



OUTBACK GOLDFIELDS CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE-MONTHS AND NINE-MONTHS ENDED

March 31, 2022 and 2021

(Expressed in Canadian Dollars)

OUTBACK GOLDFIELDS CORP.

Management's Discussion and Analysis

For the three-months and nine-months ended March 31, 2022 and 2021

INTRODUCTION

The following is management's discussion and analysis ("MD&A"), prepared as of March 31, 2022. This MD&A should be read in conjunction with the Outback Goldfields Corp.'s (the "**Company**") audited consolidated Financial Statements and the accompanying notes for the years ended June 30, 2021 and 2020. The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All amounts are stated in Canadian dollars unless otherwise indicated.

This report includes certain statements that may be deemed "forward-looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts that address such matters as future events or developments that the Company expects, are forward looking statements and, as such, are subject to risks, uncertainties, assumptions and other factors of which are beyond the reasonable control of the Company. You can identify these statements by forward-looking words such as "expects", "does not expect", "plans", "anticipates", "does not anticipate", "believes", "intends", "estimated", "projects", "potential", "scheduled", "forecast", "budget", and similar expressions, or that events or conditions "will", "would", "may", "could", "should" or "might" occur and similar words. Such statements give the Company's current expectations or forecasts of future events and are not guarantees of future performance and actual results or developments may differ materially from those expressed in, or implied by, this forward-looking information. With respect to forward-looking statements and information contained herein, we have made numerous assumptions including among other things anticipated costs and expenditures and the Company's ability to achieve its goals. Although management believes that the assumptions made, and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward-looking statement or information herein will prove to be accurate. Forward-looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information. Factors that could cause actual results to differ materially from those in forward-looking statements include, for example, such matters as continued availability of capital and financing and general economic, market or business conditions. Although we have attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking statements or information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. Any forward-looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date and the Company does not undertake any obligation to update publicly or to revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

Additional information related to the Company is available for view on SEDAR at www.sedar.com.

DESCRIPTION OF BUSINESS

Outback Goldfields Corp. is an exploration mining company holding a package of four highly prospective gold projects located proximate and adjacent to the Fosterville Gold Mine in Victoria, Australia. The initial Phase 1 exploration program is now underway on three of the four company properties. The Goldfields of Victoria, Australia is in the midst of a modern-day gold rush and are home to some of the highest grade and lowest cost mining in the world.

Outback Goldfields Corp. was incorporated pursuant to the provisions of the Business Corporations Act of Ontario on March 6, 2018. In December 2020 the Company moved its jurisdiction of incorporation to British Columbia and completed the process in January 2021. The Company's head office is located at Suite 700 – 1090 West Georgia St., Vancouver, British Columbia. The Company's principal business activities include the acquisition and exploration of mineral property assets. The Company's common shares were first listed on the Canadian Securities Exchange under the symbol "SKRB" on February 13, 2019.

OUTBACK GOLDFIELDS CORP.

Management's Discussion and Analysis

For the three-months and nine-months ended December 31, 2022 and 2020

In December 2020, along with changing its name to Outback Goldfields Corp. following the completion of the transaction with Petratherm described below, the Company's trading symbol on the Canadian Securities Exchange was changed to "OZ" and the company completed a 3 for 1 security consolidation. In the quarter ended March 31, 2021 the Company began trading on the Frankfurt exchange under the symbol "S600" and the OTCQB under the symbol "OZBKF". In early January 2022, the Company de-listed from the CSE and began trading on the TSXV under the same symbol, "OZ". All information and amounts reflect retrospective treatment of the 3 for 1 consolidation unless specifically identified and described as such.

ACQUISITION OF PROJECTS IN VICTORIA, AUSTRALIA

On December 15, 2020, the Company closed the acquisition of the Victorian Gold Projects pursuant to the terms of an asset purchase agreement. The Company acquired, from Petratherm Ltd. ("Petratherm" – ASX listed symbol "PTR"), one exploration license, three exploration license applications and the right, title and interest in a mining and joint venture agreement by issuing 33,333,333 common shares ("Payment Shares") of the Company.

Petratherm distributed the Payment Shares to its shareholders on a pro rata, in-specie basis distribution on April 19, 2021 pursuant to the asset purchase agreement following a 125 day hold during which the shares were held in trust for Petratherm's shareholders. As such, there was no change of control of, or significance influence over the Company as the distributed shares of Outback are widely held with nil shares held by Petratherm itself.

The transaction was accounted for as an asset purchase of mineral property interests and the fair value of the consideration has been valued at \$20,000,000 or \$0.60 per share, which was consistent with the value received for the private placement shares issued which closed on November 17, 2020. The entire value of consideration transferred was allocated to Exploration and Evaluation Assets on the balance sheet.

PRIVATE PLACEMENT

On November 17, 2020 the Company closed a non-brokered private placement by issuing 19,010,000 units, with each unit consisting of one share and one-half of a warrant at \$0.60 per unit for gross proceeds of \$11.4 million. Each full warrant entitles the holder to acquire one common share for a period of two years (expiry November 16, 2022), subject to an accelerated expiry if the volume weighted average trading price of the Company's shares is greater than \$2.25 per share for a period of 10 consecutive trading days (the "Acceleration Event"). The Company may give notice to the holders of the Acceleration Event and the warrants will expire 30 days thereafter if unexercised. The warrants were valued at \$NIL per warrant for accounting purposes, a residual value, as required under IFRS, and the full proceeds per unit was allocated to the common shares issued. Finder's fees of \$0.6 million cash and 846,150 broker warrants with an exercise price of \$1.50, expiring on November 16, 2022 were issued in connection with the private placement.

OVERVIEW AND HIGHLIGHTS OF THE CURRENT PERIOD

- At the Yeungroon project, 9,300 meters in 590 holes of diamond and RAB drilling was completed in the current quarter as described in detail in the press release issued March 30, 2022, available on SEDAR and the Company's website. The program achieved its goals to expand the 600 meter long, open-ended, near-surface arsenic geochemical anomaly south of the Golden Jacket mine to the north and northeast; and, to test numerous priority geophysical targets on the western side of the property along trend from the Moondyne prospect. Portable XRF analyses are ongoing and anomalous samples will be sent to the lab for fire assay gold analyses and results will be reported once received and compiled. The relationship between gold mineralization and disseminated arsenopyrite and high-arsenic contents in host rocks peripheral to gold-bearing quartz reefs is well established throughout the Victorian Goldfields and has been used to focus exploration and vector to high-grade mineralization. Using the pXRF has allowed the technical team to streamline the analyses and make informed exploration decisions in the field based on a key suite of pathfinder elements

OUTBACK GOLDFIELDS CORP.

Management's Discussion and Analysis

For the three-months and nine-months ended December 31, 2022 and 2020

- The exploration program refinement continued at Ballarat West after the exploration license was granted in 2021 and soil sampling was initiated in the current quarter. Based on a compilation and review of all regional and property-scale geological, geochemical and geophysical data, the exploration team have identified multiple prospective areas of focus for Phase 1 exploration with a goal of drill target generation.

OUTLOOK

For Ballarat West, the Phase 1 exploration program will continue and will consist of geological mapping, rock-chip sampling and soil geochemical surveys. Follow-up ground-based geophysical surveys such as induced polarization (IP) and gravity will be completed and informed by results from the geochemical surveys. These surveys will be concentrated along and across known and inferred prospective structures that transect Castlemaine Group rocks; host to the nearby Ballarat, Clunes, Haddon and Creswick goldfields. It is expected the Phase 1 program will develop drill targets to be pursued later in 2022.

At Yeungroon, exploration will continue to focus on investigating the structural setting and associated geochemical footprints of known reef-hosted gold mineralization as well as to define new targets worthy of additional diamond drill testing. Based on a comprehensive review and interpretation of recently acquired, property-wide, airborne geophysical data, together with data from previous geological and geochemical surveys, as well the drilling completed to date, several high-priority zones of interest are defined within the main Golden Jacket, Moodyne and Wedderburn target areas where additional drilling is being planned in a phased approach.

The Company has completed its planned Phase I 4,000-meter drill program on the Glenfine project. The Company completed over 2,200 meters of diamond drilling and over 850 meters of reverse circulation drilling focused primarily along the Glenfine South to Reef 2 corridor. Drilling has tested for mineralization continuity up-dip and down-dip along Reef 2 and has also tested for mineralization continuity along strike between the Glenfine South Mine and the Reef 2 targets. Results demonstrate strong continuity of vein-hosted gold mineralization over 100 metres down-dip in Reef 2 with visible gold observed. Initial results were highlighted by an interval of 17.30 meters at 2.66 grams per tonne (g/t) gold in OGA0005 whilst the final results were released subsequent to September 30, 2021. The Company satisfied its requirement earlier in 2021 to earn 51% ownership in the Glenfine project JV which required spending \$1 million on exploration activities and has now initiated registering this equity ownership. A Phase 2 exploration program is being developed.

Early-stage exploration work will commence with the granting of the Exploration License at Silver Spoon. The Company has started the process to re-negotiate the native title, expected to complete in late 2022, which should accelerate the granting of this license allowing work to commence in earnest.

OUTBACK GOLDFIELDS CORP.

Management's Discussion and Analysis

For the three-months and nine-months ended December 31, 2022 and 2020

EXPLORATION PROJECTS

Ballarat West – Victoria, Australia

This project is adjacent to major goldfields such as Ballarat, Clunes and Creswick. There has been historic gold production from widespread deep lead mines on and adjacent to the area. The tenements have a shallow cover of between 10 and 80 meters.

The 44,800 hectare Ballarat West property is underlain by prospective rocks of the Stawell and Bendigo zones, separated by the north-trending Avoca Fault. The Mitchells and Grassies targets are hosted in Ordovician aged sedimentary rocks of the Castlemaine Group and are comprised of structurally-controlled gold-bearing quartz reefs with numerous historic workings covering a strike length of at least 300 metres at Mitchells and at least 250 metres at Grassies (GeoVic; <http://gsv.vic.gov.au/>). The true extent of these mineralized structures is not presently known and represent priority targets. Both targets are exposed in local windows of prospective Castlemaine Group rocks surrounded by widespread, post-mineralization cover rocks (gravels and basalts). The post-mineralization cover rocks extend to the southern boundary of the tenement where they thin and Bendigo Zone rocks dominate. Here, numerous quartz reef-centered historic workings are documented, associated with prominent regional-scale north-trending faults (e.g., Linton and Haddon goldfields).

The Company has commenced early stage exploration on this project after being granted the Ballarat West tenement in 2021 and will continue with its Phase 1 exploration program. The Company has engaged in procuring land holder access agreements in areas deemed strategically important for the Phase 1 exploration program.

Yeungroon – Victoria, Australia

The 698 km² Yeungroon property is transected by the north-trending, crustal-scale Avoca fault, which separates the western Stawell zone from the Eastern Bendigo zone. The western side of the Yeungroon property contains the historic Golden Jacket hard-rock reef mine associated with the regional-scale, northwest-trending Golden Jacket fault. Historic mining records indicate the Golden Jacket mine produced quartz-rich ore however, the vertical and lateral extent of mineralization has yet to be tested by drilling.

The eastern side of the project is underlain by Ordovician rocks of the Castlemaine group and comprises the northern extent of the Wedderburn Goldfield, where numerous small-scale, historic alluvial and hard-rock mines are located. There is a shallow cover over most of the tenements, therefore, bedrock remains unexplored and poorly tested.

Glenfine – Victoria, Australia

Through the acquisition of the Victorian projects, the Company acquired a JV interest in a mining and joint venture agreement with two other parties. Glenfine is an advanced 96 km² exploration project with documented Ballarat style reef gold and Stawell style basalt contact gold mineralization. The British Banner and Glenfine Reef 2 targets have been systematically tested by drilling prior to the acquisition.

The Glenfine project is centered on a 30 km section of the north-trending, crustal-scale Avoca fault which juxtaposes Cambrian rocks of the Stawell zone to the west with Ordovician rocks of the Bendigo zone to the east. On the west side of the fault the property is underlain by a 20 km long by ~1 km wide, north-trending, Cambrian aged basalt dome termed the Glenfine Dome where widely spaced historic drilling along its eastern and western margins have outlined numerous occurrences of gold mineralization hosted near the basalt and meta-sediment contact. Previous exploration drilling intersected numerous intervals of significant gold mineralization at both target areas, such as 3.8 metres of 9.0 grams per tonne (g/t) Au with 1.3 metres of 23.4 g/t Au in hole CCD01 at British Banner and 3.8 metres of 5.7 g/t Au with 0.8 metres of 21.0 g/t Au in hole PFD031 at Glenfine.

The Company continues to focus on its two priority targets at British Banner and Glenfine South. Future drilling at British Banner will test the vertical and lateral extent of structurally-controlled, quartz reef-hosted, high-grade gold mineralization previously identified by historic drilling and historic small-scale reef-mining. Step-out drilling will also

OUTBACK GOLDFIELDS CORP.

Management's Discussion and Analysis

For the three-months and nine-months ended December 31, 2022 and 2020

test for the presence of parallel mineralized-structures and also for disseminated gold mineralization in host-rocks peripheral to known mineralized quartz-reefs.

By mid-2021, the Company spent the required \$1 million on exploration activities to earn a 51% ownership interest in the JV and have begun the administrative process to register the Company's ownership interest. The Company has the option to further increase its ownership to 80% over the next 2.5 years by spending an additional \$2 million. Once 80% ownership is acquired, the Company may enter into an 80/20 JV or negotiate for the Company to own 100%.

Silver Spoon – Victoria, Australia

This project is close to major operating mines including Kirkland Lake's Fosterville Mine, on an area only lightly explored due to the shallow cover over most of the tenement. It has a 900 meter by 300 meter footprint as a soil anomaly. The project is in the Exploration License Application stage awaiting granting of an Exploration License.

EXPLORATION EXPENDITURES

Total capitalized exploration costs and property carrying values for the year ended June 30, 2021 and nine months to March 31, 2022 are as follows:

	Yeungroon property	Glenfine property	Ballarat West property	Silver Spoon property	Gossan and SBS properties	Total
Opening balance as at July 1, 2020	\$ -	\$ -	\$ -	\$ -	\$ 7,656	\$ 7,656
Acquisition costs	\$ 8,575,808	\$ 5,717,206	\$ 3,062,789	\$ 3,062,789		\$ 20,418,592
Exploration costs						
Chemical analysis	2,610	16,036	-	-	-	18,646
GIS & data management	81,698	14,817	4,406	4,741	-	105,662
Drilling and trenching		1,307,911			-	1,307,911
Geological services	14,170	125,235	17,286	10,416	-	167,107
Geophysical surveys	7,301	732	2,082	2,256	-	12,371
Materials and supplies		49,905			-	49,905
Project management	8,889	11,994	3,106	5,783	-	29,772
Recording and filing	1,733	4,531	-	-	-	6,264
Travel	205	4,787	-	205	-	5,197
	116,606	1,535,948	26,880	23,401	-	1,702,835
Closing balance as at June 30, 2021	\$ 8,692,414	\$ 7,253,154	\$ 3,089,669	\$ 3,086,190	\$ 7,656	\$ 22,129,083
	Yeungroon property	Glenfine property	Ballarat West property	Silver Spoon property	Gossan and SBS properties	Total
Opening Balance as at July 1, 2021	\$ 8,692,414	\$ 7,253,154	\$ 3,089,669	\$ 3,086,190	\$ 7,656	\$ 22,129,083
Exploration costs						
Chemical analysis	56,031	86,733	9,415	-	-	152,179
GIS & data management	32,040	20,550	4,544	4,544	-	61,678
Drilling and trenching	616,892	9,038	-	-	-	625,930
Geological services	518,070	37,456	46,030	13,166	-	614,722
Geophysical surveys	16,759	-	-	-	-	16,759
Materials and supplies	82,577	35,700	5,196		-	123,473
Project management	17,586	7,642	3,039	2,547	-	30,814
Recording and filing	16,697	3,559	175	284	-	20,715
Travel	10,974	238	527	-	-	11,739
	1,367,626	200,916	68,926	20,541	-	1,658,009
Closing balance as at March 31, 2022	\$ 10,060,040	\$ 7,454,070	\$ 3,158,595	\$ 3,106,731	\$ 7,656	\$ 23,787,092

OUTBACK GOLDFIELDS CORP.

Management's Discussion and Analysis

For the three-months and nine-months ended December 31, 2022 and 2020

OVERALL PERFORMANCE

As an exploration stage company, the Company does not have revenues and is expected to generate operating losses. As at March 31, 2022, the Company had cash of \$3.8 million, an accumulated deficit of \$5.7 million and working capital of \$3.7 million. Management anticipates that expenses related to mineral exploration and administration of the Company will decrease slightly from current levels but maintains flexibility to increase or decrease expenses as circumstances dictate.

Industry and Economic Factors that May Affect the Company's Performance

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all exploration and mining operations there is uncertainty and, therefore, risk associated with exploration and operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in a resource base.

- In particular, the Company does not generate revenue, and as a result, continues to be dependent on third party financing to continue exploration activities on the company's properties. Accordingly, the Company's future performance will be most affected by its access to financing, whether debt, equity or other means. Access to such financing, in turn, is affected by general economic conditions, exploration risks and the other factors described in the section entitled "risk factors" included below.
- The COVID-19 global pandemic has adversely affected the global economy. The Company's business travel has been restricted and various business operations including permitting processes and exploration mobilization have seen delays. The pandemic may impact the ability to raise funds in the future due to unforeseen circumstances including market volatility and investor apprehension. As of March 31, 2022, the pandemic has not had a material impact on the Company however due to ongoing focus by management on the situation and taking measures to mitigate the effects including having the appropriate personnel in place at the project sites.

SELECTED FINANCIAL INFORMATION

The following tables set out selected financial information for the Company. The selected financial information should only be read in conjunction with the Company's financial statements, including the notes thereto, for the same periods as filed on [SEDAR](#).

Statements of Operations, Comprehensive Loss and Deficit Data, and Cash Flows

	Three-months ended March 31, 2022 (\$)	Three-months ended March 31, 2021 (\$)	Nine-months ended March 31, 2022 (\$)	Nine-months ended March 31, 2021 (\$)
Total Revenue	-	-	-	-
Total Expenses	506,664	868,096	2,165,711	1,974,897
Net loss for the period	(508,640)	(847,999)	(2,144,541)	(1,952,430)
Loss per share (basic and diluted)	(0.01)	(0.01)	(0.04)	(0.07)
Net cash used in operating activities	(528,043)	(1,019,342)	(1,356,479)	(1,336,224)
Change (decrease) in cash	(1,050,690)	(1,711,924)	(3,014,123)	8,402,895

OUTBACK GOLDFIELDS CORP.

Management's Discussion and Analysis

For the three-months and nine-months ended December 31, 2022 and 2020

Balance Sheet Data

	As at March 31, 2022	As at June 30, 2021
	(\$)	(\$)
Current Assets	3,948,629	7,397,521
Exploration & Evaluation Assets	23,787,092	22,129,083
Total Assets	27,785,569	29,576,817
Current Liabilities	206,407	406,228
Long Term Debt	-	-
Shareholders' Equity	27,579,162	29,170,589
Total Liabilities and Equity	27,785,569	29,576,817

RESULTS OF OPERATIONS

The following discussion addresses the operating results and financial condition of the Company for the three and nine months ended March 31, 2022 compared to the three and nine months ended March 31, 2020. The MD&A should be read in conjunction with the Company's unaudited financial statements and the accompanying notes for the same periods.

During the three months ended March 31, 2022, the Company generated no revenues and incurred expenses of \$506,664, and other income (loss) including foreign exchange gains of (\$1,976). The decrease in expenses over the comparative period in 2021 is lower stock based compensation related to the second tranche of the December 2020 grant having vested in the prior quarter, and a stabilizing of business activity as opposed to the startup period immediately following the projects' acquisition in the quarter ended December 31, 2020. For the three months ended March 31, 2021, the Company had no revenue and expenses of \$868,096 during a period following the closing the acquisition.

During the nine months ended March 31, 2022, the increase in expenses over the comparative period in 2021 is related to the increased levels of business activity for a full nine months as a result of the projects' acquisition in the quarter ended December 31, 2020, whereas, the nine months ended March 31, 2021 include the pre-project acquisition period of minimal expenditures.

SUMMARY OF QUARTERLY RESULTS

The following information is derived from the Company's condensed consolidated interim financial statements prepared in accordance with IFRS applicable to interim condensed consolidated financial reporting including IAS 34. The information below should be read in conjunction with the Company's consolidated financial statements for the same periods. Consistent with the preparation and presentation of the Annual Financial Statements, the unaudited quarterly results are presented in Canadian dollars.

	Mar 31, 2022	Dec 31, 2021	Sep 30, 2021	June 30, 2021	March 31, 2021	Dec 31, 2020	Sep 30, 2020	Jun 30, 2020	Mar 31, 2020
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Revenue	-	-	-	-	-	-	-	-	-
Net loss for the period	(508,640)	(759,771)	(876,130)	(1,038,286)	(847,999)	(1,049,177)	(55,254)	(20,823)	(127,406)

OUTBACK GOLDFIELDS CORP.

Management's Discussion and Analysis

For the three-months and nine-months ended December 31, 2022 and 2020

	Mar 31, 2022	Dec 31, 2021	Sep 30, 2021	June 30, 2021	March 31, 2021	Dec 31, 2020	Sep 30, 2020	Jun 30, 2020	Mar 31, 2020
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Loss per share (basic and diluted)	(0.01)	(0.01)	(0.02)	(0.01)	(0.01)	(0.05)	(0.01)	(0.00)	(0.02)

The Company does not derive any revenue from its operations. Its primary focus is the acquisition, exploration and evaluation of mineral properties. As a result, the loss per period has fluctuated depending on the Company's activity level. Therefore, quarterly periods are not comparable.

LIQUIDITY

In the three months ended December 31, 2020, the Company completed a non-brokered private placement raising gross proceeds of \$11,406,000. This financing has put the Company with a working capital position at March 31, 2022 of \$3.7 million including cash of \$3.8 million, to fund the next 12 months of exploration and general and administrative expenditures.

Net cash used for operating activities during the nine months ended March 31, 2022 was \$1,356,479 (March 31, 2021 - \$1,336,224) while investing activities used \$1,657,644 primarily consisting of exploration efforts at the Yeungroon project (March 31, 2021 - \$1,111,607; with the start of exploration activity at Glenfine project and including \$394,367 of acquisition costs).

SHARE CAPITAL

Material movements in the Company's share transactions are as follows in the nine months ended March 31, 2022 and year ended June 30, 2021:

On November 17, 2020, the Company issued 57,030,000 pre-consolidation shares in connection with the private placement at a value of \$0.20 including one half warrant with each share, collectively called units.

On December 11, 2020, all shares outstanding were consolidated at a 3:1 ratio shown in Condensed Consolidated Interim Statements of Changes in Equity.

On December 15, 2020, the Company issued 33,333,333 post-consolidated shares in relation to the acquisition of the Victorian Gold Projects.

CAPITAL RESOURCES

The Company continues to raise capital through the issuance of common shares through private placements and is dependent upon its ability to secure equity and/or debt financing, the availability of which cannot be assured. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. Management currently believes that the Company has the cash required to fund operations for the next 12 months.

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS WITH RELATED PARTIES

OUTBACK GOLDFIELDS CORP.

Management's Discussion and Analysis

For the three-months and nine-months ended December 31, 2022 and 2020

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole, and are considered related parties. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers. Payments to key management personnel in the nine months ended March 31, 2022, and in all prior periods, were made pursuant to their contracts and agreements in place and consist of cash-based payments as well stock-based compensation arising from options granted.

During the nine months ended March 31, 2022, no common shares were issued to related parties of the Company. Certain officers and directors of the Company participated in the private placement in the quarter ended December 31, 2020, acquiring shares of the Company.

The Company sub-leases its office space from an entity controlled by its Chairman. Sub-lease costs, office expenses and fees came into effect December 1, 2020 and are being incurred and paid monthly. In addition, transaction advisory fees of \$240,000 related to the Petrathern transaction were incurred upon closing of the transaction for services provided by this same entity. All dealings with this entity are at fair market value for services received by the Company.

CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable in the circumstances. Uncertainty about these judgments, estimates and assumptions could result in a material adjustment to the carrying amount of the asset or liability affected in future periods.

A detailed summary of all of the Company's accounting estimates and assumptions is included in the audited annual financial statements ended June 30, 2021 filed on SEDAR.

Information about significant areas of estimation uncertainty considered by management in preparing the financial statements include the following:

Impairment of exploration and evaluation assets

Management applies judgement in assessing, each reporting period, whether there are any indicators of impairment related to exploration and evaluation assets. If an indicator exists, the recoverability of the exploration and evaluation asset is assessed using estimates, judgements and assumptions. To estimate recoverability, management considers current and forecasted commodity prices as well as the economic viability of the project. In the current and comparable periods there were no impairment indicators related to exploration and evaluation assets.

Share-based payments

The Company measures the fair value of its share-based payments using a valuation model which requires management to use judgements and estimates in determining the inputs of such model. These inputs include volatility, spot price of the underlying shares, and expected life of the share option.

Valuation and allocation of consideration paid to acquired mineral properties

Management applies judgement in determining the valuation of consideration paid for properties when acquired. Relevant factors and indicators are evaluated including current share price at time of acquisition, volume of shares traded at time of acquisition, and recent material financings. Furthermore, management applies judgement in determining the allocation of consideration paid amongst properties when acquired. Relevant factors and indicators are evaluated including status of the ability to explore, the geological prospectivity of the property, and land area open to exploration.

Tax loss utilization

OUTBACK GOLDFIELDS CORP.

Management's Discussion and Analysis

For the three-months and nine-months ended December 31, 2022 and 2020

Management applies judgement in assessing, each reporting period, whether incurred losses have the potential to be utilized against future profits.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Standards, Amendments, and Interpretations Not Yet in Effect

The International Accounting Standards Board continually issues new and amended standards and interpretations which may need to be adopted by the Company. The Company continually assesses the impact that the new and amended standards and interpretations may have on its financial statements or whether to early adopt any of the new requirements. No new or amended standards and interpretations affected the financial statements for the nine months ending March 31, 2022.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities.

The fair values of the Company's financial instruments approximate their carrying value, due to their short-term maturities or liquidity.

Financial instrument risk exposure

As at March 31, 2022, the Company's financial instrument risk exposure and impact thereof on the Company's financial instruments is summarized below:

Credit Risk, Liquidity Risk, Market Risk, Currency Risk, and Interest Rate 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. The Company has the majority of its cash on deposit with one of the largest Canadian banks. Management believes the risk of loss to be remote.

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet its obligations under financial instruments. The Company manages liquidity risk by maintaining sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital to meet short-term obligations.

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices. The Company does not expect exchange rates, and commodity and equity prices to have a material impact to the Company.

The Company's operating costs are primarily in Canadian dollars and Australian dollars, therefore any fluctuations of the Canadian dollar in relation to the Australian dollar may affect the net losses and value of some assets and liabilities of the Company. Management believes that any currency risk from foreign exchange conversion or changes in cost structure is not significant.

Interest rate risk is the risk that the future cash flows from a financial instrument will fluctuate due to changes in market interest rates. The Company holds its cash in bank accounts that earn variable interest rates but the expected risk is deemed insignificant due to the continued expected low interest rate risk environment.

Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on the estimated fair value of the Company's cash and cash equivalent balances as of March 31, 2022.

DISCLOSURE OF OUTSTANDING SECURITY DATA

Common Shares, Share Options, and Warrants

As at March 31, 2022 and the date of this MD&A, the Company had: 58,370,500 Common Shares issued and outstanding; 5,695,000 Options outstanding; and 10,351,150 Warrants outstanding.

OUTBACK GOLDFIELDS CORP.

Management's Discussion and Analysis

For the three-months and nine-months ended December 31, 2022 and 2020

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The Company anticipates that its working capital at March 31, 2022 will fund exploration programs, operations and payments for the next 12-month period. The funds necessary for the Company to achieve its stated business objectives to carry out its exploration programs and to cover anticipated administrative costs for the next 12-month period are in place.