



**MANAGEMENT'S DISCUSSION AND ANALYSIS
QUARTERLY HIGHLIGHTS**

For the three months ended March 31, 2022

(Expressed in US dollars)

ORSU METALS CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2022

(Expressed in US dollars)

The following is management's discussion and analysis – quarterly highlights (“MD&A”) of the results of operations and financial condition of Orsu Metals Corporation (the “Company” or “Orsu”) for the three months ended March 31, 2022 and up to the date of this MD&A. The MD&A has been prepared to provide material updates to the business operations, financial condition, liquidity and capital resources of the Company since its last management's discussion and analysis for the fiscal year ended December 31, 2021 (the “Annual MD&A”).

This MD&A should be read in conjunction with the Annual MD&A and the audited consolidated financial statements for the year ended December 31, 2021, together with the notes thereto, and the accompanying unaudited condensed interim consolidated financial statements and related notes thereto for the three months ended March 31, 2022 (the “Financial Report”).

All financial information in this MD&A is derived from the Company's financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) and all dollar amounts are expressed in United States dollars unless otherwise indicated.

The effective date of this MD&A is May 26, 2022.

Description of the Business

Orsu is a publicly traded company incorporated under the laws of the Province of British Columbia. The Company's shares are listed for trading on the TSX Venture Exchange (“TSX-V”) under the symbol OSU. The corporate office of the Company is located at Unit 1 - 15782 Marine Drive, White Rock, B.C., Canada, V4B 1E6.

Orsu owns 90 percent of the Sergeevskoe gold exploration project located in the Zabaikalskiy Region of eastern Russia. The property is leased from the Russian Government until 2031. The Company is led by an experienced management team that has worked on exploration projects both in Russia and Internationally. Management also notably holds approximately 43 percent of the Company's shares.

Russian/Ukraine conflict

In late February 2022, countries around the world imposed a number of sanctions on Russia in response to its invasion of Ukraine. These sanctions include, but are not limited to, removing certain Russian banks from the Society for Worldwide Interbank Financial Telecommunication (“SWIFT”) messaging system, which will affect the Company's ability to fund its operations in Russia. The Company has some cash reserves in Russia, but prolonged sanctions may impact the Company's ability to send additional cash to fund operations in Russia, and specifically maintaining the Sergeevskoe license in good standing.

It has been reported that the Government of Russia, in response to the sanctions imposed on its country, have imposed counter sanctions and credibly threatened to expropriate or nationalize Russian companies with significant foreign shareholding when investors' home governments are “unfriendly” towards Russia, which includes Canada. For these reasons the Company is at risk of losing its Sergeevskoe license and its ability to recover any of its investment.

COVID-19

In March 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, has adversely affected workforces, economies, and financial markets globally. It is not possible for the Company to predict the duration or magnitude of the adverse impacts of the outbreak and its effects on the Company's business or ability to raise funds. To date, the COVID-19 pandemic has not had a significant impact on the Company's operations.

ORSU METALS CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2022

(Expressed in US dollars)

Proposed Transaction

In May 2022, the Company entered into a non-binding letter of intent (the "LOI") with Invenir Ltd. ("Invenir") and Skyfire Ltd. ("Skyfire", collectively with Invenir, the "Target Companies"), pursuant to which Orsu and the Target Companies will complete a business combination that will result in a reverse takeover and change of business of Orsu (the "Proposed Transaction"). The Target Companies are arm's length's parties to the Company.

The entity resulting from the Proposed Transaction (the "Resulting Issuer") will be a global helium explorer and developer with exclusive rights to the Topaz helium project in the USA and a 100% interest in the Tunu helium project in Greenland.

In May 2022, the Company also entered into a share purchase agreement (the "SPA") pursuant to which Orsu will sell its 90% interest ("Majority interest") in the Sergeevskoe gold project to the holders of the other 10% interest (the "Buyers") in the project (the "Disposition"). The Disposition will be completed immediately following the completion of the Proposed Transaction.

Terms of the LOI

Subject to satisfactory tax, corporate and securities law advice for both Orsu and the Target Companies, the Proposed Transaction will be structured as a share purchase or other form of transaction or a series of transactions that have a similar effect, and pursuant to which:

- i) Orsu shall complete a share consolidation (the "Consolidation");
- ii) Orsu will acquire all voting securities of the Target Companies from the shareholders of the Target Companies (the "Target Company Shareholders") in consideration for the issuance to the Target Company Shareholders of post-consolidation common shares of Orsu ("Post-Consolidation Shares"); and
- iii) Orsu will conduct a concurrent private placement offering (the "Concurrent Financing") of Subscription Receipts (described below) to raise proceeds of at least \$5 million, at a price to be determined in the context of the market.

Completion of the Proposed Transaction is subject to a number of conditions, including receipt of all necessary regulatory approvals, including shareholder approval if required, execution of related transaction documents, approval of the TSX-V, disposition of the Company's existing assets, there being no adverse material change in the affairs of the parties and completion of satisfactory due diligence by each of the parties.

The LOI shall terminate upon any party notifying the others that it is not satisfied with the results of its due diligence investigation by June 30, 2022.

Terms of the Share Purchase Agreement

The SPA provides that the Buyer's will acquire the Majority Interest from Orsu for nominal consideration on closing but will pay contingent consideration of up to a maximum US\$4.5 million to Orsu in the event that the Buyers sell the Sergeevskoe project within five years from closing to a non-sanctioned third-party buyer.

The Buyers include two directors of the Company and therefore the Disposition and the SPA were reviewed and approved by a special committee of the board of directors of the Company, all of whom are independent of the Buyers. The Buyers will assume all the assets and liabilities of the Majority Interest.

ORSU METALS CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2022

(Expressed in US dollars)

Trends

The Company is an exploration company. Issues of seasonality or market fluctuations have had a minor impact on the expenditure patterns. The Company expenses its exploration, project investigation and general and administration costs, and these amounts are included in the net loss for each quarter. The Company's treasury, in part, determines the levels of exploration.

The level of the Company's exploration expenditures is largely determined by the strength of the resource capital and commodity markets and its ability to obtain investor support for its projects.

Results of Operations – three months ended March 31, 2022

The consolidated loss for the three months ended March 31, 2022 was \$287,048 compared to \$244,673 for the three months ended March 31, 2021.

The significant amounts and changes between the current period and the comparative period are discussed below.

Exploration and evaluation expenditures totalled \$242,382 for the current period compared to \$157,697 in the comparative period and relates to exploration expenditures on the Sergeevskoe project.

Salaries and benefits totalled \$120,946 for the current period and are comparable to the prior period of \$102,110. Salaries and benefits relate primarily to the fees of the Company's officers and directors.

Liquidity and Capital Resources

Orsu began the 2022 fiscal year with \$515,418 in cash. During the three months ended March 31, 2022, the Company spent \$286,011 from operating activities, net of working capital changes, to end at March 31, 2022 with \$229,407 in cash.

As at March 31, 2022, the Company had working capital of \$234,119. Management estimates that these funds may not provide the Company with sufficient financial resources to carry out currently planned exploration and operations over the next twelve months. Accordingly, the Company may need to seek additional sources of financing. While the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

Related Party Transactions

The Company had no other related party transactions other than those incurred in the normal course of business as disclosed in the Financial Report.

Additional Disclosure for Venture Issuers without Significant Revenue

The components of exploration and evaluation assets and property, plant and equipment are described in Notes 7 and 8 to the Financial Report.

ORSU METALS CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2022

(Expressed in US dollars)

Outstanding Share Data as at the date of this MD&A

Authorized: an unlimited number of common shares without par value

	Common Shares Issued and Outstanding	Share Purchase Warrants	Stock Options
Balance as at March 31, 2022	44,089,806	1,400,000	3,734,000
Balance as at the date of this MD&A	44,089,806	1,400,000	3,734,000

Cautionary Note Regarding Forward-looking Statements

This MD&A may include or incorporate by reference certain statements or disclosures that constitute “forward-looking information” under applicable securities laws. All information, other than statements of historical fact, included or incorporated by reference in this MD&A that addresses activities, events or developments that Orsu or its management expects or anticipates will or may occur in the future constitute forward-looking information. Forward-looking information is provided through statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur or continue. These forward-looking statements are based on certain assumptions and analyses made by Orsu and its management in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances.

Although Orsu believes such forward-looking information and the expectations expressed in them are based on reasonable assumptions, investors are cautioned that any such information and statements are not guarantees of future realities and actual realities or developments may differ materially from those projected in forward-looking information and statements. Whether actual results will conform to the expectations of Orsu is subject to a number of risks and uncertainties, including those risk factors discussed under “Risk Management” in the above documents incorporated herein by reference. In particular, if any of the risk factors materialize, the expectations and the predictions based on them may need to be re-evaluated. Consequently, all of the forward-looking information in this MD&A and the documents incorporated herein by reference is expressly qualified by these cautionary statements and other cautionary statements or factors contained herein or in documents incorporated by reference herein, and there can be no assurance that the actual results or developments anticipated by Orsu will be realized or, even if substantially realized, that they will have the expected consequences for Orsu.

Forward-looking statements are based on the beliefs, estimates and opinions of Orsu’s management on the date the statements are made. Unless otherwise required by law, Orsu expressly disclaims any intention and assumes no obligation to update or revise any forward-looking statements in the event that management’s beliefs, estimates or opinions, or other factors, should change, whether as a result of new information, future events or otherwise, and Orsu does not have any policies or procedures in place concerning the updating of forward-looking information other than those required under applicable securities laws. Accordingly, readers should not place undue reliance on forward-looking statements or forward-looking information.

Other Information

Additional information relating to the Company is available for viewing on SEDAR at www.sedar.com and at the Company’s web site www.orsumetals.com.