

# **QUIMBAYA GOLD INC.**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE QUARTER ENDED JUNE 30, 2025**

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited financial statements and notes thereto for the three months ended June 30, 2025 of Quimbaya Gold Inc. (the "Company"). Such financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

### **DATE**

This MD&A is prepared as of August 27, 2025.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, estimates and assumptions about current mineral property interests, the global economic environment, the market price and demand for commodities and our ability to manage our property interests and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including but not limited to: (1) a downturn in general economic conditions, (2) a decreased demand or price of precious and base metals, (3) delays in the start of projects with respect to our property interests, (4) inability to locate and acquire additional property interests, (5) the uncertainty of government regulation and politics in the country of Colombia regarding mining and mineral exploration, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (7) other factors beyond our control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim 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 law. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

### **DESCRIPTION OF BUSINESS**

The Company was incorporated under the federal laws of Canada on May 27, 2020 of the Canadian Business Corporations Act and continued into British Columbia under the Business Corporations Act on May 1, 2025. The Company is engaged in the acquisition, exploration and development of mineral properties in the country of Colombia and currently has a portfolio of three projects, the Berrio Project, the Tahami Project and the Maitamac Project (the "Properties"). Its current focus is to conduct the proposed exploration program on the Properties as more particularly set out in the Technical Report, along with continuing to identify and potentially acquire additional property interests, assess their potential and engage in exploration activities.

The Company completed a non-offering prospectus ("Non-Offering Prospectus") to trade on the Canadian Securities Exchange (the "Exchange"). Effective February 25, 2022, the Company's common shares commenced trading under the ticker symbol "QIM" on the Canadian Securities Exchange (the "CSE"), OTCQB under the symbol "QIMGF" and that the Company's common shares now trade on the Frankfurt Stock Exchange ("FSE") under the symbol "K05".

## MINERAL PROPERTIES

### *BERRIO PROJECT*

On November 10, 2020, the Company acquired a 100% interest in the Property from a third party vendor (the "Vendor") subject to a 2% Net Smelter Return (the "NSR") through a 'Share and Assets Purchase Agreement' for the purchase price equal to Australian Dollars (AUD) \$225,000 ("Purchase Price"). The payment to the Vendor of the Purchase Price was fully paid as of December 2020. The Purchase Agreement is subject to a 2% Net Smelter Return held by Anglo Gold Ashanti. The Vendor was indirectly the sole owner of Mining Concession Contract No. 6822 and a database and all cores for exploratory work carried out on the land area. It consists of one concession contract covering an area of 1,218.88 hectares and is centered at 543,000E and 718,000N (UTM: WGS 1984, Zone 18N).

### *TAHAMI AND MAITAMAC PROJECTS*

On December 21, 2023, the Company acquired all the issued and outstanding shares of Explogold, Minera Buey and Nordeste (collectively, the "Companies") by way of share purchase agreements from Remandes Corporation S.A. ("Remandes") (the "Transaction"). Pursuant to the Transaction, the Company acquired the Tahami and Maitamac Projects in Colombia held by the Companies:

- The Tahami Project consists of two titles covering approximately 622 hectares and is located 158 kilometers northeast of Medellín in the Segovia-Remedios mining district of Antioquia. A portion of the purchase price will be held back pending the successful transfer of certain mining applications covering a total aggregate area of approximately 2,494.4 hectares.
- The Maitamac Project consists of 6 mining applications covering approximately 26,102 Ha and is located 45 km southwest of Medellín in the Abejorral and Sonson municipalities.

The acquisition of the Tahami and Maitamac Projects in Colombia represents a strategic investment aimed at expanding the Company's mineral property portfolio and unlocking value for our shareholders by:

- Strategic Expansion: The acquisition aligns with the Company's strategic objectives of expanding our presence in key mineral-rich regions in Colombia, known for its substantial mineral reserves potential.
- Diversification of Portfolio: By acquiring the Tahami and Maitamac Projects, the Company diversifies its asset base, mitigating risks associated with overreliance on any single project.
- Exploration Potential: Both projects exhibit exploration potential, underscored by their strategic locations within established mining districts and the presence of significant land areas for further exploration and development.

The Company has acquired Inversiones Tahamies S.A.S for total consideration of US\$205,000 of which it has paid US\$125,000 and paid the balance of US\$80,000 in the period ended June 30, 2025. This additional mining property to the Tahami Project is covering approximately 252.7 hectares. The newly secured title, SE9-13331 (252.7 ha), also known as the "Concession Contract" is located immediately northeast of Aris Mining's Segovia gold-silver project.

The Company acquired four concessions through the purchase of Minera Tahamies S.A.S. for a total of US\$400,000. Of this amount, US\$100,000 was paid in cash, and 274,000 common shares valued at US\$100,000 were issued. The remaining US\$200,000 was initially scheduled in two installments but was subsequently renegotiated to a single payment of US\$135,000, which was completed after December 31, 2024. The newly secured titles—SH2-08001 (789.75 ha), SH2-08002X (57.36 ha), SID-09152X (64.70 ha), and SHO-08001 (712.96 ha)—collectively referred to as the "Concession Contracts," are located within approximately 10 kilometers of Aris Mining Corporation's gold mining sites.

The acquisition of the entities has been accounted for as an acquisition of net assets, rather than a business combination, as the net assets acquired did not represent a separate business operation. The entities had no other assets or liabilities than the concession titles. As at June 30, 2025, the Company had no outstanding property purchase obligations.

## RESULTS OF OPERATIONS

### **Three-month period ended June 30, 2025**

During the three-month period ended June 30, 2025, the Company had not generated any revenues and had incurred expenses of \$925,962. Expenses were comprised primarily of \$360,497 in exploration expenditures, \$179,855 for consulting fees and of

\$117,133 for professional fees. Net loss for the quarter ended June 30, 2025, was \$1,113,950 as compared to net loss of \$646,541 for the comparative periods.

The following selected financial information is derived from the financial statements prepared in accordance with IFRS

<b>For the six months ended June 30, 2025</b>	<b>Tahami Project</b>		<b>Total</b>
Consulting	\$	128,189	\$ 128,189
Database		57,853	57,853
Field expenditures		47,706	47,706
Geological		156,775	156,775
Labour		139,859	139,859
Travel		33,316	33,316
<b>Total expenditures for the period</b>	<b>\$</b>	<b>563,398</b>	<b>\$ 563,398</b>

The Company's expenditures will vary from quarter to quarter depending on the Company's activity level at its properties. During the three-month period ended June 30, 2025 the Company had \$360,497 in exploration expenditures compared to \$226,521 in equivalent expenditures during the three-month period ended June 30, 2024.

During the period ended June 30, 2025, the Company incurred a financial loss of \$187,988 due to a business compromise, which is undergoing investigations. The Company is devoting the utmost efforts towards recovery of the funds.

#### SUMMARY OF QUARTERLY RESULTS

A summary of the Company's financial results for the quarter ended June 30, 2025 and the year ended December 31, 2024 is as follows:

	<b>Quarter Ended June 30, 2025 \$</b>	<b>Year Ended December 31, 2024 \$</b>
Total Assets	6,875,585	5,415,284
Total liabilities	577,410	865,716
Revenue	Nil	Nil
Net income (loss)	(1,113,950)	(2,982,954)
Loss per share, basic and diluted	(0.02)	(0.10)

Management is actively monitoring cash levels and managing exploration plans and corporate overhead against its budget. Cash levels will decline as the Company accelerates exploration work. As of the date of the MD&A, the Company believes that it will have sufficient liquidity to continue operations for the 12-month period ending June 30, 2026 through the potentially raising additional funds in the public equity markets. Management will continue to look for new sources of financing, to fund its working capital to advance the Company's exploration and other operations.

The following is a summary of the Company's financial results for the eight most recent quarters:

<b>Quarter Ended</b>	<b>Revenue (\$)</b>	<b>Loss for the period (\$)</b>	<b>Basic and Diluted Loss per share (\$)</b>
June 30, 2025	-	(1,113,950)	(0.02)
March 31, 2025	-	(1,557,026)	(0.03)
December 31, 2024	-	(1,056,833)	(0.03)
September 30, 2024	-	(645,235)	(0.02)

June 30, 2024	-	(646,541)	(0.02)
March 31, 2024	-	(634,345)	(0.02)
December 31, 2023	-	(403,765)	(0.02)
September 30, 2023	-	(457,264)	(0.03)

The net loss of \$1,113,950 in the three months ended June 30, 2025 has decreased by \$443,076 compared to the last quarter ended March 31, 2025. This is mainly due to a decrease in share-based payment of \$415,094, a decrease in investor relations of \$185,534 and increase of 157,296 in Exploration expenditures.

The net loss of \$1,557,026 in the three months ended March 31, 2025 has increased by \$500,193 compared to the last quarter ended December 31, 2024. This increase is mainly due to a decrease in investor relations of \$232,663, increase of \$84,845 in consulting fees and increase of \$67,195 in exploration expenditures.

The net loss of \$1,056,833 in the three months ended December 31, 2024 has increased by \$411,598 compared to the last quarter ended September 30, 2024. This increase is mainly due to an increase in consulting fees of \$97,099 and increase of \$477,342 in share-based payment.

## LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2025, the Company had a working capital of \$1,144,572 compared to working capital deficit of \$587,203 as at December 31, 2024.

During the period ended June 30, 2025, the Company had the following share issuances:

- The Company issued 5,770,799 common shares at \$0.30 per share valued at \$1,732,123 inclusive of both traditional private placement funds and shares for debt/previous services
- The Company entered into a drilling agreement, agreeing to compensate contractors entirely in equity through the issuance of 3,994,934 Units at \$0.30, each consisting of one common share and one warrant exercisable at \$0.40 for two years. The drilling units are held in escrow with Olympia Trust Company. As at June 30, 2025, no Units had been released from escrow and the value of \$1,198,480 is included in prepaid expenses.

### *Cash and Cash Equivalents*

The Company's cash balances are deposited with major financial institutions in Canada.

### *Sources and Uses of Cash*

The Company's ability to continue operations and fund its development expenditures is dependent on management's ability to secure additional financing. Management is actively pursuing such additional sources of financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

The following are the Company's cash flows from operating, investing and financing activities for the quarter ended June 30, 2025:

- Operating Activities: The Company used net cash of \$2,002,103 in operating activities during the six-month period ended June 30, 2025 compared to \$790,173 in the previous year corresponding period.
- Financing Activities: The Company received net cash of \$2,571,396 from financing activities during the six-month period ended June 30, 2025 compared to receiving net cash of \$1,006,618 during the six-month period ended June 30, 2024.
- Investing Activities: The Company used cash of \$313,868 in investing activities during the six-month period ended June 30, 2024 compared to \$208,870 in the previous year corresponding period

### *Contractual Obligations and Commitments Excluding Provisions*

The Company does not have any contractual obligations or commitments other than trade accounts payable due within one-year.

*Off-balance sheet arrangements*

The Company does not have off-balance sheet arrangements including any arrangements that would affect the liquidity, capital resources, market risk support and credit risk support or other benefits.

*Capital Management*

There were no changes in the Company's approach to capital management during the period ended June 30, 2025.

In managing liquidity, the Company's primary objective is to ensure the entity can continue as a going concern while raising additional funding to meet its obligations as they come due. The Company's operations to date have been funded by issuing equity. The Company expects to improve the working capital position by securing additional financing.

The Company's investment policy is to invest excess cash in very low risk financial instruments such as term deposits or by holding funds in high yield savings accounts with major Canadian banks. Financial instruments are exposed to certain financial risks, which may include currency risk, credit risk, liquidity risk and interest rate risk.

The Company's mineral property interests are all in the exploration stage, as such the Company is dependent on external financing to fund its exploration activities and administrative costs. Management continues to assess the merits of mineral properties on an ongoing basis and may seek to acquire new properties or to increase ownership interests if it believes there is sufficient geologic and economic potential.

Management mitigates the risk and uncertainty associated with raising additional capital in current economic conditions through cost control measures that minimizes discretionary disbursements and reduces exploration expenditures that are deemed of limited strategic value.

The Company manages the capital structure (consisting of shareholders' deficiency) on an ongoing basis and adjusts in response to changes in economic conditions and risks characteristics of its underlying assets. Adjustments to the Company's capital structure may involve the issuance of new shares, assumption of new debt, acquisition or disposition of assets, or adjustments to the amounts held in cash, cash equivalents and short-term investments.

The Company is not subject to any externally imposed capital requirements.

**TRANSACTIONS WITH RELATED PARTIES**

Parties are related if one party has the direct or indirect ability to control or exercise significant influence over the other party in making operating and financial decisions. Parties are also related if they are subject to common control or common significant influence. A transaction is considered to be a related party transaction when there is a transfer of economic resources or financial obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the fair value.

Related parties include companies controlled by key management personnel. Key management personnel are composed of the Board of Directors, Chief Executive Officer and Chief Financial Officer of the Company.

<b>Payments to key management personnel</b>	For the six months ended June 30, 2025	For the six months ended June 30, 2024
Consulting fees	\$ 191,670	\$ 130,000
Accounting fees	37,500	30,000

As at June 30, 2025, accounts payable and accrued liabilities of \$14,420 (December 31, 2024 - \$48,859) was due to related parties.

In the year ended December 31, 2023, the Company entered into a convertible loan facility for total proceeds of \$280,000 with a former director of the Company (the "Loan Facility"). Pursuant to the Loan Facility, the convertible loans accrued interest at a rate of 10% per annum and were convertible into common shares, along with accrued interest, at the option of the holder at a conversion price of \$0.50 per common share. The Company received funds of \$135,000 on May 11, 2023, and a further \$145,000 on June 9, 2023. The convertible loans mature two years from the date of issuance.

After valuing the financial liability component of the convertible debentures, a residual value was assigned to the conversion feature. The Company considered the market interest rate for comparable entities and instruments in the market. The Company has estimated that comparable instruments would bear an interest rate of 18%.

In September 2023, the Company repaid \$150,000 to the lender against principal of the convertible loans. On November 28, 2023, the lender and Company agreed to the cancellation of the bonus warrants from which point the amounts accrue interest at a rate of 12% of annum.

In December 2023, the Company borrowed an additional \$100,000 accruing interest at a rate of 12%. All balances mature two years from the date of the first issuance under the facility on May 9, 2025. Subsequent to June 30, 2025, the Company repaid the balance of the convertible debentures and accrued interest for a total amount of \$160,000.

In the period ended June 30, 2025, the Company borrowed:

- a) \$75,050 from the CFO of the Company, accruing interest at a rate of 12% per annum. The Company repaid the balance and accrued interest in the amount of \$76,628 in the period.

## **SUBSEQUENT EVENTS**

The following subsequent events occurred after quarter end June 30, 2025 and as of the date of publishing this MD&A:

- On July 4, 2025, the Company successfully closed a non-brokered private placement, issuing 11,525,299 units at a price of \$0.35 per unit for total gross proceeds of \$4,033,854. Each unit consisted of one common share and one warrant, with each warrant exercisable at \$0.60 per share for a period of three years, expiring July 4, 2028. Prior to June 30, 2025, the Company had already received subscription proceeds of \$853,630 and recorded deferred financing costs of \$8,367 related to this placement.
- Denarius Metals Corp. elected to terminate the binding Letter of Intent (LOI) previously announced on May 7, 2025. The LOI contemplated the formation of a 50:50 joint venture to advance the formalization of artisanal mining at the Company's Tahami Project in the Segovia District of Colombia. While the parties were unable to finalize a definitive agreement, the Company values the constructive dialogue held with Denarius and their shared interest in responsible development in the Segovia region.

As a result of the termination, Quimbaya retains 100% ownership of the Tahami Project, including the drill-ready Tahami South area. Management believes this provides the Company with greater flexibility and control in advancing its exploration strategy. Quimbaya remains focused on executing its fully funded 2025–2026 exploration program, which includes a 4,000-meter drill campaign scheduled to commence at Tahami South in the near term.

In parallel, the Company continues to evaluate alternative structures and partnerships to support the formalization of artisanal mining in the region, consistent with its commitment to responsible mining practices, inclusive economic participation, and strong community engagement.

## **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

The Company's financial instruments consist of cash, amounts receivable, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

## **DISCLOSURE OF OUTSTANDING SHARE DATA**

### **Common Shares**

The Company's common shares are currently listed on the CSE. The Company's authorized share capital consists of an unlimited number of common shares without par value.

As at June 30, 2025, the Company had 46,674,489 common shares issued and outstanding and at August 27, 2025 the Company had 58,299,788 common shares issued and outstanding.

### **Share Purchase Warrants**

As at June 30, 2025, there were 15,148,023 share purchase warrants outstanding.

## **Stock Options**

As at June 30, 2025, there were 2,100,000 stock options outstanding

## **Restricted Share Units (RSU)**

As at June 30, 2025, there were a balance of 175,000 outstanding RSU.

## **CRITICAL ACCOUNTING ESTIMATES**

To prepare financial statements in conformity with IFRS, the Company must make estimates, judgements and assumptions concerning the future that affect the carrying values of assets and liabilities as of the date of the financial statements and the reported values of revenues and expenses during the reporting period. By their nature, these are uncertain and actual outcomes could differ from the estimates, judgments and assumptions.

The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods. Significant accounting judgments, estimates and assumptions are reviewed on an ongoing basis.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could have an effect on the amounts recognized in the condensed consolidated interim financial statements relate to the following:

### *Going concern*

The preparation of the consolidated financial statements requires management to make judgments regarding the ability to continue as a going concern.

## **ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE**

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

## **RISK FACTORS**

Much of the information included in this report includes or is based upon estimates, projections or other forward-looking statements. Such forward-looking statements include any projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors:

### **Risks Related to the Company's Business**

*Because of the unique difficulties and uncertainties inherent in mineral exploration ventures, the Company faces a high risk of business failure.*

Potential investors should be aware of the difficulties normally encountered by mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration program that the Company intends to undertake on its properties and any additional properties that the Company may acquire. These potential problems include unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The expenditures to be made by the Company in the exploration of its properties may not result in the discovery of mineral deposits. Any expenditures that the Company may make in the exploration of any other mineral property that it may acquire may not result in the discovery of any commercially exploitable mineral deposits. Problems such as unusual or unexpected geological formations and other conditions are involved in all mineral exploration and often result in unsuccessful exploration efforts. If the results of the Company's exploration do not reveal viable commercial mineralization, the Company may decide to abandon some or all of its property interests.

*Because of the speculative nature of the exploration of mineral properties, there is no assurance that the Company's exploration activities will result in the discovery of any quantities of mineral deposits on its current properties or any other additional properties the Company may acquire.*

The Company intends at this time to continue exploration on its current properties and the Company may or may not acquire additional interests in other mineral properties. The search for mineral deposits as a business is extremely risky. The Company can provide investors with no assurance that exploration on its current properties, or any other property that the Company may acquire, will establish that any commercially exploitable quantities of mineral deposits exist. Additional potential problems may prevent the Company from discovering any mineral deposits. These potential problems include unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. If the Company is unable to establish the presence of mineral deposits on its properties, its ability to fund future exploration activities will be impeded, the Company will not be able to operate profitably and investors may lose all of their investment in the Company.

*The potential profitability of mineral ventures depends in part upon factors beyond the control of the Company and even if the Company discovers and exploits mineral deposits, the Company may never become commercially viable and the Company may be forced to cease operations.*

The commercial feasibility of an exploration program on a mineral property is dependent upon many factors beyond the Company's control, including the existence and size of mineral deposits in the properties the Company explores the proximity and capacity of processing equipment, market fluctuations of prices, taxes, royalties, land tenure, allowable production and environmental regulation. These factors cannot be accurately predicted and any one or a combination of these factors may result in the Company not receiving an adequate return on invested capital. These factors may have material and negative effects on the Company's financial performance and its ability to continue operations.

*Exploration and exploitation activities are subject to comprehensive regulation which may cause substantial delays or require capital outlays in excess of those anticipated causing an adverse effect on the Company.*

Exploration and exploitation activities are subject to laws, regulations and policies, including laws regulating the removal of natural resources from the ground and the discharge of materials into the environment. Exploration and exploitation activities are also subject to laws, regulations and policies which seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment.

Environmental and other legal standards imposed authorities may be changed and any such changes may prevent the Company from conducting planned activities or may increase its costs of doing so, which would have material adverse effects on its business. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on the Company. Additionally, the Company may be subject to liability for pollution or other environmental damages that the Company may not be able to or elect not to insure against due to prohibitive premium costs and other reasons. Any laws, regulations or policies of any government body or regulatory agency may be changed, applied or interpreted in a manner which will alter and negatively affect the Company's ability to carry on its business.

*Title to mineral properties is a complex process and the Company may suffer a material adverse effect in the event one or more of its property interests are determined to have title deficiencies.*

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to such property will not be challenged or impugned. Further, the Company cannot give an assurance that the existing description of mining titles will not be changed due to changes in policy, rulings, or law in the jurisdiction where the property is located. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have title to one or more of its properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

The properties optioned by the Company may now or in the future be the subject to aboriginal land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the properties optioned by the Company cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the properties optioned by the Company are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with first nations in order to facilitate exploration and development work on the properties optioned by the Company.

*Because the Company's property interests may not contain mineral deposits and because it has never made a profit from its operations, the Company's securities are highly speculative and investors may lose all of their investment in the Company.*

The Company's securities must be considered highly speculative, generally because of the nature of its business and its stage of operations. The Company currently has exploration stage property interests which may not contain mineral deposits. The Company may or may not acquire additional interests in other mineral properties but the Company does not have plans to acquire rights in any specific mineral properties as of the date of this report. Accordingly, the Company has not generated significant revenues nor has it realized a profit from its operations to date and there is little likelihood that the Company will generate any revenues or realize any profits in the short term. Any profitability in the future from the Company's business will be dependent upon locating and exploiting mineral deposits on the Company's current properties or mineral deposits on any additional

properties that the Company may acquire. The likelihood that any mineral properties that the Company may acquire or have an interest in will contain commercially exploitable mineral deposits is extremely remote. The Company may never discover mineral deposits in respect to its current properties or any other area, or the Company may do so and still not be commercially successful if the Company is unable to exploit those mineral deposits profitably. The Company may not be able to operate profitably and may have to cease operations, the price of its securities may decline and investors may lose all of their investment in the Company.

*As the Company faces intense competition in the mineral exploration and exploitation industry, the Company will have to compete with the Company's competitors for financing and for qualified managerial and technical employees.*

The Company's competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than the Company. As a result of this competition, the Company may have to compete for financing and be unable to acquire financing on terms it considers acceptable. The Company may also have to compete with the other mining companies for the recruitment and retention of qualified managerial and technical employees. If the Company is unable to successfully compete for financing or for qualified employees, the Company's exploration programs may be slowed down or suspended, which may cause the Company to cease operations as a company.

*The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its exploration activities and investors could lose their entire investment.*

There is no assurance that the Company will operate profitably or will generate positive cash flow in the future. The Company requires additional financing in order to proceed with the exploration and development of its properties. The Company will also require additional financing for the fees it must pay to maintain its status in relation to the rights to the Company's properties and to pay the fees and expenses necessary to operate as a public company. The Company will also need more funds if the costs of the exploration of its mineral claims are greater than the Company has anticipated. The Company will require additional financing to sustain its business operations if it is not successful in earning revenues. The Company will also need further financing if it decides to obtain additional mineral properties. The Company currently does not have any arrangements for further financing and it may not be able to obtain financing when required. The Company's future is dependent upon its ability to obtain financing. If the Company does not obtain such financing, its business could fail and investors could lose their entire investment.

*The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.*

The Company's directors and officers are involved in other business activities. As a result of their other business endeavours, the directors and officers may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of its officers' other business interests.

## **DIVIDENDS**

The Company has neither declared nor paid any dividends on its common shares. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

## **INTERNAL CONTROLS OVER FINANCIAL REPORTING**

The Company has established procedures and internal control systems to ensure the timely and accurate preparation of financial, management and other reports. The Chief Executive Officer and Chief Financial Officer certify financial reports. Disclosure controls are in place to ensure all reporting meets statutory reporting requirements. The Company's management is responsible for establishing and maintaining adequate internal controls. These controls have been designed to provide reasonable, but not absolute, assurance with respect to the Company's financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Internal controls, however well-conceived, will provide only reasonable and not absolute assurance that the objectives of the internal controls over financial reporting will be met. It should not be expected that the disclosure and internal controls and procedures would prevent all errors or fraud.

Due to the small size of the Company's finance department, there are a limited number of personnel handling accounting and financial matters and as a result, there is a lack of segregation of duties. Management believes that it has designed sufficient compensating internal controls to mitigate these limitations, including dual signatories on all cheques. Additional internal controls include audit committee and senior management review and oversight.

The Company's certifying officers, the Chief Executive Officer and the Chief Financial Officer, have reviewed the effectiveness of the design and operation of the Company's disclosure controls and procedures as a whole. Based on their review, including a review of the compensating controls relating to the lack of segregation of duties noted above, they have concluded that the Company's internal controls and procedures, as defined in National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Filings of the Canadian Securities Regulators, were effective overall.

## **DISCLOSURE CONTROLS AND PROCEDURES**

Disclosure controls and procedures are designed to provide reasonable, but not absolute, assurance that all material information is obtained, analyzed and reported to senior management on a timely basis in order for management to make reasonable decisions regarding public disclosure.

The Company's certifying officers, the Chief Executive Officer and the Chief Financial Officer, have reviewed the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on their review, they have concluded that the Company's disclosure controls and procedures, as defined in National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Filings of the Canadian Securities Regulators, were effective and provide reasonable assurance that information required to be disclosed in interim, annual and special filings are submitted under Canadian securities laws and are recorded, processed, summarized and reported in a timely fashion.

## **ADDITIONAL INFORMATION**

Additional information about the Company is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## **BOARD APPROVAL**

The board of directors of the Company has approved this MD&A.