



**QC Copper and Gold Inc.**  
**(formerly PowerOre Inc.)**

Management Discussion and Analysis  
For the nine months ended July 31, 2021 and 2020

## **QC Copper and Gold Inc. (formerly PowerOre Inc.)**

### **Management Discussion and Analysis**

**For the nine months ended July 31, 2021 and 2020**

The following is Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of QC Copper and Gold Inc. ("QC Copper", the "Corporation", or the "Company") to enable a reader to assess the financial condition and results of operations of the Company for the nine months ended July 31, 2021 and 2020. This MD&A has been prepared as at September 29, 2021 unless otherwise indicated. This MD&A should be read in conjunction with the annual financial statements ("Financial Statements") and related notes for the year ended October 31, 2020, which have been prepared in and are in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All monies are expressed in Canadian dollars unless otherwise indicated.

On September 28, 2020, PowerOre Inc. completed its name change to QC Copper and Gold Inc.

Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements. Additional information about QC Copper is available at [www.sedar.com](http://www.sedar.com).

The Company was incorporated as a wholly-owned subsidiary of Orefinders Resources Inc. ("Orefinders") pursuant to the provisions of the *Business Corporations Act* (British Columbia) on February 1, 2018. As at July 31, 2021, Orefinders held 5,059,752 common shares or approximately 4.3% of the common shares outstanding of the Company

The head and principal office of the Company is located at 55 University Avenue, Suite 1805, Toronto, Ontario, M5J 2H7. The Company has no subsidiaries. Additional information relevant to the activities of the Company, including press releases has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") – ([www.sedar.com](http://www.sedar.com)). The Company is a reporting issuer in the provinces of British Columbia, Alberta and Ontario and trades on the TSX Venture Exchange, symbol QCCU-V.

*The technical information contained in this Management Discussion and Analysis has been reviewed and approved by Charles Beaudry, P. Geo, Director and Vice President Exploration for QC Copper Inc. who is a Qualified Person as defined in "National Instrument 43-101, Standards of Disclosure for Mineral Projects."*

### **MANAGEMENT'S RESPONSIBILITIES FOR FINANCIAL REPORTING AND CONTROLS**

The Financial Statements have been prepared by management in accordance with International Financial Reporting Standards appropriate in the circumstances and have been approved by the Company's board of directors (the "Board"). The integrity and objectivity of these Financial Statements are the responsibility of management. In addition, management is responsible for ensuring that the information contained in the MD&A is consistent where appropriate, with the information contained in the Financial Statements.

In support of this responsibility, the Company maintains internal and administrative controls to provide reasonable assurance that the financial information is relevant, reliable and accurate and that the Company's assets are properly accounted for and adequately safeguarded. The Financial Statements may contain certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis to ensure that the Financial Statements are presented fairly in all material respects.

The Board is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal control. The Board carries out this responsibility principally through its audit committee. The members of the audit committee are appointed by the Board and have sufficient financial expertise to assume this role with the Company.

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

**OVERVIEW**

QC Copper is positioning itself to be the owner of a diversified portfolio of battery metal and electric vehicle metal assets in Canada, and is focused primarily on two areas:

- Assets whose metals are used in the manufacture of Electric Vehicles (namely copper) and for Batteries for Electrical Vehicles and for Mass Energy Storage on the grid or in homes (namely cobalt and nickel); and
- Advanced stage assets in Canada where discoveries have been made, mineralization is well understood and infrastructure is in place.

**OPEMISKA MINE COMPLEX, Quebec**

On December 12, 2018, the Company entered into an agreement to acquire a 100% interest in the Opemiska Copper Mine Complex from Explorateurs-Innovateurs de Quebec Inc. ("Ex-In"), a privately-owned company. The Opemiska Copper Mine Complex consists of two past producing underground mines in Springer and Perry and neighbours the town of Chapais, Quebec. Falconbridge operated the Opemiska Copper Mine Complex from 1953 to 1991 when it produced a total of 23 million tonnes at 2.4% copper, 0.3 gpt gold.

To acquire a 100% interest in the Opemiska Copper Complex, the Company and Ex-In entered into a definitive agreement with the effective date being May 23, 2019. Its terms are as follows\*: By November 23, 2019, the Company will issue 1.5 million shares and 1.5 million warrants (\$0.20 exercise price) and pay \$50,000 to Ex-In (paid and issued November 22, 2019); By May 23, 2021, the Company will incur \$500,000 in work expenditures on Opemiska, issue 1.5 million shares and 1.5 million warrants (\$0.25 exercise price) and pay \$150,000 to Ex-In (paid and issued May 23, 2021); By May 23, 2021, the Company will incur an additional \$1,000,000 in work expenditures on Opemiska, issue 2 million shares and 2 million warrants (\$0.30 exercise price) and pay \$300,000 to Ex-In; By May 23, 2023, the Company will incur an additional \$1,500,000 in work expenditures on Opemiska, issue 3 million shares and 3 million warrants (\$0.35 exercise price) and pay \$1,000,000 to Ex-In. The Opemiska Copper Complex is subject to a 2% NSR, 50% of which can be re-purchased by the Company at a cost of \$4.5 million. At any time, the Company can accelerate its obligations to exercise 100% ownership of Opemiska Copper Complex at an earlier date. Subject to certain adjustments in the case of accelerated issuance, all warrants to be issued to Ex-In will expire 36 months after their date of issuance. If the Company files a positive feasibility study, it will be required to pay advance royalty payments of \$250,000 per year. All securities to be issued to Ex-In will be subject to a four-month hold period in accordance with applicable laws.

\*On May 6, 2020, the Company received a 6-month deferral on all of its remaining milestone obligations outlined in the Opemiska Copper Complex as detailed above.

The Opemiska project is located adjacent to the town of Chapais, Quebec within the Chibougamau region. Opemiska is also within the Abitibi Greenstone belt and within the boundaries of the Province of Quebec's Plan Nord which promotes and funds infrastructure and development of natural resource projects. The project consists of 11 mining claims and covers the past producing Springer & Perry mines which were owned and operated by Falconbridge. The project has excellent "in place" infrastructure including a power station and direct access to Highway 113 and the Canadian National Railway.

Opemiska was mined by Falconbridge as a high-grade underground mining operation, and was in production for over 35 years prior to Ex-In acquiring the property in 1993. Falconbridge operated the Opemiska Copper Mine Complex from 1953 to 1991 and produced a total of 23 million tonnes at 2.4% copper, 0.3 gpt gold. The Springer mine produced over 650 million pounds of copper (329,307 tonnes) at 2.54% copper and more than 200,000 ounces of gold at 0.48 gpt gold, while the Perry mine produced over 385 million pounds of copper (198,018 tonnes) at 2.19% copper, and more than 5,800 ounces of gold at 0.02 gpt gold.

Under Ex-In's ownership, considerable resources went into digitizing all of the historical data acquired from Falconbridge, as well as conducting further prospecting, geophysical exploration and drilling. In 2010, Ex-In

## **QC Copper and Gold Inc. (formerly PowerOre Inc.)**

### **Management Discussion and Analysis**

**For the nine months ended July 31, 2021 and 2020**

conducted a drill program consisting of 20 holes for 5,700 metres, showing further exploration potential on the property. In 2013 and 2014, RPA was commissioned for an evaluation of the geologic potential and a target resource for the Springer and Perry mines. The study yielded a potential between 16 and 33 million short tons (14.5 and 30 million tonnes), grading 1.0% to 1.4% copper, and 0.012 to 0.020 oz/ton gold (0.41 to 0.69 gpt gold) for Springer and a further potential at Perry of between 0.5 and 1.4 million short tons (0.4 and 1.3 million tonnes) between 1.0 and 1.5% copper. Additionally, RPA delineated a potential underground target at Perry of between 3 and 11 million short tons (2.7 and 10 million tonnes) grading between 1.5 and 2.5% copper. Since the RPA reports, Ex-In completed further diamond drilling (13 holes totaling 1,250 metres) as well as trenching and geophysical surveys. The potential tonnage and grade of RPA Exploration Targets are conceptual in nature and these studies have been superseded by QC Copper and Gold's drilling in 2019 and 2021 and the subsequent publication of a NI43-101 compliant pit optimized mineral resource estimate on the Opemiska Property (see below).

In early January 2019, the Company initiated a systematic program of validation of historical diamond drilling and of all the digitizing work undertaken for Ex-In to provide a more accurate view of the remaining high-grade vein material that could be mined in an open pit as well as the volumes of the mined-out veins.

Falconbridge's historical project data available to the Company includes over 16,000 diamond drill holes stretching more than 1 million metres from surface and underground diamond drilling with over 350,000 assays from the old mine and over two thousand paper plans, sections and longitudinals from the Springer and Perry mining operations as well as many operational reports and administrative and technical memoranda.

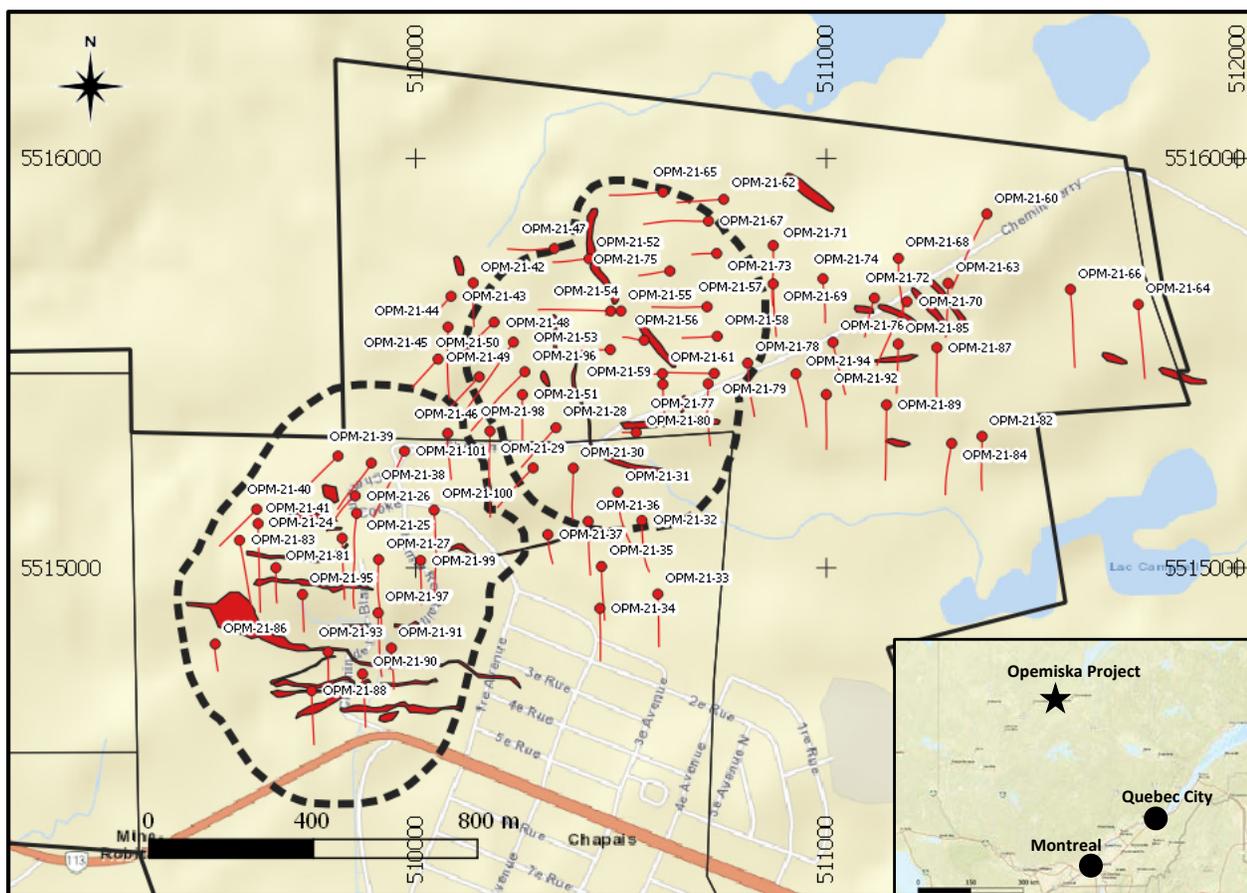
On January 17, 2019, the Company published the first of a series of news releases outlining the results of the compilation and announced validated results from 85 holes drilled by Ex-In on the Opemiska Property ("Opemiska") for a total of 4,075 metres from previous drill programs conducted between 2006 and 2016. The Company completed a 23-hole diamond drilling program totalling 3,364 metres in June 2019 and received all the assay results during the reporting period.

#### **Current Drilling Program**

The QC Copper and Gold Inc. drill program started on January 25, 2021, was completed on May 16th, 2021. Drilling was carried out primarily on the Opemiska Property but also on the adjacent Cooke-Robitaille Property. A total of 78 holes were drilled on Opemiska for a total 16,424.9 metres and 11,747 samples submitted for assay. All assay results have been received and approved for use in a mineral resource estimate.

The drilling program was executed by Forages Chibougamau through Miikan Drilling, a Joint Venture with the Ouje Bougoumou First Nation. Samples were prepared and assayed at ALS Global.

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**



**Figure 1: Location of drill holes of 2021 Opemiska drilling program.**

**Table 1: Summary of mineralized intercepts from 2021 drilling program on Opemiska Property (see footnote 1 for calculation of the CuEq grade).**

HOLE_ID	COMPOSITE	CU_PCT	AU_GPT	AG_GPT	ZN_PPM	CO_PPM
OPM-21-24	From 51.0 to 177.0 m, 126.0m @ 0.444% CuEq	0.326	0.134	1.554	59	28
	incl. from 121.5 to 177.0 m, 55.5 m @ 0.642% CuEq	0.488	0.181	2.130	52	30
	and from 303.0 to 310.5 m, 7.5 m @ 1.28% CuEq	0.979	0.117	8.040	2023	153
OPM-21-25	From 85.5 to 103.5 m, 18 m @ 0.799% CuEq	0.660	0.185	3.328	141	46
	and from 154.5 to 231.0 m, 76.5 m @ 0.539% CuEq	0.355	0.236	1.640	58	29
OPM-21-26	From 36.0 to 176.0 m, 140 m @ 0.442% CuEq	0.331	0.116	1.442	71	36
	incl. from 105.0 to 150.9 m, 35.0 m @ 0.938% CuEq	0.717	0.266	2.773	105	40
OPM-21-27	From 69.0 to 196.5 m, 127.5 m @ 0.403% CuEq	0.318	0.061	2.000	73	28
	incl. from 69.0 to 104.0 m, 35.0 m @ 0.877% CuEq	0.749	0.094	4.410	129	40
OPM-21-28	From 140.0 to 195.0 m, 55 m @ 0.303% CuEq	0.223	0.059	1.358	66	46
	incl. from 170.0 to 177.5 m, 7.5 m @ 1.46% CuEq	1.177	0.305	5.704	97	53
OPM-21-29	From 132.0 to 158.0 m, 26 m @ 0.370% CuEq	0.279	0.070	1.508	83	49

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

OPM-21-30	Low Values					
OPM-21-31	Low Values					
OPM-21-32	Low Values					
OPM-21-33	Low Values					
OPM-21-34	From 184.5 to 192.3 m, 7.8 m @ 0.644% CuEq	0.463	0.198	2.854	110	44
OPM-21-35	Low Values					
OPM-21-36	Low Values					
OPM-21-37	Low Values					
OPM-21-38	From 132.0 to 196.0 m, 64.0 m @ 0.54% CuEq	0.38	0.17	2.025	81	45
OPM-21-39	From 64.0 to 75.0 m, 11.0 m @ 0.38% CuEq	0.278	0.100	1.930	59	26
OPM-21-40	Low Values					
OPM-21-41	From 31.5 to 85.0 m, 53.5 m @ 0.558% CuEq	0.450	0.098	2.520	604	8
	incl. from 75.0 to 85.0 m, 10.0 m @ 2.63% CuEq	2.359	0.238	10.197	225	35
OPM-21-42	Low Values					
OPM-21-43	Low Values					
OPM-21-44	From 57.0 to 78.0 m, 21.0 m @ 0.522% CuEq	0.402	0.113	2.257	114	40
OPM-21-45	Low Values					
OPM-21-46	From 25.5 to 36.0 m, 10.5 m @ 0.511% CuEq	0.423	0.050	3.300	100	37
	and from 144.0 to 165.0 m, 21.0 m @ 0.443% CuEq	0.114	0.417	3.164	329	45
OPM-21-47	Low Values					
OPM-21-48	Low Values					
OPM-21-49	From 110.4 to 150.0 m, 39.6 m @ 0.495% CuEq	0.395	0.095	2.231	74	29
OPM-21-50	From 221.5 to 251.6 m, 40.1 m @ 0.709% CuEq	0.558	0.149	3.167	142	38
OPM-21-51	From 49.5 to 187.5 m, 138.0 m @ 0.48% CuEq	0.390	0.066	1.997	89	48
	incl. 111.0 to 187.5 m, 76.5 m @ 0.78% CuEq	0.646	0.113	3.239	114	52
	and incl. 133.4 to 161.2 m, 27.8 m @ 1.40% CuEq	1.155	0.250	5.026	170	58
OPM-21-52	Low Values					
OPM-21-53	Low Values					
OPM-21-54	From 117.7 to 141.0 m, 23.3 m @ 0.379% CuEq	0.324	0.021	1.875	70	36
	and from 258.9 to 264.1 m, 5.2 m @ 0.558% CuEq	0.413	0.102	4.244	190	57
OPM-21-55	Low Values					
OPM-21-56	Low Values					
OPM-21-57	From 180.0 to 185.0 m, 5.0 m @ 3.17% CuEq	2.862	0.053	19.880	604	106
OPM-21-58	From 117.0 to 130.0 m, 13.0 m @ 0.411% CuEq	0.329	0.041	1.773	102	61
OPM-21-59	Low Values					
OPM-21-60	From 198.0 to 202.5 m, 4.5 m @ 0.605% CuEq	0.552	0.011	2.067	60	41
OPM-21-61	Low Values					
OPM-21-62	Low Values					
OPM-21-63	From 85.0 to 93.0 m, 8.0 m @ 0.596% CuEq	0.532	0.006	2.351	49	60

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

OPM-21-64	From 134.0 to 155.0 m, 21.0 m @ 0.535% CuEq	0.378	0.078	5.164	143	91
OPM-21-65	Low Values					
OPM-21-66	Low Values					
OPM-21-67	Low Values					
OPM-21-68	From 162.0 to 172.5 m, 10.5 m @ 0.935% CuEq	0.837	0.005	6.671	162	45
OPM-21-69	From 34.5 to 144.0 m, 109.5 m @ 0.648% CuEq	0.594	0.009	2.551	109	37
	incl. from 108.0 to 144.0 m, 36.0 m @ 1.624% CuEq	1.534	0.012	4.515	250	53
OPM-21-70	From 46.5 to 48.8 m, 2.3 m @ 8.349% CuEq	7.855	0.048	40.809	235	118
OPM-21-71	From 165.0 to 174.0 m, 9.0 m @ 0.381% CuEq	0.330	0.009	1.283	84	52
	From 216.0 to 223.5 m, 7.5 m @ 0.339% CuEq	0.285	0.006	1.240	98	58
OPM-21-72	From 34.3 to 93.0 m, 58.7 m @ 0.174% CuEq	0.105	0.018	0.957	24	79
	incl. from 82.5 to 93.0 m, 10.5 m @ 0.423% CuEq	0.275	0.077	2.986	53	118
OPM-21-73	Low Values					
OPM-21-74	From 85.3 to 88.5 m, 3.2 m @ 0.424% CuEq	0.387	0.006	1.319	23	33
OPM-21-75	From 139.5 to 145.5 m, 6.0 m @ 0.606% CuEq	0.469	0.124	3.273	103	40
OPM-21-76	Low Values					
OPM-21-77	From 64.5 to 106.9 m, 42.4 m @ 0.239% CuEq	0.199	0.008	1.420	35	34
	and from 153.7 to 168.7 m, 15.0 m @ 0.815% CuEq	0.681	0.031	5.382	292	90
OPM-21-78	From 64.3 to 66.3 m, 2.0 m @ 1.45% Zn	0.016	0.164	3.925	11490	55
	and from 113.8 to 118.8 m, 5.0 m @ 0.421% CuEq	0.284	0.045	4.134	45	114
OPM-21-79	From 136.5 to 145.0 m, 8.5 m @ 0.402% CuEq	0.348	0.010	0.965	25	63
OPM-21-80	From 31.5 to 51.0 m, 19.5 m @ 0.457% CuEq	0.405	0.014	2.485	39	32
OPM-21-81	From 3.0 to 129.0 m, 126.0 m @ 0.245% CuEq	0.164	0.076	1.295	89	30
	incl. from 3.0 to 31.5 m, 28.5 m @ 0.541% CuEq	0.387	0.157	2.874	181	38
	and from 43.5 to 66.0 m, 22.5 m @ 0.378% CuEq	0.274	0.109	1.707	56	29
OPM-21-82	From 103.5 to 159.0 m, 55.5 m @ 0.558% CuEq	0.437	0.028	6.766	388	46
OPM-21-83	From 244.0 to 267.0 m, 23.0 m @ 1.580% CuEq	0.891	0.675	13.237	1686	146
OPM-21-84	From 73.5 to 110.0 m, 36.5 m @ 0.383% CuEq	0.291	0.023	4.052	151	57
	and from 150.0 to 158.0 m, 8.0 m @ 0.259% CuEq	0.203	0.011	2.563	55	40
OPM-21-85	Low Values					
OPM-21-86	Low Values					
OPM-21-87	Low Values					
OPM-21-88	From 14.9 to 148.5 m, 133.6 m @ 0.468% CuEq	0.207	0.342	1.650	92	45
OPM-21-89	From 195.0 to 229.5 m, 34.5 m @ 0.146% CuEq	0.113	0.007	1.226	20	28
OPM-21-90	From 36.0 to 69.0 m, 33.0 m @ 0.358% CuEq	0.267	0.095	1.111	52	31
	incl. from 37.5 to 48.0 m, 10.5 m @ 0.937% CuEq	0.721	0.250	2.748	89	49
	and from 157.5 to 201.0 m, 43.5 m @ 0.290% CuEq	0.119	0.194	1.621	477	31
OPM-21-91	From 39.0 to 67.5 m, 28.5 m @ 0.378% CuEq	0.260	0.114	1.121	89	53
OPM-21-92	From 138.0 to 154.5 m, 16.5 m @ 0.355% CuEq	0.300	0.011	2.723	47	42

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

OPM-21-93	From 7.0 to 36.0 m, 29.0 m @ 0.360% CuEq	0.196	0.215	1.100	44	29
	and from 90.0 to 122.0 m, 32.0 m @ 0.303% CuEq	0.232	0.078	0.873	23	22
	and from 195 to 205.5 m, 10.5 m @ 0.278% CuEq	0.183	0.097	1.086	44	38
OPM-21-94	Low Values					
OPM-21-95	From 12.0 to 49.5 m, 37.5 m @ 0.374% CuEq	0.228	0.126	1.884	978	33
	and from 106.5 to 112.5 m, 6.0 m @ 0.670% CuEq	0.372	0.352	3.375	198	64
	and from 136.5 to 140.0 m, 3.5 m @ 0.911% CuEq	0.757	0.135	3.193	141	59
	and from 244.5 to 297.0 m, 52.5 m @ 0.33% CuEq	0.289	0.072	1.589	66	29
OPM-21-96	From 94.5 to 105.0 m, 10.5 m @ 0.508% CuEq	0.446	0.040	2.177	49	24
	and from 217.5 to 231.0 m, 13.5 m @ 0.337% CuEq	0.240	0.091	1.602	74	38
	and from 288.0 to 291.0 m, 3.0 m @ 0.948% CuEq	0.773	0.082	7.850	419	62
OPM-21-97	From 23.75 to 27.0 m, 3.25 m @ 0.606% CuEq	0.080	0.456	2.223	5,909	68
	and from 109.5 to 127.6 m, 18.1 m @ 1.40% CuEq	1.134	0.182	8.794	987	61
OPM-21-98	From 6.8 to 106.8 m, 100.0 m @ 0.494% CuEq	0.376	0.125	1.567	66	37
	incl. from 6.8 to 28.5 m, 21.7 m @ 1.53% CuEq	1.185	0.452	3.438	92	41
	and from 337.5 to 346.5 m, 9.0 m @ 18.29 gpt Au and 0.88% Zn		18.29		8,783	
	incl. from 340.5 to 345.0 m, 4.5 m @ 36.1 g/t Au and 1.67% Zn		36.10		16,683	
OPM-21-99	From 15.0 to 48.0 m, 33.0 m @ 0.203% CuEq	0.144	0.029	1.072	147	43
	and from 156.0 to 163.0 m, 7.5 m @ 0.813% CuEq	0.670	0.102	5.080	125	44
OPM-21-100	Low Values					
OPM-21-101	From 187.5 to 190.5 m, 3.0 m @ 1.156% CuEq	0.773	0.411	7.750	114	79
	and from 220.5 to 297.0 m, 76.5 m @ 0.307% CuEq	0.235	0.063	1.400	61	28

1: Copper Equivalent ("Cu Eq.") grade including copper, gold, silver, cobalt and zinc based on 100% recoveries is calculated using the following equation:  $Cu Eq. = [(Cu \% \times 20 \times Cu price) + (Au grade / 34.2857 \times Au price) + (Ag grade / 34.2857 \times Ag price) + (Co \% \times 20 \times Co price) + (Zn \% \times 20 \times Zn price)] / (20 \times Cu price)$ . We used Cu, Au, Ag, Co and Zn price of US\$4.00, US\$1,730, US\$26.00, US\$23.90 and US\$1.20 respectively.

### NI43-101 Compliant Mineral Resources Estimate

On September 20, 2021 QC Copper announced the results of an independent mineral resource estimate on the Opemiska Property. The Opemiska Deposit is an open pit-constrained NI 43-101 compliant mineral resource estimate with 81.7M tonnes grading 0.88% CuEq of measured and indicated mineral resources and an additional 21.3M tonnes at 0.73% CuEq of inferred mineral resources. Table 1 summarizes the results of the mineral resource estimate and figure 2 shows the optimized pit overlain on the mineralized halos surrounding the historically mined veins.

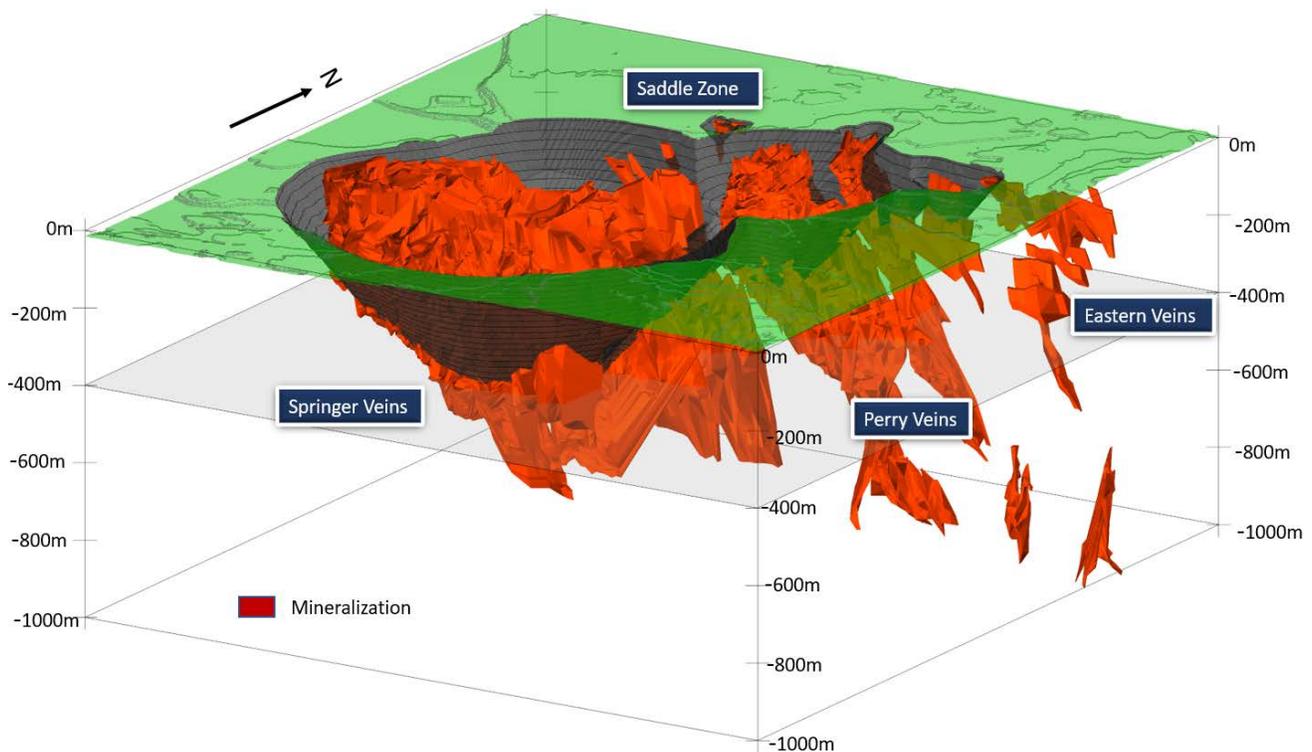
**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

**Table 2:** Opemiska Deposit Summary of Pit Constrained Mineral Resources, 0.2% CuEq cut-off (see footnotes 1-7)

Category	Tonnage (millions)	Copper (%)	Gold (g/t)	CuEq (g/t)	Contained Copper (million lbs)	Contained Gold (k oz)	Contained CuEq (million lbs)
Measured	64.94	0.64%	0.32	0.88%	918.2	676.6	1,254.9
Indicated	16.73	0.69%	0.26	0.88%	255.2	139.0	325.8
<b>Total M&amp;I</b>	<b>81.67</b>	<b>0.65%</b>	<b>0.31</b>	<b>0.88%</b>	<b>1,173.40</b>	<b>815.6</b>	<b>1,580.7</b>
<b>Inferred</b>	<b>21.35</b>	<b>0.51%</b>	<b>0.30</b>	<b>0.73%</b>	<b>240.3</b>	<b>209.2</b>	<b>345.8</b>

1. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues, although QC Copper & Gold is not aware of any such issues.
2. The Inferred Mineral Resource in this estimate has a lower level of confidence than that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could be upgraded to an Indicated Mineral Resource with continued exploration.
3. The Mineral Resources were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions (2014) and Best Practices Guidelines (2019).
4. All historical underground excavations and stopes and vein envelopes were digitized from scanned historical plans and sections. A bulk density of 2.97 metric tonnes per cubic metre was used for all resources except for the inferred in the Springer pit where 2.94 was used.
5. The Mineral Resource reported here is based on a pit optimization. All interpolation routines for the block model were constrained by hard boundary domained halos constructed from the sectional interpretation of the disseminated mineralization surrounding the historical mined veins. Veins were interpolated separately and stope volumetrics were subsequently subtracted from the vein blocks to report the correct tonnages and metal content of the residual high-grade vein material.
6. The 0.20% CuEq cut-off grade was derived from the approximate August 2021 Consensus Economics long term forecast Cu and Au prices of US\$3.50/lb and US\$1,650/oz, US\$ exchange rate of \$0.76, 80% Cu process recovery and smelter payable, mining C\$2.25/t, processing C\$13/t, G&A \$3/t.
7.  $CuEq\% = Cu\% + (Au\ g/t \times 0.72) + (Ag\ g/t \times 0.01)$

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**



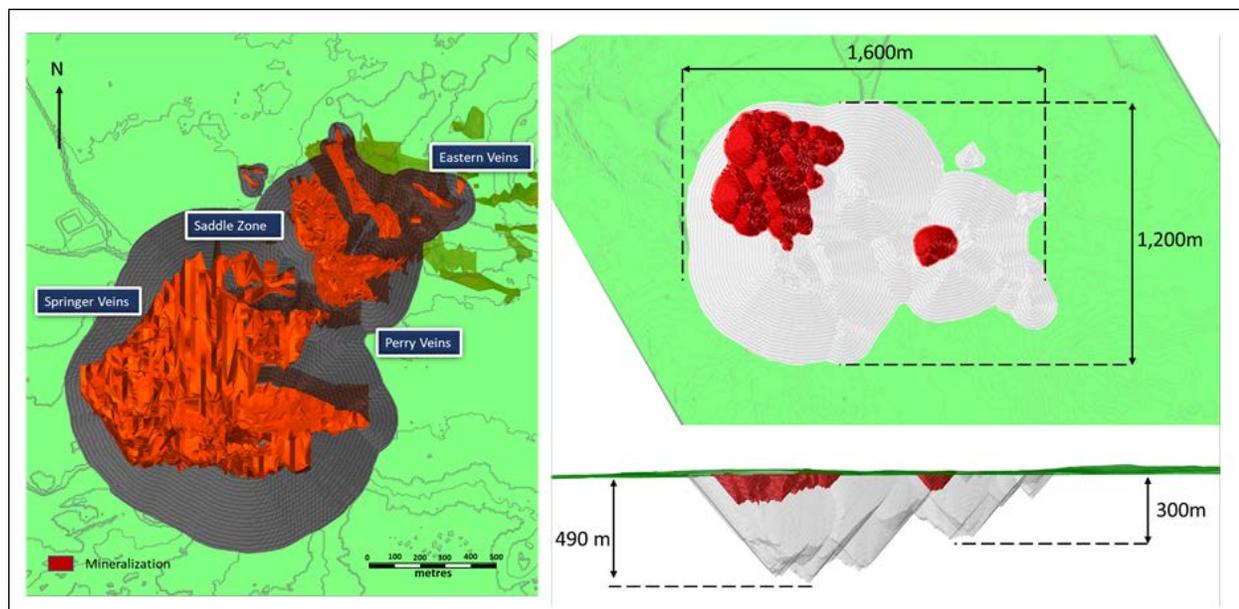
**Figure 2:** Graphical Depiction of Opemiska Mineral Resources and Constraining Pit Shell.

### **Geological Data and Logistics**

This Mineral Resource Estimate is based on an optimized open pit shell that encompasses the surficial part of the historical Springer and Perry mines, two underground operations that together produced 22.0M tonnes of ore at 2.40% copper and 0.33 g/t gold between 1953 and 1991 when the mines were closed and the camp decommissioned. The prevailing mine cut-off grade was approximately 1.5% copper over a minimum mining width of 5 feet (1.5m) and wall rocks contain a considerable amount of mineralization extending away from the veins, that was not economic for underground mining during the period of 1953-1991 but forms the bulk of the current Mineral Resource.

Moreover, the near-surface portions of many of the veins were not mined, with crown pillars left to prevent open holes from marring the landscape. In the vicinity of the former mill, crown pillars, some reaching 70m in thickness, were left to protect the process plant infrastructure. These leftover crown pillars represent an important opportunity for QC copper as they host a considerable amount of high-grade mineralization at surface which could potentially drive significant early, cash flows in an open-pit development scenario. Early cash flows would serve to reduce operating risk, accelerate capital payback and enhance potential project economics. The image below (Figure 2) depicts two high-grade starter pits which host 10.6 million tonnes grading 1.26% CuEq, or +45% higher grade than the overall Mineral Resource.

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**



**Figure 3:** Plan View of Constraining Pit Shell and Potential High-Grade Starter Pits.

The Mineral Resource Estimate on the Opemiska Deposit is based on a drill hole database containing 16,570 surface and underground diamond drill holes totaling 1,042,668 metres of core drilling and 348,492 assays. All mine-era drilling was converted from mine grid to UTM using transformation equations calculated by a land surveyor based on differential GPS measurements of many located drill casings.

All historical mine excavations, stopes and veins were digitized in mine grid from numerous maps, vertical and longitudinal sections and solid wireframes were built and converted to UTM coordinates. All stopes were digitized down to the bottom of the Perry Mine (circa 820m depth) and down to a depth of 715 metres on the Springer Mine.

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

**Sensitivity to CuEq Cut-Off Grades**

The estimated block model has been tabulated at various CuEq cut-off grades (Table 3). This tabulation does not represent a Mineral Resource in any way and only serves to illustrate the nature of the mineralization and sensitivity to various CuEq cut-offs.

**Table 3: Block Model within the Constraining Pit Shell at Various CuEq Cut-Off Grades (see table 2 for CuEq calculation).**

Area	Class	Cut-off	Tonnage kt	Au	Au	Cu	Cu	Cu	CuEq	CuEq	CuEq
		CuEq%		g/t	oz	%	t	lbs	%	tonne	lbs
Springer	Measured	1	14,873	0.91	433,102	1.27	188,565	415,714,454	1.92	285,994	630,507,361
		0.5	32,815	0.54	569,638	0.87	285,673	629,799,424	1.26	414,002	912,717,002
		0.4	38,949	0.48	598,417	0.79	306,626	675,993,447	1.13	441,502	973,343,765
		0.3	46,553	0.42	625,842	0.70	326,801	720,472,670	1.01	467,936	1,031,621,554
		0.25	51,132	0.39	639,421	0.66	336,258	741,320,851	0.94	480,501	1,059,321,801
		0.2	56,537	0.36	653,492	0.61	345,143	760,909,010	0.87	492,610	1,086,017,178
		0	72,287	0.29	683,259	0.50	360,157	794,008,741	0.71	514,488	1,134,251,042
	Indicated	1	4,194	0.64	86,617	1.54	64,513	142,225,693	2.01	84,361	185,984,329
		0.5	8,855	0.41	116,108	1.02	90,729	200,022,239	1.33	117,383	258,785,097
		0.4	10,485	0.36	122,480	0.92	96,553	212,863,231	1.19	124,697	274,909,557
		0.3	12,617	0.32	128,965	0.81	102,453	225,869,921	1.05	132,113	291,258,065
		0.25	14,000	0.29	132,534	0.75	105,411	232,390,706	0.97	135,908	299,624,493
		0.2	15,711	0.27	136,549	0.69	108,298	238,755,694	0.89	139,743	308,080,677
		0	21,643	0.21	147,632	0.53	114,451	252,321,060	0.69	148,496	327,376,789
	Inferred	1	3,780	1.05	127,314	1.34	50,599	111,551,483	2.10	79,497	175,259,803
		0.5	9,188	0.58	170,989	0.85	78,386	172,810,636	1.28	117,385	258,789,455
		0.4	11,504	0.49	181,758	0.75	86,205	190,048,827	1.11	127,744	281,626,304
		0.3	14,983	0.40	193,932	0.64	95,371	210,257,130	0.93	139,782	308,167,138
		0.25	17,477	0.36	200,785	0.58	100,573	221,725,500	0.84	146,615	323,230,779
		0.2	21,137	0.31	208,685	0.51	106,853	235,569,682	0.73	154,791	341,256,138
		0	149,672	0.07	314,563	0.12	174,254	384,164,935	0.17	247,491	545,624,576
Perry	Measured	1	2,403	0.21	16,021	1.78	42,696	94,127,596	1.93	46,313	102,103,573
		0.5	5,074	0.13	20,457	1.20	60,787	134,011,566	1.29	65,427	144,242,749
		0.4	5,973	0.11	21,440	1.08	64,588	142,391,912	1.16	69,460	153,132,214
		0.3	7,096	0.10	22,317	0.96	68,288	150,549,714	1.03	73,370	161,752,176
		0.25	7,710	0.09	22,704	0.91	69,882	154,063,047	0.97	75,057	165,471,824
		0.2	8,402	0.09	23,094	0.85	71,344	157,285,566	0.91	76,614	168,904,279
		0	10,431	0.07	23,911	0.71	73,808	162,718,961	0.76	79,285	174,792,614
	Indicated	1	217	0.21	1,463	1.74	3,788	8,350,125	1.91	4,144	9,136,254
		0.5	551	0.11	2,035	1.09	6,000	13,228,245	1.18	6,497	14,322,650
		0.4	672	0.10	2,162	0.97	6,511	14,353,376	1.05	7,039	15,517,478
		0.3	836	0.09	2,361	0.84	7,031	15,501,154	0.91	7,608	16,772,922
		0.25	921	0.08	2,437	0.79	7,245	15,972,249	0.85	7,841	17,286,580
		0.2	1,015	0.08	2,489	0.73	7,442	16,406,474	0.79	8,053	17,754,738
		0	1,256	0.06	2,588	0.62	7,733	17,048,540	0.67	8,377	18,467,532
	Inferred	1	54	0.17	294	1.75	942	2,075,680	1.88	1,014	2,234,387
		0.5	158	0.09	448	1.11	1,753	3,864,362	1.18	1,863	4,107,541
		0.4	175	0.08	457	1.04	1,829	4,032,173	1.11	1,942	4,280,622
		0.3	197	0.07	465	0.97	1,900	4,188,798	1.03	2,015	4,443,043
		0.25	204	0.07	468	0.94	1,921	4,234,020	1.00	2,037	4,489,931
		0.2	208	0.07	469	0.93	1,930	4,253,947	0.98	2,046	4,510,759
		0	251	0.06	484	0.79	1,981	4,367,546	0.84	2,102	4,633,395

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

**Opemiska Deposit Mineral Resource Estimate**

The Mineral Resource Estimate is material within the constraining pit shell above a 0.2% CuEq cut-off grade. The Mineral Resource Estimate has an effective date of September 20, 2021 (see Table 2), and a corresponding Technical Report disclosing the Mineral Resource Estimate in accordance with NI 43-101 will be prepared by P&E Mining Consultants Inc. for QC Copper and Gold Inc. QC Copper and Gold will file the Technical Report on SEDAR under its profile at [www.sedar.com](http://www.sedar.com) within 45 days of this news release.

**Reasonable Prospects for Eventual Economic Extraction**

A Mineral Resource is a concentration of solid material of economic interest near the surface of the Earth in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction (RPEEE). To satisfy the requirement of RPEEE by open pit mining, a reporting pit shell was determined based on conceptual parameters and costs (see table 2). Copper and gold recovery will be achieved using conventional crushing, milling, gravity, and flotation to produce a copper concentrate that could be shipped to a smelter for processing.

**Mineral Resource Classification**

Material within the constraining pit shell was classified according to Mineral Resource confidence classifications defined in CIM Definition Standards for Mineral Resources and Mineral Reserves. Data quality and quantity, geological and grade continuity, and confidence in the grade and bulk density estimates, were considered when classifying the Mineral Resource. Mineral Resources are classified as either Measured, Indicated or Inferred. Measured, Indicated and Inferred Mineral Resources were determined from respective search ranges of 30, 40 and 120 metres with a respective minimum of seven, four and one composites.

The estimate of Mineral Resources may be materially affected by risks set forth in any QC Copper and Gold's Management Discussion and Analysis Reports and other filings made with Canadian securities regulatory authorities and available at [www.sedar.com](http://www.sedar.com).

**QAQC Statement**

All drilling performed by QC Copper and Gold was done using NQ sized drill rods and holes were stabilized to minimized deviations. All core is stored in Chapais in a locked yard. All pulps have been preserved as well as mineralized rejects.

For the exploration undertaken by QC Copper & Gold, all assay batches are accompanied by rigorous Quality Assurance procedures that include insertion of standards and blanks and verification assays in a secondary laboratory. Quality Control results, including the laboratory's control samples, are evaluated immediately on reception of batch results and corrections implemented immediately if necessary. All drill collars in 2019 and 2021 were positioned in UTM coordinates and post-drilling surveyed using differential GPS instrumentation. The historical mine holes were surveyed on surface and underground at the time of drilling by mine personnel using conventional surveying methods. The collars for 2019 were oriented by compass but in 2021 accurate non-magnetic orientation of collars was achieved using the gyroscopic Azimuth Aligner by Minnovare. Downhole deviations surveys were done with Flex-it instrument by Reflex instrument at 30m intervals, and all erroneous azimuths caused by excessive magnetism were purged from the database. A systematic bulk density measurement program using the water displacement method was implemented to measure the bulk density of all rock types. A total of 779 bulk density measurements were done for the 2019 drilling program and an additional 267 measurements were done in 2021. No bulk densities are available for the vendor drill holes or for the historical mine holes. A specific susceptibility measurement protocol was also implemented to estimate the relative abundance of magnetite in the Ventures Sill's variably magnetic rocks. A focused optical and acoustic televiwer surveying program was done at the end of the program to obtain correctly oriented structural measurement.

For the Mineral Resource database additional QAQC measures included core duplicates. For the historical drilling assay verification measures comprised core resampling for the holes drilled by the vendor in 2010, 2015 and 2016

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

and for the historical Falconbridge mine era drilling where no core remains a total of 37 twinned holes were collared and results compared with the assays from the mine. The results of these measures confirm that the assays from the vendor period are equivalent to QC Copper assays and that the mine era assays are demonstrably equivalent for the range of values from the lower detection limit up to about 2.0% Cu which represents over 90% of the assays in the Mineral Resource database. Above this grade the number of samples in the twinned data is small and the variance is high such as to be difficult to compare datasets. Nevertheless, for the bulk of the mine drilling the assays are comparable to modern-day, QAQC controlled assays. After review of available data, the assays undertaken by QC Copper as well as the vendor and the mine are judged to be acceptable for the purposes of estimating a Mineral Resource on the Opemiska Project.

**Next Steps: Ongoing Drilling to Expand Opemiska Mineral Resource & Explore New Targets**

Beyond the current Opemiska Mineral Resource, the Company notes considerable potential to add additional Mineral Resources in the immediate vicinity of the conceptual open pit. Earlier work on the project by RPA Inc. in 2014 highlighted an exploration target at depth at Perry that spanned a range between 3 and 11 million tonnes at an average grade of 1.5% to 2.5% copper. To estimate this Mineral Resource QC Copper and Gold has digitized all the underground workings and veins down to the bottom of the historical Perry Mine.

To the east of the Perry Pit, there has been some underground mining on the deep extensions of the K Veins, however, none of the excavations reached surface even though the veins themselves do outcrop. Drilling by QC Copper and Gold confirmed the presence of veins and disseminated material near the surface. Based on results obtained, the Company anticipates that with further drilling, additional Mineral Resources may be outlined in some satellite pits.

Further east, in the vicinity of the historical Cooke and Robitaille mines, the mineralized zones are aligned with the Beaver Lake Fault Zone which occupies the hinge zone of the Beaver Lake Fold structure, a conjugate fold to the Springer anticlinal synform. This structural corridor has been drilled extensively by Falconbridge but only for high-grade underground-mineable veins. Sampling was sporadic to capture the high-grade veins and little or no sampling was done between veins although in many cases, the historical logs describe lower-grade mineralization that could be economic in an open pit mining scenario. A significant amount of drilling is required to test the entire corridor, which is approximately 500 metres wide and 3.5 kilometres in length with strong indications that mineralization occurs on both sides of the Gwillim Fault.

**COOKE- ROBITAILLE PROPERTY OPTION, Quebec**

On February 26, 2020, the Company entered into an option agreement with 2736-1179 Quebec Inc. et al to acquire the Cooke Robitaille property. In July 2020, the agreement received TSX Venture Exchange approval. The cash, work and share commitments to keep the option in good standing are as follows (table 4):

**Table 4: Terms of Cooke-Robitaille Option.**

	<b>Cash Payment (C\$)</b>	<b>Work (C\$)</b>	<b>Shares</b>	<b>Warrants</b>	<b>Warrant Exercise Price (C\$/share)</b>
<b>July 13, 2020</b>	-	-	500,000 (issued)	500,000 (issued)	\$0.10
<b>July 13, 2021</b>	\$50,000 (paid)	\$300,000	500,000 (issued)	500,000 (issued)	\$0.15
<b>July 13, 2022</b>	\$50,000	\$400,000	500,000	500,000	\$0.20
<b>July 13, 2023</b>	\$50,000	\$400,000	500,000	500,000	\$0.25
<b>July 13, 2024</b>	\$100,000	\$400,000	500,000	-	-
<b>July 13, 2025</b>	\$200,000	\$1,500,000	500,000	-	-
<b>Total</b>	<b>\$450,000</b>	<b>\$3,000,000</b>	<b>3,000,000</b>	<b>2,000,000</b>	

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

In addition, 2376-1179 Quebec Inc. et al will retain a 2% NSR royalty. QC Copper will retain a first right of refusal to purchase a 1% NSR (50% of 2736-1179 Quebec Inc.'s 2% NSR) at any time prior to commercial production for \$1M. Warrants are exercisable for a period of 24 months from their date of issue as per the schedule above. In response to the COVID lockdowns the obligations arising from the option agreement have been extended to the end of 2021.

The Cooke-Robitaille property consists of 180 claims covering a total area of approximately 9,340 Ha. It is located immediately east of the town of Chapais, Quebec and approximately 500 km north of Montreal, Quebec. The property is accessible by a network of secondary roads from Highway 113 and the town of Chapais. The Company's interest in the project was acquired on December 12, 2018 pursuant to an agreement entered into with 2736-1179 Quebec Inc.

The Cooke-Robitaille Property has been the subject of mineral exploration activities since the initial discoveries in the Chapais district by Leo Springer and Prospector Airways in 1929. Early exploration led to the discovery and development of the Springer Deposit and shortly thereafter the discovery of Perry, Robitaille and Cooke, development of which came later, in 1965, 1969 and 1976, respectively. Both the Cooke and the Robitaille mines are located within the property boundaries. The mines were developed on the property as part of the Opemiska Mining Division that included the larger Perry and Springer mines, owned and operated by previously Minova Inc. The Robitaille mine operated from 1969 to 1972, with total reported production of 96,858 tonnes grading 2.04% Cu and 0.53 g/t Au. The Cooke mine operated from 1976 to 1989, with total reported production of 1,973,188 tonnes grading 0.66% Cu and 5.04 g/t Au.

The Cooke-Robitaille Project is located in the northeastern corner of the Abitibi Greenstone Belt (ABS). The property is dominated by a sequence of steeply dipping volcano-sedimentary rocks of the Blondeau formation that have been intruded by layered mafic to ultramafic rocks of the Cummings complex. The stratigraphy has been folded into an east plunging anticline-syncline complex on the SW limb of the Chibougamau anticline. The NE trending Gwillam fault cuts through the center of the property.

The most significant style of mineralization on the property consists of a series of chalcopyrite rich quartz veins that occupy fault, fractures and shear zones that developed in the Ventures Sill and at the Cooke mine, to a lesser extent in the Bourbeau Sill. Copper and gold mineralization are generally structurally controlled and hosted by the Ventures Sill and to a lesser extent, lower copper with elevated gold is found in the stratigraphically higher Bourbeau Sill. Both sills were emplaced within the volcanic, Blondeau Formation. Widespread occurrences of anomalous base and precious metals on the property suggest the exploration potential for additional structurally controlled mineralization is excellent. In addition, the potential for classic volcanogenic massive sulphide mineralized lenses exists in the stratigraphically higher, felsic volcanic and exhalates toward marking the end of volcanic cycle.

The mining property was worked intermittently by the vendor, 2736-1179 Québec Inc. during the period of 2003 to 2016. A total of 65,820 metres were drilled in 182 diamond drill holes on the property during this period. None of the drilling programs had any QAQC protocols in place and only the drilling from 2013 onward have any laboratory inserted standard reported in the certificates.

A preliminary NI43-101 technical report was submitted to the TSXV in May 2020 to satisfy a regulatory obligation but at the time a personal inspection was not possible due to COVID19 lockdown. The lockdown was lifted in June and a personal inspection was undertaken in August to conduct a field inspection and review some selected core intervals and collect samples for confirmation assays. The technical report was updated and will be resubmitted before the end of September.

A 12-hole diamond drilling program totalling 3,771.7 metres was undertaken in the winter and early spring 2021 on Cooke-Robitaille (figure 4). A total of 1,299 samples were submitted to the laboratory for assay and all results have been received.

The drilling program confirmed the presence of low-grade mineralization associated with the structures hosting the

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

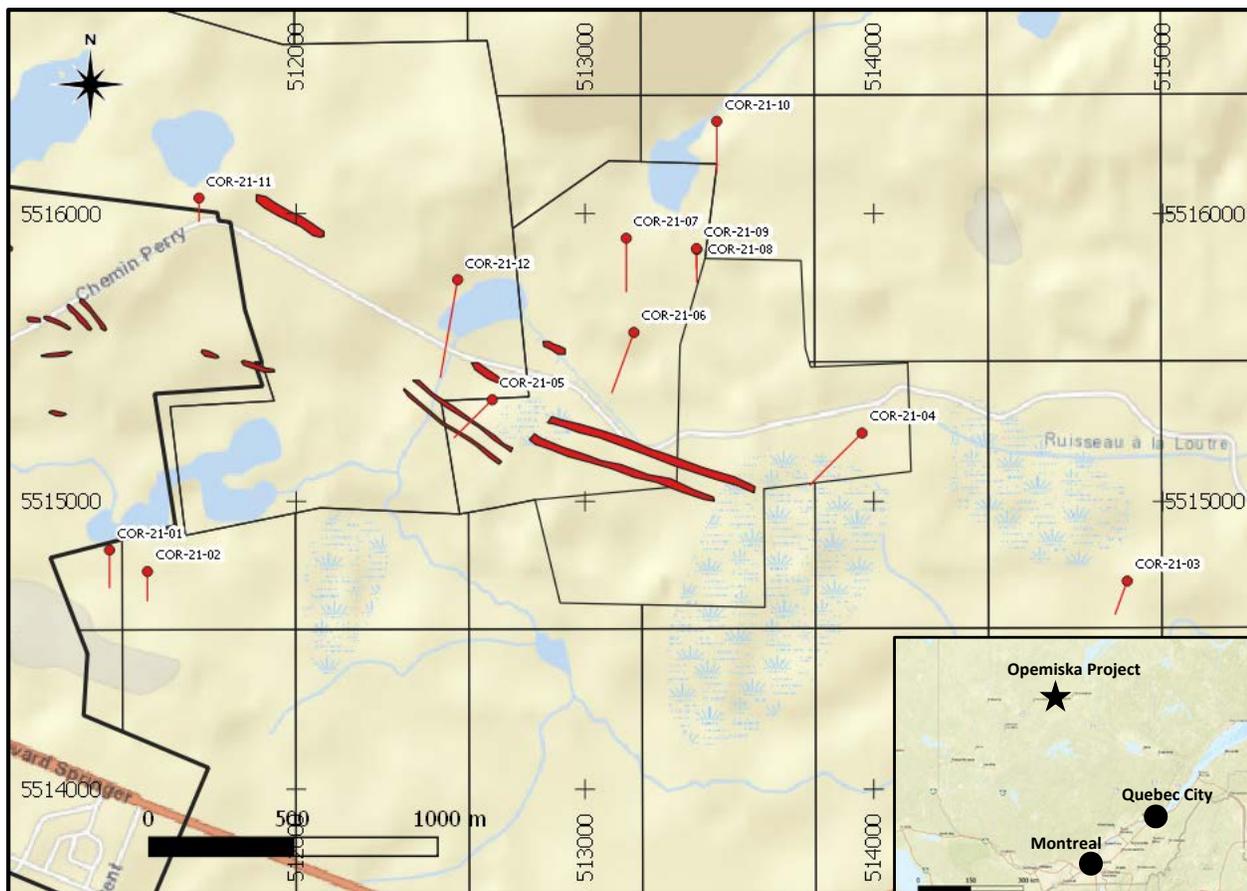
Cooke Mine (table 5; see hole COR-21-04: from 437.6 to 483.0 m, 45.4 m @ 0.208% CuEq). In addition, some narrow intervals gave significant gold intersections (see hole COR-21-03: from 163.3 to 164.4 m, 1.1 m @ 9.55 gpt Au; COR-21-09: from 138.0 to 138.5 m, 0.5 m @ 1.208% Cu; and COR-21-12: from 225.5 to 226.0 m, 0.5 m @ 27.9 gpt Au). These holes were surveyed with the Televiwer instrument to obtain oriented structural measurements and followup drilling may be warranted.

**Table 5:** Summary of mineralized intercepts from 2021 drilling program on Cooke-Robitaille Property (see footnote 1 for CuEq calculation).

HOLE_ID	COMPOSITE	CU_PCT	AU_GPT	AG_GPT	ZN_PPM	CO_PPM
COR-21-01	Low Values					
COR-21-02	Low Values					
COR-21-03	From 163.3 to 179.0 m, 15.7 m @ 0.50% CuEq	0.150	0.732	0.070	73	22
	incl. from 163.3 to 164.4 m, 1.1 m @ 9.55 gpt Au		9.550			
COR-21-04	From 76.5 to 81.0 m, 4.5 m @ 0.566% CuEq	0.356	0.210	2.830	56	83
	and from 437.6 to 483.0 m, 45.4 m @ 0.208% CuEq	0.081	0.020	1.560	894	121
COR-21-05	Low Values					
COR-21-06	From 162.4 to 176.1 m, 13.7 m @ 0.460% CuEq	0.010	0.130	26.730	3611	1
	and from 491.3 to 492.0 m, 0.7 m @ 2.35 gpt Au			2.350		
COR-21-07	Low Values					
COR-21-08	Low Values					
COR-21-09	From 138.0 to 138.5 m, 0.5 m @ 1.208% Cu	1.065	0.071	7.300	52	46
COR-21-10	From 183.0 to 183.5 m, 0.5 m @ 5.12 gpt Au		5.120			
COR-21-11	Low Values					
COR-21-12	From 225.5 to 229.0 m, 3.5 m @ 2.84% CuEq	0.030	4.080	6.000	5462	5
	incl. from 225.5 to 226.0 m, 0.5 m @ 27.9 gpt Au		27.900			

1: Copper Equivalent ("Cu Eq.") grade including copper, gold, silver, cobalt and zinc based on 100% recoveries is calculated using the following equation:  $Cu\ Eq. = [(Cu\ \% \times 20 \times Cu\ price) + (Au\ grade / 34.2857 \times Au\ price) + (Ag\ grade / 34.2857 \times Ag\ price) + (Co\ \% \times 20 \times Co\ price) + (Zn\ \% \times 20 \times Zn\ price)] / (20 \times Cu\ price)$ . We used Cu, Au, Ag, Co and Zn price of US\$4.00, US\$1,730, US\$26.00, US\$23.90 and US\$1.20 respectively.

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**



**Figure 4: Location of drill holes of 2021 Cooke-Robitaille drilling program**

**SCOTT PROPERTY, Quebec**

The Barrette-Scott Property, located in Scott and Levy townships in the Chibougamau region of Quebec, immediately east and contiguous with the Cooke-Robitaille Property, covers 2,921 hectares and is owned outright by the Company following its outright purchase from a private vendor. The property is bordered to the north by Yorbeau’s Scott Lake Deposit (see <https://www.yorbeauresources.com/en/#>) where the company outlined a total of 3.56Mt of indicated resources at a grade of 4.17% zinc, 0.95% copper, 37 g/t silver and 0.2 g/t gold and an additional 14.28Mt of inferred mineral resources at 3.19% zinc, 0.78% copper, 22 g/t silver and 0.2 g/t gold.

The Barrette-Scott Property straddles the Chibougamau anticline, which is cored by the Dore Lake layered complex and intruded by the Chibougamau pluton. Surrounding the 2 intrusive complexes is the stratigraphy of the Roy Group which at the base, in contact with the Dore Lake Complex, the Waconichi Formation, composed of felsic volcanics and hosting two major VMS deposits, the Lemoine Mine on the south flank of the Chibougamau anticline and the Scott Lake on the north flank, adjacent to the Barrette-Scott property. The Waconichi formation is overlain by the Gilman Formation, mainly mafic to intermediate submarine volcanics and the Blondeau Formation, a complex assemblage of volcanics and sediments with felsic rhyolite domes and graphitic argillites with some clastic sediments and intruded by the Roberge, Venture and Bourbeau sills of the Cummings Complex. The Venture sill is host to the mines at Chapais. Numerous VMS-style sulphide occurrences are present in the Blondeau Formation.

The contact between the Waconichi and Gilman formations, considered to be a favourable VMS target horizon, wraps around the Chibougamau anticline and crosses the southwestern portion of the of the Barrette-Scott property.

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

Further north within the Chibougamau Pluton, the rocks have potential to host Chibougamau Camp style copper-gold veins systems. On an island within Scott Lake widespread sulphide mineralization occurs hosted by a felsic volcanic unit. It is not clear whether this mineralization is some sort of VMS-type stringer zone or related to the Chibougamau copper-gold system and further work is planned to evaluate this possibility.

Some 8 claims were opportunistically staked on the periphery of the Scott Property to fill in gaps of claims held by third parties that expired. A total of 443.5 hectares were thus added to the Scott Property bringing the total area to 3,364.5 hectares.

No field work was done on the property in the latest reporting period but an assessment report summarizing field work done in 2018 and 2019 was submitted to the Quebec Government for assessment credits. All the claims expiring in 2021 were renewed in March.

In April of 2021 a high resolution airborne magnetic survey was undertaken over the central part of the property to cover a northeast trending diabase dike that has been interpreted as the loci of a shear zone parallel to the Gwillim Fault. Our research suggests that the Gwillim Fault saw some late dextral movement that is consistent with the movement along the northeast trending structures that host the Portage and Henderson mines in the Chibougamau mining district and as such these structures, including the Gwillim, are considered a prime exploration target in the Chapais-Chibougamau district.

**ACQUISITION OF 50% INTEREST IN THE ROGER PROPERTY, Quebec**

On April 2nd, 2021 QC Copper announced the acquisition of a 50% interest in the Roger Property from Pasofino Gold Ltd. (“Pasofino”) (VEIN:TSXV). The other 50% interest remains with SOQUEM, a subsidiary of Investissement Québec. Upon closing, QC Copper will issue Pasofino \$1 million in cash and 5.5 million shares. This represents a total consideration paid to Pasofino, as at QC Copper’s April 2, 2021 closing price, of \$2 million. This transaction is subject to TSXV approval and Soquem waiving its right of first refusal. The Roger Gold-Copper project is a royalty free property.

On May 14<sup>th</sup> the agreement with Pasofino was amended to \$1 million in cash and the issuance of 1,150,000 shares of the Company. A further 4,350,000 shares of the Company (the “Contingent Shares”) may be issued to Pasofino if, within six months, a new NI 43-101 technical report is produced on the Roger Project with such report having a resource calculation equal to or greater than both the aggregate gold equivalent ounces or gold only ounces referred to in the Technical Report dated October 9, 2018 and titled “NI 43-101 Technical Evaluation Report on the Roger Property”. It is understood that QC Copper is not required by the terms of this Amended Agreement to undertake the creation of any new technical report or 43-101 within the aforesaid six months or at all.

Roger is an advanced-stage exploration project containing the Roger gold-copper deposit. In total, 58,000 m of diamond drilling have been completed on the property. Underground exploration undertaken in 1988 included 1,177 m of development, 1,433 m of underground drilling and over 1,000 m of chip sampling.

The 987-hectare Roger project is located in the Chibougamau Mining District within the prolific Abitibi greenstone belt. It is situated 5 km from the historic mining center of Chibougamau, Quebec and has all-season road access. A power line that serviced the past-producing Troilus copper-gold mine crosses the property and connects to the Obalski electoral distribution station located 4 km south of Chibougamau.

An updated mineral resource estimate on the Roger gold-copper deposit was completed in August 2018. This resource estimate is constrained in a conceptual open pit shell. The 2018 updated mineral resource estimate was prepared by GéoPointCom of Val-d’Or, Quebec. At a cut-off grade of 0.45 g/t gold-equivalent, the Indicated Resource is estimated at 10,900,000 metric tonnes at a grade of 0.85 g/t of gold, 0.80 g/t of silver and 0.06% of copper for a total of 333,000 ounces of gold-equivalent, while the Inferred Resource is estimated at 6,569,000 metric tonnes at a grade of 0.75 g/t of gold, 1.18 g/t of silver and 0.11% of copper for a total of 202,000 ounces of gold equivalent. The following metal prices were used in the calculation of gold-equivalent: 1,240 US\$ for Au (ounce),

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

16.528 US\$ for Ag (ounce) and 6.549 US\$ Cu (Kg). The Technical Report is available on Sedar under the profile of Pasofino Gold Ltd at www.sedar.ca.

The Roger deposit has been interpreted as a reduced-type intrusion-related porphyry gold-copper deposit that shows both lithological and structural controls. The principal host is a felsic porphyry intrusion with sericite-chlorite (phyllitic) alteration in the core of the deposit and chlorite-carbonate (propylitic) on the periphery. The deposit is bounded to the south by the east-northeast trending McAdam fault that juxtaposes the mineralization against the ultramafic Roberge sill to the south. Faults parallel to the McAdam are present on the north side of the deposit and are associated with the North gold mineralized zone. Gold and copper distribution is low grade but forms wide intersections that could be amenable to open pit exploitation. Moreover the lower cut-off grade used (0.45 gpt gold-equivalent) suggests that a much larger in-pit resource could be present if higher gold and copper metal prices, and hence lower cut-off grades are considered.

At the regional scale the Roger gold-copper deposit is located immediately southeast of the Gwillim fault which we have interpreted as contemporaneous with the copper-gold mineralization on the Company's Opemiska project at Chapais and possibly the same age as the deposits in the Chibougamau Camp. Moreover the Gwillim gold mine, located on the northwest side of the Gwillim Fault and on the property immediately adjacent to the west of Roger, suggests that the nearby segment of the Gwillim fault may have been particularly favourable to gold and copper mineralization. In this model the McAdam Fault and its parallel structures hosting the Roger deposit is a low angle splay off the Gwillim fault and the Gwillim Mine, is a local conjugate fault structure analogous the northeast and northwest trending mineralized shear-vein systems Chibougamau and the east-west to northwest trending shear-vein systems at Chapais. Given this structural interpretation we believe the Roger Property has considerable exploration potential for discovery between the McAdam and Gwillim Faults.

In July 2021 QC Copper conducted a Televue survey of some diamond drill holes on the Roger Property to better understand the structural orientations of the veins in the Roger Deposit. Data are currently being processed and will be used for follow up work on the deposit.

## **BASELODE ENERGY CORP**

### **Agreement to Sell Mann Mine to Baselode and Acquisition of Control of Baselode**

On February 25, 2020, the Company entered into an agreement to sell its Mann Mine to Rider Investment Capital Corporation ("Rider"), a Capital Pool Company listed on the TSX Venture Exchange. In exchange for the Company's 100% interest in the Mann Mine, the Company will receive 17,857,143 shares of Rider at an implied \$1,499,029 valuation. The sale is an arm's length transaction and a part of and conditional upon Rider's Qualifying Transaction for Rider's full listing on the TSX Venture Exchange.

### **Closing of Transaction, Name Change, Financing and Trading Commencement**

On June 3, 2020, the Company closed the transaction with Rider and as part of the closing Rider changed its name to Baselode Energy Corp. ("Baselode"). Concurrently, on June 3, 2020, Baselode closed a \$700,000 financing. The financing included of a hard dollar placement of 4,560,000 units at \$0.10 for a total of \$456,000 with each unit consisting of one common share and one-half of one share purchase warrant with each whole warrant entitling the holder to purchase one additional common share at \$0.15 until June 3, 2022. The financing also included a flow-through dollar placement of 2,033,333,000 units at \$0.12 for a total of \$244,000 with each unit consisting of one common share and one-half of one share purchase warrant with each whole warrant entitling the holder to purchase one additional common share at \$0.17 until June 3, 2022. In connection with the private placements, Baselode incurred finder's fees of \$4,050 and issued 30,500 finder's warrants. Each finder's warrant entitles the holder, to purchase one common share at a price of \$0.10 until December 20, 2021. After the financing, the Company held approximately 62% of the Baselode common shares. Baselode commenced trading on June 10, 2020 on the TSX Venture Exchange under the symbol "FIND".

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

As at October 6, 2020, the Company lost control of Baselode as a result of a private placement in Baselode that the Company did not participate in. As a result of the lost control, during the year ended October 31, 2020, the Company recorded a gain on loss of control of subsidiary in the amount of \$3,868,250. At July 31 2021, the Company held 17,857,143 shares (approximately 34% interest) (October 31, 2020 – 17,857,43 shares – 44% interest) in Baselode and is accounting for this investment using the equity method.

**QP Statement**

The technical information contained in this MD&A document has been reviewed and approved by Charles Beaudry, P.Geo and géo., Director and Vice President Exploration for QC Copper & Gold, a Qualified Person, as defined in "National Instrument 43-101, Standards of Disclosure for Mineral Projects." For the exploration undertaken by QC Copper & Gold, all assay batches are accompanied by rigorous Quality Assurance procedures that include insertion of standards and blanks and verification assays in a secondary laboratory. Quality Control results, including the laboratory's control samples, are evaluated immediately on reception of batch results and corrections implemented immediately if necessary. All drill collars are surveyed and positioned in UTM coordinates. Downhole deviations surveys are done with a Reflex instrument at 30m intervals. A systematic density measurement program using two methods was implemented to measure the density of all rock types. A specific susceptibility measurement protocol was also implemented to estimate the relative abundance of magnetite in the Ventures Sill's variably magnetic rocks. A focused optical and acoustic televiwer surveying program is currently being undertaken to obtain correctly oriented structural measurement to inform the interpolation algorithms of the block modelling software that will be used to estimate the mineral resources Springer and Perry Mines pit.

**Results of Operations – Financial Operations**

**Nine months ended July 31, 2021 and 2020**

**Operations**

Expenses consisted of consulting and management fees of \$193,365 (2020 - \$200,435), exploration expense of \$5,710,265 (2020 - \$212,919), office, rent and general of \$18,603 (2020 - \$38,971), professional fees of \$31,057 (2020 - \$112,152), transfer agent, filing fees and shareholder communications of \$185,767 (2020 - \$137,159), travel and related costs of \$1,535 (2020 - \$13,389), amortization of \$7,925 (2020 - \$677), equity loss on investment in associate of \$1,240,615 (2020 - \$Nil), gain on dilution of investment in associate of \$1,080,681 (2020 - \$Nil), and flow-through share premium renunciation of \$578,103 (2020 - \$12,224).

For the nine months ended July 31, 2021, the Company posted a net loss of \$5,809,524 versus a net loss of \$901,478 for the nine months ended July 31, 2020.

**Exploration and Evaluation Expenditures**

During the nine months ended July 31, 2021, the Company incurred exploration and evaluation expenses in the amount of \$5,710,265 (2020 - \$212,919) and it consisted of property acquisition and milestone option payments of \$2,080,912 (2020 - \$288,825), geological consulting of \$656,242 (2020 - \$85,300), wages and benefits of \$154,569 (2020 - \$Nil), field supplies of \$51,304 (2020 - \$Nil), drilling costs of \$2,199,803 (2020 - \$Nil), assay costs of \$404,947 (2020 - \$Nil), geophysical costs of \$77,412 (2020 - \$Nil), equipment rental of \$5,574 (2020 - \$Nil), rental and accommodations of \$38,186 (2020 - \$Nil), survey costs of \$28,944 (2020 - \$Nil), modeling expense of \$14,790 (2020 - \$Nil), land taxes of \$233 (2020 - \$Nil), forestry management of \$3,122 (2020 - \$Nil), tax credits received of \$5,773 (2020 - \$Nil) and the purchase price allocation credit on the Baselode acquisition of \$Nil (2020 - \$161,206).

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
For the nine months ended July 31, 2021 and 2020

**Summary of Quarterly Results**

	July 31, 2021	April 30, 2021	January 31, 2021	October 31, 2020
	Q3 - 2021	Q2 - 2021	Q1 - 2021	Q4 - 2020
<b>Income (loss) and comprehensive Income (loss)</b>	\$ (3,856,170)	\$ (2,379,059)	\$ 317,858	\$ 3,226,066
<b>Income (Loss) per share -basic</b>	(0.04)	(0.02)	\$0.00	\$0.06
<b>Total assets</b>	\$6,106,384	\$10,525,661	\$11,035,506	\$5,219,010
<b>Total liabilities</b>	225,717	1,712,779	781,031	438,045
<b>Shareholders' equity</b>	\$5,880,667	\$8,812,882	\$10,254,475	\$4,780,965
	July 31, 2020	April 30, 2020	January 31, 2020	October 31, 2019
	Q3 - 2020	Q2 - 2020	Q2 - 2020	Q1 - 2020
<b>(Loss) and comprehensive (loss)</b>	\$ (463,757)	\$ (107,659)	\$ (330,061)	\$ (165,037)
<b>(Loss) per share - basic</b>	\$(0.00)	\$(0.00)	\$(0.01)	\$(0.00)
<b>Total assets</b>	\$1,664,141	\$825,222	\$942,827	\$443,423
<b>Total liabilities</b>	350,315	221,877	229,450	100,228
<b>Shareholders' equity</b>	\$1,313,826	\$603,345	\$713,377	\$343,195
Note: The Company changed its accounting policy for exploration and evaluation expenditures from capitalization to expensing in 2019. The chart reflects financial information that has been restated to reflect the change.				

**Selected Annual Financial Information**

Annual/Period Information	Year ended October 31, 2020	Year ended October 31, 2019	Period from February 1, 2018 (date of incorporation) to October 31, 2018
Cash and short-term investments	\$ 1,743,473	\$ 346,851	\$ 500,337
Total assets	\$ 5,219,010	\$ 443,423	\$ 541,169
Shareholders' equity	\$ 4,780,965	\$ 343,195	\$ 469,408
<b>Statement of Operations, Comprehensive Loss and Deficit Data</b>			
Total revenue	\$ -	\$ -	\$ -
Total expenses (recovery)	\$ (2,368,458)	\$ 1,243,009	\$ 1,111,603
Income (loss) for the period	\$ 2,324,589	\$ (1,149,768)	\$ (1,102,427)

**Liquidity and Solvency**

As at July 31, 2021, the Company had current assets of \$2,858,808 (October 31, 2020 - \$1,847,582) and total assets of \$6,106,384 (October 31, 2020 - \$5,219,010) and current liabilities of \$167,717 (October 31, 2020 - \$380,045) and total liabilities of \$225,717 (October 31, 2020 - \$438,045). The Company ended the July 31, 2021 period end with cash in the amount of \$2,582,504 (October 31, 2020 - \$1,743,473), GST/HST/QST receivable of \$253,891 (October 31, 2020 - \$25,506), accounts receivable of \$Nil (October 31, 2020 - \$67,562), due from related parties of \$18,792 (October 31, 2020 - \$7,420), prepaid expenses of \$3,621 (October 31, 2020 - \$3,621), accounts payable of \$167,717 (October 31, 2020 - \$68,642), flow-through share liability of \$Nil (October 31, 2020 - \$311,403) and deferred income taxes of \$58,000 (2020 - \$58,000). There are no known trends in the Company's liquidity or capital.

As at July 31, 2021 the Company had working capital of \$2,691,091 (October 31, 2020 - \$1,467,537) and

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

accumulated deficit of \$5,737,130 (October 31, 2020 – retained earnings \$72,394). The Company has no proven history of performance, earnings or success. These conditions QC Copper raise material uncertainties which cast significant doubt as to whether the Company will be able to continue as a going concern. Management believes the Company has sufficient funds or access to sufficient funds to cover planned operations throughout the next twelve-month period over the next 12 months should it not be able to obtain the necessary financing to fund exploration programs, flow-through commitments and working capital requirements.

Cash increased by \$839,031 (2020 – \$189,222) during the nine months ended July 31, 2021. Cash used in operating activities amounted of \$5,321,428 (2020 - \$631,894). Cash provided by financing activities totalled \$6,215,838 (2020 - \$752,449) and was comprised of cash provided by the issue of common shares and warrants of \$5,000,260 (2020 - \$1,701,234), cash provided by the exercise of warrants of \$1,164,578 (2020 - \$3,630), cash provided by the exercise of stock options of \$51,000 (2020 - \$Nil), advances from related parties of \$Nil (2020 - \$3,481) and Baselode financing net of share issue costs of \$Nil (2020 - \$687,280). This was offset by cash used for share issue costs in the amount of \$Nil (2020 - \$86,707). Cash used in investing activities totalled \$55,379 (2020 – cash provided of \$189,522) and was comprised of cash used for the purchase of equipment of \$44,007 (2020 - \$9,027) and cash advances to related parties of \$11,372 (2020 – \$21,697). Investing activities provided the acquisition of cash on the Baselode acquisition of \$Nil (2020 - \$220,246).

**Going Concern**

The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable. The recoverability of the amounts shown as exploration and evaluation assets is dependent upon future profitable production or proceeds from the disposition of properties.

The business of mining and exploration involves a high degree of risk and there can be no assurance that the Company's exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in its properties, making the required payments pursuant to mineral property option agreements and/or securing additional financing; all of which are uncertain.

Although the Company has taken steps to verify title to the properties on which it is conducting its exploration activities, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, social licensing requirements, aboriginal land claims and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

The Company raised funds during the period ended July 31, 2021 and will utilize these funds for its exploration programs and working capital requirements. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of the Company may change and existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interests or terminate its operations. Management is also closely evaluating the impact of COVID-19 on the Company's business. In order for the Company to continue as a going concern and fund its operations, the Company will require additional financing. The availability of financing will be affected by, among other things, the state of the capital markets considering the impact of COVID-19 and strategic partnership arrangements.

As at July 31, 2021, the Company had working capital of \$2,691,091 (October 31, 2020 - \$1,467,537) and accumulated deficit of \$5,737,130 (October 31, 2020 – retained earnings \$72,394). The Company has no proven history of performance or success. Management believes the Company has sufficient funds or access to sufficient funds to cover planned operations throughout the next twelve-month period. However, management plans on

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

securing additional financing through the issue of new equity, among other things. Nevertheless, there is no assurance that these initiatives will be successful.

**Related Party Transactions**

As at July 31, 2021, Orefinders held 5,059,752 common shares or approximately 4.3% of the common shares outstanding of the Company.

***Key management personnel compensation***

Key management includes directors and officers. The remuneration of the key management of the Company during the periods ended July 31, 2021 and 2020 were as follows:

	2021	2020
Management and consulting fees	\$ 166,633	\$ 160,201
Geological consulting included in exploration expenses	123,000	62,753
	<u>\$ 289,633</u>	<u>\$ 222,954</u>

The following are the balances due from (to) related party:

	July 31, 2021	October 31, 2020
Due from Standard Ore Corporation	\$ 18,792	\$ 7,420

Standard Ore Corporation is a private company incorporated in Ontario. The company is controlled by a director of the Company and provides corporate and administrative services to the Company. For the nine months ended July 31, 2021, Standard Ore charged the Company \$20,500 (2020 - \$10,667) in fees for CFO services included in management and consulting fees and \$7,917 (2020 - \$1,648) in rent expenses included in office, rent and general.

Included in accounts payable and accrued liabilities is \$Nil due to officers and directors of the Company (October 31, 2020 - \$4,533).

All of the amounts are unsecured, non-interest bearing with no fixed terms of repayment.

An officer of the Company subscribed for 445,467 shares for gross proceeds of \$33,410 in the August 21, 2020 private placement.

**Financial risk management**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

***Fair value of financial instruments***

The fair value of financial instruments approximates their carrying value due to the short-term maturity of these instruments. At July 31, 2021 and 2020, the Company has no financial instruments to classify in the fair value hierarchy.

***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

other party to incur a financial loss. Amounts receivable are due from the Government of Canada and the Company believes the risk of loss related to these is remote. The Company's exposure to credit risk is on its cash held in bank accounts. Cash is held with major banks in Canada. Management assesses credit risk of cash as remote.

***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 strives to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. The Company's accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. In the long-term, the Company may have to issue additional equity to ensure there is sufficient capital to meet long-term objectives.

***Currency and interest rate risk***

The Company is not exposed to any significant foreign exchange risk or interest rate risk.

***Classification of financial instruments***

Financial assets included in the statement of financial position are as follows:

	July 31, 2021	October 31, 2020
Financial assets at amortized costs:		
Cash	\$ 2,582,504	\$ 1,743,473
GST/HST/QST receivable	253,891	25,506
Amounts receivable	-	67,562
Due from related parties	18,791	7,420
	<u>\$ 2,855,186</u>	<u>\$ 1,843,961</u>

Financial liabilities included in the statement of financial position are as follows:

	July 31, 2021	October 31, 2020
Financial liabilities at amortized costs:		
Accounts payable and accrued liabilities	\$ 167,717	\$ 68,642
	<u>\$ 167,717</u>	<u>\$ 68,642</u>

**Capital Management**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns to shareholders and benefits to other stakeholders.

The Company considers the items included in equity as capital. The Company manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through equity offerings or return capital to shareholders.

There can be no assurance that the Company will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the periods ended July 31 2021 and 2020. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As at July 31, 2021, the Company is compliant with the policies of the TSXV.

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

**Corporate Governance Matters**

The Company has an independent audit committee and a compensation committee that meets periodically as required to review and approve financial statements and to approve management compensation.

**Adoption of New Accounting Standards**

Effective November 1, 2019, the Company adopted IFRS 16, Leases, issued by the International Accounting Standards Board (“IASB”) and IFRS Interpretations Committee. IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single accounting model, requiring the recognition of assets and liabilities for all major leases previously classified as operating leases. IFRS 16 supersedes the lease accounting guidance in IAS 17, Leases as well as some lease related interpretations. The adoption of this IFRS had no effect on the financial statements.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after November 1, 2020. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company is assessing the impact of the below of the below pronouncements on its financial statements.

IAS 1 – Presentation of Financial Statements (“IAS 1”) and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors (“IAS 8”) were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The amendments are effective for annual periods beginning on January 1, 2020.

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company’s right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company’s own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

IFRS 3 – Business Combinations (“IFRS 3”) was amended in October 2018 to clarify the definition of a business. This amended definition states that a business must include inputs and a process and clarified that the process must be substantive and the inputs and process must together significantly contribute to operating outputs. In addition, it narrows the definitions of a business by focusing the definition of outputs on goods and services provided to customers and other income from ordinary activities, rather than on providing dividends or other economic benefits directly to investors or lowering costs and added a test that makes it easier to conclude that a company has acquired a group of assets, rather than a business, if the value of the assets acquired is substantially all concentrated in a single asset or group of similar assets. The amendments are effective for annual periods beginning on January 1, 2020.

IAS 16 – Property, Plant and Equipment (“IAS 16”) was amended. The amendments introduce new guidance, such that the proceeds from selling items before the related property, plant and equipment is available for its intended use can no longer be deducted from the cost. Instead, such proceeds are to be recognized in profit or loss, together with the costs of producing those items. The amendments are effective for annual periods beginning on January 1, 2022.

**Risks and Uncertainties**

QC Copper’s business of exploring mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The Company attempts to mitigate these risks and minimize their

## **QC Copper and Gold Inc. (formerly PowerOre Inc.)**

### **Management Discussion and Analysis**

**For the nine months ended July 31, 2021 and 2020**

effect on its financial performance, but there is no guarantee that the Company will be profitable in the future.

#### **Capital Requirements**

The Company will require significant capital in order to fund its operating costs and to explore and develop any project. QC Copper has no revenues and is wholly reliant upon external financing to fund all of its capital requirements. QC Copper will require additional financing from external sources to meet such requirements. There can be no assurance that such financing will be available to QC Copper or, if it is, that it will be offered on acceptable terms. If additional financing is raised through the issuance of equity or convertible debt securities of QC Copper, the interests of shareholders in the net assets of QC Copper may be diluted. Any failure of QC Copper to obtain financing on acceptable terms could have a material adverse effect on QC Copper's financial condition, prospects, results of operations and liquidity and require QC Copper to cancel or postpone planned capital investments.

#### **Dependence on Mineral Exploration Projects**

Any adverse development affecting the progress of Company's exploration projects such as, but not limited to, obtaining financing on commercially suitable terms, hiring suitable personnel and contractors, or securing supply agreements on commercially suitable terms, may have a material adverse effect on the Company and its business or prospects.

#### **Metal Prices**

The development and success of any project of the Company will be primarily dependent on the future price of gold and other metals. Gold and base metal prices are subject to significant fluctuation and are affected by a number of factors, which are beyond the control of the Company. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major gold-producing countries throughout the world. The price of gold and other precious and base metals has fluctuated widely in recent years, and future serious price declines could cause any future development of and commercial production from the Company's properties to be impracticable. Depending on the price of gold and other metals, projected cash flow from planned mining operations may not be sufficient and the Company could be forced to discontinue any development and may lose its interest in, or may be forced to sell, some of its properties. Future production from the Company's mining properties is dependent on gold and base metal prices that are adequate to make these properties economic.

Furthermore, reserve calculations and life-of-mine plans using significantly lower gold and other metal prices could result in material write-downs of the Company's investment in mining properties and increased amortization, reclamation and closure charges.

In addition to adversely affecting the Company's possible future reserve estimates and its financial condition, declining commodity prices may impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

#### **Government Regulation, Permits and Licenses**

The Company's mineral exploration and potential development activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. 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 exploration, development or production. Many of the mineral rights and interests of the Company are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that the Company will be successful in maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties.

## **QC Copper and Gold Inc. (formerly PowerOre Inc.)**

### **Management Discussion and Analysis**

**For the nine months ended July 31, 2021 and 2020**

Where required, obtaining necessary permits and licenses can be a complex, time consuming process and the Company cannot assure that required permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities. 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 or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of such mining activities, and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws and regulations governing operations or more stringent implementation thereof could have a substantial 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.

#### **Competition**

The mining industry is competitive in all of its phases. The Company faces strong competition from other exploration and mining companies in connection with the acquisition of properties producing or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than QC Copper. As a result of this competition, QC Copper may be unable to maintain or acquire attractive mining properties on terms it considers acceptable or at all. Consequently, the financial condition and any future revenues and operations of QC Copper could be materially adversely affected.

#### **Exploration, Development and Operational Risk**

The exploration for, and development of, mineral deposits involve significant risks that 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 locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. 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, 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 QC Copper not receiving an adequate return on invested capital.

The Company does not currently operate a mine on any of its properties. There is no certainty that the expenditures made by QC Copper towards the search for, and evaluation of, mineral deposits will result in discoveries of commercial quantities of ore. Mining operations generally involve a high degree of risk. Such operations are subject to all the hazards and risks normally encountered in the exploration for, and development and production of gold and other precious or base metals. Such hazards and risks include unusual and unexpected geologic formations, seismic activity, 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. 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

#### **Reliance on Management and Key Employees**

The success of the operations and activities of QC Copper is dependent to a significant extent on the efforts and abilities of its management, a relatively small number of key employees, outside contractors, experts and other advisors. Investors must be willing to rely to a significant extent on management's discretion and judgment, as well as the expertise and competence of its key employees, outside contractors, experts and other advisors. QC Copper does not have in place formal programs for succession of management and training of management nor does it have key person insurance on its key employees. The loss of one or more of these persons, if not replaced, could adversely

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

affect QC Copper's operations and financial performance.

**No Assurance of Titles, Boundaries or Approvals**

Titles to QC Copper's properties may be challenged or impugned, and title insurance is generally not available. QC Copper's mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, QC Copper may be unable to operate its properties as permitted or to enforce its rights with respect to its properties. QC Copper cannot assure that it will receive the necessary approval or permits to exploit any or all of its mineral projects in the future. The failure to obtain such permits could adversely affect QC Copper's operations.

**Environmental Risks and Hazards**

All phases of QC Copper's operations are subject to environmental regulation in the jurisdiction in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. 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 QC Copper's operations. Environmental hazards may exist on the properties in which QC Copper holds interests which are unknown to QC Copper at present and which have been caused by previous or existing owners or operators of the properties

**Uninsured Risks**

QC Copper's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to QC Copper's properties or the properties of others, delays in development or mining, monetary losses and possible legal liability. Although QC Copper maintains insurance to protect against certain risks in such amounts as it considers commercially reasonable, its insurance will not cover all of the potential risks associated with its operations. QC Copper may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration is not generally available to QC Copper on affordable and acceptable terms. QC Copper might also become subject to liability for pollution or other hazards which may not be insured against or which QC Copper may elect not to insure against because of premium costs or other reasons. Losses from these events may cause QC Copper to incur significant costs that could have a material adverse effect upon its financial condition and results of operations.

**New Risk Factor**

The COVID-19 pandemic is causing a widespread health crisis that has affected economies and financial markets around the world resulting in an economic downturn. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions. The continued spread of COVID-19 nationally and globally could have an adverse impact on the Company's business, operations and financial results, as well as a deterioration of general economic conditions including a possible national or global recession. Due to the speed with which the COVID-19 situation is developing and the uncertainty of its magnitude, outcome and duration, it is not possible to estimate its impact on the Company's business, operations or financial results, including the Company's ability to secure financing; however, the impact could be material.

The Company is subject to all environmental acts and regulations at the federal and provincial levels.

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

These include, but are not limited to, the following:

**Federal Level (Canada)**

Canadian Environmental Protection Act  
Navigable Waters Protection Act and Regulations  
Fisheries Act

**Provincial Level (Ontario and Quebec)**

Ontario Environmental Protection Act  
Quebec Environment Act  
Ontario Mining Act/Quebec Mining Act

To the Company's knowledge, there are no liabilities to date which relate to environment risks or hazards.

**Financings**

**Flow-Through Private Placement completed for \$601,332 and Hard Dollar Private Placement completed for \$438,000 – March 29, 2019**

On March 29, 2019, the Company completed a non-brokered flow-through private placement of 5,011,100 units at a price of \$0.12 per unit, to raise proceeds of \$601,332. Each unit consists of one flow-through common share and one-half of one share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at \$0.16 per share, until March 29, 2021. In addition, the Company received subscriptions for a non-brokered hard dollar private placement of 4,380,000 units at a price of \$0.10 per unit, to raise proceeds of \$438,000. Each unit consists of one common share and one-half of one share purchase warrant with each whole warrant entitling the holder to purchase one additional common share, at \$0.15 per share, until March 29, 2021. Total aggregate private placement proceeds were \$1,039,332. In connection with the private placements, the Company incurred finders' fees of \$36,710 and also issued 331,555 finders' warrants to acquire shares at \$0.10 per share until March 29, 2021. The net proceeds of this financing will be used towards the first phase of the Company's drill campaign and for development of the Opemiska Copper Complex project as well as for general working capital.

**Flow-Through Private Placement completed for \$608,550 and Hard Dollar Private Placement completed for \$35,000 – December 23, 2019**

On December 23, 2019, the Company closed a non-brokered private placement consisting of: 8,693,565 units at a price of \$0.07 per flow-through unit for gross proceeds of \$608,550, where each unit consists of one flow-through common share and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.10 for a period of 24 months from the date of issuance. In addition, the Company closed a non-brokered private placement consisting of 700,000 units, at a price of \$0.05 per unit, for gross proceeds of \$35,000, where each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.07 for a period of 24 months from the date of issuance. In connection with the private placements, the Company incurred cash finders' fees of \$43,438 and also issued 393,550 finders' warrants to acquire shares at \$0.06 per share until December 23, 2021.

**Hard-Dollar Private Placement completed for \$150,000 – January 24, 2020**

On January 24, 2020, the Company closed a non-brokered private placement consisting of 3,000,000 units at \$0.05 for gross proceeds of \$150,000, where each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.07 for a period of 24 months from the date of issuance.

**Flow-Through Private Placement completed for \$300,000 – May 20, 2020**

On May 20 2020, the Company completed a non-brokered flow-through private placement of 4,285,715 units at a price of \$0.07 per unit, to raise proceeds of \$300,000. Each unit consists of one flow-through common share and one-half of one share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at \$0.10 per share, until May 20, 2022. In connection with the private placements, the Company incurred finder's fees of \$7,000 and issued 100,000 finder's warrants. Each finder's warrant entitles the holder, to

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

purchase one common share at a price of \$0.07 until May 20, 2022.

**Flow-Through Private Placement completed for \$466,590 and Hard-Dollar Private Placement completed for \$518,410 – August 21, 2020**

On August 21, 2020, the Company closed a non-brokered private placement as announced for aggregate proceeds of \$985,000. It consisted of 5,184,333 flow-through units at a price of \$0.09 per unit for gross proceeds of \$466,590, where each flow-through unit consists of one flow through common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.14 for a period of 24 months from the date of issuance. The valuation of the warrants was estimated in the amount of \$61,000 using the Black-Scholes option pricing model. In addition, 6,912,134 hard-dollar at a price of \$0.075 per unit for gross proceeds of \$518,410, where each hard-dollar unit consists of one common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.14 for a period of 24 months from the date of issuance. The valuation of the warrants was estimated in the amount of \$82,000 using the Black-Scholes option pricing model. In connection with the private placements, the Company incurred financing costs of 28,591 and issued 271,125 finder's warrants with an estimated value of \$11,505 using the Black-Scholes option pricing model. Each finder's warrant entitles the holder, to purchase one common share at prices ranging from \$0.075 and \$0.09 until August 21, 2022. The following assumptions were used in the Black-Scholes option pricing model calculations: expected dividend yield rate of 0%, expected volatility of 100%, risk free interest rate of 0.28%, an expected life of 2 years and a share price of \$0.06.

**Flow-Through Private Placement completed for \$1,600,200 and Hard Dollar Private Placement completed for \$3,400,060 – November 26, 2020**

On November 26, 2020, QC Copper closed the non-brokered private placement as announced for aggregate proceeds of \$5,000,260. This was comprised of:

- (a) 22,667,066 Units hard-dollar units at a price of \$0.15 per unit for gross proceeds of \$3,400,060, where each hard-dollar unit consists of one common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.20 until November 26, 2022
- (b) 8,890,001 flow-through Units at a price of \$0.18 per unit for gross proceeds of \$1,600,200, where each flow-through unit consists of one flow-through common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.22 for a period of 24 months from the date of issuance.

In consideration for introducing certain subscribers to the private placement, the Company has paid certain arm's length finders an aggregate of 1,837,266 broker hard-dollar at a value of \$0.15 where each broker hard-dollar unit consists of one common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.20 until November 26, 2022.

**Flow-through Shares- Relief**

On December 20, 2020, draft legislation was released that includes a 12-month deferral for timelines and penalties associated with any flow-through funds raised in 2019 and 2020. Provided this legislation passes, any funds raised in 2019/2020 will receive an additional 12-month extension to incur expenses. The intent to pass this legislation was reaffirmed in the proposed Budget 2021 and it has been included in Bill C-30. The Company is taking the position that the Canadian provinces will also provide a similar 12-month extension.

**Equity Securities Issued and Outstanding**

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

As at September 29, 2021:

117,447,764 common shares issued and outstanding  
10,325,000 incentive stock options outstanding  
40,317,536 warrants outstanding

**Off Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

**Evaluation of Disclosure Controls and Procedures**

Management is responsible for the design and effectiveness of disclosure controls and procedures to provide reasonable assurance that material information related to the Company, is made known to the Company's certifying officers. The Company's Chief Executive Officer and Chief Financial Officer have each evaluated the effectiveness of the Company's disclosure controls and procedures as at July 31, 2021 and have concluded that these controls and procedures are effective.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109.

In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of: (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports.

**Investor Relations**

The Company maintains a website at [www.QCCopper.com](http://www.QCCopper.com) which serves as an additional source of information for its investors.

**Cautionary Note Regarding Forward-Looking Statements**

Certain of the statements made and information contained herein is "forward-looking information". These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "anticipates", "plans", "budget", "scheduled", "continue", "estimates", "forecasts", "expect", "is expected", "project", "propose", "potential", "targeting", "intends", "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur" or "be achieved" or the negative connotation thereof. These statements involve

**QC Copper and Gold Inc. (formerly PowerOre Inc.)**  
**Management Discussion and Analysis**  
**For the nine months ended July 31, 2021 and 2020**

known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company on its properties and work plans to be conducted by the Company. With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

- uncertainties relating to receiving exploration permits;
- the impact of increasing competition;
- unpredictable changes to the market prices for minerals;
- exploration and development costs for its properties;
- availability of additional financing and opportunities for acquisitions or joint-venture partners;
- anticipated results of exploration and development activities; and
- the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A and Financial Statements and notes to the financial statements as at July 31, 2021; uncertainties associated with estimating; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in mineral and oil and gas operations; fluctuations in currencies and interest rates; incorrect assessments of the value of acquisitions; unanticipated results of exploration activities; competition for, amongst other things, capital, undeveloped lands and skilled personnel; lack of availability of additional financing and farm-in or joint venture partners and unpredictable weather conditions. Although the Company has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Readers are cautioned that the foregoing lists of factors are not exhaustive. Forward looking statements are made as of the date hereof and accordingly are subject to change after such date. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.