



INTERNATIONAL ICONIC GOLD EXPLORATION CORP.

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 and 2022

NOVEMBER 29, 2023

*The following discussion and analysis is prepared as of November 29, 2023, and should be read in conjunction with the condensed interim consolidated financial statements of International Iconic Gold Exploration Corp. (the "Company") for the nine months ended September 30, 2023, which are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the notes thereto.*

*International Iconic Gold Exploration Corp. is classified as a "venture issuer" for the purposes of National Instrument 51-102.*

## **Introduction**

This section contains forward-looking statements that involve risks and uncertainties. The Company's actual results may differ materially from those discussed in forward-looking statements as a result of various factors, including those described under "Forward-Looking Information".

## **Forward Looking Information**

This MD&A contains "forward-looking information" and "forward-looking statements" (together, "forward looking statements") within the meaning of Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. Such forward-looking statements concern the Company's anticipated results and developments in the Company's operations in future periods, planned exploration and development of its properties, plans related to its business and other matters that may occur in the future. These statements also relate to the ability of the Company to obtain all government approvals, permits and third party consents in connection with the Company's exploration and development activities; the Company's future exploration and capital costs, including the costs and potential impact of complying with existing and proposed environmental laws and regulations; general business and economic conditions; analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Statements concerning mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the property is developed. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward looking statements. While the Company has based these forward-looking statements on its expectations about future events as at the date that such statements were prepared, the statements are not a guarantee of the Company's future performance and are subject to risks, uncertainties, assumptions, and other factors which could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. Such factors and assumptions include, amongst others, the effects of general economic conditions, the supply and demand for gold and other precious and base metals the level and volatility of prices of precious and base metals, the availability of financing to fund the Company's ongoing and planned exploration and possible future mining operation on reasonable terms, changing foreign exchange rates and actions by government authorities, market competition, risks involved in mining, processing, exploration and research and development activities, the political climate in Argentina, the Company's ongoing relations with its employees and with local communities and local governments, and uncertainties associated with legal proceedings and negotiations and misjudgments in the course of preparing forward-looking statements. In addition, there are also known and unknown risk factors which may cause actual events or results to differ from those expressed or implied by the forward-looking statements. Some of the important risks and uncertainties that could affect forward-looking statements are described in this MD&A under "Risk Factors". 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 the forward-looking statements. Forward-looking statements are made based on management's experience, beliefs, estimates and opinions on the date the statements are made, and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by law.

Investors are cautioned against attributing undue certainty to forward-looking statements.

## OVERVIEW

International Iconic Gold Exploration Corp. (“Iconic” or the “Company”) was incorporated on December 2, 2003 under the Yukon Business Corporation Act. On January 17, 2014, the Company changed its reporting jurisdiction from the Yukon to British Columbia. The Company is in the business of acquiring, exploring, and evaluating mineral resource properties in Argentina. The Company is a reporting issuer in the Provinces of Alberta, British Columbia, and Ontario. The Company’s common shares trade on the TSX Venture Exchange under the symbol ICON.V.

The Company’s subsidiaries are:

Name of subsidiary	Place of incorporation	Proportion of ownership	Principal activity
Marifil S.A.	Rio Negro Province, Argentina	100%	Exploration of other mineral properties
Minas San Roque S.A.	Ciudad Autonoma de Buenos Aires, Argentina	100%	Exploration of San Roque property
Prosperity Growth Ltd.	British Columbia, Canada	100%	Inactive
Synergistic Resources Ltd.	British Columbia, Canada	100%	Inactive
Emirates Growth Ltd.	British Columbia, Canada	100%	Inactive

The Company's primary business is the development of its core gold assets. It intends to continue to explore its primary assets and to expand its portfolio into more gold assets via geologic and geophysical reconnaissance, claims staking, mergers and acquisitions. The Company will also continue to find ways to best monetize its non-core assets.

### INTERIM MD&A QUARTERLY HIGHLIGHTS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

Argentina is seeing record-breaking inflation, the government has introduced subsidies for healthcare, energy, universities, and public transit for its citizens, all of which the government can afford through printing of more peso. This has resulted in an over 90% inflation rate from 2021 to 2022. However, a positive sign is that the gross product grew by 5.2% in 2022, and the government of Argentina maintained its strong position in favor of international mining investment in the country. Public perception of mining in Argentina has improved in the past few years as political leaders discuss the benefits of mining activities, and coupled with the current economic situation, has made mining a more attractive activity.

To provide a further incentive, export taxes for the sector were reduced from 12% to 8% in October 2020; for 2022, and the government is currently considering an even more flexible scheme. In addition, in April, 2021 the transfer abroad of profits and dividends was made more flexible for exporters that invest more than US\$100 million.

There was no mineral exploration field activity of significance associated with the Company’s mineral properties in the nine months ended September 30, 2023. The Company’s representatives in Argentina focused their efforts on solidifying and maintaining the Company’s extensive property package in good legal standing and culling out those mineral properties incongruent with revised corporate objectives.

In 2020, Marifil’s board of directors ratified a new business strategy to sell or otherwise relinquish its non-core

assets and shift its focus exclusively to gold. This policy decision was announced by the Company's news release: "*Marifil Sells Non-Core Assets to Focus on Gold*", dated April 6, 2020.

In keeping with its business strategy, on July 7, 2023, the Company completed the sale of its oil and gas asset, El Carmen (the "Property") by way of the sale of the subsidiary Spinell S.A., to a private corporation BGX - Black Gold Exploration Corp. ("BGX") in exchange for securities of BGX (the "Transaction"). The Company received 100,000 common shares in the capital of BGX at a deemed price of \$1.00 per share, for a deemed transaction value of \$100,000. An additional 2,000,000 BGX common shares at a deemed price of \$1.00 per share have been issued to the Company and are held in escrow until certain milestones are met in connection with the Property. These milestones include that: (i) 1,000,000 BGX Shares will be released from escrow upon the Property entering production of natural gas; and (ii) 1,000,000 BGX Shares will be released from escrow upon the Property entering production of oil.

On July 17, 2023, the Company completed the sale of multiple non-core assets being Las Aguilas I, Las Aguilas II, Marco Antonio, Virorco, and Carachi Pampa IV to a private corporation, Bateria Metals Corp. ("Bateria") by way of sale of the subsidiary Autumn S.A.. The Company received 2,000,000 common shares of Bateria at a deemed price of \$3.00 per share for a deemed transaction value of \$6,000,000.

During the year ended December 31, 2022, on July 13, 2022, the Company received a high-quality technical report from SGS Canada on the metallurgical scoping of the Company's wholly owned San Roque epithermal polymetallic deposit in Rio Negro province, Argentina. It is titled "An Investigation into Preliminary Metallurgical Testwork - San Roque Deposit prepared for International Iconic Gold Exploration Corp.". The details of the program results are outlined in the Company's news release entitled "Iconic Gold Completes Preliminary Geometallurgical Program for San Roque with Positive Results", dated July 27, 2022.

The Company provided SGS with 191 kilograms of San Roque drill core samples for the Metallurgical Testwork. This material consisted of 61 core splits of original assay sample run intervals that represented 58 meters of quartered HQ size drill cores and were obtained from 19 widely spaced drill holes. These samples were independently selected by an independent contractor, Tetra Tech, in such a way so as to fairly represent the mineralization in all four separate estimated Inferred Mineral Resource zones as defined in a recent NI 43-101 technical report on San Roque as well as the down hole oxide, transition oxide to sulfide, and sulfide (unoxidized) segments of each of those horizons as well as the varied rock types hosting mineralization. SGS appropriately blended the core samples into 13 composite samples and used those as feed for individual tests aimed at characterizing the extractive metallurgy of each of the oxide, transition and sulfide horizons. The intent of this geometallurgical program is to ultimately create a geologically based predictive modeling for the estimated Inferred Mineral Resource zones of the San Roque Property. The SGS metallurgical report describes bench-scale metallurgical recovery testing results as finding encouraging metallurgical performance characteristics for the San Roque deposit including favorable gold extraction results for its more easily accessible oxide zones and also the expectation to achieve smelter grade sulfide concentrates from the sulfide mineralization. Management and its technical consultants believe the program's objectives were expertly and successfully achieved. Furthermore, management interprets the extensive metallurgical testing results in the SGS report as being very positive overall for the current exploratory stage of the San Roque property, and views them as a green light to aggressively move forward with continued exploration and evaluation of the San Roque property. In addition, the Company in 2023 is in the process of updating the environmental report for Minas San Roque in order to be ready to start the next drilling program and evaluate new targets and define mineral reserves.

Elsewhere in the Province of San Juan during 2021 and 2022, the Company engaged in efforts to consolidate a larger land position in the historic Castaño epithermal gold mining district, located on the east front of the Andes

Mountains. There is intense revitalized industry interest in the old district as it is now jam packed with mining claims of various and sometimes legal questionable status. The Company's agents closely monitor ongoing developments of the province's Cadastral Registry (legal mining claims map) watching for acquisition or consolidation opportunities, taking intervention activities as justified and talking with other claim owners about potential partnerships in unify mining claims positions into one large claim block. The Company currently controls 6,112.44 hectares of exploration and mining rights and has a mining claims applications pending with the San Juan Province Department of Mines that would increase that by 1,091.1 hectares and 6,917 hectares, respectively, if the applications receive approval. These mining rights cover a belt of hydrothermally altered intrusives (quartz-monzonite porphyries) and associated hydrothermal breccias showing geochemically anomalous gold and copper. The Company continued amassing a substantial technical data base generated by former explorers of the Castaño district.

Iconic Gold has shifted its Argentina only policy to entertaining potential business deals for gold properties in other countries around the world. Nonetheless, the Company continues to safe keep its flagship gold asset which is the majority owned San Roque property located in Rio Negro Province of Argentina, and to opportunistically acquire gold properties of merit in Argentina.

## RESULTS OF OPERATIONS AND FINANCIAL CONDITION

### Summary of Quarterly Results

The table below sets forth selected results of operations for the Company's eight most recently completed quarters (in Canadian dollars). All figures are in accordance with IFRS.

Three months ended	Quarter	Total revenues	Gain (Loss) attributable to owners of the Company	Basic and fully diluted gain (loss) per share
September 30, 2023	Q3	-	\$ 7,858,643	0.08
June 30, 2023	Q2	-	\$ (245,950)	(0.00)
March 31, 2023	Q1	-	\$ (249,382)	(0.00)
December 30, 2022	Q4	-	\$ (324,952)	(0.00)
September 30, 2022	Q3	-	\$ (409,653)	(0.01)
June 30, 2022	Q2	-	\$ (343,042)	(0.00)
March 31, 2022	Q1	-	\$ (385,566)	(0.00)
December 31, 2021	Q4	-	\$ (1,302,412)	(0.01)
September 30, 2021	Q3	-	\$ (220,345)	(0.00)

During the third quarter ended September 30, 2023, the loss improved by \$8,104,593 to a \$7,858,643 gain compared to the prior quarter primarily due to \$8,095,135 gain on sale of Spinell S.A. and Autumn S.A., a \$4,000 decrease in consulting fees, a decrease of \$2,201 in filing fees, a decrease of \$3,332 in share based compensation and a \$25,239 decrease in professional fees. These decrease in expenses are partially offset by an increase of \$3,462 in gain on sale of securities due to more securities being sold in the current quarter compared to the three months ended June 30, 2023, an increase of \$14,063 in foreign exchange gain and an increase of \$2,217 in finance cost.

During the second quarter ended June 30, 2023, net loss decreased by \$3,432 as compared with the previous quarter primarily due to a decrease in impairment of exploration and evaluation assets of \$25,465. This decrease was off-set with an increase of \$13,631 in general and administration expense, a decrease of \$5,513 in gain on sale of securities and an increase of \$2,387 in finance cost.

During the first quarter ended March 31, 2023, net loss decreased by \$75,570 as compared with the previous quarter primarily due to a decrease in consulting fees of \$100,000 which was mainly due to contract terminations that occurred from the resignation of directors in the previous quarter. The decrease in net loss also related to a decrease in filing fees of \$6,069, a decrease of \$6,402 in office expenses, and a decrease in professionals fee of \$11,317. These decreases were partially off-set with an increase of \$16,409 in management fees. Management fees increased as the professional service company controlled by an officer of the Company provides accounting and professional services.

During the fourth quarter ended December 31, 2022, loss decreased by \$84,701 compared to the prior quarter primarily due to a \$26,957 decrease in investor relations and shareholder information costs of \$26,957 fees paid to a consultant in pursuit of a financing in the prior quarter, a \$38,558 decrease in share-based compensation due to forfeiture of options due to departures of certain directors and an officer, a \$15,335 decrease in accretion expense due to a promissory note maturing during the fourth quarter of 2022, and a decrease in foreign exchange loss of \$10,374 due to fluctuations in the Argentinian peso. These decreases in expenses are offset by a \$17,430 increase in consulting fees due to an additional \$55,000 in the current quarter from penalty payments for early termination of consultant agreements offset by a decrease of \$22,568 due to fees charged for the valuation of the San Roque project incurred in the prior quarter, an increase of \$41,069 in unrealized gain on investments and an increase in finance costs of \$6,574 due to additional loan acquired in this quarter.

During the third quarter ended September 30, 2022, loss increased by \$66,611 compared to the prior quarter primarily due to \$22,750 increase in consulting fees for services incurred related to the valuation of the San Roque project, and a \$16,726 increase in office and miscellaneous due to increased travel costs and an increase in activity of the Argentinian subsidiaries. In addition, investor relations & shareholder info increased by \$22,570 primarily due to \$26,957 in fees paid to a consultant in pursuit of a financing. These increases in expenses are offset by an increase of \$3,850 in gain on sale of securities due to more securities being sold in the current quarter compared to the three months ended June 30, 2022.

During the second quarter ended June 30, 2022, net loss decreased by \$42,524 primarily due to a \$42,105 decrease in stock-based compensation due to 1,250,000 stock options vesting in the current period compared to 2,112,500 options that had vested in the prior period. Gain on sale of securities increased by \$8,364 due to no securities being sold in the prior quarter, offset by a \$3,422 increase in finance costs due to compounding interest, and an increase of \$6,029 in foreign exchange loss due to fluctuations in the Argentinian peso.

During the first quarter ended March 31, 2022, net loss decreased by \$928,986 as compared with the previous quarter primarily due to a decrease in marketing expenses of \$789,653 which was due to a rebranding and digital media campaign which occurred in the previous quarter. The decrease in net loss also related to a decrease in share-based compensation of \$151,708 which is primarily due to \$90,000 of share-based compensation recognized during the previous quarter in relation to 1,000,000 shares which were eligible to be issued to a Company controlled by the Chief Executive Officer for the acquisition of NovaGold's share of MSR during the previous quarter.

During the fourth quarter ended December 31, 2021, net loss increased by \$1,090,989 as compared with the previous quarter primarily due to an increase in general and administration expenses and share-based compensation of \$794,639 and \$232,500 as compared with the previous quarter. The increase in general and administrative expenses was due to a rebranding and digital media campaign which occurred in the quarter ended December 31, 2021. The increase in share-based compensation was largely due to the issuance of 8,450,000 stock options during the quarter ended September 30, 2021 and also due to the stock-based compensation recorded relating to shares to be issued for performance milestones achieved by the CEO. This increase was partially offset by an increase in the gain on swap of \$6,150 compared to the prior quarter.

## Results of Operations for the three months ended September 30, 2023 and 2022

### Operating Expenses

Period Ending	September 30, 2023	September 30, 2022	Change \$	Change %
<b>General and administrative:</b>				
Consulting fees	-	82,570	(82,570)	-100%
Filing fees	5,645	11,312	(5,667)	-100%
Investor relations & shareholder info	22,500	49,457	(26,957)	-120%
Management fees	72,385	68,787	3,598	5%
Office and miscellaneous	13,659	29,373	(15,714)	-115%
Professional fees	25,776	35,800	(10,024)	-39%
				-
<b>Total general &amp; administrative expense</b>	<b>139,965</b>	<b>277,299</b>	<b>(137,334)</b>	<b>-98%</b>
<b>Other operating expenses (income)</b>				
General exploration	-	-	-	-100%
Share-based compensation	5,090	31,726	(26,636)	-523%
<b>Total operation expenses</b>	<b>145,055</b>	<b>309,025</b>	<b>(163,970)</b>	<b>-113%</b>
Accretion expense	35,678	56,609	(20,931)	-59%
Foreign exchange gain	9,085	18,435	(9,350)	-103%
Finance costs	57,006	37,912	19,094	33%
Gain on sale of securities	(10,332)	(11,889)	1,557	-15%
<b>Unrealized loss on investments</b>	<b>-</b>	<b>(439)</b>	<b>439</b>	<b>100%</b>
Loss (gain) on sale of mineral property	(8,095,135)	-	(8,095,135)	100%
<b>Net (gain) loss for the period</b>	<b>(7,858,643)</b>	<b>409,653</b>	<b>(8,268,296)</b>	<b>105%</b>
<b>Net (gain) loss attributable to:</b>				
Owners of the Company	(7,858,643)	409,653	(8,268,296)	105%
	(7,585,643)	409,653	(8,268,296)	105%

During the three months ended September 30, 2023, the Company had a gain of \$7,858,643 compared to a loss of \$409,653 for the same period in 2022. The decrease in net loss is primarily driven by an increase of \$8,095,135 in gain on sale of mineral property, the decrease in share-based compensation, consulting expense and increase in realized gain on investment for Q2 2023. Changes from period to period can be explained primarily by the following factors:

- (a) Consulting fees decreased by \$82,570 due to termination of consulting services agreements.
- (b) Accretion expense decreased by \$20,931 due to decreasing of accretion expense related to promissory notes which were issued as part of the NovaGold transaction on November 3, 2021.
- (c) Gain on sale of securities decreased by \$1,557, compared to the same period in 2022

which is primarily due to gain on selling stock.

(d) Finance Costs increased by \$19,094 due to the additional loans acquired.

(e) Share-based compensation decreased by \$26,636, which is primarily due to the 8,450,000 stock options that were issued in 2021 and vested during the previous period along with share-based compensation recognized for performance milestones that are expected to be achieved by the CEO.

## CAPITAL RESOURCES AND LIQUIDITY

The Company's cash decreased by \$18,261 during period ended September 30, 2023 to \$39,189. Management continues to monitor the capital markets for opportunities to raise funds.

As of September 30, 2023, the Company's long-term expenditure commitments consist of consultancy obligations, promissory notes, CEBA loans payable, and mineral property option payments. In order to meet these obligations, the Company will have to raise capital or sell assets to meet these working capital requirements.

In addition to this, the company has a final promissory note payment to NovaGold Argentina Inc. for its 49% interest in Minas San Roque S.A. which was due on November 1, 2023 for \$1,000,000. Management has received a 60-day extension to make payment. Management is working diligently to raise the required funding to make this payment.

At September 30, 2023, the Company has \$39,189 in cash to settle \$4,546,523 in current liabilities and a working capital deficiency of \$4,389,627 compared to a working capital deficiency of \$3,592,835 at December 31, 2022.

The Company's cash is highly liquid and held at major financial institutions.

### *Going concern*

The Company has not generated revenue from operations. The Company incurred a net gain and comprehensive gain of \$7,363,311 for the period ended September 30, 2023 and as of that date the Company's accumulated deficit was \$15,455,939. The Company has a working capital of \$3,710,373. The Company's continuation as a going concern is contingent on the completion of financings to adequately cover the Company's working capital deficit and planned exploration activities. As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financial resources to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. The Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. These factors comprise a material uncertainty which cast significant doubt about the Company's ability to continue as a going concern.

<b>Increase (decrease) in cash for the nine months ended,</b>				
	<b>September 30, 2023</b>		<b>September 30, 2022</b>	
Operating activities	\$	(34,219)	\$	(364,700)
Investing activities		15,958		(54,035)
Financing activities		-		-
Total change in cash		(18,261)		(418,735)
Cash, beginning of the period		57,450		458,052
Cash, end of the period	\$	39,189	\$	39,317

### *Operating Activities*

During the nine months ended September 30, 2023, \$34,219 cash was used in operating activities and the

changes in the non-cash working capital items and expenses are discussed above.

### *Investing Activity*

The amount of \$15,958 cash generated in investing activity for the nine months ended September 30, 2023 was attributable to \$117,748 of expenditures on mineral properties, \$63,260 used for purchase of investment and offset by \$192,101 of proceeds from the sale of investments.

### *Financing Activities*

There were no financing activities during the three months ended September 30, 2023.

The Company will fund its ongoing operations and any capital commitments that it enters through the sale or joint venture agreement of one of its properties, through the issuance of common shares, or issuance of debt financing.

## **OFF-BALANCE SHEET ARRANGEMENTS**

### **Management contracts**

The Company has a contract with a company controlled by the CEO. The CEO can earn up to 1,500,000 bonus shares over a period of two years should he reach certain performance milestones. As at September 30, 2023, 1,000,000 were eligible for release and recorded in obligation to issue shares.

### **Property option payments**

On November 3, 2021 Iconic signed an acquisition agreement to acquire NovaGold Argentina Inc.'s 49% equity interest in Minas San Roque S.A., which was the holding company for the advanced exploration stage San Roque property. The purchase price was US\$2,000,000 of which \$250,000 was paid upon signing. The remainder of the purchase is secured by two promissory notes: the first being for \$750,000 which is repayable on or before November 1, 2022, and the second for \$1,000,000 which is repayable on or before November 1, 2023. The payment due on November 1, 2022 was paid. The second promissory note payment for \$1,000,000 which was due on November 1, 2023 is still outstanding. Management has received a 60-day extension from NovaGold and is working diligently to raise capital to make this payment.

## **TRANSACTIONS WITH RELATED PARTIES**

The financial statements of the Company's subsidiaries are included in the consolidated financial statements. The Company's Argentine subsidiaries are Marifil S.A. and Minas San Roque S.A ("MSR"), which are both wholly owned. The Company's wholly owned Canadian subsidiaries are Prosperity Growth Ltd., Synergistic Resources Ltd., and Emirates Growth Ltd.

The remuneration of directors and other members of key management personnel during the three and nine months ended September 30, 2023 and 2022 were as follows:

	<b>For the three months ended September 30,</b>		<b>For the nine months ended September 30,</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
Management fees	\$ 76,418	\$ 60,252	\$ 233,037	\$ 177,478
Consulting fees	-	15,000	-	45,000
Share-based compensation	4,766	18,943	15,420	68,562

\$	81,184	\$	94,195	\$	248,457	\$	291,040
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For the nine months ended September 30, 2023 and 2022, key management personnel were not paid any post-employment benefits, termination benefits or any other long-term benefits. These transactions are recorded at the exchange amount, which is the amount agreed to by the transacting parties.

Management fees are comprised of the following:

	For the three months ended September 30,		For the nine months ended September 30,	
	2023	2022	2023	2022
1378991 BC Ltd (controlled by CEO) <sup>(1)</sup>	\$ 36,000	\$ 36,000	\$ 108,000	\$ 108,000
Citadel One Executive Consulting Inc. (controlled by CFO)	30,000	-	92,000	-
Treewalk Consulting Inc. (controlled by former CFO) <sup>(2)</sup>	-	18,000	2,322	54,000
Daniel Buffone, Director	10,418	6,252	30,715	15,478
	\$ 76,418	\$ 60,252	\$ 233,037	\$ 177,478

<sup>(1)</sup> Formerly 1053345 BC Ltd.

<sup>(2)</sup> Ceased to be a related party on Jan 12, 2023

As at September 30, 2023 and December 31, 2022, the assets and liabilities of the Company include the following amounts receivable and payable from directors and officers:

	September 30, 2023	December 31, 2022
Advances:		
Daniel Buffone <sup>(1)</sup>	\$ 10,842	\$ 2,526
Trade payables and other liabilities:		
1378991 BC Ltd. management fees, interest and expenses <sup>(2)</sup>	866,452	704,441
1378991 BC Ltd. loan payable <sup>(2)</sup>	18,618	17,334
Robert Abenante	79,635	80,258
Daniel Buffone, management fees <sup>(3)</sup>	153,017	123,502
Citadel one executive consulting inc.	86,315	-
	\$ 1,204,037	\$ 925,535

<sup>(1)</sup> Amount consists of expense advances, is non-interest bearing, unsecured and due on demand.

<sup>(2)</sup> Formerly 1053345 BC Ltd.

<sup>(3)</sup> These balances are non-interest bearing, unsecured and payable on demand.

During the three and nine months ended September 30, 2023, the Company recorded finance costs of \$3,806 and \$48,611 (September 30, 2022: \$18,780 and \$35,857) of accrued interest on accrued fees due to 1378991 BC Ltd. (formerly 1053345 BC Ltd.). Interest is accrued at 10% per annum compounded monthly. The accrued interest on former directors and officers fees recorded in Accrued payable and is not considered as related parties finance cost.

On May 22, 2020, the Company received a total of \$13,000 cash in exchange for a promissory note with 1378991 BC Ltd. (formerly 1053345 BC Ltd.). The note carries and interest rate of 12%, accrued monthly, and had a maturity date of April 30, 2021. The note can be settled in either cash or common shares of the Company. If

settled in shares, the terms will be agreed upon between the Company and 1378991 BC Ltd. (formerly 1053345 BC Ltd.) If the Company does not fully repay the note on maturity the Company shall pay a penalty of 10% of the principal of the note. The Company did not repay the note during the nine months ended September 30, 2023. During the three and nine months ended September 30, 2023, the Company recorded finance costs of \$433 and \$1,283 respectively (September 30, 2022: \$433 and \$1,283) in connection with interest accrued under the note. As at September 30, 2023, included in loans payable to related parties is the carrying value of \$18,618 (December 31, 2022: \$16,294). This promissory note with BC Ltd. is in default at September 30, 2023.

During the three and nine months ended September 30, 2023 \$4,032 and \$12,115 (September 30, 2022: \$3,979 and \$11,068) in management fees payable to Daniel Buffone was capitalized to mineral properties.

On May 1, 2021, the Company entered into an agreement with 1378991 BC Ltd. (formerly 1053345 BC Ltd.) for certain corporate consulting services provided by the Chief Executive Officer. As part of the compensation, the Company will issue various performance shares up to 1,500,000 for non-market performance milestones which include the agreement to acquire NovaGold's share of MSR (1,000,000 shares - milestone completed) and completion of an NI 43-101 technical report which leads to a preliminary economic assessment (500,000 shares). As at the effective date of the contract, Management estimated all of the performance shares will vest. During the three and nine months ended September 30, 2023, the Company recorded \$3,887 and \$11,535 (September 30, 2022: \$5,671 and \$16,829) in share-based compensation in relation to the vesting of these shares. The share-based compensation recognized during the nine months ended September 30, 2022 related to 500,000 shares at \$0.09 per share to be issued for the completion of an NI 43-101 technical report which leads to a preliminary economic assessment that is expected to vest over a period of 2 years.

## PROPOSED TRANSACTIONS

In the normal course of business, the Company evaluates property acquisition transactions and, in some cases, makes proposals to acquire such properties. These proposals, which are usually subject to board, regulatory and sometimes shareholder approvals, may involve future payments, share issuances, and property work commitments. These future obligations are usually contingent in nature and generally the Company is only required to incur the obligation if it wishes to continue with the transaction. As of the date of this report, the Company has possible transactions that it is examining. Management is uncertain whether any of these proposals will ultimately be completed.

## ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

During the nine months ended September 30, 2023 and 2022, the Company incurred the following expenses:

	<u>2023</u>		<u>2022</u>
Capitalized acquisition costs	\$ 39,396	\$	34,903
Capitalized exploration costs	78,354		63,564
Operating expenses	483,680		882,421
	<u>\$ 601,430</u>	<u>\$</u>	<u>980,888</u>

Please refer to Note 7 of our condensed interim consolidated financial statements for the nine months ended September 30, 2023 for a detailed description of the capitalized costs presented on a property-by-property basis.

## OUTSTANDING SHARE DATA

As at September 30, 2023, the Company had 101,325,432 common shares outstanding, 5,950,000 stock options outstanding and 40,000,000 warrants outstanding.

## FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

### Financial instrument risk

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

- a) Market risk
- b) Credit risk
- c) Liquidity risk

The Company is exposed to risks that arise from its 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 these financial statements.

General objectives, policies, and processes:

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board of Directors receive quarterly reports from the Company's Chief Financial Officer through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

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 reported periods unless otherwise stated in the note. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

- a) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as foreign currency exchange, interest rates, and commodity and equity price risk.

- (i) Foreign currency risk:

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and Argentine peso as well as the Canadian dollar and the U.S. dollar will affect the Company's operations and financial results. The operating results and financial position of the Company are reported in Canadian dollars. The Company's operations are in Canada and Argentina.

Exposure to foreign currency risk increased overall during the period due to an increase in trade payables denominated in U.S. dollars, this is partially offset by a reduction in cash held in both foreign currencies.

As at September 30, 2023, if the Canadian dollar had weakened 5% against the U.S. dollar and 20% against the volatile Argentine peso, with all other variables held constant, comprehensive loss would have been \$22,860 higher. Conversely, if the Canadian dollar had strengthened 5% against the U.S. dollar, with all other variables held constant, comprehensive loss would have been \$22,860 lower.

- (ii) Interest rate risk:

Interest rate risk is the risk that future cash flows will fluctuate because of changes in market interest rates. The Company does not have any variable rate debt. The interest earned on cash and cash equivalents is insignificant

and the Company does not rely on interest to fund its operations. As a result, the Company is not exposed to significant interest rate risk.

(iii) Commodity price risk:

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity price movements to determine the appropriate course of action to be taken by the Company.

b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and other receivables. The Company believes it has no significant credit risk related to its cash as the majority of its cash is held at a large Canadian bank. The Company's other receivables consist mainly of input tax credits receivable from the Government of Canada and the Government of Argentina and, as a result, the Company does not believe it is subject to significant credit risk.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. As at September 30, 2023, the Company had cash of \$39,189 to settle current liabilities of \$4,546,523. The Company will require additional financings to meet its short-term financial obligations.

All the Company's financial liabilities as at September 30, 2023 were due on demand, with the exception of the CEBA loan payable and promissory note. All the Company's financial liabilities as at December 31, 2022 were due on demand, with the exception of the CEBA loan payable and promissory note.

**Basis of fair value**

The Company's financial instruments consist of cash, other receivables, investments, trade payables and other liabilities, loans payable and loans payable to related parties. The fair value of the Company's other receivables, trade payables and other liabilities, loans payable and loans payable to related parties approximate the carrying value, which is the amount on the consolidated statements of financial position due to their short-term maturities or ability of prompt liquidation. The Company's cash is measured at fair value under the fair market hierarchy, based on level one quoted prices in active markets for identical assets. The Company's investments are measured at fair value through profit or loss based on the quoted market prices of the shares as at September 30, 2023 and are therefore considered to be level one on the fair market hierarchy.

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- 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 marker data (unobservable inputs).

The Company classifies cash and cash equivalents as level 1 financial instruments. As at September 30, 2023, the Company had \$38,764 in cash and cash equivalents.

## **CRITICAL ACCOUNTING ESTIMATES**

The Company is a venture issuer; therefore, this section is not applicable. For more information on critical accounting estimates refer to Note 4 in the audited financial statements for the year ended December 31, 2022. These have been consistently followed in the preparation of the condensed interim consolidated financial statements for the nine months ending September 30, 2023 and 2022.

## **SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies followed by the Company are set out in Note 3 to the audited financial statements for the year ended December 31, 2022 and have been consistently followed in the preparation of the condensed interim consolidated financial statements for the nine months ending September 30, 2023 and 2022.

## **ADOPTION OF NEW STANDARDS AND INTERPRETATIONS, AND RECENT ACCOUNTING PRONOUNCEMENTS**

### **Accounting standards issued but not yet effective**

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and determined that there are no standards that are relevant to the Company.

### **Other Information**

Other information can be found at the following websites [www.sedar.com](http://www.sedar.com) or [www.iconicgold.com](http://www.iconicgold.com). This Management Discussion and Analysis has been reviewed and approved by Rodrigo Peralta, a Technical Advisor to the Company and he acts as the Company's Qualified Persons responsible for preparing and approving all technical information disclosed, as required by National Instrument 43-101.