

ROME RESOURCES LTD.

MANAGEMENT DISCUSSION AND ANALYSIS

For the Fiscal Year Ended

September 30, 2022

**Suite 700 688 W. Hastings Street,
Vancouver, BC V6B 1P1**

ROME RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
REPORT FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2022

The following discussion and analysis was prepared as of January 27, 2023 and should be read in conjunction with the Company's annual audited financial statements and notes thereto for the years ended September 30, 2022 and 2021. These accounts, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") and in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting*

This Management Discussion and Analysis contains forward-looking statements in particular regarding the future price of certain commodities. Forward-looking statements are statements which relate to future events. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our industry, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Further information is available on the SEDAR website, www.sedar.com.

DESCRIPTION OF BUSINESS

Rome Resources Ltd. was incorporated in British Columbia on April 11, 1990 and continued its incorporation into Yukon on August 27, 2001, and continued back into British Columbia on August 25, 2005. The Company is a reporting issuer in British Columbia and Alberta, and is listed on the TSX Venture Exchange under the symbol RMR and in Frankfurt under the symbol 33R.

The Company received a Cease Trade Order (CTO) on April 1, 2016 and trading was halted from then. The CTO was issued due to non-filing of quarterly and annual filings. In 2020 the Company started a reactivation program, bringing the financials up-to-date. The filing of the financials including the audit of the financial years ending September 2019, 2020 and 2021 has concluded. On May 13, 2022, the Company received notice from the British Columbia Securities Commission, informing the Company that all required records had been filed and the Cease Trade Order (CTO) issued on April 1, 2016, was revoked. On November 18, 2022, the Company received approval from the TSX to resume trading on November 22, 2022 on the TSX Venture Exchange as a tier 2 issuer.

Selected Annual Information

The following table sets forth selected financial information for the Company for the last three completed financial years ended September 30, 2022, 2021 and 2020. This information has been derived from the Company's audited financial statements for 2022, 2021, and 2020, of those years, and should be read in conjunction with those financial statements and the notes thereto.

	As at and for the financial year ended,		
	<u>September 30,</u>	<u>September 30,</u>	<u>September 30,</u>
	<u>2022</u>	<u>2021</u>	<u>2020</u>
(a) Total Revenues	\$ —	\$ —	\$ —
(b) Income (Loss):			
i) In total	\$ (698,230)	\$ (15,327)	\$ (8,815)
ii) On a per share basis	\$ (0.02)	\$ (0.00)	\$ (0.00)
(c) Total assets	\$ 749,502	\$ 5,850	\$ 5,850
(d) Total liabilities	\$ 161,739	\$ 606,807	\$ 591,480
(e) Total shareholders' equity (deficiency)	\$ 587,763	\$ (600,957)	\$ (585,630)

Results for the three years have been prepared using International Financial Reporting Standards ("IFRS"). The functional currency and presentation currency under IFRS is the Canadian dollar.

ROME RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
REPORT FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2022

Financial Analysis

Year 2022 compared to 2021 and 2020

The results for the three years ended September 30, 2022, 2021 and 2020 are as follows:

	<u>2022</u>		<u>2021</u>		<u>2020</u>
Property investigation costs	\$ 516,790	\$	—	\$	—
Legal	208,915		10,036		909
Transfer agent and regulatory fees	63,531		5,250		6,838
Accounting and audit	38,600		—		—
Consulting	18,326		—		—
Promotion and advertising	2,540		—		—
Interest and bank charges	583		41		120
Office Expense	263		—		—
Total Expenses	<u>\$ 849,548</u>	\$	<u>15,327</u>	\$	<u>7,867</u>

During the 2022 fiscal year the company recorded a gain on the settlement of accounts payable totalling \$151,318 (2021 - \$Nil, 2020 \$Nil) and property investigation costs of \$516,790 (2021 - \$Nil, 2020 \$Nil). During the 2022 fiscal year, the company was working hard to be reactivated and to have the trading halt rescinded, the expenses incurred are a result of those efforts. During the 2021 and 2020 fiscal years, the Company incurred minor transfer agent, regulatory, legal, bank fees and office expenses. The amounts recorded by the Company were minimal due to its inactivity.

Quarterly Results

Results for the three months ended September 30, 2022 and 2021 were as follows:

	<u>2022</u>		<u>2021</u>
Property Investigation costs	\$ 516,790	\$	—
Legal	55,114		8,487
Transfer agent and regulatory fees	32,948		1,313
Accounting and Audit	14,550		—
Consulting	18,326		—
Promotion and advertising	2,540		—
Interest and Bank Charges	168		41
Office Expense	—		—
	<u>640,436</u>		<u>9,841</u>
Net Loss for the Quarter	\$ <u>640,436</u>	\$	<u>9,841</u>
Net Loss per share	\$ <u>(0.02)</u>	\$	<u>(0.00)</u>

For the quarter ended September 30, 2022 the Company recorded a loss of \$640,436 or \$0.02 per share compared to \$9,841 or \$0.00 per share for the three months ended September 30, 2021.

For 2022, the Company incurred property investigation costs of \$516,790 and higher legal, regulatory and transfer agent fees due to its efforts to be reactivated and have the trading halt rescinded. The occurrence of consulting, promotion and other costs in 2022 is also reflective of those efforts.

ROME RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
REPORT FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2022

Liquidity and Capital Resources

Cash and Solvency

As at September 30, 2022, the Company had cash and equivalents of \$743,652 compared to \$Nil at September 30, 2021. Working capital amounted to \$587,763 compared to a deficiency of \$600,957 as at September 30, 2021. As the Company has no sources of revenue, it will have to rely upon the sale of equity securities, including private placements, exercise of warrants, and exercise of options, to provide funding for exploration and development of its mineral interest, and for administrative expenses. Management has made tremendous efforts during the quarter ended September 30, 2022 and beyond to have the trading halt rescinded and inject new funding into the Company for future ventures.

Operating Activities

As at September 30, 2022, cash flows from operating activities was \$714,934 compared to \$Nil in the same period of 2021.

Financing Activities

Financing activities during the period ended September 30, 2022 was \$650,000 received from a private placement financing, plus \$840,000 was received for a future financing. During September 30, 2021, there were no financing activities as the Company was dormant.

Investing Activities

There were no investing activities in the 2022 and 2021 fiscal years.

Financial Instruments

The Company classifies its financial assets in the following categories: at fair value through profit or loss (“FVTPL”), at fair value through other comprehensive income (“FVTOCI”) or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company’s accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in the statement of profit or loss in the period. Cash is considered as FVTPL.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income (loss) in which they arise.

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset’s contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost: The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

Financial liabilities and equity: Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Equity instruments issued are recorded at the proceeds received, net of direct issue costs.

ROME RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
REPORT FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2022

Financial Instruments, continued

The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss (FVTPL) – This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Amortized cost – This category consists of liabilities carried at amortized cost using the effective interest method. Accounts payable and accrued liabilities are included in this category. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expire.

Related Party Transactions

During the current year there was \$12,000 accrued to a director, David Jenkins, for consulting services rendered to the Company and \$4,600 was paid to Sheryl Jones, the CFO of the Company for accounting services. There were no related party expenses during the 2021 fiscal year.

Due to related parties totaling \$77,896 (September 30, 2021 - \$390,606) is due to directors or a corporation controlled by a director or officer of the Company, or to corporations owned by a former director or officer of the Company. During the current period, \$367,364 of related party debt was settled by the issuance of shares. Accounts receivable of \$5,850 is due from a related company for the balance owing for the sale of a former subsidiary of the Company.

Outstanding Share Data

As at January 27, 2023, there were 65,865,939 common shares outstanding; of which 11,009,042 shares are held in escrow, the release of the balance of these shares is subject to the approval of the regulatory authorities having jurisdiction. There were 5,600,000 share purchase warrants outstanding to purchase 5,600,000 common shares of the company at \$0.25 per share until November 18, 2023. There were no stock options outstanding.

Changes in accounting policies and recent accounting pronouncements

There have been no changes in accounting policies or recent accounting pronouncements which the Company expects to have a material impact on financial position or results.

Bisie North Tin Project - Walikale District of the North Kivu Province in eastern Democratic Republic of the Congo ("DRC")

During the period ended September 30, 2022, the Company finalised definitive option agreements to acquire majority interests in two properties situated in the Walikale District of the North Kivu Province in eastern Democratic Republic of the Congo ("DRC"). The two contiguous properties are referred to collectively as the "Bisie North Tin Project". This acquisition is subject to regulatory approval

Exploration Permit PR 13274

The Company has entered into an option agreement to acquire up to a 71% interest in the issued and outstanding shares in Medidoc-RD Congo SARLU ("MRDC") on the following terms:

- The Company can acquire a 30% interest in MRDC by issuing 9,000,000 common shares (issued November 2022), and by funding exploration and evaluation expenditures totalling CAD\$250,000 (paid November 2022) on or before 31 January 2023 ("MRDC First Option").
- The Company can acquire a further 41% interest in MRDC (for a total interest of 71%) by issuing a further 30,000,000 common shares, and funding additional exploration and evaluation expenditures totalling CAD\$1,750,000 (for a total of CAD\$2,000,000) on or before 31 January 2024 ("MRDC Second Option").

ROME RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
REPORT FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2022

Bisie North Tin Project - Walikale District of the North Kivu Province in eastern Democratic Republic of the Congo ("DRC"), continued

Exploration Permit PR 15130

The Company has also entered into an option agreement to acquire up to a 51% interest in PR 15130 on the following terms:

- The Company can acquire a 25% interest in PR 15130 by issuing 3,000,000 common shares (issued November 2022), and by funding exploration expenditures totalling CAD\$250,000 (paid January 2023) on or before 31 January 2023 ("CTC First Option").
- The Company can acquire a further 26% interest in PR 15130 (for a total interest of 51%) by issuing a further 6,000,000 common shares, and funding additional exploration expenditures totalling CAD\$1,750,000 (for a total of CAD\$2,000,000) on or before 31 January 2024 ("CTC Second Option").

As at September 30, 2022 the Company advanced a total of US\$400,000 (CAD \$516,790) to MRDC, recorded as property investigation costs. After the exercise of the MRDC First Option, such advances will then be immediately attributed to the CAD \$1,750,000 to be incurred in exploration and evaluation expenditures pursuant to the MRDC Second Option and will be deemed to be repaid.

Subsequent to the period, the company received TSXV approval for the above two mineral property option agreements.

General Information on Rome's Exploration Programs General information on exploration of Rome's projects is available in News Releases and Annual Reports. These are available on SEDAR. The reader is referred to this for summaries of the geological setting, exploration activities on these and ongoing projects.

Qualified Person

Stephen Alan Mawson, Pr.Sci.Nat, Independent Contracting Geologist, he has degrees in geology from the Rhodes University (B.Sc. 1973 and M.Sc. 1983). He is a registered Professional Natural Scientist (Geological Science) with the South African Council for Natural Scientific Professionals (Reg. No. 400074/03) and a member of the Geological Society of South Africa. He has over 40 years of professional geologist. Mr. Mawson is a qualified person as defined in National Instrument 43- 101. The technical data in this Mineral Properties section has been approved by him.

Summary of Quarterly Results

The following tables summarize information derived from the Company's financial statements for each of the eight most recently completed quarters:

Quarter Ended:	Sept 30	June 30	Mar 31,	Dec 31,	Sept 30,	June 30	Mar 31	Dec 31	Sept 30
Year:	2022	2022	2022	2021	2021	2021	2021	2020	2020
Total Revenues	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
(Gain) Loss in total	\$ 640,436	\$ 96,901	\$ (31,217)	\$ (7,889)	\$ (8,255)	\$ (2,004)	\$ (2,117)	\$ (2,951)	\$ (2,302)
per share basis (1)	\$ (0.02)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)

Trends, Risks and Uncertainties

The Company is in the process of exploring and developing its exploration and evaluation assets. The recoverability of the amounts recorded is dependent upon the existence of economically recoverable reserves, and the ability of the Company to obtain necessary financing to complete their development. Management is actively looking into new projects and to reactivate the Company. Management is diligently working to reactivate the Company raise funds and inject new ventures.

Investor Relations

No investor relations firms were retained by the Company during the period ended September 30, 2022.

ROME RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
REPORT FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2022

Subsequent Events

Subsequent to September 30, 2022 the Company:

- Received approval on November 18, 2022 to resume trading on November 22, 2022 as a Tier 2 issuer of the TSX Venture Exchange
- Received acceptance by the TSX Venture Exchange, of two mineral property option agreements pursuant to which the Company can acquire a majority interest in the Bisie North Tin Project.
- Closed its non-brokered private placement of units. The Company issued 5,600,000 of its units at a price of \$0.15 per unit for gross proceeds totaling \$840,000. Each unit is comprised of one common share and one non-transferable common share purchase warrant with each warrant exercisable for one common share at \$0.25 per share on or before November 18, 2023. The securities issued pursuant to the private placement and any shares to be issued on the exercise of warrants are restricted from trading until March 19, 2023.
- Announced a non-brokered private placement offering (subject to approval) of up to 10,000,000 common shares in the capital of the Company at a price of \$0.20 per share, for gross proceeds of up to \$2,000,000. To the date of this report, the Company has received \$1,105,970 towards this financing.
- Upon receipt of approval by the TSXV, the Company issued 9,000,000 common shares and paid \$250,000 to acquire a 30% interest in MRDC. In addition, the Company also issued 3,000,000 common shares and paid \$250,000 to acquire a 25% interest in Exploration Permit 15130.
- Appointed Mark Gasson to Board of Directors.

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