

DAURA CAPITAL CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

GENERAL

This management's discussion and analysis ("MD&A") of the financial position and results of operations is as at April 29, 2024 and should be read in conjunction with the financial statements of Daura Capital Corp. (the "Company" or "Daura") for the years ended December 31, 2023 and 2022 and the related notes thereto. Those financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS"). All dollar amounts included therein and in the following management's discussion and analysis are in Canadian dollars except where noted. These documents and other information relevant to the Company's activities are available for viewing on SEDAR+ at www.sedarplus.ca.

FORWARD LOOKING INFORMATION

This MD&A may contain "forward looking statements" that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause Daura's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicate herein. Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by securities regulations.

COMPANY OVERVIEW

The Company was incorporated under the Business Corporations Act of British Columbia on March 29, 2018. The Company is classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange ("TSX-V" or the "Exchange"). The Company's principal business is to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction in accordance with Policy 2.4 of the Exchange. The Company's common shares are listed on the TSX-V under the symbol "DUR". The Company's head office is located at 704 - 595 Howe Street, Vancouver, British Columbia, Canada.

HIGHLIGHT

During the year ended December 31, 2023, the Company returned all subscriptions received in advance in connection to the concurrent financing related to the Company's proposed Qualifying Transaction with Estrella Gold SAC ("Estrella").

SELECTED ANNUAL INFORMATION

Year ended	December 31, 2023	December 31, 2022	December 31, 2021
Financial Results			
General and administrative expenses	\$ 41,491	\$ 113,249	\$ 96,875
Loss for the year	(22,732)	(592,077)	(73,765)
Loss per share - basic and diluted	(0.00)	(0.08)	(0.02)
Financial Position			
Working capital (deficiency)	(432,774)	(198,676)	109,352
Total assets	1,398	211,403	742,431
Share capital	569,121	569,121	569,121
Deficit	(1,058,063)	(1,035,331)	(443,254)

RESULTS OF OPERATIONS

Three months ended December 31, 2023

The Company recorded a loss of \$9,629 for the three months ended December 31, 2023, compared to the loss of \$511,598 for the comparative period. The change was primarily attributable to the impairment of loans receivable of \$276,147 and derecognition of deferred costs of \$224,727 during the comparative period, as a result of the termination of the Company's proposed Qualifying Transaction with Estrella.

Year ended December 31, 2023

The Company recorded a loss of \$22,732 for the year ended December 31, 2023, compared to the loss of \$592,077 for the comparative year. The change was primarily attributable to the impairment of loans receivable and derecognition of deferred costs as discussed above.

QUARTERLY FINANCIAL INFORMATION

The following table provides selected financial information for the eight quarters up to December 31, 2023 and should be read in conjunction with the Company's financial statements for the years ended December 31, 2023 and 2022.

Quarter ended	December 31 2023	September 30 2023	June 30 2023	March 31 2023
Revenue	\$ -	\$ -	\$ -	\$ -
Share-based payments	-	-	-	-
Income (loss) and comprehensive income (loss)	\$ (9,629)	\$ (6,850)	\$ (11,353)	\$ 5,100

Quarter ended	December 31 2022	September 30 2022	June 30 2022	March 31 2022
Revenue	\$ -	\$ -	\$ -	\$ -
Share-based payments	-	-	-	-
Income (loss) and comprehensive income (loss)	\$ (511,598)	\$ (75,564)	\$ (1,067)	\$ (3,848)

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2023, the Company had working capital deficit of \$432,774 (2022 - \$198,676), which was primarily comprised of cash of \$1,398, accounts payable and accrued liabilities of \$332,972, and a non-interest-bearing note payable of \$101,200 originally due on or before June 30, 2023 (should the Company complete its contemplated Qualifying Transaction and concurrent financing on or before June 30, 2023, the loan shall be converted into 506,000 units having the same terms as those issued in connection with the concurrent financing). The term of this loan was extended by two years to June 30, 2025.

During the year ended December 31, 2023, cash decreased by \$210,005, primarily from cash used in financing activities.

Operating activities

During the year ended December 31, 2023, net cash provided by operating activities amounted to \$1,361, which included an increase of accounts payable and accrued liabilities of \$24,093.

Financing activities

During the year ended December 31, 2023, net cash used in financing activities was \$211,366, which related to the return of subscriptions received in advance in connection to the concurrent financing related to the Company's proposed Qualifying Transaction with Estrella.

FINANCIAL INSTRUMENTS, RISKS AND CAPITAL MANAGEMENT

The Company does not utilize complex financial instruments in hedging metal price, foreign exchange, or interest exposure. Any hedging activity requires approval of the Company's Board of Directors. The Company will not hold or issue derivative instruments for speculation or trading purposes. Please refer to the financial statements for the year ended December 31, 2023 on www.sedarplus.ca.

RELATED PARTY TRANSACTIONS

For the year ended December 31, 2023 and 2022, there was no compensation to management personnel.

For the year ended December 31, 2023, the Company paid or accrued \$Nil (2022 - \$Nil) to Seabord Services Corp. ("Seabord"). Seabord provides the following services to the Company: A Chief Financial Officer ("CFO"), a Corporate Secretary, accounting and administration staff, office space, and any related work to the IPO and Qualifying Transaction of the Company. The CFO and Corporate Secretary are employees of Seabord and are not paid directly by the Company.

As at December 31, 2023, the Company had \$65,214 (2022 - \$28,985) due to an officer of the Company related to advances and expense reimbursements, and \$64,080 (2022 - \$63,000) due to Seabord which have been included in accounts payable and accrued liabilities.

EVENT AFTER REPORTING DATE

Subsequent to December 31, 2023, the Company received an additional non-interest-bearing advance \$5,000 from a related party.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

CHANGES IN ACCOUNTING POLICIES

Please refer to the financial statements for the years ended December 31, 2023 and 2022 on www.sedarplus.ca.

RISKS AND UNCERTAINTIES

The Company has successfully completed its IPO. Subsequent to the completion of its IPO, the Company is not permitted to carry on any other business other than the identification and evaluation of assets or business to complete a Qualifying Transaction. There can be no assurance the Company will successfully identify an assets or businesses to complete a Qualifying Transaction or have the necessary financial resources to complete a Qualifying Transaction. There can be no assurance that the Company will be able to successfully obtain the necessary financing in the future on terms acceptable to the Company or at all.

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements for the years ended December 31, 2023 and 2022 and this accompanying MD&A.

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR+ at www.sedarplus.ca.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 7,054,668 common shares issued and outstanding. There were also 460,000 stock options outstanding with expiry date of September 17, 2024.