



# **ARANJIN RESOURCES**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED DECEMBER 31, 2022**

The following Management’s Discussion & Analysis (“MD&A”) of Aranjin Resources Ltd. (the “Company” or “Aranjin”) for the year ended December 31, 2022 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last management’s discussion & analysis, being the Management’s Discussion & Analysis (“December 2021 MD&A”) for the year ended December 31, 2021. This MD&A does not provide a general update to the December 2021 MD&A, or reflect any non-material events since the date of the December 2021 MD&A.

This MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the December 2021 MD&A, consolidated financial statements of the Company for the year ended December 31, 2021 together with the notes thereto, and consolidated financial statements of the Company for the year ended December 31, 2022, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company’s consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee (“IFRIC”). Information contained herein is presented as of April 28, 2023, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the “Board”), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Aranjin common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or from [www.sedar.com](http://www.sedar.com).

#### Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
The Company will be able to continue its business activities.	The Company has anticipated all material costs and the operating activities of the Company, and such costs and activities will be consistent with the Company’s current expectations; the Company will be able to obtain equity funding when required.	Unforeseen costs to the Company will arise; any particular operating cost increase or decrease from the date of the estimation; and capital markets not being favourable for funding resulting in the Company not being able to obtain financing when required or on acceptable terms.
The Company will be able to carry out anticipated business plans.	The operating activities of the Company for the year ending December 31, 2022, will be consistent with the Company’s current expectations.	Sufficient funds not being available; increases in costs; the Company may be unable to retain key personnel; government regulations will change in a negative manner towards exploration activities for junior mining companies.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

### **Description of Business**

The Company was incorporated on November 14, 2012 under the Business Corporations Act (British Columbia).

The records and registered office of the Company is located at 595 Howe St, Suite 704, Vancouver, British Columbia V6C 2T5. The Company has five subsidiaries; FSD Holdings Limited (incorporated in the British Virgin Islands), FSD Brazil Limited (incorporated in the British Virgin Islands), Aranjin Resources LLC (incorporated in Mongolia), 1030301 BC Ltd (incorporated in Canada) and Diamond Blockchain Limited (incorporated in Canada).

On May 15, 2014, Five Star Diamonds Limited ("FSD BVI"), was incorporated under the laws of the British Virgin Islands. FSD BVI has two subsidiaries; FSD Brazil Limited (incorporated in the British Virgin Islands) and Five Star Mineração Ltda. (incorporated in Brazil) with a focus on the business of mining, mineral and resource exploration and development in Brazil. FSD BVI had one material project, the Catalão Diamond Project, located in the State of Goiás, Brazil. The Catalão Diamond Project is comprised of one exploration licence of 1,999.42 hectares. FSD BVI entered into agreement to divest all its Brazil diamond interests to a private investor group for future consideration on July 17, 2020.

On September 9, 2016, FSD BVI signed a definitive merger agreement ("Merger Agreement") with Turquoise Capital Corp. ("Turquoise"), a company listed on the TSX Venture Exchange ("TSX-V") with one subsidiary; 1030301 BC Ltd.

On April 20, 2017, Turquoise Capital Corp., FSD BVI and FSD Holdings Limited (a wholly owned subsidiary of FSD BVI) finalised the Merger Agreement. All of the ordinary shares of FSD BVI outstanding immediately prior to the merger were cancelled and in exchange the holders of the cancelled ordinary shares received one common share in the capital of FSD BVI for every share previously held. An aggregate of 101,287,345 common shares were issued to the former shareholders of FSD BVI. The resulting merged entity of FSD Holdings Limited became a wholly-owned subsidiary of FSD BVI. As a result of the merger, FSD BVI was subsequently struck off.

In connection with the completion of the Transaction, the Company completed a private placement of 17,815,480 common shares at a price of \$0.30 per share for aggregate gross proceeds of \$5,344,644. In connection with the Offering, the Company provided compensation to registered brokers, registered dealers and other finders comprised of an aggregate of \$403,185 in cash and an aggregate of 1,343,960 non-transferable common share purchase warrants, with each whole warrant entitling holder to acquire one Common Share at a price of \$0.30 per share for a period of two years from the date of issuance.

The Company's common shares commenced trading on the TSX-V under the symbol "STAR" on April 25, 2017. Upon the name change of the Company to Aranjin Resources Ltd, the trading symbol on the TSX-V changed to "ARJN" on June 12, 2021. With the divestment of the Brazil diamond interests in 2020, the Company is now primarily engaged in the exploration and development of mineral properties in Mongolia. In 2020 and 2021, the Company acquired Mongolian copper project Bayan Undur Resources

comprising four mining licenses and Sharga project comprising one exploration license through Aranjin Resources LLC, the wholly owned subsidiary of the Company.

### **Corporate Highlights**

During the year ended December 31, 2022 and as at April 28, 2023, the following corporate activities had occurred:

On February 1, 2022, the Company announced that it has entered into an exploration joint venture term sheet agreement with ION Energy Ltd. ("ION"). ION and the Company will grant each other a reciprocal right to explore one another's properties, with the Company earning an 80% interest and ION earning a 20% interest in all base metal projects discovered on ION's properties, and ION earning an 80% interest and the Company earning a 20% interest in all lithium projects discovered on the Company's properties, subject to existing royalties. Each Party will bear their own costs of exploration on the properties of the other Party, with ION obligated to expend at least USD\$500,000 and the Company USD\$3,000,000 over the three (3) years commencing from the date of the Term Sheet. The Company shall be entitled to satisfy any shortfall of its required expenditures in cash up to USD\$2,500,000.

If a Party has prepared a Feasibility Study (as defined by the Canadian Institute of Mining, Metallurgy and Petroleum) in respect of a deposit on a license of the other Party, and the Party wishes to undertake development of the deposit (the "Development Project"), the Parties shall negotiate a separate joint venture or similar agreement governing the development and operation of the Development Project, with the initial participating interest being 80% for the Party initiating the Development Project, and 20% for the other Party. This reciprocal exploration agreement has been approved by the TSX Venture on April 14, 2022.

The Company appointed Ali Haji, Chief Executive Officer of ION, to the board of directors of the Company and further appointed him as President and Chief Executive Officer of the Company. The Company issued 2,692,305 common shares of the Company to Mr. Haji on November 21, 2022, as an inducement to act as President and CEO of the Company.

#### **Victory Nickel Project**

The Company has successfully completed an initial program of six-meter-deep auger geochemical drill holes with samples collected on a one-meter basis down hole across a large portion of the Victory Discovery. The copper nickel geochemical anomaly remains open and further auger drilling will soon commence to assist in outlining extensions.

The Company plans to commence a program of ground electromagnetic geophysics in April with the aim of potentially highlighting zones of increased nickel and copper sulphides. The expectation is that this geophysical program combined with the completed and ongoing auger geochemical program will identify optimal drill locations for initial testing at the Victory Discovery, over the summer of 2023. The Victory Discovery is one of approximately 25 copper nickel discoveries on the BU Copper Project associated with ultramafic and mafic intrusive and is only the first to be followed up by 50 x 50-meter auger geochemical drill hole spacing. This type of mineralization and host lithology is typical in northern China and is host to many larger copper nickel deposits including the giant Jinchuan Deposit.

#### **Sharga Copper Project**

In September 2021, the Company acquired the Sharga Copper Project and shortly thereafter commenced preliminary drilling in 2021, continuing into early 2022. The Mineral Resource and Petroleum Authority of Mongolia (MRPAM) subsequently identified a delay in the license renewal for 2022 and launched an inquiry into the license renewal. In the interim, the license has been suspended. The Company has reserved its rights on this matter and is seeking all possible legal remedies to reverse this decision. The Company is in active discussions with the Government of Mongolia to resolve this matter to our satisfaction.

#### **Bayan Undur Copper Project**

The Company has planned to complete a single drill hole testing a large interpreted buried porphyry copper target. This hole is planned for completion over this coming summer.

## Trends

Management regularly monitors economic conditions and estimates their impact on the Company's investments and incorporates these estimates in both short-term operating and longer-term strategic decisions. During the year ended December 31, 2022 and to the date of this MD&A, equity markets in the junior resource sector, particularly the TSXV, have been very challenging and this was compounded by the COVID-19 pandemic. However, companies with good projects continue to access the capital markets to fund their operations.

The COVID-19 pandemic caused disruption to the Company's operations and exploration activities in 2021 and, to a lesser degree, 2022. The Company experienced challenges with license acquisitions, access to exploration sites and the pandemic and its consequences has also impacted the Company's exploration program. Preventative measures are in place to ensure the well-being of contractors and no risks were noted at the end of the reporting period.

As discussed above, during 2022, the Company has been in a dispute with the Mineral Resource and Petroleum Authority of Mongolia (MRPAM) concerning the Company's Sharga licence. MRPAM identified a delay in the license renewal for 2022 and launched an inquiry into the license renewal. In the interim, the license has been suspended.

Apart from these factors and the risk factors noted under the heading "Risk Factors" below, management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

## Selected Consolidated Quarterly Information

To date, the Company has not earned any revenues from its mining properties and is in the exploration and development stage. The ability to ensure continuing operations is dependent on the discovery of economically recoverable reserves, confirmation of its interest in the underlying mineral claims, and its ability to obtain necessary financing to complete the exploration activities, development and advance to production.

The Company is providing the following selected quarterly information with respect to the Company's financial statements for the quarter ended December 31, 2022 and the seven preceding quarters. The financial statements for these periods were prepared in accordance with IFRS and are expressed in Canadian dollars.

	Quarter ended			
	31-Dec 2022 (Q4)	30-Sep 2022 (Q3)	30-Jun 2022 (Q2)	31-Mar 2022 (Q1)
Net income/(loss)	(4,508,240)	354,838	(533,005)	(443,905)
Loss per share, basic and diluted	(0.0145)	(0.0013)	(0.0011)	(0.0021)
Working capital	(4,083,902)	(2,726,004)	(1,329,294)	(1,749,017)
Total assets	830,312	4,428,741	4,833,187	4,516,106
Shareholders' equity	(3,436,478)	1,035,468	1,989,468	1,333,273
Avg. number of shares outstanding	270,430,361	269,230,529	269,230,529	269,230,529

	Quarter ended			
	31-Dec 2021 (Restated - Q4)	30-Sep 2021 (Q3)	30-Jun 2021 (Q2)	31-Mar 2021 (Q1)
Net loss	(308,718)	(294,310)	(340,011)	(142,349)
Loss per share, basic and diluted	(0.0011)	(0.0011)	(0.0015)	(0.0007)
Working capital	(1,359,769)	(1,387,946)	845,776	(330,049)
Total assets	4,808,531	5,256,080	3,686,015	759,931
Shareholders' equity	1,938,875	2,155,117	425,108	(762,689)
Avg. number of shares outstanding	239,678,622	257,280,836	220,784,125	216,135,041

## Financial Highlights

The following tables set forth selected audited consolidated financial information of the Company as at year ended December 31, 2022 and 2021.

This financial information is derived from, and should be read in conjunction with, the consolidated financial statements of the Company for the years ended December 31, 2022 and 2021 and the notes thereto.

Financial information presented below is prepared in accordance with accounting policies and IFRS unless otherwise stated.

### Balance sheet review

	As at	
	<u>December 31, 2022</u>	<u>December 31, 2022</u>
	<u>\$</u>	<u>(Restated) \$</u>
Total Assets	830,312	4,808,531
Cash	117,209	708,742
Current Liabilities	4,266,790	2,118,694
Total Liabilities	4,266,790	2,869,658
Shareholders' Equity	(3,436,478)	1,938,873

As at December 31, 2022, the Company's total assets were \$830,312 (December 31, 2021: \$4,808,531), mainly comprising of cash balance of \$117,209 (December 31, 2021: \$708,742) and deferred exploration and evaluation expenditures related to the Sharga Project, Bayan Undur Project and Baavhai Uul Project of \$647,424 (December 31, 2021: \$4,049,606).

Key movements in the balance sheet are as follows:

- The decrease in assets mainly resulted from impairment loss on Sharga Project for \$3,445,749. As at December 31, 2022, the Mineral Resource and Petroleum Authority of Mongolia (MRPAM) identified a delay in the license renewal for 2022 and launched an inquiry into the license renewal. In the interim, the license has been suspended. As a result of the license suspension and current legal case in the process, the management concluded that the recoverable amount of Sharga Project is zero as at December 31, 2022.
- An increase in current liabilities mainly driven from the Steppe debentures interest payable of \$378,787, increase in accounts payables of \$508,952 and promissory note principal and interest payable to Ion Energy Ltd. of \$101,749 as at December 31, 2022.

### Income statement review

	<u>Three months ended</u>		<u>Year ended</u>	
	<u>December 31, 2022</u>	<u>December 31, 2021</u>	<u>December 31, 2022</u>	<u>December 31, 2021</u>
		<u>(restated)</u>		<u>(restated)</u>
Net Loss	\$4,508,240	\$308,718	\$5,130,313	\$1,085,388

### **Three months ended December 31, 2022 compared to three months ended December 31, 2021**

During the three months ended December 31, 2022, the Company incurred a net loss of \$4,508,240 (three months ended December 31, 2021: \$308,718). The expenses for the three months ended December 31, 2022, include the following material items:

- Impairment loss on Sharga Project of \$3,445,749 was recorded in the three months ended December 31, 2022 as the exploration license of Sharga Project has been suspended and the management concluded that the recoverable amount of Sharga Project is zero as at December 31, 2022. There was no impairment loss in the same period in 2021.
- There was a decrease in gain of \$672,963 on debt modification in the quarter four of 2022 due to the audit review and adjustments made related to the Steppe debentures.
- The Company recognised financing costs of \$64,658 (three months ended December 31, 2021: \$294,760) comprising accretion expenses related to convertible debentures issued to Steppe and R&R Venture.

#### **Year ended December 31, 2022 compared to year ended December 31, 2021**

During the year ended December 31, 2022, the Company incurred a net loss of \$5,130,313 (year ended December 31, 2021: \$1,085,388). The expenses for the year ended December 31, 2022, include the following items:

- Impairment loss on Sharga Project of \$3,445,749 was recorded in the year ended December 31, 2022 as the exploration license of Sharga Project has been suspended and the management concluded that the recoverable amount of Sharga Project is zero as at December 31, 2022. There was no impairment loss in 2021.
- Financing cost increased to \$999,194 compared with \$483,253 for the same period in 2021, due to accrual of accretion expenses on Steppe and R&R Venture debentures.
- There was a loss on warrants exercise of \$148,354 in the year ended December 31, 2021 compared to \$Nil in the year ended December 31, 2022.
- A gain on debt modification of \$117,255 was recognised in the year ended December 31, 2022 compared to \$Nil for the same period in 2021, due to the Steppe Gold debenture's expiry date has been extended to August 10, 2023.

#### **Cash Flow**

Net cash used in operating activities for the year ended December 31, 2022 was \$322,427 (year ended December 31, 2021: \$419,168). Operating activities were mostly affected by payments to the suppliers and interest payments to R&R Venture.

Net cash used in investing activities during the year ended December 31, 2022, was \$369,106 for Bayan Undur Project license payments of \$25,011 and Baavhai Uul exploration expenses of \$344,095 (year ended December 31, 2021: \$3,689,717 comprising Sharga Project purchase price and Bayan Undur Project).

Net cash generated from financing activities was \$100,000 for the year ended December 31, 2022 (year ended December 31, 2021: \$4,336,483). The Company reached an agreement to receive \$100,000 loan secured by promissory note with prime rate of 5.45% plus 1% interest per annum with ION to cover the expenditures related to the Baavhai Uul project in the year ended December 31, 2022. Financing activities in 2021 is comprised of proceeds from the exercise of warrants of \$1,322,083, convertible debentures issued to Steppe of \$1,814,400 and shares issued to the vendor of Sharga Project which had a fair value of \$1,200,000.

#### **Liquidity and Financial Position**

The activities of the Company, principally the acquisition and exploration of prospective mineral properties are financed through the completion of equity transactions such as equity offerings, loans and the exercise of warrants and stock options. There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. See "Risk Factors" below.

The Company has no operating revenues and therefore must utilize its current cash reserves, funds obtained from the issuance of share capital, exercise of warrants and stock options and other financing transactions to maintain its capacity to meet ongoing operating activities. As of December 31, 2022, the Company had 271,922,834 common shares issued and outstanding and 5,100,000 options that would raise \$1,530,000 if exercised in full. These options expired in 2023, unexercised.

The current liabilities increased to \$4,266,790 as at December 31, 2022, compared to \$2,118,694 as at December 31, 2021 due to increase in accounts payables, extension of convertible debentures issued to Steppe and R&R Venture debentures has been classified as a short term payable due to the maturity date is within the next twelve months.

The Company's cash balance of \$117,209 as at year end December 31, 2022 is not sufficient to pay the current liabilities. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing, to commence profitable operations in the future, and repay its liabilities arising from normal business operations as they become due.

The maturity of the Steppe debenture (defined as below) has been extended to August 10, 2023. All other terms were unchanged.

As at December 31, 2022, the Company had a working capital deficit of \$4,083,902, compared to working capital deficit of \$1,359,769 in prior year, a decrease in working capital of \$2,524,222. The Company had cash and cash equivalents of \$117,209 as at December 31, 2022, compared to \$708,742 in prior year, a decrease of \$591,533. The decrease in working capital was due to the extension of short-term Steppe convertible debentures which had a fair value of \$1,727,634 and accrued interest payable to Steppe of \$378,787 and R&R Venture debenture of \$796,588 that has been classified as a short term payable due to the maturity date being within the next twelve months.

The Company has reviewed its discretionary administrative overhead for the following twelve months and anticipates the requirement to be approximately \$0.2 million, subject to any financing completed during the year. In addition, the Company estimates the exploration work programs at its projects to cost approximately \$0.3 million.

The Company will continue to monitor its working capital requirements closely to ensure the Company meets its commitments and continues to move forward on development. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or under terms favourable to the Company. See "Risk Factors" below and "Forward Looking Statements" above.

The following liquidity and financing measures have been undertaken to manage the Company's working capital and funding requirements.

#### *Debt for Equity Settlement*

On August 30, 2021, the Company issued 26,653,822 common shares to the vendor of Sharga Project, representing 9.9% of the issued and outstanding common shares on an undiluted basis, in accordance with the Sharga Project purchase agreement. The balance of 3,346,178 common shares will be issued when the issuance will not result in the vendor owning more than 9.9% of the issued and outstanding common shares. Issued common shares are valued at the spot market price of C\$0.04. The remaining shares to be issued were recorded as equity reserves in the condensed interim consolidated financial position.

#### *Additional Financing & Convertible Debenture Units*

On June 15, 2021, 26,441,666 of private placement warrants have been exercised for cash proceeds of \$1,322,083 and the remaining 40,225,000 warrants have expired.

On August 2, 2021, 326,500 warrants issued to R&R Venture in relation to the long-term convertible debentures expired.

On August 10, 2021, the Company closed \$1,814,400 unsecured convertible debenture ("Steppe Debenture") into escrow and on August 30, 2021, the Company issued the convertible debentures to Steppe. The proceeds of the Steppe Debenture were used to fund the cash consideration of Sharga Project acquisition. The Steppe Debenture has a term of 12 months and bears interest at a rate of 15% per annum to be accrued and paid at maturity in cash, or at the option of the Company, in common shares. The principal amount of Steppe Debenture is convertible at any time during the term into common shares of the Company at a price of \$0.055 per share. In addition, the Company has agreed to grant Steppe Debenture holder a 1% net smelter returns royalty over the Sharga Project. The maturity on this debenture has been extended to August 10, 2023.

On September 30, 2022, the Company reached an agreement to receive a loan of \$100,000 from ION. The loan is secured by a promissory note with no fixed repayment terms and includes interest calculated at the prime lending rate of the Royal Bank of Canada plus 1% per annum. The main purpose of the promissory note is to cover the expenses incurred at the Baavhai Uul project during 2022.

## **Related Party Transactions**

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties). The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, to similar transactions to non-key management personnel related entities on an arm's length basis.

Related parties include members of the board of directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Mr. Matthew Wood, Chief Executive Officer and Director incurred fees of \$77,572 (December 31, 2021: \$75,025) for the year ended December 31, 2022. There was \$58,524 of an outstanding balance owing to Mr. Wood as at December 31, 2022.

Mr. Jeremy South, Chief Financial Officer and Director, and his director fees are paid to Helston Capital Corp, a personal services company of which Mr. South is a Director. Helston Capital Corp, incurred fees of \$84,000 (December 31, 2021: \$88,200) for the year ended December 31, 2022. There was \$66,150 of an outstanding balance owing to Mr. South as at December 31, 2022.

Mr. Bataa Tumur-Ochir, Director incurred fees of \$77,572 (December 31, 2021: \$75,025) for the year ended December 31, 2022. There was \$58,524 of an outstanding balance owing to Mr. Tumur-Ochir as at December 31, 2022.

Ms. Solongo Gunsendorj, Director incurred fees of \$48,000 (December 31, 2021: \$48,000) for the year ended December 31, 2022. There was \$28,000 of an outstanding balance owing to Ms. Gunsendorj as at December 31, 2022.

On August 30, 2021, the Company issued \$1,814,400 unsecured convertible debentures to Steppe. The proceeds were used to pay the cash portion of Sharga Project acquisition consideration. The debenture has a term of 12 months and bears interest at a rate of 15% per annum to be accrued and paid at maturity in cash, or at the option of the Company, in common shares.

The principal amount of the debenture is convertible at any time during the term into common shares of the Company at a price of \$0.055 per share. The maturity on this debenture has been extended to August 10, 2023.

During the year ended December 31, 2022, accretion expenses totaling \$853,525 (December 31, 2021: \$345,969) were recognized in the consolidated statement of loss and comprehensive loss. As at December 31, 2022, there was total of \$378,787 interest payable to Steppe Gold Ltd. (December 31, 2021 - \$106,627).

On September 30, 2022, the Company reached an agreement to receive \$100,000 of loan from ION. The Company entered into a reciprocal exploration agreement with ION on February 1, 2022, and three of the Company's Directors also serve as Directors of ION. The loan is secured by a promissory note with no fixed repayment terms and includes interest calculated at the prime lending rate of the Royal Bank of Canada plus 1% per annum. The purpose of the promissory note is to cover the expenses incurred at the Baavhai Uul project during 2022. As at year ended December 31, 2022, the Company accrued interest payable of \$1,749 in relation to the loan.

On November 21, 2022, the Company issued 2,692,305 common shares of the Company to Mr. Ali Haji as an inducement to act as President and CEO of the Company. \$40,385 of stock-based compensation was recorded based on the market price of the Company's share at the issuance date of \$0.015 per share in the consolidated statement of loss and comprehensive loss.

## **Outlook**

The Company is focused on developing its existing mineral interests in Mongolia as well as acquiring new licences.

The Company has completed an initial program of follow up auger geochemical drilling at the Baavhai Uul Copper Project. This work has highlighted a significant copper nickel discovery at the "Victory Copper Nickel Discovery" under very shallow alluvial cover. The copper nickel geochemical anomaly remains open and further auger drilling will soon commence to assist in outlining extensions.

Work at the Bayan Undur project has been limited in recent years but exploration work is planned for 2023 and will resume when funding is available. Exploration work at the Sharga project is on hold pending resolution of the license dispute with MRPAM.

It is actively reviewing additional prospective licences and will update shareholders on these activities periodically.

Although there can be no assurance that additional funding will be available to the Company, management is of the opinion that the market will be favourable, and hence it may be possible to obtain additional funding for its projects.

Notwithstanding, the Company is mindful that the market could fall with little or no warning. Accordingly, its plans for the near term are to recommence drilling programs at its projects once funding is secured. See "Risk Factors".

### **Risk Factors**

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's December 2018 MD&A for the fiscal year ended December 31, 2018, available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Disclosure of Internal Controls**

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

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 filed by the Company 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 such 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 consolidated financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company'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 such 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 provided under securities legislation.