

**THUNDERSTRUCK RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2020**

Introduction

This management's discussion and analysis is intended to supplement the audited consolidated financial statements and the financial condition and operating results of Thunderstruck Resources Ltd. (the "Company") for the year ended December 31, 2020. The discussion should be read in conjunction with the audited consolidated financial statements of the Company and the notes thereto for the years ended December 31, 2020 and 2019. The audited consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and include the operating results of the Company. Unless expressly stated otherwise, all financial information is presented in Canadian dollars. This information is current to April 30, 2021.

Operations

The Company's current mineral property interest is located in Fiji and the Company is satisfied that evidence of title to the properties is adequate and acceptable to prevailing Fijian standards with respect to the current stage of exploration on these properties. Although the Company is unaware of any defects in title to its properties, no guarantee can be made that none exist.

On February 28, 2019 a Joint Venture Agreement was signed with Japan Oil, Gas and Metals National Corporation (JOGMEC) on its Wainaleka (renamed Korokayiu) VMS project. The agreement gives JOGMEC the right to earn into 70% of the asset over three years by spending CDN\$3.5 million, subject to acceleration at JOGMEC's discretion.

KOROKAYIU (FORMERLY WAINALEKA) ZINC/COPPER PROSPECT

Korokayiu is a high-grade zinc-copper volcanogenic massive sulphide (VMS) discovery drilled by Anglo Pacific in 1977. The 15-hole, 1,763-metre Anglo diamond drill program intersected highly anomalous values including:

- 6.2m @ 1.8% copper, 12.0% zinc and 25 g/t silver (WLK-1A)
- 10m @ 2.3% copper, 5.5% zinc and 47 g/t silver (WLK-4)
- 15.5m @ 1.5% copper, 1.3% zinc and 8.0 g/t silver (WLK-10)

The Anglo drilling results have shown the main mineralised zone is open at both ends and at depth. True widths are estimated to be 80%-100% of the drilled intercept. Geologic mapping indicates 15 km prospective geology strike length; including eight more underexplored zinc-copper VMS prospects.

Kris Raffle of Apex Geosciences, as the Qualified Person, has verified the reported historic drill intercepts including all sampling, analytical, and underlying test data.

ABOUT JOGMEC

JOGMEC (Japan Oil, Gas and Metals National Corporation) seeks to ensure a stable supply of metal resources that are indispensable for their industries, and contributes to a wide range of fields including surveying, exploration, development, production and stockpiling to recycling and environmental protection.

OPTION TERMS

The general terms of the Option are as follows:

- 1) Term 1 Program – JOGMEC to spend a minimum of CDN\$900,000 on exploration during the period commencing on the Effective Date and ending March 31, 2020. During fiscal 2019, the Term 1 Program was amended to increase funding. During the Term 1 Program, the Company received \$1,449,589. The Term 1 Program funding has completed.
- 2) Term 2 Program – JOGMEC to spend a minimum of CDN\$1,100,000, amended to CDN\$1,650,000, for the period commencing April 1, 2020, and ending March 31, 2021. During the Term 2 Program, the Company received \$1,083,027. The Term 2 Program funding has completed.

- 3) Term 3 Program – JOGMEC to spend a minimum of CDN\$1,500,000 on exploration during the period commencing April 1, 2021 and ending March 31, 2022.
- 4) Investment in the Mineral Licence will be on a pro-rata basis after JOGMEC has fulfilled its funding obligation.
- 5) During the JOGMEC option period, the Company will be the Operator for all operations and will be responsible for the preparation, conduct and oversight of prospecting operations, and the hiring of any third party consultants.
- 6) JOGMEC has up to a 90 day standstill period from the Effective Date to complete customary due diligence and receive any necessary consents and approvals under the currently effective laws of Fiji in relation to this Agreement. (completed)
- 7) JOGMEC shall have the right in its sole option and discretion and upon notice to Thunderstruck, to accelerate the rate of funding.

During the year ended December 31, 2020, the Company recognized a recovery of \$985,125 (2019 - \$1,091,817) against exploration and evaluation assets and operator income of \$68,440 (2019 - \$94,250) related to the JOGMEC funding.

In April 2019, Induced Polarization geophysical survey results on Rama Creek and Liwa Creek confirmed high-priority drill targets beneath extensive surface geochemical anomalies. The coincident chargeability high and resistivity anomalies, together with the widespread surface mineralization, in this geological setting and with extensive hydrothermal alteration, are characteristic of large gold-copper mineralizing systems and related epithermal veins.

Thunderstruck completed a total of 11 line-km of pole-dipole IP/Resistivity ground geophysical surveys, comprising 7 line-km over five lines at Rama Creek copper-gold porphyry target (including a one-km line transecting the associated Senikura Gold Zone), and 4 line-km over four lines at the Liwa gold prospect during December 2018 and February 2019.

In December 2019, a maiden 963 metre drilling program on Thunderstruck's Korokayiu VMS asset was completed. The drilling was designed to verify historically drilled copper-zinc massive sulphide mineralization through twinning of a number of the historic Anglo holes, in addition to select infill, down-dip, and along-strike exploration holes designed to potentially expand the size of the existing Korokayiu copper-zinc mineralization.

Based on the strength of the 2019 drill results, together with other recent results from the project, the JV has applied to increase the tenement holdings by over 350%.

On May 21, 2020 the Company announced a CDN\$1,300,000 budget for its second year of drilling on its Korokayiu Zinc/Copper Prospect in Fiji with JV partner JOGMEC.

On June 25, 2020, the Company raised \$1,050,450 to commence a drill program on its Liwa gold asset site. This will be the maiden drill program on a prospect that has been the focus of sporadic surface exploration programs for decades. Only in recent years, under the direction of Thunderstruck's team, has a broader geologic understanding developed for the five separate targets spanning three kilometers that make up the Liwa project.

On September 29, 2020, the Company announced an increase in budget for the 2020 exploration program to \$1,650,000 and that Mitsui Mineral Development Engineering Co. Ltd. ("MINDECO") had been chosen to lead the Company's on-going exploration program at its Korokayiu zinc/copper VMS project in Fiji. Thunderstruck undertook a review process which considered several leading Japanese companies before awarding the contract to MINDECO.

MINDECO is the research and development division of Mitsui Mining and Smelting, a leading Japanese company with a 140-year history of metals mining, processing and fabrication. This new relationship with MINDECO provides the Company with a breadth of expertise ranging from mineral exploration to mine development.

Delays due to COVID caused a disruption in the drilling and exploration schedule at Korokayiu, as the MINDECO crew were only granted permission to enter the country in November, 2020. Between November 26, 2020 and

December 22, 2020, a total of 6 line kilometers of IP surveys were completed at Korokayiu highlighting geologic structures attributed to mineralization near the discovery zone and resistivity anomalies up to 1500 metres along strike.

On November, 2020, drill rigs were mobilized to Liwa Creek to commence drilling scheduled to begin in the first week of December, 2020.

The maiden drill program at Liwa was placed on hold in January, 2021 following the termination of a services contract with Bonga Exploration Drilling Supplies Inc (“Bonga”). On April 7, 2021, the Company and its CEO commenced a civil claim in the British Columbia Supreme Court against Bonga and its principals related to damages resulting from breaches by Bonga of the services contract as well as defamatory statements by the principals of Bonga against the Company and its CEO.

The 2021 exploration program over the next year includes:

KOROKAYIU

1. Geologic mapping and soil/rock geochemistry at, and around the seven presently known target areas.
2. Continued Induced Polarization (IP) surveys at Wainaleka and its extension to fine-tune definition of drill targets. Additional IP surveys may be carried out at Kula Creek and Palu Creek depending upon results from the mapping and rock/soil geochemistry at those target areas.
3. Drill program to test lateral and depth extensions of the mineralized zone outlined by earlier drilling, based on results from the 2020 drill campaign, IP survey, mapping and soil/rock geochemistry.

LIWA

Maiden drill program focused on high priority drill targets outlined by previous years IP surveys, geologic mapping and rock/soil geochemistry.

Selected Annual Information

The following table sets forth selected audited financial information of the Company for the last three completed financial years:

	Periods Ended		
	Twelve Months December 31, 2020	Twelve Months December 31, 2019	Thirteen Months December 31, 2018
Revenue	\$nil	\$nil	\$nil
Net Loss	(\$805,238)	(\$410,742)	(\$567,951)
Loss Per Share	(\$0.01)	(\$0.01)	(\$0.01)
Total Assets	\$3,203,339	\$1,851,075	\$1,549,475
Total Long-Term Financial Liabilities	\$nil	\$nil	\$nil

Summary of Quarterly Results

The following table sets forth selected unaudited quarterly financial information for each of the last eight most recently completed financial periods:

	Three Months Ended December 31, 2020	Three Months Ended September 30, 2020	Three Months Ended June 30, 2020	Three Months Ended March 31, 2020
	\$	\$	\$	\$
Net Loss	(128,347)	(432,562)	(101,442)	(142,887)
Loss Per Share	(0.00)	(0.01)	(0.00)	(0.00)
	Three Months Ended December 31, 2019	Three Months Ended September 30, 2019	Three Months Ended June 30, 2019	Three Months Ended March 31, 2019
	\$	\$	\$	\$
Net loss	(78,657)	(51,183)	(181,769)	(99,133)
Loss Per Share	(0.00)	(0.00)	(0.00)	(0.00)

Financial Conditions

At December 31, 2020, the Company had current assets of \$874,028 (2019 - \$159,242) and current liabilities of \$535,395 (2019 - \$555,186).

During the year ended December 31, 2020, the Company completed two private placements:

On January 7, 2020, the Company completed a private placement totaling 3,315,707 units at a \$0.05 per unit, for gross proceeds of \$165,785, of which \$15,564 had been received as at December 31, 2019, with each unit consisting of one common share and one-half of one share purchase warrant. Each warrant entitles the holder to purchase a further common share at a price of \$0.10 per share until January 5, 2023.

On June 24, 2020, the Company completed a private placement totaling 17,507,500 units at a \$0.06 per unit, for gross proceeds of \$1,050,450. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase a further common share at a price of \$0.10 per share until June 24, 2025. The Company paid a total of \$11,520 in finders' fees and incurred other share issuance costs of \$7,500.

Subsequent to year ended December 31, 2020, the Company:

- a) issued 250,000 common shares for options that were exercised for gross proceeds of \$18,750.
- b) issued 600,000 common shares for warrants that were exercised for gross proceeds of \$60,000.

Net loss for the three months ended December 31, 2020 was \$128,347 compared to \$78,657 for the three months period ended December 31, 2019. Significant variances in expenses are explained as follows:

- Advertising and promotion expenses of \$6,965 (2019 - \$45,888) related to decreased expenses incurred in financial news and business promotion due to the timing of outreach programs.
- Consulting fees of \$50,454 (2019 - \$12,001) related to payments for ongoing financial reporting support, the Company's investor relations consultant and to the new strategic advisory firm.
- Directors' fees of \$3,000 (2019 - \$12,000) were paid to compensate for ongoing support from a director.
- Professional fees of \$6,746 (2019 - \$9,008) has decreased due to the fewer number of corporate agreements compared to the prior year.
- Rent expense of \$3,780 (2019 - \$1,575) refers to an office space used by the Chief Executive Officer.
- Share-based compensation of \$3,133 (2019 - \$nil) relates to stock options granted to management and consultants in the period.
- Shareholder communication expense of \$1,060 (2019 - \$nil) increased as the Company issued more news releases in the current period.
- Travel expenses of \$410 (2019 - \$16,823) has been reduced as the timing and expense of such costs are relative to the number of corporate opportunities which has been limited to COVID-19.
- Trust and filing fees of \$5,538 (2019 - \$2,474) reflect an increase in transfer agent and AGM expenses compared to the prior year.
- Financing expenses of \$3,537 (2019 - \$1,052) relate to leased vehicles.
- Operator fee recoveries reduced the net loss by \$nil (2019 - \$58,250) for operating expenses recovered through the JOGMEC agreement.

Net loss for the year ended December 31, 2020 was \$805,238 compared to \$410,742 for the year ended December 31, 2019. Significant variances in expenses are explained as follows:

- Advertising and promotion expenses of \$26,076 (2019 - \$83,033) related to decreased expenses incurred in financial news and business promotion due to the timing of outreach programs.
- Consulting fees of \$136,384 (2019 - \$54,032) related to payments for ongoing financial reporting support, the Company's investor relations consultant and to the new strategic advisory firm.
- Management fees of \$200,000 (2019 - \$120,000) increased as the Chief Executive Officer received bonus compensation for the ongoing work provided to the Company.
- Rent expense of \$11,813 (2019 - \$6,075) refers to an office space used by the Chief Executive Officer.
- Share-based compensation of \$327,293 (2019 - \$82,412) relates to stock options granted to management and consultants in the period.
- Shareholder communication expense of \$31,758 (2019 - \$11,354) increased as the Company issued more news releases in the current period.
- Travel expenses of \$17,938 (2019 - \$38,064) has been reduced as the timing and expense of such costs are relative to the number of corporate opportunities which has been limited to COVID-19.
- Trust and filing fees of \$18,816 (2019 - \$29,575) decreased due to the Company allowing its listing on the OTCQX to lapse.
- Financing expenses of \$6,603 (2019 - \$3,147) relate to leased vehicles.
- Operator fee recoveries reduced the net loss by \$68,440 (2019 - \$94,250) for operating expenses recovered through the JOGMEC agreement.

There has been no change in the nature or manner in which business is conducted nor in business conditions which would affect the Company's financial results.

Liquidity and Capital Resources

The Company's ability to meet its obligations and its ability to finance exploration and development activities depends on its ability to generate cash flow through the issuance of common shares pursuant to private placements, the exercise of warrants and stock options. Capital markets may not always be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings. This may be further complicated by the limited

liquidity for the Company's shares, restricting access to some institutional investors. The Company's growth and success is dependent on additional external sources of financing which may not be available on acceptable terms.

Cash and Working Capital

As at December 31, 2020, the Company had cash of \$587,797 and a working capital of \$338,633, compared with cash of \$25,543 and a working capital deficiency \$395,944 as of the year ended December 31, 2019. Cash flows are detailed below.

Cash Used in Operating Activities

Cash used in operating activities during the year ended December 31, 2020 was \$727,370 (2019 - \$401,732), resulting from a net loss of \$805,238 (2019 - \$410,742), including non-cash share-based compensation expense of \$327,293 (2019 - \$82,412), accrued interest expense from vehicle leases of \$6,603 (2019 - \$3,147), an unrealized foreign exchange gain of \$272 (2019 - \$2,397), and operator cost recovery from exploration advance of \$68,440 (2019 - \$94,250) adjusted for changes in non-cash working capital, which provided cash of \$193,186 (2019 - cash used of \$19,648).

Cash Used in Investing Activities

Cash used in investing activities during the year ended December 31, 2020 was \$371,998 (2019 - cash provided of \$190,349), of which \$1,001,066 (2019 - \$1,161,550) was received in connection with the JOGMEC agreement offset by exploration expenditures of \$1,224,637 (2019 - \$940,186) and exploration deposit payments of \$150,043 (2019 - \$14,579). There were equipment purchases of \$3,500 (2019 - 16,436) and proceeds from a sale of vehicle of \$5,116 (2019 - \$nil).

Cash Generated by Financing Activities

During the year ended December 31, 2020, cash provided from financing activities was \$1,661,622 (2019 - \$199,976). The Company received \$1,168,783 (2019 - \$190,935) in proceeds from issuance of shares, net of share issuance costs in relation to the private placements, \$nil (2019 - \$15,654) from obligation to issue shares, \$nil (2019 - \$10,000) from subscriptions receivables, \$553,975 (2019 - \$nil) from warrant exercises and \$3,500 (2019 - \$5,500) from option exercises, offset by \$64,636 (2019 - \$22,113) in lease payments for leased vehicles.

Requirement of Additional Equity Financing

The Company has relied primarily on equity financings for all funds raised to date for its operations. The Company needs more funds to finance its exploration and development programs and ongoing operating costs. Until the Company starts generating profitable operations from extraction of minerals and precious metals, the Company intends to continue relying upon the issuance of securities to finance its operations and acquisitions.

The Company works to meet its administrative overhead and property commitments going forward. As at December 31, 2020, the Company had a positive working capital which will be managed with the JOGMEC agreement and the additional funding as available. There is, however, no assurance that any future funding can be accomplished as it would be wholly dependent on the state of the capital markets for junior exploration companies. The Company does not anticipate the payment of dividends in the future.

Capital Resources and Liability

The Company currently has sufficient financial resources to meet its administrative overhead and property commitments going forward. There is, however, no assurance that any future funding can be accomplished as it would be wholly dependent on the state of the capital markets for junior exploration companies. The Company does not anticipate the payment of dividends in the future

Investor Relations

Subsequent to the year ended December 31, 2020, Rob Christl, investor relations consultant, received an increased fee to \$8,000 per month starting in February, 2021. This is subject to adjustment at the discretion of the board.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

At the present time, there are no proposed transactions that should be disclosed.

Critical Accounting Estimates

A detailed summary of all the Company's significant accounting estimates is included in Note 2 of the Company's audited consolidated financial statements for the year ended December 31, 2020.

Related Party Transactions

Key management personnel compensation:

	2020	2019
	\$	\$
Automobile ⁽¹⁾	-	959
Consulting fees	14,547 ⁽²⁾	30,000 ⁽³⁾
Directors' fees	12,000	12,000
Management fees ⁽⁴⁾	200,000	120,000
Rent ⁽¹⁾	11,813	6,075
Share-based compensation	218,281	75,545
Shareholder communications	25,254	7,880
Total key management compensation	481,895	252,459

⁽¹⁾ Expenses paid on behalf of the CEO or to a company owned by the CEO per the CEO's consulting agreement.

⁽²⁾ Consulting fee include fees for the CFO.

⁽³⁾ Consulting fee include fees for a company where the former CFO is an associate.

⁽⁴⁾ Management fees include fees for the CEO.

As at December 31, 2020, the Company owes various directors and officers of the Company \$15,251 (2019 - \$103,551) for administrative expenses and professional fees provided. All amounts are included in accounts payable and accrued liabilities.

Outstanding Share Data

The Company has one class of common shares. As at the date of this MD&A, there were 85,043,459 common shares outstanding.

The Company has a stock option plan. As at the date of this MD&A, there were 8,535,000 stock options outstanding.

The Company has 39,768,481 warrants outstanding at the date of this MD&A.

Financial Risk Management

The Company's financial instruments are exposed to the following risks:

Credit Risk

The Company's primary exposure to credit risk is the risk of illiquidity of cash, amounting to \$587,797 at December 31, 2020 (2019 - \$25,543). As the Company's policy is to limit cash holdings to instruments issued by major Canadian banks, the credit risk is considered by management to be negligible.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. The Company's liquidity risk from financial instruments is its need to meet operating accounts payable requirements. The Company is working to meet its capital requirements to satisfy its obligations. Liquidity will be managed through its JOGMEC Agreement and additional financing through debt and/or equity as available.

Foreign Exchange Risk

The Company's has engaged a number of vendors in the pursuit of mineral exploration activities in Fiji. As such, the Company is exposed to some foreign currency risk. Fluctuations in the exchange rate between the Canadian dollar and Fijian dollar may have an adverse effect on the Company's business and costs to proceed with preferred vendors. The Company may reduce its foreign currency risk as needed by substituting Canadian vendors as required. Foreign currency risk is considered low relative to the overall financial operating plan.

Interest Rate Risk

The Company has been exposed to interest rate risk on its cash. The majority of these deposits have been in discounted instruments with pre-determined fixed yields. Interest rate movements will affect the fair value of these instruments so the Company manages maturity dates of these instruments to match cash flow needs, enabling realization at no loss in almost all cases. At December 31, 2020, the Company maintained all of its cash balance on deposit in chequing accounts with a major Canadian bank and a major Fijian bank.

Fair Value of Financial Instruments

The Company's cash, amounts receivable, exploration advances, accounts payable and accrued liabilities are carried at amortized cost and approximate fair value due to their short-term nature.

Risk and Uncertainties

Risks of the Company's business include the following:

COVID-19

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

Mining Industry

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of ore, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

The Company's mineral exploration activities are directed towards the search, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of commercial quantities of ore. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Government Regulation

The exploration activities of the Company are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

Permits and Licenses

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

Environmental Risks and Hazards

All phases of the Company's mineral exploration operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present, which have been caused, by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability.

Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the ground water the environment, the Company may become subject to liability for hazards that cannot be insured against.

Commodity Prices

The profitability of mining operations is significantly affected by changes in the market price of copper, gold and other minerals. The level of interest rates, the rate of inflation, world supply of these minerals and stability of exchange rates can all cause significant fluctuations in base metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of copper, gold and other minerals has fluctuated widely in recent years, and future serious price declines could cause continued commercial production to be impracticable. Depending on the price of copper, gold and other minerals, cash flow from mining operations may not be sufficient. Any figures for reserves presented by the Company will be estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the price of copper, gold and other minerals may render reserves uneconomical. Moreover, short-term operating factors relating to the reserves, such as the need for orderly development of the ore bodies or the processing of new or different grades of ore, may cause a mining operation to be unprofitable in any particular accounting period.

Land Title

Although the Company has obtained title opinions with respect to certain of its properties, there may still be undetected title defects affecting such properties. Accordingly, such properties may be subject to prior unregistered liens,

agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Company's operations.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Additional information relating to the Company is available on www.sedar.com.