

FORWARD-LOOKING INFORMATION AND MATERIAL ASSUMPTIONS

This report on results for the three and nine month periods ended September 30, 2023 contains forward-looking information, including forward-looking information about Bonterra Resources Inc.'s (the "**Company**" or "**Bonterra**") operations, estimates, and exploration and acquisition spending.

Forward-looking information is generally signified by words such as "forecast", "projected", "expect", "anticipate", "believe", "will", "should" and similar expressions. This forward-looking information is based on assumptions that the Company believes were reasonable at the time such information was prepared, but assurance cannot be given that these assumptions will prove to be correct, and the forward-looking information in this report should not be unduly relied upon. The forward-looking information and the Company's assumptions are subject to uncertainties and risks and are based on a number of assumptions made by the Company, any of which may prove to be incorrect.

GENERAL

This Management Discussion and Analysis – Quarterly Highlights ("**Quarterly Highlights**") of the financial condition, results of operations and cash flows of the Company for the three and nine month periods ended September 30, 2023 should be read in conjunction with the condensed interim financial statements as at and for the three and nine month period ended September 30, 2023 and 2022. This Quarterly Highlights is effective November 15, 2023. Additional information relating to the Company is available on SEDAR at www.sedarplus.ca.

The Company has prepared its condensed interim financial statements for the three and nine month periods ended September 30, 2023 and 2022 in Canadian dollars and in accordance with International Financial Reporting Standards ("**IFRS**"), as issued by the International Accounting Standards Board.

External auditors, appointed by the shareholders, have not audited or reviewed the condensed interim financial statements for the three and nine month periods ended September 30, 2023 and 2022 and did not perform the tests deemed necessary to enable them to express an opinion on these condensed interim financial statements.

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the province of British Columbia on May 1, 2007. The Company's common shares are traded on the TSX Venture Exchange ("**TSX-V**") under the symbol "**BTR**". The Company's shares also trade on the OTC Exchange in the United States under the symbol "**BONXF**" and on the Frankfurt Stock Exchange under the symbol "**9BR2**". The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties in the province of Quebec.

RECENT COMPANY HIGHLIGHTS

- On October 31st, 2023, Bonterra announces extension of binding letter agreement for Joint Venture with Osisko Mining Inc. ("**Osisko**") from October 31, 2023 to November 17, 2023, or such other date as the parties may agree.
- On October 19, 2023, Bonterra announced changes to Board of Directors (the "**Board**") following the resignation of Mr. Akiba Leisman as a director of the Company. Mr. Paul M. Jacobi was appointed by the Board, effective immediately. Mr. Jacobi joined Wexford Capital LP in 1996 and became a Partner in 2012. From 1995-96, Mr. Jacobi worked for Moody's Investors Services as an analyst covering the investment banking and asset management industries. From 1993-95, Mr. Jacobi was employed by Kidder Peabody & Co. as a senior financial analyst in the investment banking group. From 1988-93, Mr. Jacobi worked for KPMG Peat Marwick as an audit manager in the financial services practice. Mr. Jacobi holds a BS in accounting from Villanova University and is a Certified Public Accountant.

- On September 25, 2023, the Company entered into a binding letter agreement with Osisko for an exploration earn-in and joint venture agreement on its Urban-Barry property, in addition to the adjoining Duke and Lac Barry properties.

The earn-in and joint venture, which will be formalized by the parties executing a definitive exploration earn-in and joint venture agreement (the “**Definitive Agreement**”), will provide the terms for the advancement of the properties through a \$30-million investment by Osisko over a three-year period. The letter agreement provides that, subject to the execution of the Definitive Agreement, Osisko will have the ability to earn a 70-per-cent interest in the properties on the following terms:

- An initial upfront payment of \$5-million (\$1-million on the first business day after signing the letter agreement and \$4-million upon execution of the Definitive Agreement);
- Completion of \$30-million in work expenditures on the properties, with a minimum spending commitment of \$10-million per year over the three-year period following the execution of the Definitive Agreement;
- Osisko will have the right to carry over work expenditures from year to year, and to pay cash in lieu of expenditures in the event of a shortfall;
- Osisko will be the operator for the properties during the exploration earn-in period;
- Once a 70-per-cent interest in the properties is earned by Osisko, the properties will be operated as a joint venture, with Osisko as the operator, and each party required to contribute to future work expenditures in accordance with their proportional interests in the joint venture;
- Dilution of a party to less than 10 per cent of the joint venture will result in the conversion of their respective joint venture interest to a 1-per-cent net smelter return royalty.

The letter agreement provides for the execution of the Definitive Agreement by November 17, 2023. The proposed joint venture is subject to, among other things, the completion of satisfactory due diligence by Osisko, the execution of the Definitive Agreement and the approval of the TSX Venture Exchange.

In light of the Letter Agreement, the Company determined that it will not be proceeding with the brokered private placement offering of units announced on September 11, 2023.

- In August 2023, the Company reported a gold sale from the Bachelor Mill cleanup process. The Company has recovered 630 ounces of gold to date generating revenue of CAN\$1.6 million. Gold recovery efforts continue at the mill and the Company expects further revenue in the coming months.
- On July 19, 2023, The Company announced that the *Ministère des Ressources Naturelles et des Forêts* (“**MRNF**”) has authorized access to the forests and roads, consequently, exploration activities can restart. The Company resumed its activities gradually while following all guidelines in force. In addition, following the 2023 Annual General Meeting of the Company, the Board appointed Mr. Normand Champigny as lead independent director of the Board.
- On June 15, 2023, the Company announced election results of its AGM held on June 14, 2023, representing its fiscal year ended 2022.
- On June 5, 2023, the Company provided an update on the forest fires in the Eeyou Istchee James Bay region, where the Company’s projects and infrastructures are located. With the wildfires that are active in a large part of Quebec, particularly near the city of Lebel-sur-Quévillon, the MRNF has modified the ban of forest access on Crown land and closure of roads. Following that directive, Bonterra stopped its exploration activities and evacuated safely all personnel.
- On May 3, 2023, congratulated Osisko and Gold Fields Limited on their recent joint venture agreement announcement for the Windfall gold project in Quebec, Canada. The 50/50 joint venture represents a significant investment of C\$1.2 billion and will bring together the mine building and operating experience of a senior gold producer with the potential of a promising gold project. The Windfall gold

project is one of Canada's largest undeveloped gold projects and is located approximately 15 kilometers (“km”) from Bonterra's Gladiator and Barry gold projects.

- On May 1, 2023, the Company announced more results from the now completed infill and expansion drilling campaign at the Barry underground project and provided exploration updates. The Company plans to continue regional exploration at Panache South and Barry North-East properties.
- On March 27, 2023, the Company provided an update on the Duke property joint venture (“**Duke JV**”) drill program and to announced more results from the now completed infill drilling campaign at the Barry underground project.
- On February 24, 2023, the Company provided operational updates and launched an exploration program of 3,300 metres (“m”) at the Duke JV in partnership with Osisko. Also, the Company has completed the transition from processing most assays at its wholly owned laboratory to an external laboratory, resulting in a significant reduction in fixed expenses. The Company has also entered into an agreement for the rental of the Bachelor camp with the main contractor in charge of the construction of the proposed Kuikuaacheu hydroelectric power transmission line from the Waswanipi substation to the Windfall gold project. The Company announced it has decided to pause the infill drill program and engineering work related to the Barry underground deposit due to the challenging inflationary pressures related to project development, specifically in northern Quebec. Geological interpretation will continue at both the Barry and Gladiator deposits throughout the year.

Q3 2023 EXPLORATION UPDATES AND OUTLOOK FOR 2023

The Company has decided to renew its focus on regional exploration in 2023 and to conclude the definition drill program at the Barry deposit due to challenging market conditions in the junior gold mining sector and site operational constraints, such as power supply using generators. Exploration activities were negatively impacted during the summer due to the forest fires in the Eeyou Istchee James Bay region, where the Company's projects and infrastructures are located. Exploration drilling resumes mid-August with two drill rigs in the Urban-Barry camp. A third rig mobilized at the end of August at the Desmaraisville South property. The Company released on September 25, 2023, a binding letter agreement with Osisko. for an exploration earn-in and joint venture agreement on its Urban-Barry property, in addition to the adjoining Duke and Lac Barry properties.

Following this announcement, the Company redirected its exploration work mainly to the Desmaraisville property for the rest of the year. The Company plans to drill between 25,000 and 35,000 m of drilling in 2023. A total of 21,861 m was drilled year to date as of the end of September 2023.

Q3 2023 Exploration Updates

During the third quarter, 5,991 m of exploration drilling were carried out on the following properties: Panache, Barry, Barry North-East and Desmaraisville South. The Company's exploration activities were negatively impacted due to the forest. Following a directive from the MRNF, the Company stopped its exploration activities and evacuated safely all personnel on June 2, 2023. Diamond drilling activities resumed on August 16, 2023 with two drill rigs.

The drill program at Barry N-E was completed in the quarter and 111 m was drilled. A total of 9 holes were drilled during that campaign.

The Company completed the drill program at Panache property with 2,127 m drilled in the quarter (3,144 m total for the entire program). The program tested targets North of historical showing of 12.9 g/t Au over 0.5 m and 3.2 g/t Au over 0.4 m as well as showings from the 2021 drill campaign where significant gold mineralization was intersected such as 5.5 g/t Au over 1.5 m, including 16.2 g/t Au over 0.5 m, 23.1 g/t Au over 2.3 m, including 62.3 g/t Au over 0.8 m, and 30.6 g/t Au over 1.5 m, including 91.4 g/t Au over 0.5 m from shear-hosted quartz carbonate vein systems (Panache South drill hole references in this paragraph are from the Company's press release dated March 1, 2022).

Following the Panache and Barry N-E program, the two drill rigs moved on to the Barry Deep extension program. The intent of the program was to test the extension of the Barry deposit at depth near the interpreted intersection of a vertical shear, a felsic dyke and the mineralized sub horizontal H lens shear. This program was not completed as the Company changed its exploration focus to the Desmaraisville property following the announcement of the signing of a binding letter agreement with Osisko for an exploration earn-in and joint venture agreement on its Urban-Barry property. A total of 1,119 m was drilled on the Barry depth program.

In September, one drill rig was mobilized to Desmaraisville to test the East side of O'Brien syenite intrusive near surface. Two drill rigs were added to the drill fleet in October after the completion of the drill program at Barry. Between 10,000 m to 15,000 m is planned to be drilled there in Q4 at Desmaraisville.

There was no exploration drilling activity at the Gladiator deposit during the quarter. The Company received all pending assays from 2022 drilling campaign and is updating the geological interpretation. Detailed engineering work is ongoing to submit a permit application for the construction of an underground exploration ramp to the provincial authorities by the end of this year.

The Company decided, at the end of last year, to process the samples for assays analysis to an external lab instead of being processed at the Bachelor assay lab. Starting January 2023 all assays are sent to an external certified laboratory.

The Company has revised the scope of the expansion for the Bachelor Mill Complex at a daily throughput of 1,800 tpd (compared to 2,400 tpd in the original expansion request) and maintains the same capacity for the tailings management facility (“**TMF**”) of an additional 8 million tonnes. A third set of questions was received from COMEX. The Company is reviewing the questions and will provide answers later this year.

OUTLOOK FOR 2023

The earn-in and joint venture with Osisko, which should be formalized in November by the parties executing the Definitive Agreement, will provide the terms for the advancement of the Properties through a \$30 million investment by Osisko over a three-year period.

The exploration plan is to drill between 10,000 m to 15,000 m at Desmaraisville property before the end of the year. The Company is working on an updated exploration program with the objective of testing a new geological and geophysical interpretation on the continuation of the gold-bearing mineralization lineaments on the eastern side of the O'Brien intrusive. Drilling is also planned along the underexplored Opawica-Guercheville corridor, located on the North of the Desmaraisville property. An airborne gravimetric survey is planned to evaluate the potential for nickel and base metal at the Desmaraisville North and South properties. A second geophysical IP survey on the northeast of Desmaraisville will be done as well. The purpose of the IP survey is to better define the position of the Opiwaca_Guercheville regional corridor.

Data compilation and geological interpretation will continue throughout the year at Barry and Gladiator deposits.

2022 Exploration Summary

A total of 73,954 m of exploration drilling was achieved in 2022. Almost 80% of the total drilling (58,130 m) was achieved at the Barry property, focusing on expanding and delineating the mineral resources. The Company drilled nearly 45,000 m of definition drilling in the open pit, and the rest in the upper half of the underground mineral resources. Exploration drilling was mainly on the Barry North-East, South-East and Moss targets.

At Gladiator, 14,108 m was drilled during the year. Most of the drilling focused on regional exploration in the Urban-Barry, Coliseum and at Duke properties. A short drill program took place on barges last summer for a total of 3,208 m focusing on the extension of the South zone.

At Bachelor, a total of 1,716 m was drilled mostly on the Desmaraisville North property located in the Boyvinet Township including 105 m of geotechnical drilling at Bachelor mine.

The Company continued to work on permitting and engineering for the expansion of the Bachelor mill and tailings management area. The Company submitted answers to the COMEX in November 2022 and included some changes in the scope including a reduction of the daily throughput to 1,800 tpd. The TMF capacity remains unchanged to 8 million tonnes.

ABOUT THE MINERAL PROPERTIES

The Abitibi Greenstone Belt hosts significant gold mineralization in several parallel NE to SW trending zones. Gold in the Urban-Barry Township is primarily associated with quartz-carbonate veins mineralized with sulfides. The Company's main properties include the Gladiator, Moroy and Barry deposits, and the 100% owned Bachelor Mill.

Bonterra's acquisition of Metanor Resources ("Metanor") and consolidation of the Company's databases and management have resulted in broader exploration and resource development plans. Bonterra prepared mineral resource estimates ("MRE") in accordance with National Instrument 43-101 on standards of disclosure for mineral projects ("NI 43-101"), for all its advanced Urban-Barry exploration assets in 2021, being the Gladiator, Barry and Moroy deposits.

The 2021 MREs have been prepared by SLR Consulting Ltd (Canada) and have been peer reviewed by SGS Canada Inc. and reviewed internally by the Company. The technical report is available on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile and on the Company's web site. The effective date of the 2021 MREs is June 23, 2021 for the Barry, Gladiator and Bachelor- Moroy deposits. The report date is August 5, 2021 for all three properties, and was posted on August 9, 2021 on SEDAR.

The results of the MRE for the Gladiator, Barry, and Bachelor-Moroy deposits are summarized in Table 1. The mineral resource estimates for the Gladiator and Barry deposits are reported at a 2.6 g/t Au cut-off grade for underground and at 1.0 g/t Au open-pit cut-off grade at Barry. The estimate for the Bachelor-Moroy deposit is reported at a 2.4 g/t Au cut-off grade, or at 3.0 g/t Au domain dependent cut-off grade at Moroy.

Table 1. Mineral Resource Estimate (effective June 23, 2021)

DEPOSIT	MEASURED			INDICATED			INFERRED		
	Tonnes	Au (g/t)	Ounces Au	Tonnes	Au (g/t)	Ounces Au	Tonnes	Au (g/t)	Ounces Au
Gladiator	-	-	-	1,413,000	8.61	391,000	4,174,000	7.37	989,000
Barry (Open-Pit)	1,732,000	2.66	148,000	184,000	2.87	17,000	15,000	2.36	1,000
Barry (Underground)	344,000	4.94	55,000	2,839,000	5.15	470,000	4,364,000	4.90	687,000
Bachelor	90,000	5.13	15,000	152,000	5.52	27,000	44,000	4.36	6,000
Moroy	36,000	6.01	7,000	615,000	5.64	112,000	570,000	5.37	98,000
Total	2,202,000	3.18	225,000	5,203,000	6.08	1,017,000	9,167,000	6.05	1,781,000

Notes: Gladiator, Barry and Bachelor-Moroy deposits

1. CIM (2014) definitions were followed for the mineral resource estimates.
2. Mineral resources are estimated at the following cut-off grades: 2.40 g/t Au* or 3.0 g/t Au**, domain dependent; 1.0 g/t Au*** and 2.60 g/t Au****, respectively (Bachelor & Moroy deposits*; Moroy deposit **; Barry open pit deposit ***; Barry & Gladiator deposits ****).
3. Mineral resources are estimated using a long-term gold price of US\$1,600/oz Au, and a US\$/C\$ exchange rate of 0.75.
4. A minimum mining width of 1.2 m was used.
5. Bulk densities are as follows: 2.83 t/m³ at Bachelor-Moroy, and varies by rock type from 2.70 t/m³ to 2.80 t/m³ at Barry and 2.80 t/m³ at Gladiator
6. Mineral resources are reported above cut-off grades as well as above grade-thickness values of 2.88 g/t Au m and 3.6 g/t Au m, domain dependent, as well as below a 50 m crown pillar for the Moroy deposit.

7. Mineral Resources are reported within underground constraining shapes † and below a 50 m crown pillar †† (Bachelor deposit † and Gladiator deposit††).
8. Open pit and underground mineral resources are reported within optimized pit shell and underground constraining shapes, respectively for the Barry deposit.
9. All blocks modelled within the underground constraining shapes have been included within the mineral resource estimate for the Gladiator deposit.
10. Numbers may not add due to rounding.

DEPOSIT	TOTAL OUNCES DISCOVERED	METRES DRILLED	OUNCES/METRE DRILLED
Gladiator	1,380,000	229,691	6.0
Barry (Open-Pit & Underground)	1,378,000	213,249	6.5
Bachelor-Moroy	265,000	111,974	2.4
Total	3,023,000	554,914	5.4

Barry Open Pit PEA – (effective June 1, 2022)

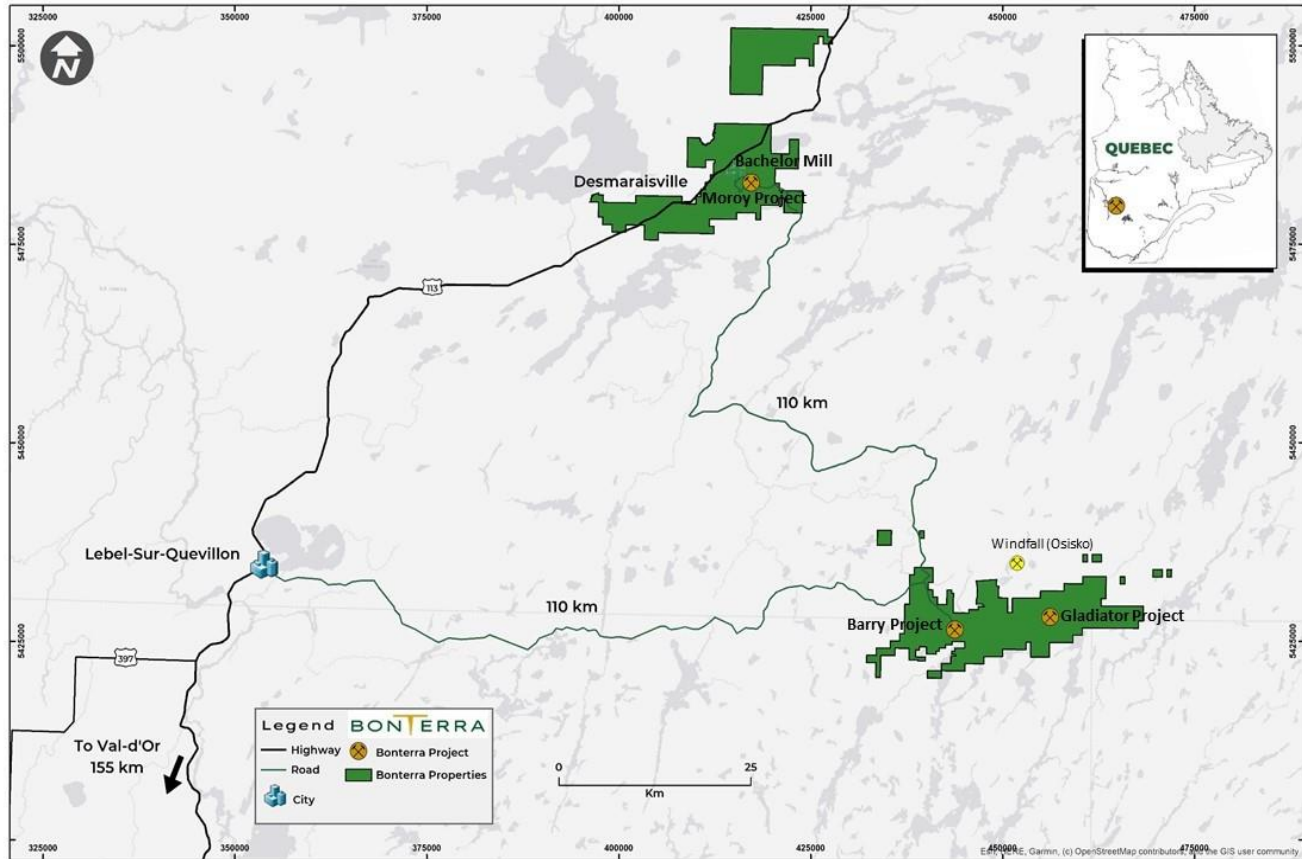
On June 13, 2022, the Company released the highlights on an independent preliminary economic assessment (“**PEA**”) on the Barry open pit project in the Urban-Barry Camp in northern Quebec.

PEA Highlights

- After-tax NPV at a 5% discount rate of \$48.3 million at US\$1,600/oz gold, increasing to \$94.0 million at US\$1,900/oz gold
- After-tax IRR of 43%
- Initial capital costs of \$22.1 million
- Sustaining LOM capital costs of \$21.3 million
- Total mill feed of 2.0 Mt at 2.36 g/t Au
- LOM average annual gold production of 30 Koz
- LOM strip ratio of 5.4:1
- LOM total production of 145.1 Koz (95% mill recovery)
- LOM cash costs of C\$1,252/oz (US\$939/oz)
- LOM AISC of C\$1,420/oz (US\$1,065/oz)

BONTERRA EXPLORATION PROPERTIES

Below is a Map of the Company's main exploration properties in Quebec.



Urban-Barry Camp

On September 25, 2023, the Company entered into a binding letter agreement with Osisko for an exploration earn-in and joint venture agreement on its Urban-Barry property, in addition to the adjoining Duke and Lac Barry properties. The earn-in and joint venture, which will be formalized by the parties executing the Definitive Agreement, will provide the terms for the advancement of the properties through a \$30-million investment by Osisko over a three-year period. The letter agreement provides that, subject to the execution of the Definitive Agreement, Osisko will have the ability to earn a 70-per-cent interest in the properties.

Gladiator Deposit

The Gladiator deposit is located 12 km east of the Barry deposit, and 8 km southeast of the Windfall deposit. The mineralized shear zones are located near the shore of Lake Barry. The Company is in the permitting process with the *Ministère de l'Environnement, de la Lutte contre les changements climatiques, de la Faune et des Parcs* (“**MELCCC**”) to allow the excavation of an exploration decline down 150 m below surface which would provide ability to drill the Gladiator deposit year-round.

Barry Deposit

The Barry deposit is located on one mining lease and permitted for mineral extraction of up to 1.2 million tonnes using underground and/or surface mining methods. Initial mine development access and bulk

sampling, with decline and cross-cut development is completed to 100 m below surface. Recent drilling has resulted in the expansion of high-grade areas down plunge at each known strike extension. Bonterra expects to increase the size of the Barry deposit especially at depth, given that very little drilling has previously taken place below 600 m depth over a 1 km strike length.

Duke Property

On July 6, 2018, the Company entered into an agreement with Beaufield Resources Inc., which subsequently amalgamated with Osisko, to acquire a 70% interest in the Duke property, located in Québec. In consideration, the Company made payments as follows:

- Cash payment of \$250,000 (paid) and issue 400,000 common shares of the Company (issued on July 12, 2018, and valued at \$1,600,000) upon acceptance by the TSX-V;
- An additional \$250,000 (paid) on or before July 6, 2019; and
- An additional \$250,000 (paid) on or before July 6, 2020.

The Company also incurred exploration expenditures as follows:

- \$1,500,000 (completed) on or before July 6, 2019;
- An additional \$1,500,000 (completed) on or before July 6, 2020; and
- An additional \$1,500,000 (completed) on or before July 6, 2021.

On July 13, 2021, the Company announced the completion of the option earn-in requirements to acquire a 70% interest in 81 strategic mineral claims totaling 3,590 ha adjacent to the Company's Gladiator property and Osisko and the Company (each a "**Party**") formed a JV in which Bonterra was deemed to have contributed \$7,000,000 and Osisko \$3,000,000 respectively, to represent a 70/30 % working interest. Pursuant to the JV, if the Working Interest of any Party is reduced to at or below a 5% Working Interest, JV will terminate and a termination payment is owed to the party below 5% by either (i) a cash payment of the sum of \$1,500,000; or (ii) such number of shares in the capital of the other Party that is equal in value to \$1,500,000, based upon the current market price on the termination date.

The property is located immediately adjacent to the northern boundaries of the Company's Urban-Barry properties containing the Gladiator deposit and extensions. This includes a narrow inset of claims that in the western portion of the property denoted as "The Gap". This property also contains numerous gold showings with expansion potential, including Lac Rouleau and Zone 18. The geological setting is similar to that of the Gladiator property, with numerous occurrences of structurally controlled shear hosted vein mineralization on or near mafic volcanic contacts in proximity to both felsic and mafic intrusive units.

URBAN-BARRY PROPERTY

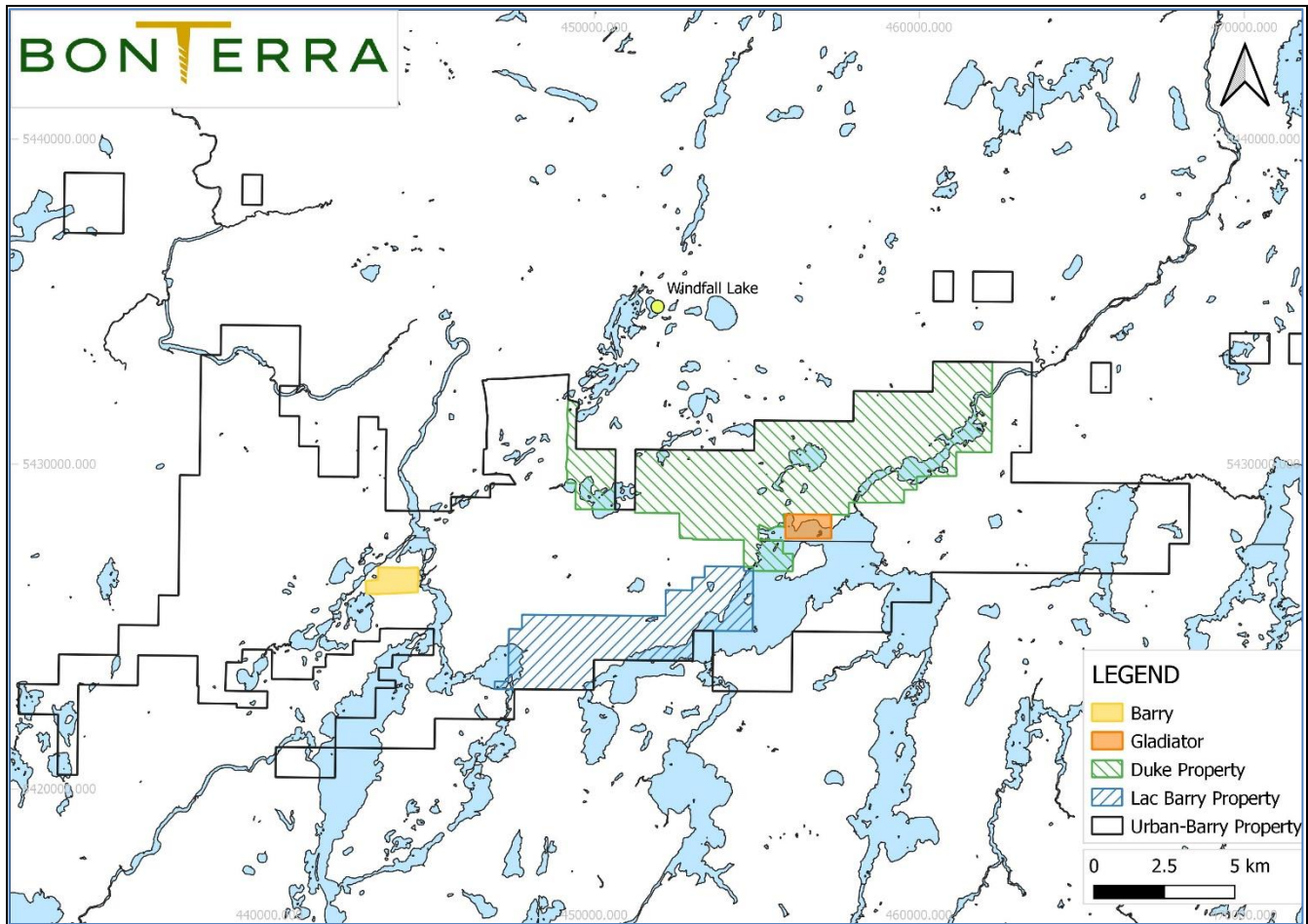
The Company holds a 100% interest in 379 mineral claims covering 17,373.65 ha in the Urban-Barry township approximately 110 km east from the town of Lebel-sur-Quévillon. In addition to the 379 mineral claims, the Company also holds 100% interest in one mining lease where the Urban-Barry property is located. The Gladiator property is also located within the Urban-Barry property.

On March 9, 2020, the Company entered into a purchase agreement and acquired nine new claims covering an area of 508 ha, contiguous with the Company's Urban-Barry properties located approximately 10 km southwest of the Barry deposit. To acquire the property, the Company made a cash payment of \$10,000. These 9 claims are included in the 379 mineral claims listed above.

In March 2019, the Company entered into an option agreement to acquire a right to a new property called Panache, consisting of one mining claim covering an area of 56 ha, located 20 km north of the Barry property. The Company acquired the property by making a cash payment of \$25,000 (paid on March 28, 2019) and issued 10,000 common shares (issued on March 28, 2019 and valued at \$19,500) on closing, to the arm's length vendors and an additional cash payment of \$50,000 (paid on March 19, 2020) and 15,000 common shares (issued on March 19, 2020 and valued at \$11,400) before the one-year anniversary of the agreement. Following the March 2020 payment, the Company acquired 100% interest in the mineral claim. This claim is included in the 379 mineral claims listed above.

LAC BARRY PROPERTY

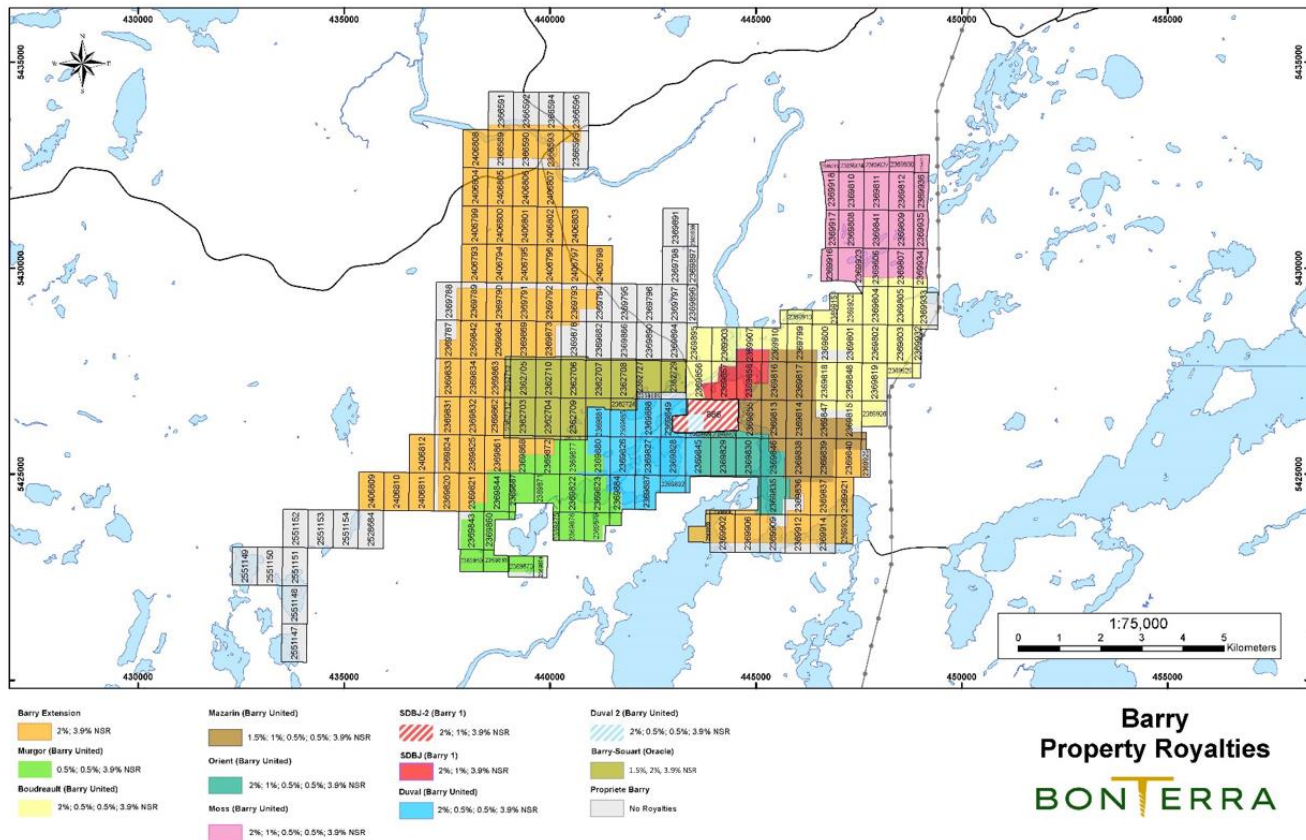
On March 10, 2016, and as amended March 30, 2017, the Company entered into an option agreement with Golden Valley Mines Ltd. (“**Golden Valley**”) (acquired by Gold Royalty Corp. in November 2021) and acquired an 85% interest in Golden Valley’s Lac Barry property, comprised of 35 mineral claims covering 1,431.65 ha adjacent to the south boundary of the Urban-Barry property. In February 2020, the Company agreed to a joint venture agreement with Golden Valley for the purpose of future exploration on the property.



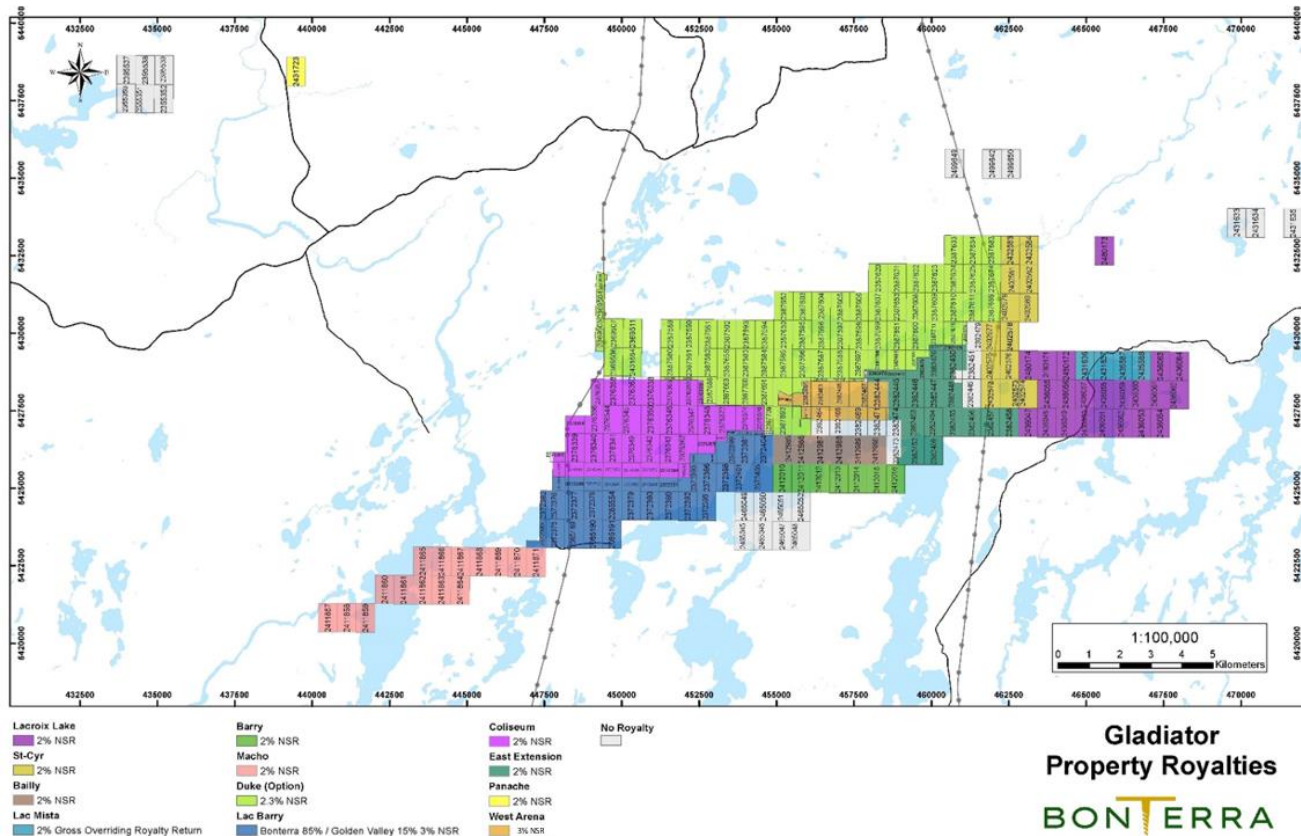
Above is a map of the Company’s properties in the Urban-Barry Camp in Quebec.

Some of the Company’s Barry mineral properties are subject to a net smelter returns royalty (“**NSR**”). These NSR’s may have various purchase options in which the Company may be able to reduce the NSR percentages by making cash payments.

On September 29, 2017, the Company entered into an amending agreement with Sandstorm Gold Ltd., effectively reducing the existing gold stream on the Bachelor mine (which required the Company to sell 20% of its gold production at the fixed price of US \$500) and replacing it with a 3.9% NSR on all minerals produced from the Bachelor and Barry properties (including the surrounding exploration properties held by Metanor at September 29, 2017). The amending agreement has a buyback provision whereby 2.1% of the NSR can be repurchased upon payment of US \$2M for each property, thereby reducing the NSR to 1.8%.



Map of the NSR's on the Barry properties in the Urban-Barry Camp in Quebec.



Map of the NSR's on the Gladiator property in the Urban-Barry Camp in Quebec.

Bachelor Camp

Moroy Deposit

The Moroy deposit is a recent discovery near the Bachelor Mill with access via the Bachelor Mine underground infrastructure. Current development consists of three sub-drifts and a series of raises, accessed from the 11th level and 14th level at the Bachelor Mine. Extensive drill information exists from 475 holes totaling 115,894 m from surface and underground at the 11th level to a depth of approximately 800 m below surface, confirming the existence of multiple unmined mineralized zones. The Moroy deposit is currently on long-term care and maintenance.

DESMARAISSVILLE PROPERTY

The Company holds a 100% interest in 436 mineral claims covering 22,779.32 ha surrounding the town of Desmaraisville. Above the 436 claims, the company holds 100% interest in 1 mining concession, and 1 mining lease where the Bachelor Mine and mill are located. The Moroy property is immediately south, and outside the Bachelor mining lease.

In 2020, the Company staked 231 claims north and west of the Bachelor mine and are included in the 436 claims listed above.

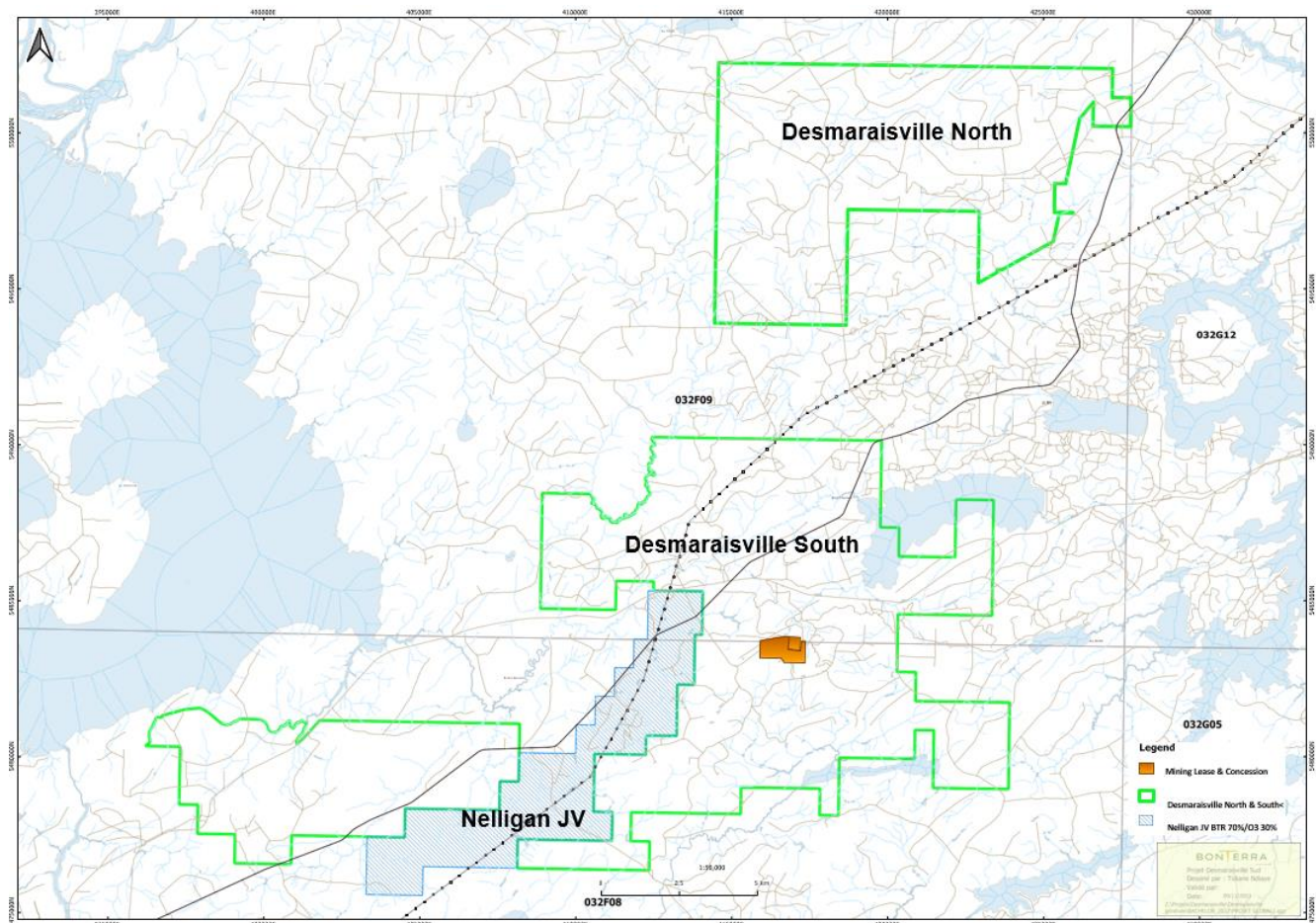
Bachelor Mine

The Bachelor Mine is located on 1 mining concession, and 1 mining lease, 4 km south of Highway 113 and 90 km northeast of the city of Lebel-sur-Quévillon. The mine site is connected to the provincial electrical grid and has access to high-speed internet and mobile phone service on site. The mine site has a modern camp facility for all the workers. The mill and TMF are fully functional with the required permits and regulatory

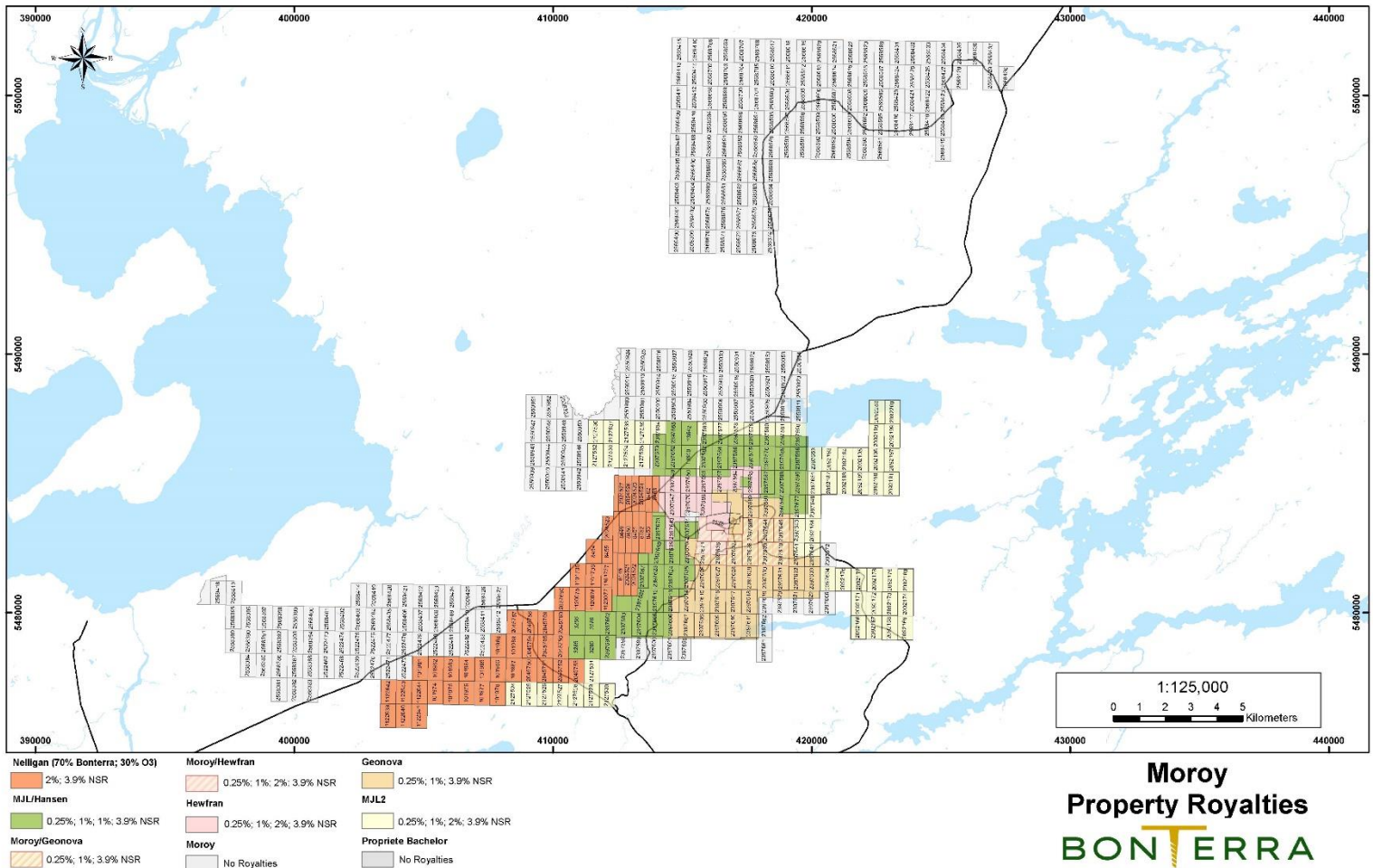
approvals. The Bachelor Mine infrastructure was used to access the Moroy deposit. There is no mineral reserves left to mine, only mineral resources. The mineralization from the Main vein continues at depth under the mined out stopes. Further exploration drilling is required to evaluate the potential of a mineral resource. The Bachelor Mine is currently in long-term care and maintenance.

Bachelor Mill

The Bachelor Mill is the only permitted mill in the region, and connected to the power grid, with more than 15 high-grade gold deposits within a 110 km radius of the mill site. The mill is accessible by a paved highway with a network of logging gravel roads linking the other properties in the area to feed the mill. Bonterra began the environmental assessment process in 2017 to proceed with the mill expansion project to increase the daily production capacity of the Bachelor Mill from 800 tonnes per day to 2,400 tpd, and to increase the total capacity of the tailing's storage facility to 8 million tonnes. In October 2019, the Company submitted an environmental assessment of the mill expansion project to the COMEX and the MELCCC. In 2020, the COMEX/MELCCC submitted a series of questions related to the mill expansion project to which the Company has responded. The Company has received a second set of questions in January 2022. A new scope was submitted in Q4 2022 to the COMEX/MELCCC for their review. The new scope proposes to reduce the mill expansion to 1,800 tpd from Barry mine feed only. A third set of questions was received in May 2023 and the Company is currently reviewing the document in preparation to provide comments later this year. The Company is currently undertaking the cleaning of the Bachelor Mill to recover the gold trapped in the circuit from past production activity. The Company has recovered 630 ounces of gold to date generating revenue of CAN\$1.6 million. Gold recovery efforts continue at the mill and the Company expects further revenue in the coming months.



Map of the Company's properties in the Bachelor Camp in Quebec.



Map of the NSR's for the Bachelor Camp properties in Quebec.

OTHER PROPERTIES

DUBUISSON PROPERTY

The Company holds a 100% interest in 21 mineral claims in the city of Val-d'Or in Québec covering 457.53 ha. The claims are adjacent to the Goldex mine, which is owned and operated by Agnico-Eagle Mines Limited.

WAHNAPIITEI PROPERTY

The Company holds a 90% interest in two mining leases north of the town of Skead within the city of Greater Sudbury in Ontario. The two mining leases cover an area of 129.99 ha.

ADDITIONAL DISCLOSURE FOR VENTURE COMPANIES WITHOUT SIGNIFICANT REVENUE

Total for all properties

	Nine Month period ended September 30, 2023	Year ended December 31, 2022
Drilling and assays	\$ 3,423,337	\$ 12,395,947
Depreciation	364,333	526,000
Geological, consulting and wages	2,976,056	3,530,379
Camp costs, travel and other	2,393,010	4,885,382
Environmental	11,716	299,491
Osisko JV participation	(1,205,144)	-
Gold produced from Bachelor Mill clean up	(2,430,417)	-
Change in estimate for asset retirement obligation	-	400,000
Refundable mining tax credits	(2,363,170)	(11,761,199)
Technical studies	24,023	1,681,075
	\$ 3,193,744	\$ 11,957,075

Moroy and Bachelor properties

	Nine Month period ended September 30, 2023	Year ended December 31, 2022
Drilling and assays	\$ 8,124	\$ 12,600
Geological, consulting and wages	72,331	92,535
Camp costs, travel and other	217,756	43,194
Gold produced from Bachelor Mill clean up	(2,430,417)	-
Change in estimate for asset retirement obligation	-	(848,000)
Technical studies	-	26,470
	\$ (2,132,206)	\$ (673,201)

Barry property

	Nine Month period ended September 30, 2023	Year ended December 31, 2022
Drilling and assays	\$ 1,715,970	\$ 8,426,265
Depreciation	72,666	101,000
Geological, consulting and wages	2,396,536	2,197,311
Camp costs, travel and other	1,576,155	3,270,582
Environmental	8,631	250,746
Technical studies	24,023	1,585,511
Refundable mining tax credits	(2,363,170)	(5,936,222)
Osisko JV participation	(1,000,000)	-
Change in estimate for asset retirement obligation	-	1,248,000
	\$ 2,430,811	\$ 11,143,193

Gladiator and Duke properties

	Nine Month period ended September 30, 2023	Year ended December 31, 2022
Drilling and assays	\$ 497,803	\$ 2,413,756
Depreciation	291,667	425,000
Geological, consulting and wages	206,053	777,751
Camp costs, travel and other	198,635	1,302,516
Osisko JV participation	(205,144)	-
Environmental	3,085	48,745
Technical studies	-	69,095
Refundable mining tax credits	-	(5,824,977)
	\$ 992,099	\$ (788,114)

Other properties

	Nine Month period ended September 30, 2023	Year ended December 31, 2022
Drilling and assays	\$ 1,201,440	\$ 1,543,326
Geological, consulting and wages	301,135	462,782
Camp costs, travel and other	400,465	269,089
	\$ 1,903,040	\$ 2,275,197

SELECTED ANNUAL AND QUARTERLY INFORMATION

The following tables summarize selected annual financial data of the Company for the nine month period ended September 30, 2023, and years ended December 31, 2022 and 2021:

	Nine Month period ended September 30, 2023	Year ended December 31, 2022	Year ended December 31, 2021
Recurring revenue	\$NIL	\$NIL	\$NIL
Net loss and comprehensive loss	2,928,651	34,636,705	31,920,324
Basic and diluted loss per share	0.02	0.28	0.31
Total assets	25,503,205	32,562,740	46,361,769
Total current liabilities	5,704,766	10,568,755	8,397,464

SELECTED QUARTERLY INFORMATION

Results for the 8 most recently completed quarters are summarized below:

	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022
For the Three Months Ending	\$	\$	\$	\$
Exploration expenses	(1,958,906)	1,387,633	3,765,017	3,256,466
(Income) Loss for the period	(2,594,465)	1,857,239	3,665,877	8,010,334
Basic and diluted (income) loss per share	(0.02)	0.01	0.03	0.06
Total assets	25,503,205	24,293,503	26,288,599	32,562,740
Total current liabilities	5,704,766	7,218,779	7,817,886	10,568,755

	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2021
For the Three Months Ending	\$	\$	\$	\$
Exploration expenses	(1,408,533)	4,529,405	5,579,737	6,708,241
(Income) Loss for the period	14,974,507	4,296,116	7,355,748	7,568,233
Basic and diluted (income) loss per share	0.12	0.03	0.06	0.07
Total assets	38,611,036	56,636,618	60,852,336	46,361,769
Total current liabilities	9,248,382	12,487,322	12,566,494	8,397,464

OVERALL PERFORMANCE

Nine month period ended September 30, 2023 and 2022

During the nine months ended September 30, 2023, the Company reported a net loss of \$2,928,651 compared to a net loss in 2022 of \$26,626,371. Variations in expenses from the nine months ended September 30, 2023 to 2022 are as follows:

- Exploration and evaluation of \$3,193,644 (2022 - \$8,700,609). The expense is lower in the current year, driven by lower geological, drilling, consulting and wages due to lower meters drilled. The forest fire of June 2023 forced Bonterra to stop its drilling program for 6 weeks. Contributing to the decrease

in expenditures were also sales proceeds from the sale of precious metals produced or sold from the Company's Bachelor Mill cleanup process of \$2,430,417 (2022 - \$nil) from the production of 962 (2022 - nil) ounces of gold;

- Professional fees amounted to \$225,006 in 2023 compared to \$554,938 in 2022. The expense decreased between the two periods in line with overall cost savings efforts and the Company expects these professional fees to be consistent in the coming quarters;
- The Company incurred costs of \$196,746 in shareholders communications and investor relations as compared to \$238,206 in 2022. The amount was relatively consistent between the two periods with a slight decrease;
- Recovery of flow-through premium liability of \$2,199,144 (2022 - \$7,253,000) related to the reduction of the flow-through premium liability created by the issuance of FT Shares at a premium. The decrease was in relation to reduced exploration and evaluation expenditures made by the Company during 2023 related to FT Shares issuances;
- Mill care and maintenance of \$780,327 (2022 - \$5,453,935) decreased as expected following the underground mine had been flooded and needs less care and maintenance expenses. These costs are expected to be consistent in the coming quarters; in 2023 they mostly represent depreciation (non-cash);
- The Company had share based payments expenses of \$625,000 (2022 - \$1,446,000) for the nine month period ended September 30, 2023. Share based payments expenses are booked based on the valuation of options using the Black-Scholes model. The expenses vary based on the number of options issued and vested or vesting and the underlying assumptions used in the model.
- In the prior period, the Company had impairment of property, plant and equipment of \$15,879,900 for the nine month period ended September 30, 2022. This was as result of the Company putting the underground infrastructure at the Bachelor-Moroy deposit under long-term care and maintenance. As part of this process, the Company salvaged all the underground infrastructure and related equipment that still had future value for the Company with the remaining book costs being recorded as an impairment of property, plant and equipment.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash position as at September 30, 2023 was \$1,411,708 compared to \$7,394,113 at December 31, 2022. Working capital deficiency was \$2,885,082 at September 30, 2023, compared to working capital deficiency of \$140,357 at December 31, 2022. Working capital included a non-cash component related to flow-through premium liability of \$1,741,000 (December 31, 2022 - \$3,940,144). If this non-cash amount was excluded, working capital deficiency would have been \$1,144,082 (December 31, 2022 - \$3,799,787).

In August 2023, the Company reported a gold sale from the Bachelor Mill cleanup process. The Company recovered 630 ounces of gold to date generating revenue of \$1,634,850.

In October 2023, the Company reported a gold sale from the Bachelor Mill cleanup process. The Company has recovered 332 ounces of gold to date generating revenue of \$795,567.

On March 10, 2022, the Company closed a brokered private placement, issuing: (a) 6,405,000 common shares of the Company at a price of \$1.21 per common share for gross proceeds of \$7,750,050; and (b) 8,383,500 common shares of the Company that qualify as flow-through (FT) at a price of \$2.06 per FT share for gross proceeds of \$17,270,010, representing total aggregate gross proceeds of the offering of \$25,020,060.

Notwithstanding success to date in acquiring equity financing on acceptable terms, there is no guarantee of obtaining future equity financings or on what terms any such equity capital may be available to the Company and, as such, alternative funding programs are also being pursued by the Company.

The Company must utilize its current cash reserves, funds obtained from the exercise of options and warrants, if any, and other financing transactions to maintain the Company's capacity to meet working capital requirements, and ongoing discretionary and committed exploration programs, and to fund any further development activities. The Company anticipates that it will raise additional capital when and if the opportunity arises.

TRANSACTIONS WITH RELATED PARTIES

These amounts of key management compensation are included in the amounts shown on the statements of comprehensive loss:

For the nine month period ended,	September 30, 2023	September 30, 2022
Short-term compensation		
Salaries, management and director fees	\$ 839,000	\$ 646,000
Professional fees	-	180,000
Termination fees paid or accrued in salaries, management and director fees	-	505,000
	839,000	1,331,000
Share-based payments	598,000	1,446,000
	\$ 1,437,000	\$ 2,777,000

Included in trade and other payables at September 30, 2023 was \$78,259 (December 31, 2022 - \$55,731) due to officers and or directors for expense reimbursements, unpaid fees and termination payments. The amounts payable are non-interest-bearing, uncollateralized and are repayable on demand.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

None.

RISKS AND UNCERTAINTIES

The Company is engaged primarily in mineral exploration and manages related industry risk issues directly. The Company may be at risk for environmental issues and fluctuations in commodity pricing. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations; however, it is not possible to be certain that all aspects of environmental issues affecting the Company, if any, have been fully determined or resolved.

CONTINGENCIES AND COMMITMENTS

As at September 30, 2023, the Company had three (December 31, 2022 – three) of these types of agreements with officers of the Company that totaled annual base fees of \$690,000 and US\$150,000 (December 31, 2022 – \$690,000 and US\$150,000). In the case of termination, the officers are entitled to an amount equal to \$570,000 (December 31, 2022 – \$570,000 and US\$150,000) and in the case of a change of control of the Company, the officers under certain circumstances are entitled to an amount equal to \$1,140,000 (December 31, 2022 – \$1,140,000 and US\$150,000). During the nine month period ended September 30, 2023, the Company terminated none of these agreements (2022 – one) with an officer of the Company that called for a payment in the amount of \$nil (2022 – \$265,000) in the case of termination and \$nil (2022 – \$530,000) in the case of a change of control of the Company, for a cash payment of \$nil (2022 – \$265,000).

Flow-through obligations

On March 10, 2022, the Company closed a brokered private placement issuing 8,383,500 FT Shares at a price of \$2.06 per FT Share for gross proceeds of \$17,270,010. The Company renounced these amounts by December 31, 2022 and has \$4,220,000 commitment remaining in required eligible expenditures (December 31, 2022 – \$9,549,000) by December 31, 2023.

Asset retirement obligations

On September 9, 2013, the MRNF approved the update of the closure plan for the Bachelor mine. The financial guarantee covering the closure costs amount to \$4,000,104 which as at September 30, 2023 and December 31, 2022 was covered by insurance bonds, which the company has paid 30% (2022 – 30%) collateral for the insurance bonds.

Bachelor Mill Complex

A closure plan for the mill, tailing storage, and underground facilities at both Bachelor and Moroy is in good standing. A 30% collateral insurance bond is in place for the site. The closure plan is approved for the current mill, and the existing tailing storage at 800 tpd. Every five years a revised closure plan to MRNF is required and it will be submitted in the coming months. Once the permit from the COMEX/MELCCC for the mill expansion to 1,800 tpd and the additional 8 million tonnes tailing storage facility capacity is received, the Company will submit to MRNF a revised closure plan. Once the revised closure plans are approved by the MRNF, the bond will be adjusted to reflect the revised closure costs. In May 2023, the Company received an amended closure plan approved by the Minister. The revised closure plan was approved in May 2023 and as a result the Company is required to increase its bonding requirements as follows: \$2,511,265 by 2023, \$1,255,633 by 2024 and \$1,255,633 by 2025.

Barry Mine

A closure plan for the underground and surface facilities at Barry is in good standing. A 30% collateral insurance bond is in place for the site. The closure plan is currently being revised to include the sleep camp built in 2018. Every five years a revised closure plan to MRNF is required and will be submitted in the coming months. The revised closure plan was approved in September of 2021 and as a result the Company is required to increase its bonding requirements as follows: \$758,173 by September 2021 (completed during the year ended December 31, 2021, through a third-party insurance provider using 30% collateral), \$379,085 by September 2022 (completed during the year ended December 31, 2022 with no additional collateral required) and \$379,085 by September 2023 (completed during the nine month period ended September 30, 2023 with no additional collateral required).

OTHER INFORMATION

Additional information is accessible at the Company's website www.btrgold.com or through the Company's public filings at www.sedarplus.ca.

MANAGEMENT'S RESPONSIBILITY

Management is responsible for all information contained in this Quarterly Highlights. The condensed consolidated interim financial statements for the three and nine month periods ended September 30, 2023 and 2022 have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this Quarterly Highlights is consistent with that contained in the condensed interim financial statements for the three and nine month periods ended September 30, 2023 and 2022 in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Company's Audit Committee has reviewed the condensed interim financial statements for the three and nine month periods ended September 30, 2023 and 2022 with management. The Board of Directors has approved these condensed interim financial statements for the three and nine month periods ended September 30, 2023 and 2022 on the recommendation of the Audit Committee.

TECHNICAL INFORMATION

This Quarterly Highlights uses the terms measured, indicated, and inferred mineral resources as a relative measure of the level of confidence in the resource estimate. Readers are cautioned that mineral resources are not economic mineral reserves and that the economic viability of mineral resources that are not mineral reserves has not been demonstrated. The estimate of mineral resources may be materially affected by geology, environmental, permitting, legal, title, socio-political, marketing, or other relevant issues. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to an indicated or measured mineral resource category. The mineral resource estimate is classified in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum's "CIM Definition Standards on Mineral Resources and Mineral Reserves" incorporated by reference into NI 43-101. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies or economic studies except for a preliminary economic assessment as defined under NI 43-101. Readers are cautioned not to assume that further work on the stated resources will lead to mineral reserves that can be mined economically.

The scientific and technical content in this Management Discussion and Analysis has been reviewed and approved by Mr. Marc-André Pelletier, P.Eng. (OIQ #113978), CEO of Bonterra and Donald Trudel, P.Geo. (OGQ #813) and Bonterra's Director of Geology, who are each a Qualified Person within the meaning of NI 43-101.