparties to its financial instruments. The Company manages credit risk for cash by ensuring that these financial assets are placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist of goods and services tax due from the Canada Revenue Agency. The Company does not believe it has a material exposure to credit risk.

Liquidity risk

The Company seeks to ensure that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts which are available on demand. As at the balance sheet date, the Company had sufficient cash to meet its current obligations and was not exposed to significant liquidity risk.

Interest rate risk

The Company's exposure to interest rate risk relates to its ability to earn short-term interest on cash balances at variable rates. The Company does not have any variable interest rate liabilities.

Currency risk

The Company is not exposed to significant foreign currency risk.

Commodity price risk

The Company is not significantly exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of precious and base metals, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital and share-based payment reserve.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issuances or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements. There have been no changes to the Company's approach to capital management during the six month period ended December 31, 2021.

Disclosure of Outstanding Share Data

Share Capital

Authorized: Unlimited number of common shares without par value

As at the December 31, 2021, the Company had 23,800,000 shares issued and outstanding
As at the Report Date, the Company had 23,800,000 shares issued and outstanding

Stock Options

As at the December 31, 2021, the Company had no stock options outstanding
As at the Report Date, the Company had 1,200,000 stock options outstanding
Share Purchase Warrants

	December 31, 2021	Report Date
Warrants - $0.10*	6,400,000	6,400,000
	6,400,000	6,400,000

* The exercise price increases to $0.12 on July 23, 2022.

Accounting Standards Adopted During the Period

During the six month period ended December 31, 2021, the Company did not adopt any new accounting standards.

Additional Disclosure for Companies Without Significant Revenue

An analysis of material components of the Company's general and administrative expenses is disclosed in the condensed interim consolidated financial statements for the six month period ended December 31, 2021 to which this MD&A relates

Risk Factors

Coronavirus Pandemic

The current outbreak of COVID-19 and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions, which may adversely impact the Company's operations, and the operations of its suppliers, contractors, and service providers, the ability to obtain financing and maintain necessary liquidity. The outbreak of COVID-19 and political upheavals in various countries have caused significant volatility in commodity prices. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time.

Other

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