



Overview

The following covers the operations of EGR Exploration Ltd. (formerly Gambier Gold Corp.) (the "Company" also referred to as "EGR") for the year ended March 31, 2024 prepared as of July 9, 2024. This management discussion and analysis ("MD&A") should be read in conjunction with the Company's audited consolidated financial statements for the year ended March 31, 2024 and related notes.

These documents are available for viewing on SEDAR+ at www.sedarplus.ca. Unless otherwise indicated, all dollar amounts therein and in the following MD&A are in Canadian dollars. These consolidated financial statements were prepared in accordance with IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

Forward-Looking Statements

This MD&A contains certain statements that may be deemed "forward-looking statements". All statements in this MD&A, other than statements of historical fact, that address exploration drilling, exploitation activities and events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are 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. Information inferred from the interpretation of drilling results and information concerning mineral resource estimates may also be deemed to be forward-looking statements, as it constitutes a prediction of what might be found to be present when and if a project is developed. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in the forward-looking statements include market prices, exploitation and exploration successes, and continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change beyond the procedures required under applicable securities laws.

Description of Business

The Company was incorporated on March 2, 2006 in British Columbia. Its registered office and records office is Suite 2300 – 550 Burrard Street, Vancouver, BC, V6C 2B5.

The Company is in the process of acquiring and exploring resource properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The Company changed its name from Gambier Gold Corp. to EGR Exploration Ltd. on October 17, 2022 and listed on the TSX Venture Exchange ("TSX V" or the "Exchange") under the symbol "EGR".

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The Company recognizes environmental, social and governance (“ESG”) best practices as key components to responsible mineral exploration and development. The Company’s exploration programs are conducted to meet or exceed environmental regulations, while respecting the communities and environments in which we operate. The Company strives to earn its social license with local and Indigenous communities by meeting with stakeholders, regulators, and other concerned parties before and during exploration work to understand traditional and cultural issues important to these communities. The Company’s approach is based on transparency, open communication, inclusivity, and respect, to better enable social and economic benefit for communities as well as value for investors.

Exploration and evaluation assets

The following tables summarize the Company’s exploration and evaluation assets as at March 31, 2024 and 2023.

Exploration and evaluation assets	Detour West	Urban Barry	Total
As of March 31, 2022	\$ 561,850	\$ -	\$ 561,850
Shares issued	50,000	-	50,000
Cash - payment	2,450	-	2,450
As of March 31, 2023	614,300	-	614,300
Cash - payment	760	12,613	13,373
Cash - option payment received	-	(15,000)	(15,000)
Proceeds received in excess of exploration and evaluation asset costs – recognized as income	-	2,387	2,387
As of March 31, 2024	\$ 615,060	\$ -	\$ 615,060

The following tables summarize the Company’s exploration recovery for the year ended March 31, 2024.

Mineral exploration expenses (recovery) for the year ended March 31, 2024	Detour West	Urban Barry	Total
Assays	\$ 4,614	\$ -	\$ 4,614
Consulting	133,270	4,050	137,320
Freight	350	-	350
Geological	34,025	9,608	43,633
Geophysical	249,000	-	249,000
Helicopter	24,903	-	24,903
Labour	22,880	-	22,880
Mobilization	8,000	-	8,000
Project supervision	256	1,587	1,843
Site visit and report	28,841	3,328	32,169
Government grant	(200,000)	-	(200,000)
	\$ 306,139	\$ 18,573	\$ 324,712



Detour West, Ontario

On April 13, 2023, the Company announced that it had commenced a high-resolution airborne magnetic survey ("the Mag Survey") over its flagship Detour West Gold Project. The Company contracted Precision GeoSurveys Inc. to carry out an airborne magnetic survey totaling 4,620 line kilometres on a line spacing of 75 metres at the Detour West Gold Project. The Survey covers approximately two-thirds of the property investigating the extensions of the Sunday Lake (SLDZ), Massicotte (MDZ) and Lower Detour Lake (LLDZ) deformation zones known to be associated with gold mineralization along the Detour-Fenelon trend, including the Detour Lake Mine. Data obtained from this airborne magnetic survey provides a superior and consistent dataset to form the basis for target refinement of future till and top of bedrock sampling and reverse circulation (RC) drill programs. This Mag Survey is the first step in target preparation for the Company's RC drill program.

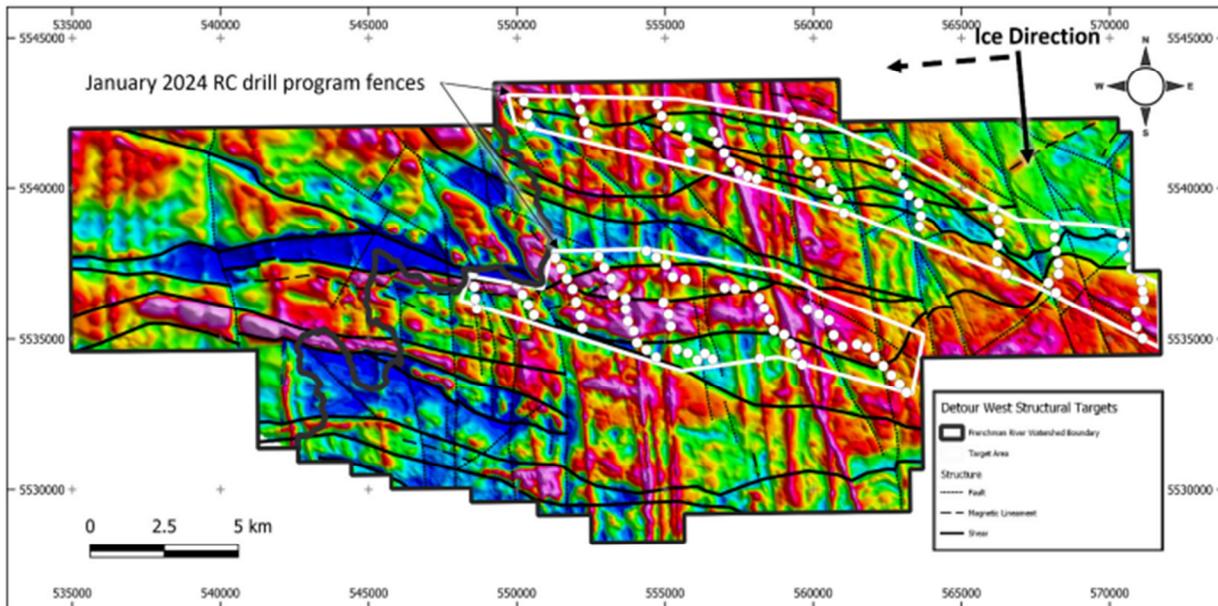
On May 15, 2023, the Company announced that it had completed the Mag Survey at Detour West Gold Property.

On August 13, 2023, the Company announced the commencement of its summer outcrop and prospecting program along with the completion of the airborne magnetic interpretation for drill targeting on the Detour West Gold Property. The Company was approved for the Ontario Junior Exploration Program grant (OJEP) and received \$200,000 in funding from the Ontario government under the OJEP program during the year ended March 31, 2024. The funds were allocated for the airborne magnetic survey, interpretive work, and current summer prospecting programs.

The prospecting program intends to target several potential outcrops identified from previously collected light detection and ranging (LiDAR) data. Due to the sparse outcrop within the project area, this program will aid in targeting the upcoming glacial till and top of bedrock sampling RC drill program.

The Company's technical team and consultants have been analyzing and interpreting recently acquired high-resolution airborne magnetic data, historical geophysical data and geology to define and prioritize targeted areas. The collection and interpretation of data covering the entire property, has revealed numerous target areas on the 40,255 ha land package. Interpretation of the magnetic data shows the Sunday Lake Deformation Zone (SLDZ) and Lower Detour Deformation Zone (LDDZ) continue onto and transect the property. The team has identified numerous targets and areas of interest that have the potential to host orogenic gold mineralization and merit further exploration.

On February 20, 2024, the Company's application for a permit to conduct drilling at the Detour West Property was approved by the Ontario Ministry of Mines. This permit allows EGR to drill for the potential westward extensions of the Detour-Fenelon Gold Trend onto EGR's Detour West Property from the adjacent Detour Lake Mine Property owned by Agnico Eagle. EGR received approval for one hundred and twenty three RC drill holes planned to test approximately 30 kilometres of interpreted structural corridors. Drill holes are planned along 16 fences of approximately 400 metre-spaced holes with 1 to 2.5 kilometres between fences. Interpretation of all the geological and magnetic geophysical data identified five areas of interest that are the target of the proposed program. The objective of the program is to identify gold-in-till (gold dispersal trains) that may vector to mineralized portions of interpreted shear structures and to collect top of bedrock lithological data. This will build an accurate geological map in proximity to the interpreted east-west trending shear structures that potentially represent the extension of the Detour-Fenelon Trend.



During fiscal 2024, the Company incurred \$306,140 in exploration expenditures net of \$200,000 government grant due to the increasing exploration activities (2023 – recovery of \$77,206 as a result of the credit note received from Pioneer) on this property. Management plans to continue exploration at Detour West and is seeking to fund further exploration through equity financing or via partnerships with other mining companies.

Urban Barry, Quebec

The Company holds certain claims in the Urban Barry Property in Quebec, Canada. During the year ended March 31, 2024, the Company recorded staking costs of \$12,613 to keep the claims in good standing.

On December 19, 2023, the Company entered into an option agreement (the “Option Agreement”) with Harvest Gold Corp. (the “Optionee”) for the Optionee to earn a 100% interest in the Urban Barry Property. As consideration, the Optionee will make cash payments of \$90,000 and issue up to 2,750,000 common shares of the Optionee to the Company, and incur \$300,000 exploration expenditures from the date of the Exchange’s acceptance (February 28, 2024) as follows:

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	Cash	Shares	Exploration expenditures
Upon signing of the Option Agreement and the Exchange's approval	\$ 15,000 (received)	-	\$ -
Upon updated claims status with Ministère des ressources naturelles et des forêts	-	1,000,000 (received subsequently)	-
July 2, 2024	30,000	-	-
December 15, 2024	-	500,000	-
February 28, 2025	-	-	100,000
July 2, 2025	45,000	-	-
December 15, 2025	-	250,000	-
February 28, 2026	-	-	200,000
If there is an NI 43-101 inferred resource estimate of 1,000,000 oz AuEq or greater	-	1,000,000	-
	<u>\$ 90,000</u>	<u>2,750,000</u>	<u>\$ 300,000</u>

Upon exercise of the Option, the Company will retain a 2.0% NSR on the Urban Barry Property. The Optionee shall have the right, to purchase 1.0% of the NSR from the Company in consideration of \$1,000,000.

The Optionee will expend \$100,000 on the property within one year of the date of the Exchange's approval and an additional \$200,000 on or before the second anniversary of the Exchange's approval of the Option Agreement. The Optionee is to complete two years of work commitments prior to returning any claims.

During the year ended March 31, 2024, the Company received the first cash payment of \$15,000 and recognized the proceeds received in excess of the staking costs of \$2,387 as other income.

Qualified Person

Brian Atkinson, P.Geo, is a qualified person as defined by NI 43-101 and reviewed the preparation of the scientific and technical information in this MD&A disclosure. Further information and results of exploration programs can be found on www.sedarplus.ca and the Company's website. <https://egrexploration.com/>.



Selected Annual Information

The following is a summary of the Company's financial results for the Company's three most recently completed financial years:

	2024	2023	2022
Total revenues	\$ -	\$ -	\$ -
Expenses	\$ 978,936	\$ 902,159	\$ 2,367,467
Comprehensive loss for the year	\$ 858,034	\$ 522,198	\$ 2,184,167
Basic and diluted loss per share	\$ 0.02	\$ 0.03	\$ 0.15
Total assets	\$ 885,815	\$ 823,497	\$ 792,173
Total long-term financial liabilities	\$ -	\$ -	\$ -
Cash dividend declared - per share	N/A	N/A	N/A

Summary of Quarterly Results

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

	Three months ended			
	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
Total revenues	\$ -	\$ -	\$ -	\$ -
Expenses	\$ 18,343	\$ 98,133	\$ 364,687	\$ 497,773
Net and comprehensive loss	\$ 17,455	\$ 87,633	\$ 335,663	\$ 417,283
Loss per share	\$ 0.00	\$ 0.00	\$ 0.01	\$ 0.01

	Three months ended			
	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
Total revenues	\$ -	\$ -	\$ -	\$ -
Expenses	\$ 359,055	\$ 201,665	\$ 34,300	\$ 307,139
Net and comprehensive loss (income)	\$ 280,140	\$ 201,665	\$ (266,746)	\$ 307,139
Loss (earnings) per share	\$ 0.01	\$ 0.01	\$ (0.03)	\$ 0.03

Results of operations

During the three months ended March 31, 2024:

The Company incurred a net loss of \$17,455 (loss per share of \$0.00) for the three months ended March 31, 2024, as compared to a net loss of \$280,140 (loss per share of \$0.01) for the same period in 2023.

The Company incurred exploration recoveries of \$106,855 during the three months ended March 31, 2024 (2023 – expenses of \$33,562) due to the Company received the OJEP government grant for its Detour West property.

Excluding share-based payments of \$Nil (2023 – \$164,100) and depreciation of \$131 (2023 - \$176), the Company's administrative expenses total to \$125,067 (2023 - \$161,217), a decrease of \$36,150, of which the significant expenditures were as follows:

- Consulting fees of \$Nil (2023 - \$5,000) due to the decrease of consulting service; and



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- Shareholder communication fees of \$20,251 (2023 - \$41,179) as the Company released news and advertised to promote itself in the capital market.

During the year ended March 31, 2024:

The Company incurred a net loss of \$858,034 (loss per share of \$0.02) for the year ended March 31, 2024, as compared to a net loss of \$522,198 (loss per share of \$0.03) for the same period in 2023.

The Company incurred exploration expenses of \$324,712 during the year ended March 31, 2024 since the Company had an exploration program on its Detour West property, while being offset by the \$200,000 OJEP received (2023 – recoveries of \$77,206, due to (a) a credit note of \$72,336 from the vendor for certain unaccomplished services in fiscal 2022; and (b) recovery of \$113,837 from the reclassification of certain geological expenses to GST/HST receivable incurred in fiscal 2022).

Excluding share-based payments of \$53,710 (2023 – \$164,100) and depreciation of \$526 (2023 - \$706), the Company's administrative expenses total to \$599,988 (2023 - \$814,559), a decrease of \$214,571, of which the significant expenditures were as follows:

- Accretion expense of \$32,238 (2023 - \$10,000) due to the amortization of the host liability of the convertible note;
- Bank charges and interest fees of \$317 (2023 - \$33,049) due to the finance charge by a vendor in 2023;
- Consulting fees of \$Nil (2023 - \$84,795) due to the decrease of consulting service;
- Professional fees of \$206,408 (2023 – \$419,146) as the Company incurred additional legal and accounting fee for the Company's name change, the annual general meeting, debt settlement agreement and preparation of option grants in 2023; and
- Shareholder communication fees of \$187,291 (2023 - \$47,698) as the Company released news and advertised for the May 2023 private placement financing.

The Company also had (a) gain on re-valuation of derivative liability of \$75,000 (2023 - loss on re-valuation of derivative liability of \$42,000); (b) flow-through share premium reversal of \$42,857 (2023 - \$Nil); (c) proceeds received in excess of exploration and evaluation asset costs of \$2,387 for the Urban Barry property (2023 - \$Nil); (d) gain on the settlement of accounts payable of \$Nil (2023 - \$301,046); and (e) write-off of accounts payable and accrued liabilities and loans payable of \$Nil (2023 - \$118,467).

Liquidity and Capital Resources

The Company had cash of \$245,647 at March 31, 2024, compared to \$157,461 as at March 31, 2023. The Company had a working capital of \$32,362 at March 31, 2024 as compared to the working capital deficiency of \$55,575 as at March 31, 2023.

The Company's cash increased by \$88,186 as a result of \$848,793 used in operating activities and \$13,373 expenditures on the exploration and evaluation assets while being offset by \$15,000 proceeds from the sale of exploration and evaluation assets and \$935,352 net cash received from the issuance of shares.

On April 12, 2023, the Exchange approved the extension of the 1,777,778 share purchase warrants with an original expiry date of April 15, 2023, to be extended for one year with a new expiration date of



April 15, 2024. The exercise price of \$0.69 and all the other terms and conditions of the warrants remained unchanged. On April 15, 2024, these warrants expired.

On May 15, 2023, the Company completed a non-brokered private placement by issuing 6,818,182 units (the "Units") at a price of \$0.11 per unit and 1,428,572 flow-through units of the Company (the "Flow-Through Units") at a price of \$0.14 per Flow-Through Unit for gross proceeds to the Company of \$950,000 (the "Offering"). Each Unit is comprised of one common share of the Company ("Common Share") and one half of one common share purchase warrant ("Warrant"), and each Flow-Through Unit is comprised of one flow-through common share of the Company and one half of one common share purchase warrant. Each full Warrant entitles the holder to purchase one common share of the Company ("Warrant Share") at an exercise price of \$0.22 for a period of three years expiring on May 15, 2026. The fair value of the warrants was \$252,504, which was included in equity reserves. The fair value has been estimated as using the Black-Scholes Option Pricing Model with the following assumptions: share price on the announcement date of \$0.14, risk-free interest rate of 3.83%, dividend yield of 0%, volatility of 157.47% and expected life of three years. In connection with this financing, the Company paid cash finder's fee of \$14,648, and issued 129,900 agent's warrants. Each agent's warrant entitles the holder to purchase one common share of the Company at a price of \$0.11 per share for a period of one year, expiring on May 15, 2024. The Company fair valued the agent's warrants at \$9,743. The fair value has been estimated using the Black-Scholes Option Pricing Model with the following assumptions: share price on the issuance date of \$0.08, risk-free interest rate of 3.83%, dividend yield of 0%, volatility of 213.36% and expected life of one year.

On June 1, 2023, 276,250 options expired, and on March 27, 2024, a further 335,625 options expired.

On September 27, 2023, the Company granted 1,310,000 options under the Company's stock option plan to directors, officers and consultants, with each option representing the right to receive one common share of the Company. The options are exercisable at a price of \$0.06 per share for a period of five years vesting immediately, and are subject to the policies of the Exchange and the Company's stock option plan.

On November 22, 2022, the Company issued an unsecured convertible note of \$150,000 with a term of two years, convertible at: (i) \$0.18 per share in year one; or (ii) the greater of market price and \$0.10 per share in year two (the "Convertible Note"). As of March 31, 2024, the Convertible Note was outstanding.

The Convertible Note was bifurcated into an embedded derivative representing the conversion option and a host liability. The derivative liability of this Convertible Note was valued at \$63,000, determined using the Black-Scholes Option Pricing Model assuming an expected life of 2 years, expected dividend yield of 0%, a risk-free interest rate of 3.93% and an expected volatility of 163.44%. The residual amount of \$87,000, subtracting the issuance transaction cost of \$4,000 allocated by proration, resulted in \$83,000 recognized as host liability of the Convertible Note, and will be amortized using the effective annual interest rate of 34.48%. The issuance transaction cost of \$2,997 related to the derivative liability by proration was expensed. During the year ended March 31, 2024, the Company incurred \$32,238 accretion expense (year ended March 31, 2023 - \$10,000) in connection with the amortization of the host liability of this Convertible Note, resulting in Note payable – host liability of \$125,238 as of March 31, 2024 (\$93,000 as of March 31, 2023).

On March 31, 2024, the derivative liability of this Convertible Note was re-valued at \$30,000, determined using the Black-Scholes Option Pricing Model assuming an expected life of 0.65 year,

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expected dividend yield of 0%, a risk-free interest rate of 4.20% and an expected volatility of 151.09%, resulting in a gain on re-valuation of derivative liability of \$75,000.

The Company's current activities have been funded to date through the issuance of common shares and obtaining loans from third parties.

The Company needs to seek additional funding for its working capital, overhead expenses and exploration expenditures for the next twelve months as well as its future exploration program and operation needs. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Management expects to settle some of the current working capital deficit with shares, debt, or reductions in amounts owing based on market rates for the work completed.

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares to fund ongoing operations and investment. The ability of the Company to raise capital will depend on market conditions, and it may not be possible for the Company to issue shares on acceptable terms or at all.

Related Party Transactions

The following expenses were incurred with key management personnel of the Company and companies controlled by key management personnel. Key management personnel are persons responsible for planning, directing and controlling the activities of an entity and include certain current and former directors and officers. Key current and former management compensation comprise of:

For the year ended March 31, 2024:

	Service for	Key management compensation	Share-based payments ⁽⁸⁾	TOTAL
Daniel Rodriguez ⁽⁵⁾ CEO	Management fees	\$ 120,000	\$ 6,150	\$ 126,150
Mark T. Brown ⁽⁶⁾ CFO	Professional fees	\$ 99,150	\$ 6,150	\$ 105,300
Owen Garfield ⁽⁷⁾ Director	Investor relations fees, recorded in shareholder communications	\$ 28,000	\$ 5,125	\$ 33,125
Other directors and officers	Option grant	\$ -	\$ 21,525	\$ 21,525

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For the year ended March 31, 2023:

	Service for	Key management compensation	Share-based payments ⁽⁸⁾	TOTAL
Michael Schuss ⁽¹⁾ Former Director, Chief Executive Officer	Management fees	\$ 35,000	\$ -	\$ 35,000
Geoff Balderson ⁽²⁾ Former Director, Chief Financial Officer	Consulting fees	\$ 6,000	\$ -	\$ 6,000
Michael Burns ⁽³⁾ Former Director	Geological and finance charge	\$ (26,880)	\$ -	\$ (26,880)
Casey Forward ⁽⁴⁾ Former Director	Consulting fees	\$ 66,825	\$ -	\$ 66,825
Daniel Rodriguez ⁽⁵⁾ CEO	Management fees	\$ 120,000	\$ 26,000	\$ 146,000
Mark T. Brown ⁽⁶⁾ CFO	Professional fees	\$ 118,773	\$ 19,500	\$ 138,273
Owen Garfield ⁽⁷⁾ Director	Investor relations fees, recorded in shareholder communications	\$ 10,500	\$ 14,625	\$ 25,125
Other directors and officers	Option grant	\$ -	\$ 74,725	\$ 74,725

Related party balances:

Amounts included in Accounts payable and accrued liabilities:	Services for:	As at March 31, 2024	As at March 31, 2023
Daniel Rodriguez ⁽⁵⁾	Expenses reimbursement	\$ 1,761	\$ -
Pacific Opportunity Capital Ltd. ⁽⁶⁾	Accounting/ Financing	6,352	8,715
Total		\$ 8,113	\$ 8,715

Amounts owing are unsecured, non-interest bearing and have no specific terms of repayment.

Amounts included in Prepaid expenses and deposit:	Services for:	As at March 31, 2024	As at March 31, 2023
Harmony Corporate Services ⁽²⁾	Accounting	\$ -	\$ 3,150
Total		\$ -	\$ 3,150

- (1) Michael Schuss ceased to be a director and an officer of the Company on June 1, 2022.
- (2) Geoff Balderson's consulting fees were incurred with Harmony Corporate Services, a private company controlled by Mr. Balderson. Mr. Balderson ceased to be a director and an officer of the Company on June 1, 2022.
- (3) Michael Burns' consulting fees were incurred with 101252103 Saskatchewan Ltd. and Pioneer, two private companies controlled by Mr. Burns. On February 15, 2022, Mr. Burns resigned from being a director of the Company. The negative amount incurred during the year ended March 31, 2024 was due to the credit note provided. On October 25, 2022, the Company and Pioneer, along with 101252103 Saskatchewan Ltd., settled the amounts owing to \$300,000.
- (4) Casey Forward was appointed as a director effective February 15, 2022. Mr. Forward ceased to be a director on June 1, 2022.
- (5) Daniel Rodriguez was appointed as the Chief Executive Officer effective June 1, 2022. The Company



signed an executive management agreement with Mr. Rodriguez where the Company must pay Mr. Rodriguez one-year's management fee of \$120,000 if the Company is substantially sold or has a change of control (more than 50% change in ownership of the Company or a sudden change in the board of directors such that 50% of the board is changed at one meeting).

- (6) Mark T. Brown was appointed as the Chief Financial Officer effective June 1, 2022. Mr. Brown's accounting fees were incurred with Pacific Opportunity Capital Ltd., a private company controlled by Mr. Brown.
- (7) Owen Garfield was appointed as the Director effective June 1, 2022. Mr. Garfield's marketing fees were incurred with Navitas Surveyors Ltd., a private company controlled by Mr. Garfield.
- (8) The share-based payments are the Black-Scholes values of the options granted during the year.

All related party transactions are in the normal course of operations and have been measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Critical Accounting Estimates

Critical accounting estimates used in preparing the consolidated financial statements include the estimates involved with the fair value of note payable – derivative liability.

The Company estimates the fair value of note payable - derivative liability using the Black-Scholes valuation model which requires assumptions regarding expected volatility, estimated life, conversion price, and risk free rates. A gain or loss on the change of fair value of the derivative liability that is subsequently measured at each reporting date using the Black-Scholes valuation model is recognized in profit or loss in the period which it arises.

The Company's mineral properties are reviewed for impairment annually and whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. If indication of impairment exists, the mineral properties' recoverable amount is estimated.

Financial Instruments and Risk Management

The Company is exposed through its operations to the following financial risks:

- Liquidity risk
- Market risk
- Credit risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout the financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or, the methods used to measure them from previous years unless otherwise stated in the note.



Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined in notes to the financial statements.

The Company monitors its ability to meet its short-term administrative expenditures by matching investment income received to expenditures to be incurred and by disposing of its investments when required. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

As at March 31, 2024, the Company had a cash balance of \$245,647 and an amount receivable of \$5,185 to settle accounts payable and accrued liabilities of \$81,501. Further, the Company has a Convertible Note with a principal balance of \$150,000 that is due on November 22, 2024, if not converted before maturity.

The Company's management team will continue to monitor the cash and has planned accordingly.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Interest rate risk

The Company has cash and no interest-bearing debt.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Credit risk

Financial instruments that potentially expose the Company to credit risk are cash. To minimize the credit risk on cash the Company places the instrument with a high-credit quality financial institution. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.



Fair Values

The Company's financial instruments include cash, accounts payable and accrued liabilities, and note payable. The fair value of accounts payable and accrued liabilities approximates their carrying value due to their short-term nature.

Fair Value Hierarchy

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash is measured at Level 1 and note payable – derivative liability is measured at Level 2.

Disclosure of Outstanding Share Capital

The Company's outstanding share capital as at the date of the MD&A is as follows:

	Issued and outstanding	
	March 31, 2024	July 9, 2024
Common shares outstanding	40,199,202	40,199,202
Options	3,435,000	3,435,000
Warrants	21,776,154	19,998,376
Agent's warrants	129,900	-
Fully diluted common shares outstanding	65,540,256	63,632,578

Risks and Uncertainties

Mineral Property Exploration and Mining Risks

The business of mineral deposit exploration and extraction involves a high degree of risk. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that option agreements, claims and leases are in good standing; and obtaining permits for drilling and other exploration activities. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit.



Directors and Officers Information

As at the date of this MD&A, the Company's directors and officers are as follows:

Directors

Ashley Kirwan
Daniel Rodriguez
David Stevenson
David Suda
Owen Garfield

Officers and Position

Daniel Rodriguez, Chief Executive Officer
Mark T. Brown, Chief Financial Officer
Winnie Wong, Corporate Secretary