GOLDSHORE RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED MARCH 31, 2023

In Canadian Dollars

INTRODUCTION

This management's discussion and analysis ("MD&A") presents the financial condition and results of operations of Goldshore Resources Inc. for the year ended March 31, 2023. This MD&A should be read in conjunction with the audited consolidated financial statements for the years ended March 31, 2023 and 2022, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This MD&A complements and supplements, but does not form part of, the Company's consolidated financial statements.

This MD&A contains forward-looking statements. Statements regarding the adequacy of cash resources to carry out the Company's exploration programs or the need for future financing are forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language included in this MD&A. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

All dollar amounts contained herein are expressed in Canadian dollars unless otherwise indicated. This MD&A has been prepared as of July 27, 2023.

DESCRIPTION AND OVERVIEW OF BUSINESS

Goldshore Resources Inc. (formerly "Sierra Madre Developments Inc.") ("Goldshore" or the "Company") is a gold focused Canadian exploration company. The Company's head office is located at 918 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3 and its registered and records office is at 401 – 353 Water Street, Vancouver, British Columbia, V6B 1B8. The Company was incorporated under the Business Corporations Act (British Columbia) on April 30, 2009.

On May 31, 2021, the Company closed the reverse takeover transaction contemplated in the amalgamation agreement dated January 25, 2021, amended and restated on February 16, 2021 (the "Amalgamation"). Pursuant to the Amalgamation, all Former Goldshore common shares were exchanged for common shares of the Company on a one-for-one basis and Former Goldshore amalgamated with a subsidiary of Sierra Madre, with the resulting entity to continue as a wholly owned subsidiary of the Company (the "Resulting Issuer").

On May 31, 2021, Sierra Madre Developments Inc. ("Sierra Madre") acquired all of the outstanding shares of Goldshore Resources Inc. ("Former Goldshore") by way of a three-cornered amalgamation in which a wholly-owned subsidiary of Sierra Madre amalgamated with Former Goldshore, with Former Goldshore surviving as a wholly-owned subsidiary of Sierra Madre under the name Moss Lake Project Inc. ("Moss Lake"). On June 4, 2021, Sierra Madre changed its name to Goldshore Resources Inc. ("Goldshore" or the "Company") and began trading on the TSX-V under the symbol GSHR. Former Goldshore has been identified as the accounting acquirer and, accordingly, the Company is considered to be a continuation of Former Goldshore, and the net assets of Sierra Madre at the date of the reverse acquisition are deemed to have been acquired by Former Goldshore. As a result of the Amalgamation, the shareholders of Former Goldshore acquired control of the Company, thereby constituting a reverse acquisition of the Company. The Amalgamation is considered a purchase of the Company's net assets by the shareholders of Former Goldshore.

The Amalgamation was accounted for in accordance with guidance provided in IFRS 2, Share-based payments, and IFRS 3, Business combinations. As the Company did not qualify as a business according to the definition in IFRS 3, this Amalgamation does not constitute a business combination; rather, it is treated as an issuance of shares by Former Goldshore for the net assets of the Company and the listing of the Former Goldshore's shares.

The purchase price was allocated as follows:

	Amount
Fair value of the Company's shares	$ 2,390,455
(3,677,623 post-consolidation common shares at $0.65 per share)	
Fair value of replacement options	302,456
Consideration	2,692,911
Net assets acquired	
Cash and restricted cash	10,320,318
Receivables	22,152
Deferred financing costs	881,876
Accounts payable	(400,423)
Subscriptions received	(10,000,000)
Net assets	823,923
Listing expense	**$ 1,868,988**

The Amalgamation was measured at the fair value of the shares that Former Goldshore would have had to issue to the shareholders of the Company, being 3,677,623 common shares, to give the shareholders of the Company the same percentage equity interest in the combined entity that results from the Amalgamation had it taken the legal form if Former Goldshore acquired the Company.

EXPLORATION AND EVALUATION ASSETS

	Moss Gold Project	Iris Lake and Vanguard Projects	Total
Property acquisition costs			
Balance, March 31, 2021	$ -	$ -	$ -
Additions	52,055,250	-	52,055,250
Balance, March 31, 2022	$ 52,055,250	$ -	$ 52,055,250
Additions	-	91,000	91,000
Balance, March 31, 2023	$ 52,055,250	$ 91,000	$ 52,146,250
Exploration and evaluation costs			
Balance, March 31, 2021	$ -	$ -	$ -
Camp costs	726,492	-	726,492
Consulting and salaries	3,060,044	-	3,060,044
Database management	204,083	-	204,083
Drilling	3,038,962	-	3,038,962
Environmental	184,208	-	184,208
Geochemistry	1,011,952	-	1,011,952
Other costs	989,425	-	989,425
Balance, March 31, 2022	$ 9,215,166	$ -	$ 9,215,166
Camp costs	893,385	-	893,385
Consulting and salaries	5,507,910	-	5,507,910
Database management	117,576	-	117,576
Drilling	11,854,957	-	11,854,957
Geochemistry and geophysics	4,587,956	229,053	4,817,009
Other costs	870,919	-	870,919
Balance, March 31, 2023	$ 33,047,869	$ 229,053	$ 33,276,922
Total, March 31, 2022	**$ 61,270,416**	**$ -**	**$ 61,270,416**
Total, March 31, 2023	**$ 85,103,119**	**$ 320,053**	**$ 85,423,172**

Moss Gold Project

On January 25, 2021, the Company entered into a purchase agreement (the "Moss Gold Agreement") with Moss Lake Gold Mines Ltd. and Wesdome Gold Mines Ltd. ("Wesdome") to acquire a 100% interest in the Moss Gold Project located in Ontario, Canada (the "Transaction"). A summary of the Company's commitments in exchange for 100% of the project are outlined in the Commitments section of this MD&A.

The Company paid Wesdome a refundable deposit of $1,000,000 concurrent with executing the Moss Gold Agreement. The deposit was applied to the cash payment due on closing. Future milestone payments totaling $20,000,000 were recorded as an obligation to issue shares on the consolidated statement of financial position as at March 31, 2022. During the year ended March 31, 2023, the Company issued 8,333,333 common shares to Wesdome with a value of $5,000,000, resulting in remaining future milestone payments totaling $15,000,000.

During the year ended March 31, 2023, the Company focused its efforts on drilling the Moss Gold Project and the related analytical and metallurgical work. The focus of the drill programs was to update its mineral resource estimate ("MRE"), which was announced on November 15, 2022, with the corresponding NI 43-101 Technical Report filed on December 12, 2022. Subsequent to March 31, 2023, an updated MRE was announced on May 8, 2023, with the corresponding NI 43-101 Technical Report filed on June 19, 2023, and the Company engaged Ausenco Engineering Canada Inc. as its lead engineering firm to conduct the preliminary economic assessment ("PEA").

Iris Lake and Vanguard Projects

On July 7, 2022, the Company executed an option agreement with Thunder Gold Corp. (formerly White Metal Resources Corp.) ("Thunder Gold") to earn in to certain mining claims held by Thunder Gold in the Shebandowan greenstone belt known as the Iris Lake and Vanguard properties (the "Iris Lake and Vanguard Projects"). A summary of the Company's commitments in exchange for rights to earn not certain mining claims of the Iris Lake and Vanguard Projects are outlined in the Commitments section of this MD&A.

The work performed at the Iris Lake and Vanguard projects during the year ended March 31, 2023, consisted of airborne geophysics, mapping, and data compilation.

Hillcrest Claim Group

On May 8, 2023, the Company staked the Hillcrest claim group (the "Hillcrest Claims") for $19,500. The Hillcrest Claims comprise 390 claims over 8,261 hectares.

FINANCINGS

At March 31, 2023, there were 167,851,703 issued and fully paid common shares outstanding (March 31, 2022 – 115,458,038). At March 31, 2023, there were 25,030,301 (2022 – 31,300,501) shares held in escrow, including the additional shares issued to Wesdome on June 6, 2022, subject to the following escrow release conditions: 8,343,433 released on June 4, 2023, 8,343,433 released on December 4, 2023, and 8,343,435 released on June 4, 2024. Historic escrow releases included 4,173,400 released on June 4, 2021, 6,260,100 released on December 4, 2021, 6,260,100 released on June 4, 2022, and 8,343,433 released on December 4, 2022.

On February 26, 2021, the Company and Former Goldshore closed brokered private placements by issuing 13,333,335 Flow-Through Subscription Receipts and 23,076,924 Subscription Receipts at a price of $0.75 per Flow-Through Subscription Receipt and $0.65 per Subscription Receipt for total gross proceeds of $25,000,002. The subscriptions received in advance were held in escrow (the "Escrowed Funds"), including $14,359,805 as restricted cash as at March 31, 2021, pending satisfaction of certain conditions ("Escrow Release Conditions"), including the closing of the Amalgamation and receiving conditional approval for the resulting issuer's shares being listed on the TSX-V. On June 1, 2021, the Escrowed Funds were released from escrow concurrent with the completion of the reverse takeover transaction and commencement of trading on the TSX-V. Based on the difference in price between the flow-through and non-flow-through financings, management accounted for the premium paid on the Flow-Through Subscription Receipts on a residual basis as a flow-through premium liability of $1,333,334.

In connection with the closing of the private placements, the Company incurred cash share issuance costs and commissions totalling $2,166,144, including $1,068,717 which were recorded as deferred financing costs as at March 31, 2021. Additionally, the Company and Former Goldshore issued a total of 2,036,484 non-transferrable compensation options ("Compensation Options") to agents. Upon completion of the reverse take over transaction, each Compensation Option was exchanged for one compensation option of the Resulting Issuer, of which 772,560 and 1,263,924 are exercisable for one Resulting Issuer common share at a price of $0.75 and $0.65, respectively, for 24 months after the Escrow Release Date. The total fair value of the Compensation Options was determined to be $730,978 using the Black-Scholes Option Pricing Model using the following assumptions: risk-free rate of 0.30%, expected life of 2 years, volatility factor of 100% and dividend yield of Nil. Of the total fair value of the compensation options, $428,522 was recorded at March 31, 2021 and an additional $302,456 was recorded during the year ended March 31, 2022.

On November 23, 2021, the Company closed its previously announced private placement for aggregate gross proceeds of $10,000,000 by issuing 10,810,692 flow-through common shares ("November 2021 FT Shares") at a price of $0.65 for gross proceeds of $7,026,950 and 3,911,904 premium flow-through common shares ("November 2021 Premium FT Shares") at a price of $0.76 per November 2021 Premium FT Share for gross proceeds of $2,973,050. Based on the difference in price between the November 2021 FT Shares/ November 2021 Premium FT Shares and the market price of the common shares, management accounted for the premium paid on the November 2021 FT Shares/November 2021 Premium FT Shares on a residual basis as a flow-through premium liability of $724,762.

In connection with the Offering, the Company has paid to the Agents a cash commission equal to 6% of the gross proceeds of the Offering, of which 3% was paid in cash totalling $299,025 and 3% was paid through the issuance of 440,179 common shares of the Company with a fair value of $277,313. In addition, the Company issued to the Agents 880,355 compensation options of the Company exercisable for a period of 24 months at an exercise price of $0.65. The fair value of the compensation options was determined to be $287,586 using the Black-Scholes Option Pricing Model using the following assumptions: risk-free rate of 1.05%, expected life of 2 years, volatility factor of 100% and dividend yield of Nil. The Company also incurred additional cash share issuance costs of $144,931 in connection with the closing of the offerings.

On April 6, 2022, the Company closed a private placement for aggregate gross proceeds of $10,000,000 by issuing 9,616,095 flow-through units ("April 2022 Flow-Through Units") at a price of $0.60 for gross proceeds of $5,769,657, 6,460,686 non-flow-through units ("April 2022 Non-Flow-Through Units") at a price of $0.50 per non-flow-through units for gross proceeds of $3,230,343, and 1,408,451 charity-flow-through units ("April 2022 Charity Flow-Through Unit") at a price of $0.71 per charity flow-through unit for gross proceeds of $1,000,000 (the "April 2022 Offering"). Each April 2022 Flow-Through Unit consists of one flow-through common share and one-half of one common share purchase warrant, each April 2022 Non-Flow-Through Unit consists of one common share and one-half of one common share purchase warrant, and each April 2022 Charity Flow-Through Unit consists of one common share and one-half of one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.75, until the date which is 24 months following the Closing Date. Using the residual value method, the value of the warrant component of the units issued in the April 2022 Offering was $699,409.

Based on the difference in price between the April 2022 Charity Flow-Through Unit/April 2022 Flow-Through Unit and April 2022 Non-Flow-Through financings, management accounted for the premium paid on the April 2022 Charity Flow-Through Units and April 2022 Flow-Through Units on a residual basis as a flow-through premium liability of $1,257,385. In connection with the April 2022 Offering, the Company paid to the agents a cash commission equal to 6% of the gross proceeds of the April 2022 Offering in the amount of $756,738.

In addition, the Company issued to the agents 1,003,815 compensation options of the Company exercisable for a period of 24 months at exercise prices of $0.50, $0.71 and $0.60, respectively. The aggregate fair value of the compensation options was determined to be $221,696 using the Black-Scholes Option Pricing Model using the following assumptions: risk-free rate of 2.50%, expected life of 2 years, volatility factor of 100% and dividend yield of Nil.

On May 18, 2022, the Company closed a private placement for gross proceeds of $500,000 by issuing 1,000,000 units at a price of $0.50 ("Units"). Each Unit consists of one common share and one-half common share purchase warrant, exercisable at a price of $0.75. Using the residual value method, the value of the warrant component of the Units was $32,500.

On August 2, 2022, the Company paid $10,000 in cash and issued 300,000 common shares to Thunder Gold pursuant to an option agreement (see Commitments section).

On December 22, 2022, the Company closed a private placement for aggregate gross proceeds of $5,750,000 by issuing 9,458,100 flow-through units ("December 2022 Flow-Through Units") at a price of $0.30 for gross proceeds of $2,837,430, and 11,650,280 non-flow-through units ("December 2022 Non-Flow-Through-Units") at a price of $0.25 per non-flow-through unit for gross proceeds of $2,912,570. Each December 2022 Flow-Through Unit consists of one flow-through common share and one-half of one common share purchase warrant and each December 2022 Non-Flow-Through Unit consists of one common share and one-half of one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.40, until the date which is 24 months following the Closing Date. Using the residual value method, the value of the warrant component of the units issued in the December 2022 Offering was $105,542.

Based on the difference in price between the December 2022 Flow-Through Unit and December 2022 Non-Flow-Through financings, management accounted for the premium paid on the December 2022 Flow-Through Units on a residual basis as a flow-through premium liability of $472,905. In connection with the December 2022 Offering, the Company paid to the agents a cash commission equal to 6% of the gross proceeds in the amount of $282,500 and incurred other share issuance costs of $385,581.

On December 30, 2022, the Company closed a non-brokered private placement for gross proceeds of $1,041,680 by issuing 4,166,720 non-flow-through units at a price of $0.25 per non-flow-through unit. Each non-flow-through unit consists of one common share and one-half of one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.40, until the date which is 24 months following the Closing Date. Using the residual value method, the value of the warrant component of the units issued was $20,834. In connection with the financing, the Company paid to the agents a finder's fee of $500 and incurred other share issuance costs of $10,000.

On April 13, 2023, the Company completed a private placement for aggregate gross proceeds of $6,900,000. In connection with the private placement, the Company issued 16,419,220 units ("April 2023 Units") at a price of $0.17 per unit, and 21,070,423 flow-through units ("April 2023 FT units") at a price of $0.195 per flow-through unit (the "April 2023 Financing"). Each April 2023 Unit is comprised of one common share of the Company and one-half common share purchase warrant. Each April 2023 FT unit is comprised of one flow-through common share and one-half common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share at an exercise price of $0.25, for a period of 24 months following the closing of the private placement. In connection with the April 2023 Financing, the Company paid the agents a cash commission of $373,552 and issued 2,011,912 compensation warrants. Each compensation warrant entitled the holder to purchase one common share at an exercise price of $0.17 for a period of 24 months. The agents also received an aggregate advisory fee comprising $11,000 and 64,705 advisory warrants, under the same terms as the compensation warrants.

On May 16, 2023, the Company settled outstanding accounts payable of $513,157.18 through the issuance of 3,018,572 units at a deemed price of $0.17 per unit on the same terms as the April 2023 Units.

On May 31, 2023, 772,650 compensation options with an exercise price of $0.75 and 1,263,924 compensation options with an exercise price of $0.65 expired unexercised. These compensation options were issued on February 26, 2021.

Stock options

As at March 31, 2023, the Company had 8,737,500 stock options outstanding (March 31, 2022 – 8,787,500) with a weighted average exercise price of $0.65 and a remaining life 3.24 years.

During the year ended March 31, 2023, the Company recognized $2,067,446 in stock-based compensation expense (2022 – $877,538). As at March 31, 2023, there were 2,912,500 stock options exercisable (March 31, 2022 – Nil).

On June 4, 2021, the Company granted 7,700,000 stock options to management, directors, advisors, employees and consultants. Each stock option is exercisable into one common share of the Company at a price of $0.65 per common share for five years, with 1/3 vesting one year from the grant date, 1/3 vesting two years from the grant date and the final 1/3 vesting three years from the grant date. The fair value of the stock options was determined to be $5,426,778 using the Black-Scholes Option Pricing Model using the following assumptions: risk-free rate of 0.97%, expected life of 5 years, volatility factor of 100% and dividend yield of Nil.

On July 15, 2021, the Company granted 50,000 stock options to an employee of the Company. Each stock option is exercisable into one common share of the Company at a price of $0.69 per common share for five years, with 1/3 vesting one year from the grant date, 1/3 vesting two years from the grant date and the final 1/3 vesting three years from the grant date. The fair value of the stock options was determined to be $25,583 using the Black-Scholes Option Pricing Model using the following assumptions: risk-free rate of 0.78%, expected life of 5 years, volatility factor of 100% and dividend yield of Nil.

On November 24, 2021, the Company granted 1,037,500 stock options to management, directors, employees and consultants. Each stock option is exercisable into one common share of the Company at a price of $0.65 per common share for five years, with 1/3 vesting one year from the grant date, 1/3 vesting two years from the grant date and the final 1/3 vesting three years from the grant date. The fair value of the stock options was determined to be $485,335 using the Black-Scholes Option Pricing Model using the following assumptions: risk-free rate of 1.56%, expected life of 5 years, volatility factor of 100% and dividend yield of Nil.

On April 24, 2023, the Company granted 4,100,000 options to certain directors, officers, employees and consultants. The options are exercisable at a price of $0.25 per common share for a period of 5 years. Of the options, 3,900,000 will vest 1/3 on October 24, 2023, 1/3 on October 24, 2024, and 1/3 on October 24, 2025; and 200,000 will vest 1/3 immediately, and 1/3 annually thereafter.

On the same date, the Company granted 1,673,968 restricted share units (the "RSU's"), pursuant to the Company's Omnibus Incentive Plan. The RSU's will fully vest one year from the grant date. Once vested, each RSU represents the right to receive one common share of the Company, the equivalent cash value thereof, or a combination of the two, at the Company's discretion.

ANNUAL FINANCIAL INFORMATION

The selected financial information below are derived from the Company's audited consolidated financial statements for the year ended March 31, 2023 and 2022 prepared in accordance with IFRS. The Company's significant accounting policies and new accounting policies applied in the preparation of its consolidated financial statements are outlined in Note 3 to the Company's audited consolidated financial statements for the year ended March 31, 2023 and 2022.

	Year Ended March 31, 2023	Year Ended March 31, 2022
Total revenue	$ -	$ -
Operating expenses	5,013,764	5,818,626
Other expenses	(2,669,712)	7,656,846
Net loss	2,344,052	13,475,472
Total comprehensive loss	7,021,052	13,475,472
Basic and diluted loss per common share:	0.05	0.15

	As at	
	March 31, 2023	March 31, 2022
Cash	$ 1,237,564	$ 12,105,759
Exploration and evaluation assets	85,423,172	61,270,416
Total assets	87,599,116	75,201,147
Current financial liabilities	2,034,160	3,574,216
Shareholders' equity	73,823,779	64,570,314

RESULTS OF OPERATIONS

Three months ended March 31, 2023 compared to three months ended March 31, 2022

The Company recognized a loss of $1,355,324 for the three months ended March 31, 2023, compared to $7,329,392 for the three months ended March 31, 2022, a decrease in net loss of $5,974,068.

The decrease in loss is primarily due to the decrease in deferred income tax expense of $6,469,000, as the entire deferred income tax expense was recorded in the fourth quarter of the comparative period. The decrease in loss was also driven by a decrease to stock-based compensation expense, due to the timing of option grants and related vesting, and a minor decrease in regulatory and transfer agent fees.

The decrease was offset by increases to:

- Shareholder information and investor relations of $175,510, driven by marketing campaigns and other investor relations programs in the current quarter that did not occur in the comparative period.
- Consulting fees of $100,371, a result of engaging certain consultants that were not engaged in the comparative quarter.
- Increases to general and administrative costs, professional fees, and travel, incurred in the normal course of operations.
- Recovery of the flow-through premium decreased by $80,395 which is driven by the timing of exploration expenditures.

Year ended March 31, 2023 compared to the year ended March 31, 2022

The Company recognized a loss of $7,021,052 for the year ended March 31, 2023, compared to $13,475,472 for the year ended March 31, 2022, a decrease in loss of $6,454,420.

The decrease in loss is mostly driven by:

- Listing expense of $1,868,988 incurred in the comparative period upon completion of the Amalgamation.
- Decrease to deferred income tax expense of $2,149,000 due to the deferred tax liability recognized in the prior year for the tax impact of the future milestone payments.
- Increase in the recovery of the flow-through premium of $1,521,157. The Company incurred more exploration expenditures in the current year, driving the larger recovery of flow-through premium.
- Stock-based compensation decreased by $772,967. The Company had a large option grant in the prior year, resulting in the larger expense.
- Property investigation costs of $342,472 in the prior year, as no such costs were incurred in the current year.
- Consulting fees decreased by $131,603, primarily a result of bonuses that were paid in the prior year.
- Interest income of $112,590 earned on the Company's short-term investments.

The decrease is offset by increases to:

- Shareholder and investor relations of $296,315, driven by marketing campaigns and other investor relations programs in the current quarter that did not occur in the comparative period.
- Professional fees increased by $61,730, driven by increased audit and accounting fees consistent with an increase in business activity.
- Minor increases to general and administrative costs and travel, incurred in the normal course of operations.
- Amortization expense, which was higher in 2023 as compared to the comparative period, due to additional leased assets acquired in the current period.

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

	Q4 '23 Mar 31, 2023	Q3 '23 Dec 31, 2022	Q2 '23 Sep 30, 2022	Q1 '23 Jun 30, 2022	Q4 '22 Mar 31, 2022	Q3 '22 Dec 31, 2021	Q2 '22 Sep 30, 2021	Q1 '22 Jun 30, 2021
Financial Results								
Income (loss) and comprehensive income (loss) for the period	$(1,355,324)	$(1,555,608)	$(4,682,402)	$ 572,282	$(7,329,392)	$(1,586,080)	$(1,307,276)	$(3,252,724)
Loss per share	$(0.01)	$(0.01)	$(0.03)	$0.00	$(0.06)	$(0.01)	$(0.01)	$(0.10)
Balance Sheet Data								
Cash and cash equivalents	1,237,564	3,999,652	5,294,392	11,882,880	12,105,759	15,703,738	9,905,907	13,185,145
Total assets	87,599,116	88,232,099	82,869,774	84,222,277	75,201,147	74,742,835	65,035,411	66,189,767
Shareholders' equity	73,823,779	74,782,921	70,259,044	74,404,227	64,570,314	71,163,690	63,539,603	64,007,814

The loss reported during the three months ended March 31, 2022 is a result of the deferred income tax expense of $6,826,000.

The Company reported income during the three months ended June 30, 2022, as a result of a deferred income tax recovery of $1,278,000, consistent with the issuance of shares to Wesdome pursuant to the Moss Gold Agreement.

The large loss reported for the three months ended September 30, 2022, is a result of the deferred income tax expense of $4,351,000.

LIQUIDITY AND CAPITAL RESOURCES

Goldshore has no operations that generate cash flows and the Company's future financial success will depend on the discovery of one or more economic mineral deposits. This process can take years, can consume significant resources and is largely based on factors that are beyond the control of the Company's management. As at March 31, 2023, the Company's current liabilities exceeded its current assets by $188,631 (March 31, 2022 - $9,842,123) and had an accumulated deficit of $21,229,397 (March 31, 2022 – $14,226,042). Subsequent to year end, the Company completed a financing for gross proceeds of $6,515,448. The Company is actively seeking strategic or financing alternatives to manage current and projected future cash flows until such time as the Company is profitable. The Company's ability to continue as a going concern is dependent upon its ability to raise equity capital or borrowings sufficient to meet current and future obligations. The business of mining and exploration involves a high degree of risk and there can be no assurance that management's plans will be successful. The Company currently is not generating any revenue. Whether and when the Company can obtain profitability and positive cash flows from its operations is uncertain. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

Operating Activities

Net cash used by the Company in operating activities for the year ended March 31, 2023, was $2,651,898.

Investing Activities

Net cash used in investing activities for the year ended March 31, 2023, was $23,955,784, which was due to expenditures incurred on the Moss Gold Project.

Financing Activities

Net cash provided by financing activities in the current period was $15,739,487. The current period cash was provided by the private placements closed in December 2022, April 2022 and May 2022, net of share issuance costs and the repayment of lease obligations.

The Company raised net proceeds of approximately $6.1 million in December 2022 through a brokered flow-through and non-flow-through financing, and a non-brokered non-flow-through financing. The table below summarizes the expected use of proceeds and the actual use of proceeds:

December 2022 Financing	Expected Use of Proceeds	Actual Use of Proceeds to Date (2)	Variance (2)
Exploration and development of the Moss Gold Project	$3,000,000	$2,715,854	$(284,146)
Operating expenses for 12 months (1)	$1,331,900	$46,234	$(1,285,666)
Unallocated working capital	$1,768,100	$Nil	$Nil

Notes:

(1) Consists of consulting fees of $571,200, marketing of $276,500, professional fees of $182,500, and general and administrative costs of $301,700.

(2) The Company is below its expected use of proceeds as of March 31, 2023 as only one quarter as occurred since raising the funds. The Company expects to incur the balance of the costs related to exploration and development of the Moss Gold Project by April 2023.

RELATED PARTY TRANSACTIONS

The Company's related parties consist of its key management personnel and close family members of its key management personnel. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and consist of its directors, the Chief Executive Officer and the Chief Financial Officer.

Key management personnel are considered to include the Company's directors and officers. For the year ended March 31, 2023, the Company incurred the following compensation transactions with key management personnel:

		Year ended March 31, 2023		**Year ended March 31, 2022**
Salaries, management fees and other employee benefits	$	899,833	$	1,030,927
Stock-based compensation		1,708,376		2,277,285
Total	$	2,608,209	$	3,308,212

During the year ended March 31, 2023, the Company incurred $300,000 (2022 - $406,000) for CEO consulting services by Richards Enterprises Inc., which were recorded as consulting fees. Richards Enterprises Inc. is owned and operated by the Company's CEO, Brett Richards. During the year ended March 31, 2022, the Company also incurred $3,000 for CEO consulting services by Hani Zabaneh, the former CEO of the Company. As at March 31, 2023, the Company owed Richard Enterprises Inc. $78,750 in respect of services provided to the Company (March 31, 2022 - $374,548), and $9,548 in respect of expenses incurred on behalf of the Company (March 31, 2022 - $102,149).

During the year ended March 31, 2023, the Company paid $144,000 (2022 - $102,000) for CFO consulting services by Marlis Yassin, which were recorded as consulting fees.

During the year ended March 31, 2023, the Company paid $280,000 (2022 - $389,927) for VP Exploration services by Peter Flindell, which were capitalized to exploration and evaluation assets. As at March 31, 2023, the Company owed Peter Flindell $8,896 in respect of services provided to the Company.

During the year ended March 31, 2023, the Company incurred $175,833 (2022 - $93,000) for director's fees, which were recorded as consulting fees, as follows: Doug Ramshaw ($24,833); Brandon Macdonald (34,000); Galen McNamara ($30,000); Victor Cantore ($26,000); Shawn Khunkhun ($29,000); and Joanna Pearson ($32,000). At March 31, 2023, the Company owed directors $111,793 (March 31, 2022 - $93,000) for retainer fees. In April 2024, certain directors and officers of the Company agreed to forgive an aggregate of $151,500 of debt, representing accrued consulting fees incurred during the period from January 2023 to March 2023 and directors' fees incurred during the period from July 2022 to March 2023.

During the year ended March 31, 2023, the Company incurred stock-based compensation expense to related parties of $1,708,376 (2022 - $2,277,285).

On June 14, 2022, the Company advanced $60,000 to Peter Flindell, VP Exploration, included in other receivables. The advance earns simple interest at the Canada Revenue Agency prescribed annual interest rate of 1%, and is repayable within twelve months.

The Company does not have offices or direct personnel in British Columbia, but rather is party to an Administration Services Agreement, whereby it has contracted administrative, corporate and financial reporting services with Sentinel Corporate Services ("Sentinel"), a company controlled by a close family member of the CFO. Sentinel has a continuing service agreement with the Company.

During the year ended March 31, 2023, the Company incurred expenses with Sentinel for administration, corporate and financial reporting services of $142,500. Sentinel was not a related party during the year ended March 31, 2022. As at March 31, 2023, there was $17,500 (March 31, 2022 - $45,150) owing to Sentinel for services and $11 owing to Sentinel in respect of expenses incurred on behalf of the Company (March 31, 2022 - $31,535).

All transactions are incurred in the normal course of business and are negotiated on terms between the parties which are believed to represent fair market value for all services rendered. Any amounts due to related parties arising from the above transactions are unsecured, non-interest bearing and are due upon receipt of invoices.

OFF-BALANCE SHEET ARRANGEMENTS

The Company did not enter into any off-balance sheet arrangements during the year ended March 31, 2023.

COMMITMENTS

Moss Gold Project

In exchange for 100% interest in the project, the Company will:

- Pay $12,500,000 cash to Wesdome upon closing (paid);
- Issue common shares with a fair value equal to the greater of a) $19,500,000 and b) 30% of the issued and outstanding common shares of the Company to Wesdome at closing (issued 30,085,000 common shares);
- Issue $20,000,000 in common shares to Wesdome in the form of milestone payments consisting of:
    - $5,000,000 within 12 months of closing (issued June 6, 2022);
    - $7,500,000 upon the earlier of (i) the Company completing an updated Preliminary Economic Assessment ("PEA") or pre-feasibility study; and (ii) 30 months from closing; and
    - $7,500,000 upon the earlier of (i) the Company completing a feasibility study, (ii) the date on which the Company makes a development decision on the Moss Gold Project, and (iii) 48 months from closing.
- Grant to Wesdome a 1.00% net smelter royalty ("NSR") on all metal production from the Moss Gold Project. The Company shall have the right to repurchase the NSR for (i) $5,000,000 within 30 months of closing or (ii) $7,500,000 between 30 and 48 months after closing. The NSR buyback shall expire if not exercised within 48 months of closing.
- Grant Wesdome two appointees on the Company's Board of Directors (completed).

Iris Lake and Vanguard Projects

On July 7, 2022, and amended on May 29, 2023, the Company executed an option agreement with Thunder Gold to earn into the Iris Lake and Vanguard Projects. Key terms of the option agreement are as follows:

1. Total cash payments (CAD$) of an aggregate of $110,000 to Thunder Gold over 3 years, to be paid as follows:
   a. $10,000 within five days of July 6, 2022 (the "Effective Date") (paid);
   b. an additional $20,000 on or before the 12-month anniversary of the Effective Date;
   c. an additional $30,000 on or before the 24-month anniversary of the Effective Date; and
   d. an additional $50,000 on or before the 36-month anniversary of the Effective Date.
2. Total share issuance of an aggregate of 1,500,000 common shares of the Company (each, a "Share") (such Shares to be subject to resale restrictions) as follows:
   a. 300,000 Shares within five days of the Effective Date (complete);
   b. an additional 300,000 Shares on or before the 12-month anniversary of the Effective Date;
   c. an additional 400,000 Shares on or before the 24-month anniversary of the Effective date; and
   d. an additional 500,000 Shares on or before the 36-month anniversary of the Effective Date.
3. Total incurred expenditures on the Iris Lake and Vanguard Projects of not less than $1,650,000 over 3 years as follows:
   a. $100,000 on or before the six-month anniversary of the Effective Date (completed);
   b. an additional $120,000 on or before the 12-month anniversary of the Effective Date (completed);
   c. an additional $680,000 on or before the 24-month anniversary of the Effective Date; and
   d. an additional $750,000 on or before the 36-month anniversary of the Effective Date.
4. Other non-material administrative and technical matters guiding the earn in relationship between the Company and Thunder Gold.

PROPOSED TRANSACTIONS

None.

SIGNIFICANT ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The critical judgements and estimates that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements are as follows:

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures and 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.

Impairment of long-lived assets

The carrying value and the recoverability of long-lived assets, including exploration and evaluation assets, are evaluated at each reporting date. Management assesses for indicators of impairment, which includes assessing whether facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.

Valuation of stock-based compensation and compensation options

The Company uses the Black-Scholes option pricing model for the valuation of stock-based compensation and compensation options. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, forfeiture rate, risk-free market interest rate, expected volatility in the price of the underlying stock and expected life of the instruments. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Income taxes

The Company recognizes deferred tax assets for deductible temporary differences, unused tax losses and other income tax deductions only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and other income tax deductions can be utilized. In assessing the probability of realizing the income tax benefits of deductible temporary differences, unused tax losses and other income tax deductions, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence.

As at March 31, 2023, the Company has not recognized any deferred tax assets for deductible temporary differences. Changes in any of the above-mentioned estimates can materially affect the amount of income tax assets recognized. In addition, where applicable tax laws and regulations are either unclear or subject to varying interpretations, changes in these estimates can occur that materially affect the amounts of income tax assets recognized. The Company reassesses unrecognized income tax assets at the end of each reporting period.

Flow-Through Premium Liability

Pursuant to the terms of the flow-through share agreements, flow-through shares transfer the tax deductibility of qualifying resources expenditures to investors. On Issuance, the Company bifurcates the flow-through shares into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Company derecognizes the liability on a pro-rata basis and recognizes a recovery for the amount of tax reduction renounced to the shareholders.

FINANCIAL AND OTHER INSTRUMENTS

The Company's financial assets and liabilities are classified as follows:

	March 31, 2023	March 31, 2022
Financial assets:		
Fair value through profit or loss		
Cash and cash equivalents	$ 1,237,564	$ 12,105,759
Amounts receivable	241,684	837,852
Financial liabilities:		
Amortized cost		
Accounts payable and accrued liabilities	$ 1,797,116	$ 2,469,585

Accounts payable and accrued liabilities includes amounts due to related parties.

The fair values of the Company's cash and restricted cash are carried at fair value in accordance with level 1 of the fair value hierarchy. The Company's accounts payable and accrued liabilities approximate their carrying amounts due to the short-term nature of these instruments.

The Company's risk exposures arising from financial instruments and the impact on the Company's financial statements are summarized below:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. As at March 31, 2023, the Company was exposed to credit risk on its cash. The Company's cash is held with a high credit quality financial institution in Canada and as at March 31, 2023, management considers its exposure to credit risk to be low. The Company's maximum exposure to credit risk is equal to the carrying amount of its cash and cash equivalents.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company has aimed to manage liquidity risk by maintaining adequate cash and managing its capital and expenditures.

At March 31, 2023, the Company had cash and cash equivalents of $1,237,564 and accounts payable and accrued liabilities of $1,797,116 with contractual maturities of less than one year. The Company's ability to continue as a going concern is dependent on management's ability to raise financing until such time that the Company is profitable. In April 2023, the Company completed a private placement for aggregate gross proceeds of $6,900,000. The Company manages its liquidity risk by forecasting cash flows from operations and investing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Market risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The Company is not exposed to significant currency, interest or other price risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that it has monetary assets and liabilities denominated in foreign currencies. As at March 31, 2023, the Company was not exposed to foreign currency risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company is not exposed to other price risk as at March 31, 2023.

OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had 208,359,918 common shares issued and outstanding, 3,960,787 compensation options outstanding, 12,909,700 stock options outstanding, 1,673,968 restricted share units, and 42,134,274 warrants convertible into common shares outstanding.

The Company has authorized an unlimited number of common shares without par value.

On November 8, 2022, the Company's Board of Directors adopted an Omnibus Incentive Plan (the "Plan"), under which the Company may grant its directors, officers, employees and consultants stock options, restricted share units, and deferred share units (together the "Share Based Compensation") of the Company and which reserves up to 10% of its outstanding shares as Share Based Compensation.

RISKS AND UNCERTAINTIES

The Company is in the mineral exploration and development business and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Prospective investors should carefully consider the risks described below, together with all of the other information included in this MD&A and the Company's annual information form ("AIF") dated July 29, 2022 available on SEDAR, before making an investment decision (www. sedar.com).

Some of the possible risks include the following:

a) The Company currently has no properties nor producing operations and as a consequence, the Company does not generate any operating income or positive cash flow. Its ability to continue as a going concern is entirely dependent upon the Company's ability to find suitable projects and access public equity markets to raise sufficient capital.

b) The only source of future funds to source and acquire projects which may become available to the Company is through the sale of equity capital.

c) Any future equity financings by the Company for the purpose of raising additional capital may result in substantial dilution to the holdings of existing shareholders.

d) Any future operations of the Company may require added personnel; licenses and permits; and many other potential risks that the Company has no way of determining at this time. As such, there is no assurance that the Company will be successful in obtaining what is required to obtain and operate new activities in the future.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in forward-looking statements.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

Some of the statements contained in this MD&A are "forward-looking statements." Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or developments to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur. Forward-looking information herein includes, but is not limited to, statements that address activities, events or developments that Goldshore expects or anticipates will or may occur in the future including conduct and timing of the PEA.

Forward-looking statements in this MD&A include, among others, statements relating to expectations regarding the exploration and development of the Moss Gold Project, including commencement of a preliminary economic assessment and prefeasibility study, planned drilling activities, and other statements that are not historical facts. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors and risks include, among others: the Company may require additional financing from time to time in order to continue its operations which may not be available when needed or on acceptable terms and conditions acceptable; compliance with extensive government regulation; domestic and foreign laws and regulations could adversely affect the Company's business and results of operations; the stock markets have experienced volatility that often has been unrelated to the performance of companies and these fluctuations may adversely affect the price of the Company's securities, regardless of its operating performance; and the impact of COVID-19.

The forward-looking information contained in this MD&A represents the expectations of the Company as of the date of this MD&A and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

This MD&A does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.