

INDEPENDENCE GOLD CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, FORM 51-502F1 For the six months ended June 30, 2023

This Management's Discussion and Analysis ("**MD&A**") compares the financial results of Independence Gold Corp. and its wholly-owned subsidiary, Silver Quest Resources (US) Ltd. (collectively, "**Independence**" or the "**Company**") for the three and six months period ended June 30, 2023 ("**second quarter 2023**" and "**six months fiscal 2023**") with the comparable period in 2022 ("**second quarter 2022**" and "**six months fiscal 2022**"). This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the second quarter 2023 and the audited consolidated financial statements and accompanying notes for the year ended December 31, 2022 and the MD&A's for all relevant periods, copies of which are filed under the Company's profile on the SEDAR website, www.sedar.com.

Independence was incorporated under the *Business Corporations Act* (British Columbia) on November 1, 2011 and commenced trading on the TSX Venture Exchange (the "**Exchange**") on December 29, 2011 under the symbol "IGO". The Company's head office and principal address is 580 - 625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6. The Company's registered and records office is 2300 - 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.

The Company is considered to be in the exploration stage with respect to its mineral properties. No mineral resources have been identified on the Company's mineral properties in the Yukon, or British Columbia with the exception of an inferred mineral resource defined on the 3Ts property in British Columbia.

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and Interpretations issued by the International Financial Reporting Interpretations Committee ("**IFRIC**").

The information contained in this document is provided as of August 24th, 2023 (the "**Report Date**").

OVERVIEW

Independence is principally engaged in the evaluation, acquisition and exploration of precious metal properties that are located in North America. The Company's projects range from early-stage grassroots exploration through advanced-stage resource delineation and expansion. The Company's business model is to build shareholder value through systematic project advancement while concurrently maintaining an opportunistic approach to the acquisition of additional precious metals properties. Independence actively manages its property portfolio, farming out or relinquishing properties when exploration results suggest that further expenditures by the Company are unwarranted.

Independence has no producing operations and as a consequence, the Company does not generate any operating income or a positive cash flow. Exploration of its properties is therefore entirely dependent on the Company's ability to access public equity markets to raise sufficient capital and/or its ability to attract joint venture partners to finance further work on its properties. With a working capital deficiency of approximately \$242,342 at June 30, 2023, Independence undertook a financing to support its anticipated exploration programs in the near term.

On July 18, 2023, the Company completed a non-brokered private placement and issued 8,535,000 units at a price of \$0.12 per unit for proceeds of \$1,024,200 and 6,465,000 flow-through common shares at \$0.12 per flow-through share for proceeds of \$775,800, for total gross proceeds of \$1,800,000.

Mineral Projects

Independence currently holds interests in two exploration projects in central British Columbia and two projects in the Yukon Territory. With the exception of one British Columbia project (3Ts), the projects are at an early stage of exploration and evaluation, and no resources have been identified.

3Ts Project, British Columbia

The 3Ts Project is located approximately 120 kilometres ("**km**") southwest of Vanderhoof and consists of six contiguous claim groups: the Tsacha, Tam, Taken, Tommy Lakes, Bot and Blackwater South properties. Collectively, the six properties are made up of fifteen mineral claims covering approximately 5,200 hectares in the Nechako Plateau region of central

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British Columbia. Independence owns a 100% interest in all six properties, four of which are subject to various net smelter return ("NSR") royalties that are payable to the vendors of the properties. The 3Ts Project covers a low-sulphidation epithermal quartz- carbonate vein district within which more than a dozen individual mineralized veins, ranging from 50 m to more than 1,100 m in strike length and true widths up to 25 m, have been identified.

Mineral Resource Estimate

In 2022, the Company updated the mineral resource estimate completed in 2014 for the 3Ts Project to incorporate results from the 2019 - 2022 diamond drilling programs on the Tommy and Ted-Mint vein systems. The new numbers contain an in-pit component and an underground component, each at the calculated cut-off grades from the optimization parameters. The combined in-pit and underground components of the Tommy and Ted-Mint vein systems contain a total inferred resource estimate of 4,469,297 tonnes grading 3.64 grams per tonne ("g/t") gold and 96.26 g/t silver, at a cut-off grade of 0.4 g/t gold equivalent ("AuEq") in-pit and 2.0 g/t AuEq underground, containing 522,330 ounces of gold and 13,831,415 ounces of silver. The previous resource estimate (see [news release](#) May 6th, 2014) contained a total inferred resource estimate of 5,452,000 tonnes grading 2.52 g/t gold and 71.5 g/t silver, at a cut-off grade of 1 g/t gold, containing 441,000 ounces of gold and 12,540,000 ounces of silver in the Tommy and Ted-Mint veins systems combined.

Drill data that had been collected during campaigns between 2020 and 2022 was used to update the model, with an additional five drill intercepts being added at the Tommy Vein, eight at the Ted Vein and eight at the Mint Vein. The project is underlain by a near-horizontal microdiorite sill which bisects the vein systems into an upper and lower portion. The upper portion of the veins above the sill have been modelled as in-pit resources, while the vein extensions below the sill are considered as an underground resource.

Cut-Off Grade	Type	Tonnes	Gold (g/t)	Silver (g/t)	AuEq (g/t)	Gold (Ounces)	Silver (Ounces)	AuEq (Ounces)
		Inferred						
0.4 g/t AuEq	In-Pit	2,450,000	3.23	98.29	4.30	254,000	7,750,000	339,000
2.0 g/t AuEq	U/G	2,020,000	4.13	93.78	5.23	268,000	6,079,000	339,000
TOTAL		4,470,000	3.64	96.26	4.72	522,000	13,830,000	678,000

Table 1: Updated (2022) in pit and underground inferred resource estimate (table taken from the 2022 Mineral Resource Estimate that was prepared by Rohan Millar, P.Ge., of SGS Geological Services, an independent Qualified Person, in accordance with the guidelines of the Canadian Securities Administrators' National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101"), with an effective date of August 18, 2022).

* See notes below

Notes on Mineral Resource Assumptions:

- (1) The classification of the current Mineral Resource Estimate into Inferred Resource is consistent with current 2014 CIM Definition Standards - For Mineral Resources and Mineral Reserves.
- (2) All figures are rounded to reflect the relative accuracy of the estimate and numbers may not add due to rounding.
- (3) All Resources are presented undiluted and in situ, constrained by continuous 3D wireframe models, and are considered to have reasonable prospects for eventual economic extraction.
- (4) Mineral resources which are not mineral reserves do not have demonstrated economic viability. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.
- (5) It is envisioned that parts of the 3Ts deposit may be mined using open pit mining methods. In-pit mineral resources are reported at a cut-off grade of 0.4 g/t AuEq within a conceptual pit shell.

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- (6) *The results from the pit optimization are used solely for the purpose of testing the "reasonable prospects for economic extraction" by an open pit and do not represent an attempt to estimate mineral reserves. There are no mineral reserves on the Property. The results are used as a guide to assist in the preparation of a Mineral Resource statement and to select an appropriate resource reporting cut-off grade.*
- (7) *Underground (below-pit) Mineral Resources are estimated from the bottom of the pit and are reported at a base case cut-off grade of 2.0 g/t AuEq. The underground Mineral Resource grade blocks were quantified above the base case cut-off grade, below the constraining pit shell and within the constraining mineralized wireframes. At this base case cut-off grade the deposit shows good deposit continuity with no orphaned blocks.*
- (8) *High grade capping was done on 1.0 m composite data.*
- (9) *Bulk density values (specific 2.7 grams per cubic centimetre) were determined based on physical test work from each deposit.*
- (10) *AuEq grades are based on metal prices of US\$1,750/oz Au and US\$22/oz Ag. The Au to Ag equivalency ratio is $\$1,750/\$22 = 79.5$. Therefore, the AuEq conversion = Au g/t + (Ag g/t/79.5).*
- (11) *"Recoverable AuEq" is based on metal recoveries of 97% for Au and 94% for Ag.*
- (12) *The in-pit base case cut-off grade of 0.4 g/t AuEq considers a mining cost of US\$2.80/t rock and processing, treatment and refining, transportation and G&A cost of US\$22.00/t mineralised material, and an overall pit slope of 55 degrees. The below-pit base case cut-off grade of 2.0 g/t AuEq considers a mining cost of US\$80.00/t rock and processing, treatment and refining, transportation, and G&A cost of US\$25.00/t mineralised material.*
- (13) *The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.*

The Independence Gold 3Ts project 2022 Mineral Resource Estimate was prepared by Rohan Millar, P.Geo., of SGS Geological Services, an independent Qualified Person, in accordance with the guidelines of the Canadian Securities Administrators' National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101"), with an effective date of August 18, 2022. NI 43-101 of the Canadian Securities Administrators – Standards for Disclosure for Mineral Projects – requires that each category of mineral reserves and mineral resources be reported separately. Readers should refer to the Company's continuous disclosure documents available at www.sedar.com for this detailed information, which is subject to the qualifications and notes therein.

Exploration History

Exploration on the Property has been continuous since 1994 when the British Columbia Geological Survey discovered gold-bearing veins on the Property. Teck Resources, Cogema Ltd. and Phelps Dodge staked the initial claims covering what is now the 3Ts property and conducted exploration activities. Phelps optioned the Cogema property in 1995, completing prospecting, line cutting, geological mapping, trenching, soil sampling and drilling. Silver Quest staked the Cogema property in 2001 as the Tam mineral claim and optioned the Tsacha property from Teck in 2002. Independence was formed in November 2011, initially as a wholly owned subsidiary of Silver Quest. After Silver Quest was acquired by New Gold Inc. in December 2011, Independence was spun out as an independent entity with Silver Quest's Yukon assets and the 3Ts property.

Drilling programs were undertaken on the combined properties between 1996 and 2013, together with stripping, trenching soil sampling, geophysical surveys, geochemical surveys and mapping. A 43-101 mineral resource model was undertaken in 2013, and updated in 2014, on the Tommy, Ted and Mint Vein Systems.

In the fourth quarter of 2016 and the second quarter of 2017, the Company carried out a mobile metal ion ("MMI") soil sampling program on the property. The work was centered on the known veins and underexplored areas, intending to determine if this soil sampling method could recognize the locations of the Tommy, Ted and Mint veins. The method proved to be effective with gold, silver, zinc, lead and cadmium all returning elevated results down-ice from the Ted Vein. The follow-up program successfully identified five new target areas for follow-up drilling which could identify new mineralized veins below till cover.

Also, in the fourth quarter of 2016, a desktop study of the three veins comprising the 3Ts resource was completed to better understand the controlling features on mineralization. Within all three veins, a central core occurs where the veins range

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up to 25 m in true thickness and exhibit a sub-vertical, northerly-directed plunge, as defined by the highest grades within the veins. Within all three veins mineralization is open at depth, as well as along strike to the north. The exploration potential is highlighted by drill hole TS05-108 which tested the northern region of the Tommy Vein and returned 12.6 g/t gold ("Au") and 66.8 g/t silver ("Ag") over 7.6 m in a subparallel vein located 80 m east of the Tommy Vein. This intercept occurs at a depth of 200 m below surface and is open for expansion in all directions.

In 2019 a desktop review of all historical geological information conducted, which included all of the historical data and resulted in the levelling of multiple datasets. This was used to guide the Company's exploration efforts in 2019, as well as complete a 3D geological modeling of the epithermal vein system. During the summer of 2019, a detailed TerraSpec alteration mapping program was carried out focusing on surface exposures around the known mineralized veins and historical drill core stored on site. Following this, a 286.4 line-km drone based magnetic survey was completed over the central part of the property. The resulting magnetic interpretation and a 3D magnetic inversion model, together with the observed alteration features, highlighted numerous areas of interest for follow-up work and assisted in refining several new drill targets.

Restrictions surrounding Covid-19 had resulted in a later start than anticipated for 2020, but an 11 drillhole program commenced in August 2020. Initial results from the Tommy Vein were released on October 15, 2020 and highlight that the Tommy Vein hosts high-grade gold and silver epithermal mineralization. The best intercept averaged 30.94 g/t Au and 130.0 g/t Ag across 3.0 m, within a wider intersection grading 7.97 g/t Au and 37.92 g/t Ag over 12.7 m in hole 3T-20-02. This intercept is approximately 40 m along strike from the intercept in hole 95-019 that assayed 8.38 g/t Au and 76.16 g/t Ag over 14.3 m. Further results were reported on November 10, 2020, that tested the underexplored Ted-Mint Offset Vein, which occurs in a faulted contact between the Ted Vein and the Mint Veins to the south and north, respectively. The results are highlighted by drillhole 3T-20-10, which intersected the Ted-Mint Offset Vein between 51.0 and 119.6 metres. This interval averaged 3.63 g/t Au and 132.83 g/t Ag over 67.6 m.

In the first quarter 2021, the Company announced the results from metallurgical test work completed on mineralized quartz vein material taken from two composite samples collected from the Ted-Mint and Tommy vein systems. This study was initiated to compare results to a previous study that showed recoveries of 97.3% gold and 94.9% silver from a sample of Ted-Mint vein that had a head grade of 2.28 g/t gold and 66.6 g/t silver. In the current study, Composite 1 from the Tommy vein with a head grade of 4.9 g/t gold and 34.3 g/t silver showed recoveries of 93.9% gold and 92.4% silver. Composite 2 from the Ted-Mint offset vein with a head grade of 4.2 g/t gold and 139 g/t silver showed recoveries of 97.9% gold and 95.5% silver. These results confirm those of the previous study. The following table summarizes the results of the 2021 metallurgical test work:

	Composite 1 (Tommy Vein)		Composite 2 (Ted-Mint Offset Vein)	
	Total Gold Recovery	Total Silver Recovery	Total Gold Recovery	Total Silver Recovery
Gravity Concentrate	1.46 %	0.57 %	27.6 %	3.62 %
Floatation Concentrate	76.0 %	74.8 %	64.1 %	84.8 %
Leach Concentrate	16.4 %	17.1 %	6.18 %	7.07 %
TOTAL RECOVERY	93.9 %	92.4 %	97.9 %	95.5 %

Table 2: 2021 Metallurgical study conducted by SGS Canada Inc.

A winter drill program was carried out during the first quarter of 2021, with 13 drill holes completed totaling approximately 4,300 metres (see news releases dated [June 3](#), [June 29](#) and [September 22, 2021](#) for significant results). Other fieldwork completed in 2021 included:

- **Large-scale soil surveys:** Soil and till sampling was completed across the entire property, either as new grids or infill of existing ones. The results came during Q4 of 2021 and highlighted several gold and / or silver anomalies trending north-south from the core area (i.e. Ted-Mint / Tommy veins), thus generating further greenfield targets for exploration.

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- **Deep Geophysical Surveys:** The company employed the services of Dias Geophysics to conduct a deep penetrating IP survey of the core veins and then to the west where several sporadic soil anomalies had been highlighted. The results (received in Q4 2021) revealed a new sub-surface high-chargeability target to the west of existing known veins, with its eastern margin corresponding with the Tommy Vein system. This anomaly could relate to a porphyry or other type of intrusive system that is feeding the epithermal veins. This is a priority target for 2022.
- **LiDAR:** In September 2021, McElhanney flew a LiDAR survey over the entire property. The output included high resolution imagery and digital elevation models. The output of this work assisted in the database review by allowing accurate sighting of historical drill pads and disturbance surveys. LiDAR work is not a critical part of resource evaluations and so puts the Company in good standing for future calculations.

In the first quarter of 2022, the Company undertook a drill program with a total of 4,185 metres. The drill program consisted of 17 drill holes, with 10 targeting the Ted-Mint system and 5 in the Tommy system. The final two holes were drilled into the chargeability anomaly identified by Dias Consulting in 2021 ("Balrog").

Drilling was targeted to infill areas in anticipation of a new 43-101 resource being calculated in 2022. Additional drilling was also placed around the periphery of the main zones to establish the northerly extents of what would be considered economic mineralization. Additional information was collected during logging such as vein textures and depths to help establish where in a generalized epithermal model these veins may have formed. Sampling was also considerably expanded to include brecciated zones of country rock around veins to help prove potential lower-grade intercepts over wider areas which could be modelled as a "bulk tonnage, lower grade" open pit scenario for material above the microdiorite sill.

A total of 2,109 core samples were sent to SGS Labs in Burnaby, B.C. for analysis, with final results released in July 2022 (see news releases dated [June 6](#), [June 15](#) and [July 7, 2022](#)). All data, including lithological, geochemical and structural, were also sent to SGS to update the existing 43-101 resource for the 3Ts Project.

In the third quarter of 2022, the Company announced the results of the updated NI 43-101, completed by SGS Geological Services, with the new numbers containing both in-pit and underground components, each at the calculated cut-off grades from the optimization parameters. A fall exploration program at the Property in the fourth quarter of 2022 with a focus on surface mapping and sampling between the Ted-Mint and Tommy Vein systems to better understand the structural and mineral potential of the target area, and to provide essential data to aid with future drill programs. Historic sampling carried out between 1994 and 2019 on 160 quartz vein samples within this target area returned up to 89.9 g/t gold and 1,350 g/t silver. This target area is 1,000 metres ("m") by 850 m and is split into two structural blocks by a northeast trending fault. The western block is referred to as the "Barney" target, and the eastern block as the "Butch" target. Historic drilling within these blocks has been extremely limited, with only 12 holes drilled totaling 1,539 m that targeted these veins.

Exploration at the eastern end of the property focused on additional target areas identified by the 2021 geophysical survey. These target areas have produced results from vein samples up to 39.8 g/t gold and 554 g/t silver representing significant targets for future drilling. Samples will be submitted for assaying to SGS Labs in Burnaby, B.C., and a new vein system was discovered approximately 185 m east of the Tommy vein system. These new veins exhibited classic epithermal banding textures within the quartz veins, with assays running up to 7.71 g/t gold and 61 g/t silver. This was traced for 40m on surface and remains open along strike. Bladed textures in the vein indicate that this vein is higher-up in the epithermal system which is favourable for future precious metal discoveries at depth. A second vein system exhibited a cluster of quartz veins 400m east of the Tommy vein system in what could be an extension of the untested "Barney Vein". Two larger veins situated 31m apart returned 4.66 g/t gold and 253.0 g/t silver and 2.15 g/t gold and 4 g/t silver respectively. The eastern vein was traced on surface for 90m before intersecting an area of historically collected samples (1996) which returned grades up to 16.43 g/t gold and 61.2 g/t silver. A third vein system, the Alf Vein, located 580m east of the Tommy vein and 730m west of the Ted-Mint vein system returned 3.29 g/t gold and 23.0 g/t silver within a quartz vein with chalcedonic banding and sulfosalt mineralization. The vein was traced up a vertical escarpment for 15m before being obscured by overburden.

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These results are significant as they indicate the potential for untested mineralized vein systems to exist in the area between the Tommy and Ted-Mint vein systems, which were used to calculate the recent resource. The low occurrence of other elements such as copper in the assays indicate that these veins are situated at the top of the epithermal system and that the precious metal horizons could lie within a few hundred metres depth below the surface. This zonation model has been observed and is well documented from the adjacent Ted-Mint and Tommy vein systems.

A drill program was completed during the first half of 2023 at the 3Ts Property, consisting of 33 drill holes totaling 4,100m. Results from the drill program are being interpreted, with the following significant results released to date:

Drill Hole	Vein	From (m)	To (m)	Drill Intercept (m)*	Gold (g/t)	Silver (g/t)	
3TS-23-01 3TS-23-02 3TS-23-03 3TS-23-04	Port Nacelle / Larry	Holes drilled as condemnation testing for potential Larry Vein extension.					
3TS-23-05 including	Tommy Infill	57.00 64.00	66.50 66.25	9.50 2.50	5.60 16.90	63.10 180.80	
3TS-23-06 including		80.20 82.64	88.15 85.25	7.95 2.61	10.04 26.14	76.35 174.30	
3TS-23-07 including		62.50 70.00	72.50 72.00	10.00 2.00	4.69 11.34	73.70 94.00	
3TS-23-08 and		59.90 70.00	62.90 71.00	3.00 1.00	6.35 1.53	39.33 -	
3TS-23-09		123.50	126.90	3.40	4.09	53.53	
3TS-23-10 including		56.00 67.50	71.00 69.00	15.00 1.50	6.32 26.36	94.07 274.67	
3TS-23-11 including		89.50 90.00	95.00 90.50	5.50 0.50	3.17 9.36	85.64 438.00	
3TS-23-12 including and		Tommy South	73.50 78.50 119.00	80.50 80.00 120.00	7.00 1.50 1.00	7.78 17.69 3.70	130.86 175.33 5.00
3TS-23-13 including			128.50 134.50	140.00 137.50	11.50 3.00	7.72 16.63	172.85 232.00
3TS-23-14			New Vein	Surface vein discovered in 2022; drilling was to test subsurface extent but missed target.			
3TS-23-15 including	Tommy South	176.00 181.00	187.50 182.00	11.50 1.00	8.82 20.80	78.26 172.00	
3TS-23-16		120.80	122.00	1.20	3.55	62.50	
3TS-23-17		Vein offset by a large regional fault. Target missed.					
3TS-23-18 including		97.50 100.00	106.00 100.50	8.50 0.50	2.67 15.16	26.47 102.00	

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Drill Hole	Vein	From (m)	To (m)	Drill Intercept (m)*	Gold (g/t)	Silver (g/t)
3TS-23-19 3TS-23-20	New Vein	Surface veins discovered in 2022. Drilling missed the target.				
3TS-23-21	Tommy North	27.80	29.20	1.40	6.48	82.14
3TS-23-22		Missed target.				
3TS-23-23 and and		32.88	33.50	0.62	7.61	75.81
		35.00	35.50	0.50	1.58	10.00
		37.50	41.00	3.50	8.06	59.71
3TS-23-24		Drill target missed due to drilling difficulties.				
3TS-23-25 including		7.00	13.40	6.40	0.88	18.91
		10.50	11.50	1.00	2.49	42.00
3TS-23-26	Drill target missed due to drilling difficulties.					
3TS-23-27 including and and	Ian Vein	59.80	64.30	4.50	0.81	16.00
		59.80	60.80	1.00	1.58	23.00
		153.70	154.00	0.30	4.10	-
		160.00	161.00	1.00	4.56	35.00
3TS-23-28		27.50	28.00	0.50	2.46	28.00
		76.52	83.50	6.98	6.10	66.05
3TS-23-29 including and and and and		82.00	82.50	0.50	31.80	164.00
		111.50	112.10	0.60	1.62	26.67
	146.80	147.50	0.70	1.57	-	
	167.10	167.75	0.65	2.25	-	
	185.77	186.45	0.68	1.50	-	
3TS-23-30	Johnny Vein	Drilling intersected microdiorite sill near surface.				
3TS-23-31 including		60.92	77.00	16.08	2.54	17.54
		65.00	66.00	1.00	15.01	106.00
3TS-23-32	Tommy North	Drilling failed to intersect northern extension of the Tommy Vein.				
3TS-23-33						

*the true widths of the veins are approximately 85% of the reported interval width

Table 3: Significant assay results from the winter 2023 drill program

The Tommy Infill targets were designed to test the extent of the current resource model, and some of the results are anticipated to contribute to future 43-101 resource models.

Following the completion of the winter drill program, a summer surface exploration commenced in mid-July and involves both soil sampling, prospecting and trenching. To date, a soil grid has been completed over previously untested geophysical anomalies located approximately 1 km to the northeast of the Ted-Mint Vein Systems where a 700 m wide circular magnetic anomaly has been identified (known as the Ootsa Ring Structure). Prospecting at 3Ts has also discovered several outcrops of brecciated rhyolite/dacite which hosts malachite and azurite (copper carbonates) along fractures and veinlets within the host rock over 250 m. This is the first time copper mineralization has been discovered in surface outcrop at the 3Ts property. In addition to the soil sampling, several trenches have also been excavated in the Tommy area with a focus to better understand the mineralizing potential in a zone of structural complexity.

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Laidman Project, British Columbia

On March 2nd, 2023, the Company announced the acquisition of the Laidman Project by staking. This project covers 10,800 hectares and is located 300 m northwest of the 3Ts Project and 16 km west of Artemis Gold Inc.'s Blackwater Project. The Laidman Project is comprised of six mineral tenures, largely underlain by the Laidman Batholith, a regional-scale quartz monzonite intrusion of Late Jurassic age. The Laidman Batholith extends east toward the Blackwater Project held by Artemis Gold Inc.

The area within the Laidman Project is relatively underexplored and has been subjected to some larger scale regional surveys undertaken including Geoscience BC. Along the periphery of the intrusion several mineral showings have been noted. Mineralization similar to the 3Ts Project have been discovered close to the contact zone between the intrusions and the local country rock. Although the 3Ts Project and the Blackwater Gold Project are the most advanced mineral deposits in the area, other underexplored local showings exist, including the Key West showing (MinFile 093F 091). This is a low-sulphidation epithermal gold and silver showing similar to that at the 3Ts Project and hosted within Hazelton volcanoclastic country rock, which historically produced surface samples grading up to 12.65 grams per tonne ("g/t") gold and 81.4 g/t silver. Other showings located around the intrusive body host structurally controlled porphyry copper and molybdenum mineralization. The batholith underlying the Laidman project has a 10 km southern edge which represents exploration targets for both epithermal and porphyry style mineralization.

Exploration for 2023 will focus initially on digitizing existing historical datasets as well as field reconnaissance, mapping and prospecting. The Company has set an initial budget of \$50,000 for the year, and the exploration program is expected to commence in the third quarter of 2023.

Merit Property, British Columbia

During the first quarter of 2019, the Company acquired an option to earn 60% of the Merit property from Almadex Minerals Ltd. The Merit property consists of four mineral claims covering approximately 1,907 hectares and is located in the Spences Bridge Gold Belt, 20 km northwest of Westhaven's Shovelnose Project. The property hosts three anomalous zones identified by gold-arsenic soil geochemistry with coincident geophysical targets. An historical trench across one of these zones returned 7.24 g/t gold over 1.8 m including 14.99 g/t gold over 0.6 m.

Comprehensive mapping of the property took place over several phases in the summer of 2019 with a total of 110 samples collected from vein and country rocks exposed at surface. The best results were found in chalcedonic quartz veins with dark sulphide bands, which have been defined as belonging to a 'low sulphidation epithermal' style deposit. Samples from the property returned grades of up to 9.5 grams per tonne gold and 341 g/t silver and were found at several locations across the property.

Restrictions surrounding Covid-19 had resulted in a later start than anticipated for 2020, but surface exploration commenced in the third quarter of 2020. Exploration at Merit targeted several zones identified during the 2019 field season with the objective of further understanding, delineating and expanding targets. Follow up work in at the Central Zone found additional chalcedonic quartz material approximately 70m northeast of a 2019 high grade sample and returned 7.69 g/t Au and 447 g/t Ag. Additional mapping and structural interpretation indicate that this area is part of the same structure that hosts the Sullivan Ridge veins but has been offset along a northwest to southeast trending fault. Follow up work at the Sullivan Ridge Target in 2020 discovered additional chalcedonic quartz veins that branch off at 10-15 degrees from the main vein. Samples from these veins returned grades of up to 4.35 g/t Au and up to 50 g/t Ag. A 200m by 100m area of branching veins were identified through mapping. Outcrops along a 700m strike length also show potential for similar structures.

On December 31, 2021, the Company wrote off the Merit Property in the amount of \$50,000.

In the first quarter of 2022, the Company gave Almadex Minerals Ltd. notice that it would be ending the JV agreement.

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Nicoamen Property, British Columbia

During the first quarter of 2019, the Company acquired an option to earn 60% of the Nicoamen property from Almadex Minerals Ltd. The Nicoamen property consists of nine mineral claims covering approximately 3,332 hectares and is located in the Spences Bridge Gold Belt, 40 km northwest of Westhaven's Shovelnose Project. The property hosts several anomalous zones identified by gold-arsenic soil geochemistry with coincident geophysical targets.

The Nicoamen Property contains several anomalous zones identified by soil geochemical sampling, an Induced Polarization ("IP") geophysical survey and ground geophysics. The Discovery Zone, traced for over 75 m, is a series of narrow, rhythmically banded, chalcedonic quartz veinlets ranging from 1 to 20 centimetres in width, with one vein in excess of 10 m in length. Trench samples returned assays of 0.5 grams/tonne gold over 4.9 m and 3.19 g/t gold over 0.2 m. A composite sample of quartz vein float collected 600 m northwest of the Discovery Zone returned 64.87 g/t Au. Mineralization at the West Zone is associated with a broad area of disseminated pyrite hosted in silicified and brecciated feldspathic rocks. The Canyon and Central Zones are both untested resistivity anomalies with coincident anomalous gold-arsenic soil geochemistry.

On December 31, 2021, the Company wrote off the Nicoamen Property in the amount of \$50,000.

In the first quarter of 2022, the Company gave Almadex Minerals Ltd. notice that it would be ending the JV agreement.

Boulevard Project, Yukon Territory

The Boulevard Project consists of four contiguous properties (Boulevard, YCS, Solitude and Tiger) totaling 958 quartz mining claims covering approximately 19,960 hectares. The Project is located in the Whitehorse Mining District, 135 km south of Dawson City, Yukon, 35 km south of White Gold Corp's Golden Saddle deposit and contiguous to the Coffee Project owned by Newmont Corporation.

Exploration work by the Company on the Boulevard Project has identified three significant gold-in-soil anomalies (Zones): Sunset/Sunrise Zone (including the Hollywood trend); the Denali Zone (including the Kahiltna trend), and the Runway Zone. The Sunset and Sunrise trends together comprise a continuous northwest trending multi-element soil anomaly that extends over 2,400 m in length. The eastern margin of the Sunrise Zone also defines a northeasterly trend that extends for 1,400 m.

During the 2017 field season, a total of 977.5 m of diamond drilling was completed in nine holes within the Sunrise/Sunset Zone. Drilling focused primarily on the intersection of the Sunrise and Sunset trends. The best result from this program was BV17-58 which intersected 3.10 g/t gold over 1.5 m including 76.2 g/t gold in the coarse fraction of the sample. The elevated gold values in the coarse fraction exhibit what is known as the "nugget effect". This effect was identified for the first time during the 2017 field program and requires further investigation.

In addition, the 2017 program included the collection of 2,400 geochemical soil samples. The Boulevard Project now contains 25 distinct anomalous soil trends.

On December 31, 2021, the Company wrote off the Boulevard Project in the amount of \$6,208,117.

For additional information please visit the Company's website www.ingold.ca.

RESULTS OF OPERATIONS

For the three months ended June 30, 2023 and 2022

The net loss for the three months ended June 30, 2023 was \$979,997 compared to \$728,422 for the prior year's comparative period.

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Expenses for three months ended June 30, 2023 amounted to \$989,535 (2022: \$723,726). Exploration expenditures were comparable in 2023 compared to 2022 due to active exploration work, including drill programs, at the 3Ts Property.

For the six months ended June 30, 2023 and 2023

The net loss for the six months ended June 30, 2023 was \$2,112,731 compared to \$1,899,361 for the prior year's comparative period.

Expenses for six months ended June 30, 2023 amounted to \$2,150,010 (2022: \$1,909,081). Exploration expenditures were comparable in 2023 compared to 2023 due to active exploration work, including drill programs, at the 3Ts Property.

Summary of Quarterly Results

The following table summarizes information derived from the Company's financial statements for each of the eight most recently completed quarters.

Year:	2023	2023	2022	2022	2022	2022	2020	2020
Quarter Ended:	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30
Net sales or total revenue	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
Net income (loss):								
(i) in total (000s)	\$(980)	\$(1,133)	\$(154)	\$(227)	\$(728)	\$(1,171)	\$(6,703)	\$(518)
(ii) per share ⁽¹⁾	\$(0.01)	\$(0.01)	\$(0.00)	\$(0.00)	\$(0.01)	\$(0.01)	\$(0.10)	\$(0.01)

(1) Fully diluted loss per share amounts are not shown as they would be anti-dilutive.

While the information set out in the foregoing table is mandated by *National Instrument 51-102*, it is management's view that the variations in financial results that occur from quarter to quarter are not particularly helpful in analyzing the Company's performance. It is in the nature of the business of junior exploration companies that unless they sell a mineral interest for a sum greater than the costs incurred in acquiring such interest, they have no significant net sales or total revenue.

Significant variances in the Company's reported loss from quarter to quarter most commonly arise from several factors that are difficult to anticipate in advance or to predict from past results. These factors include: (i) level of exploration and project evaluations expenses incurred, (ii) decisions to write off acquisition costs when management concludes there has been an impairment in the carrying value of a mineral property, or the property is abandoned, and (iii) the vesting of incentive stock options, which results in the recording of amounts for share-based compensation expense that can be quite large in relation to other general and administrative expenses incurred in any given quarter.

Financing Activities

During the six months ended June 30, 2023, the Company incurred share issuance costs of \$10,623 related to its December 2022 private placement financing, made \$66,767 in lease payments for its Vancouver office and photocopier lease, received \$75,000 for the exercise of 500,000 warrants, and received \$316,000 for share subscriptions related to the Company's July 18, 2023 private placement financing.

During the six months ended June 30, 2022, the Company incurred share issuance costs of \$10,605 related to its December 2021 private placement financing and made \$63,931 in lease payments for its Vancouver office and photocopier lease.

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Investing Activities

During the six months ended June 30, 2023, the Company paid \$19,081 related to the acquisition of the Laidman Property.

During the six months ended June 30, 2022, the Company made a \$5,000 payment for its land use deposit related to the 3Ts Property.

Off Balance Sheet Arrangements

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

Transactions with Related Parties

The Company had one wholly-owned subsidiary, Silver Quest Resources (US) Ltd. (incorporated in Nevada), which had no activity in either 2023 or 2022.

Key Management Personnel

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

The Company entered into the following transactions with related parties and key management personnel during the six months ended June 30, 2023.

Paid or accrued the following to Rand Explorations Ltd., a company controlled by Randy Turner, the President and Chief Executive Officer of the Company:

	2023		2022
Management fees	\$ 89,696	\$	85,425
Geological consulting fees	15,829		15,075
Share-based compensation	40,882		38,480

Paid or accrued the following to Harry Chan, the Chief Financial Officer of the Company:

	2023		2022
Management fees	\$ 37,800	\$	36,000
Share-based compensation	20,441		23,088

Paid or accrued the following to non-executive directors of the Company:

	2023		2022
Director fees	\$ 19,500	\$	19,500
Share-based compensation	102,204		115,441

The Company provides geological, office and administrative services to public companies with common directors. During the six months ended, June 30, 2023, the Company received or accrued \$22,470 (June 30, 2022: \$22,470) for rent and \$16,100 (June 30, 2022: \$13,600) for accounting, investor relations, geology and other.

Included in receivables at June 30, 2023 is \$4,005 (December 31, 2022 - \$5,248) due from companies with directors and/or officers in common. Included in accounts payable and accrued liabilities at June 30, 2023 is \$46,910 (December 31, 2022: \$17,314) due to directors and companies with directors and/or officers in common.

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MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, FORM 51-502F1

For the six months ended June 30, 2023

LIQUIDITY AND CAPITAL RESOURCES

Independence has no operations that generate cash flows and the Company's future financial success will depend on the discovery of one or more economic mineral deposits. This process can take many years, can consume significant resources and is largely based on factors that are beyond the control of the Company's management.

For the foreseeable future, Independence will rely upon its ability to raise financing through the sale of equity. This is dependent on positive investor sentiment, which in turn is influenced by a positive climate for precious metal exploration generally, a company's track record and the experience and calibre of a company's management.

There is no assurance that Independence will be able to access equity funding at the times and in the amounts required to fund the Company's activities. The outlook for the world economy remains uncertain and vulnerable to various events that could adversely affect the Company's ability to raise additional funds going forward.

Cash and Financial Condition

The Company's working capital deficiency was approximately \$242,342 at June 30, 2023, which is insufficient to cover anticipated operating costs and expenditures on the exploration programs on its properties for the near term. The Company undertook a financing during the second quarter of 2023 to fund its planned exploration programs.

On July 18, 2023, the Company completed a non-brokered private placement and issued 8,535,000 units at a price of \$0.12 per unit for proceeds of \$1,024,200 and 6,465,000 flow-through common shares at \$0.12 per flow-through share for proceeds of \$775,800, for total gross proceeds of \$1,800,000.

Independence has no other debt, does not have any unused lines of credit or other arrangement in place to borrow funds, and has no off-sheet balance arrangement. The Company has no current plans to use additional debt financing and does not use hedges or other financial derivatives.

Financial Instruments

The Company's financial instruments currently consist of cash and cash equivalents, investments, receivables, exploration advances and land-use deposits, and accounts payable and accrued liabilities. The fair value of cash and cash equivalents and investments are measured based on Level 1 of the fair value hierarchy. The fair value of receivables, exploration advances and land-use deposits and accounts payable and accrued liabilities approximate their book values because of the short-term nature of these instruments. Moreover, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

OUTSTANDING SECURITIES DATA

On the Report Date, the Company had the following securities outstanding:

Common Shares	145,948,487
Warrants	26,564,583
Options	<u>9,400,000</u>
Fully Diluted	<u>181,913,071</u>

INDEPENDENCE GOLD CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, FORM 51-502F1 For the six months ended June 30, 2023

OUTLOOK

The Company continues to evaluate and discuss with other parties' potential gold and silver projects for possible acquisition, potential transactions and corporate opportunities to add to its current portfolio of properties. In addition, the company is reviewing the results from past projects to determine how best to advance and explore its properties. The Company has identified an inferred resource on the 3Ts Project on the Nechako Plateau in British Columbia, which is the focus for the Company in 2023.

FORWARD-LOOKING INFORMATION

Certain of the statements made and information contained herein is "forward-looking information" within the meaning of the British Columbia Securities Act. This includes statements concerning the Company's plans at its mineral properties, which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, the ability of the Company to continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties and to carry out its desired exploration programs; competition within the minerals industry to acquire properties of merit, and competition from other companies possessing greater technical and financial resources; difficulties in executing exploration programs on the Company's proposed schedules and within its cost estimates, whether due to weather conditions in the areas where it operates, increasingly stringent environmental regulations and other permitting restrictions, or other factors related to exploring of its properties, such as the availability of essential supplies and services; factors beyond the capacity of the Company to anticipate and control, such as the marketability of mineral products produced from the Company's properties, government regulations relating to health, safety and the environment, and the scale and scope of royalties and taxes on production; the availability of experienced contractors and professional staff to perform work in a competitive environment and the resulting adverse impact on costs and performance and other risks and uncertainties, including those described in each management's discussion and analysis of financial condition and results of operations. In addition, forward-looking information is based on various assumptions including, without limitation, assumptions associated with exploration results and costs and the availability of materials and skilled labour. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking information. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.