



## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**For the Nine Months ended September 30, 2022**

### INTRODUCTION

This Management's Discussion and Analysis ("**MD&A**") of Nevgold Corp., ("**the Company**" or "**Nevgold**" or "**the Corporation**") has been prepared by management as of November 25, 2022, unless otherwise noted. The following discussion of performance, financial condition and outlook should be read in conjunction with the unaudited financial statements for the nine months ended September 30, 2022; and the consolidated audited financial statements and Management Discussion and Analysis (MD&A) for the most recent year ended December 31, 2021, and the notes thereto, prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS**"). All dollar references are to Canadian dollars (\$) except where may be indicated.

Additional information relevant to the Company's activities and those of its predecessor Silver Mountain Mines can be found on SEDAR at [www.sedar.com](http://www.sedar.com) under the profile of the Company.

Robert McKnight P.Eng. is the non-independent Qualified Person under National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*, and approved all scientific and technical information in this MD&A.

Readers are cautioned that this MD&A contains forward-looking statements and that actual results may vary from management's expectations. See "Forward-Looking Statements" at the end of this MD&A and the various risk factors and other matters discussed in the Company's public disclosure at [www.sedar.com](http://www.sedar.com).

### HIGHLIGHTS, RECENT DEVELOPMENTS AND OUTLOOK

#### Corporate Update

##### Nutmeg Mountain Gold Project Option Agreement ("the Option Agreement")

On July 4, 2022 Nevgold closed an option and financing agreement ("Option Agreement") with GoldMining Inc. (GMI) relating to the acquisition of the Nutmeg Mountain Gold Project ("Nutmeg Project") in Idaho (the "Option").

Under the Option Agreement, Nevgold, GMI, and their respective U.S. subsidiaries agree to the following:

- In consideration for the grant of the Option, Nevgold issued 4,444,444 common shares to GMI at a price of \$0.675 per share (issued in July, 2022), representing \$3 million of value based on the 30-day volume-weighted average price of Nevgold shares.
- Concurrent with the above share issuance, GoldMining has made an initial Investment of \$1 million, subscribing for 1,481,481 Nevgold shares at a price of \$0.675 per share (proceeds

received in July 2022). GMI has become a large, cornerstone, strategic investor of Nevgold with an approximate 10.6% interest.

- GMI also commits to a further lead order in an amount up to \$1.25 million in a future financing by Nevgold to be completed by November 30, 2022;
- In order to exercise the Option, Nevgold will pay the following amounts, or at its discretion, issue shares to GoldMining with an equivalent value, on the following schedule:
  - January 1, 2023: \$1.5 million
  - July 1, 2023: \$1.5 million
  - January 1, 2024: \$3.0 million
- In order to exercise the Option, Nevgold will also be required to make qualifying expenditures on the Nutmeg Project totalling \$2.25 million:
  - \$1.5 million on or before June 1, 2023
  - a further \$0.75 million on or before December 31, 2023
- On completion of the total \$9.0 million in equity issuances and/or payments to GMI and total \$2.25 million in qualifying expenditures by January 1, 2024, Nevgold would own 100% of the Nutmeg Project
- Nevgold commits to a schedule of future success-based contingent payments totalling \$7.5 million to GMI, payable in cash or shares at the election of Nevgold:
  - \$0.5 million on completion of a Preliminary Economic Assessment (PEA) on the Project
  - \$2.5 million on completion of a Preliminary Feasibility Study (PFS) on the Project
  - \$4.5 million on completion of a Feasibility Study (FS) on the Project
- Nevgold will enter into an Investor Rights Agreement with GMI with customary rights including pre-emptive equity participation rights and a right to appoint a Board member

#### Incorporation of a New USA Subsidiary

In July 2022, the Company incorporated a wholly owned subsidiary Nutmeg Gold, LLC in Nevada, USA to hold and operate the Nutmeg Project.

#### Exercise of Options, Warrant, and Issuance of Shares

During the second quarter of 2022, 540,000 warrants were exercised at \$0.60 and 19,735 warrants were exercised at \$0.40 for cash proceeds of \$331,894; and 150,000 stock options were exercised at \$0.40 per share for proceeds of \$60,000.

During the third quarter of 2022, 1,481,481 shares were issued to GMI for \$1,000,000 of cash and 4,444,444 shares with a fair value of \$3M issued to GMI pursuant to terms of the Option Agreement (see above).

On August 4, 2022, Nevgold granted 400,000 stock options with an exercise price of \$0.56 to employees. These options vested immediately.

On August 4, 2022, Nevgold granted the following stock options to directors, employees and consultants:

- 400,000 stock options, which vested immediately, with an exercise price of \$0.56;
- 216,000 stock options, which vested monthly over a 12-month period, with an exercise price of \$0.56;
- 140,000 stock options, which vested quarterly over a four-quarter period, with an exercise price of \$0.56 per share.

### **Flowthrough Share Issuance**

On August 4, 2022, Nevgold issued 1,723,076 flow-through units (“FT Unit”) at \$0.65 per unit for gross proceeds of \$1,120,000. Each FT Unit consists of one flowthrough share and one-half of one transferrable non-flowthrough warrant. These non-flow through warrants are exercisable at a price of \$0.85 per share for 24 months. In addition, 107,695 broker warrants exercisable at \$0.65 for 24 months were issued to Red Cloud Mining Capital Inc. and a cash finder’s fees of \$70,002 was paid to Red Cloud Securities Inc.

The gross proceeds from the issuance are directed to eligible “Canadian Exploration Expenses” at the Ptarmigan property.

### **Proposed Financing**

On November 22, 2022, the Company announced a best-efforts brokered Unit financing of \$3 million and up to \$5 million, priced at \$0.42 per Unit (the “Offering”). Each Unit (the “Unit”) consists of one common share and one-half of one common share purchase warrant. Each Warrant entitles the holder to purchase one common share at \$0.60 per share for a period of 24 months following completion of the Offering.

### **Outlook for 2023**

On the newly-acquired Nutmeg property in Idaho, the Company plans a complete data review looking for deeper feeder structures, drill targeting and an updated mineral resource estimate in 2023.

At Limousine Butte in Nevada, and with some very encouraging drill results to date in 2022, the Company plans to identify additional drill targets for a resumption of drilling in early 2023 with the objective of developing an NI43-101 mineral resource at the project in Q2 2023.

At Cedar Wash in Nevada, a soil sampling program is complete and a ground-based geophysics program will commence in the summer. Evaluation of the results will be undertaken with the objective of developing drill targets for a possible drilling campaign in the second half of 2022.

A limited Ptarmigan field exploration was completed under Nevgold’s existing permit prior to winter onset. A full exploration program will start in 2023 once a new government permit is issued and as soon as weather permits. It is expected that most new exploration will occur in 2023.

## **DESCRIPTION OF THE BUSINESS**

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The Company was formed on June 23, 2021 by a business combination of Silver Mountain Mines Inc. (“SMM”) and Nevgold BC Holding Inc. (“Nevgold BC”). The business combination is considered a reverse-take-over (“RTO”) whereby SMM is the legal parent and Nevgold BC is considered the acquirer.

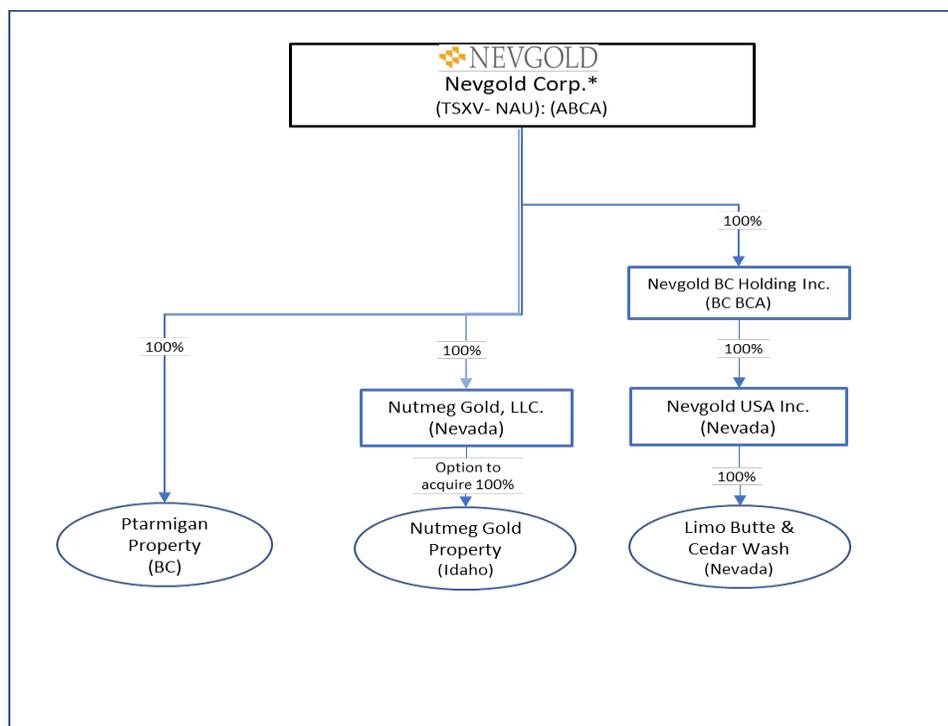
Nevgold’s principal business activity is the exploration and development of its mineral properties including:

- the Limousine Butte and Cedar Wash gold properties in Nevada,
- Nutmeg Mountain gold property in Idaho, USA; and
- the Ptarmigan polymetallic property in British Columbia, Canada

## CORPORATE STRUCTURE

As at the date of this report, the organization chart of the Company is shown below:

Figure 1 Corporate Structure



## EXPLORATION AND EVALUATION ASSETS UPDATE

### **Nutmeg Mountain Gold Project, Idaho (see also the earlier section Corporate Update)**

The Company acquired Nutmeg Mountain Gold Project in July 2022 (see the section “Corporate Update”). The Nutmeg Gold Project (formerly called Almaden) contains an Historical Mineral Resource Estimate (“HMRE”) of 910,000 Indicated ounces of gold (43.5 Mtonnes grading 0.65/g/tonne), plus 160,000 Inferred ounces of gold (0.65 Mtonnes grading 0.91 g/tonne) in a favorable jurisdiction. The mineral resource details are contained in a 2020 NI 43-101 Technical Report filed by GMI (see GMI’s website<sup>1</sup>). **Nevgold believes the Historical Mineral Resource Estimate is relevant and reliable and will verify the HMRE and develop a current Mineral Resource Estimate by making a site visit, reviewing the drill assay data and core, and conducting verification drilling.**

**A Nevgold Qualified Person has not done sufficient work to classify the Nutmeg Historical Resource Estimate as current mineral resources, and Nevgold is not treating the historical Nutmeg estimate as a current mineral resource.**

On September 8, 2022 Nevgold announced it had identified an undrilled +6 meter wide, banded low-sulphidation epithermal vein outcropping at surface over 650 meters away from the main resource body at the Nutmeg Mountain Project in Idaho. The Company also identified visible gold in previously-assayed historical core during a detailed core relogging campaign completed since closing of the transaction. The

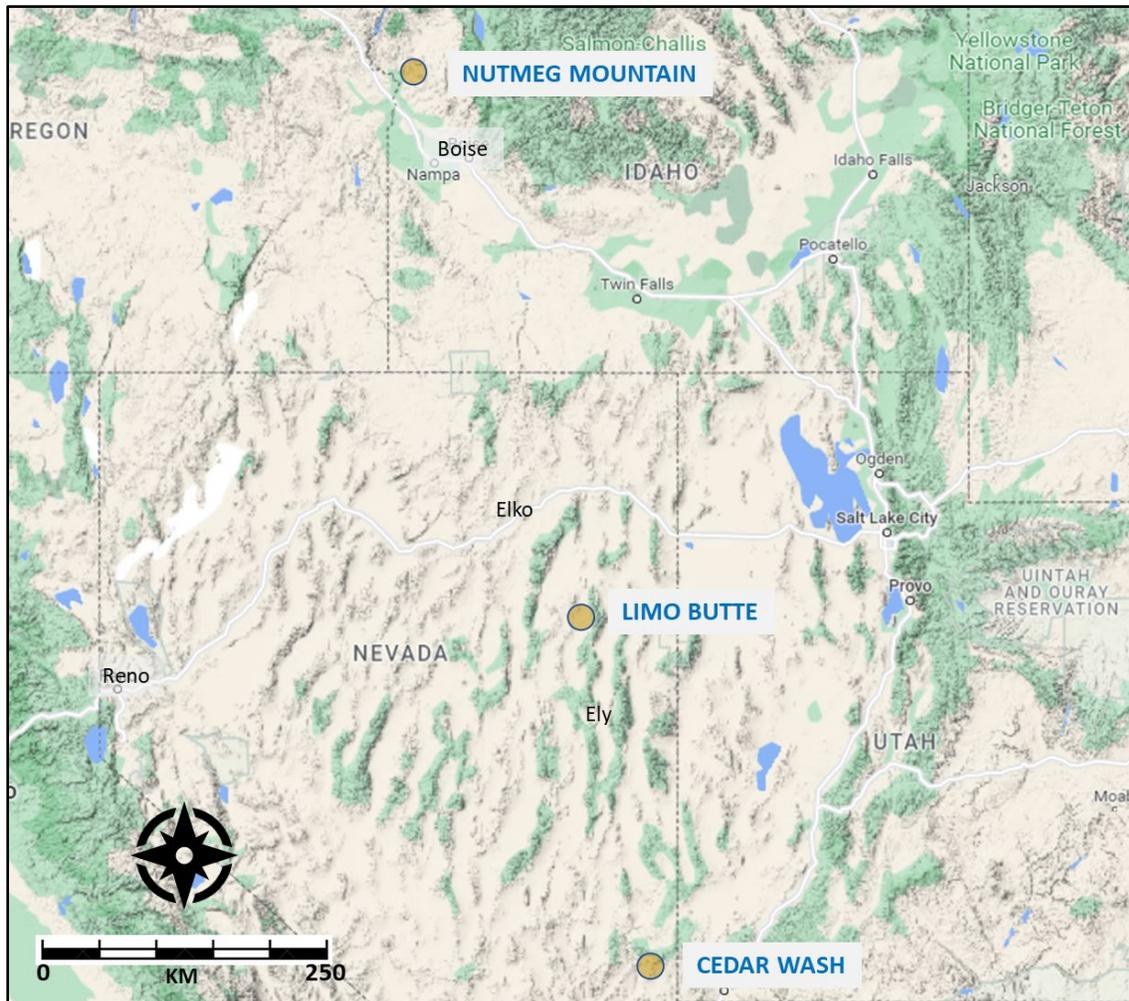
<sup>1</sup> <https://www.goldmining.com/projects/usa/almaden/>

core relogging and surface mapping campaign is now complete, and the project has been advanced to the drill-ready stage by identifying multiple resource expansion and exploration targets.

Nutmeg Mountain is located approximately 20 kilometers east of Weiser Idaho and is easily accessible by road.

### **Nevada Properties**

The Limousine Butte and Cedar Wash Properties (collectively the “Nevada Properties”) were acquired from McEwen Mining under an asset purchase agreement (“McEwen Agreement”) in 2021. The location of the Nevada and Idaho Properties can be found in Figure 2.



**Figure 2. Location of US Properties**

### **McEwen Agreement**

On June 23, 2021 Nevgold closed an Agreement with McEwen Mining Inc. and the McEwen Mining Subsidiaries (“**McEwen Mining**”). Pursuant to the Agreement, Nevgold agreed to purchase, and McEwen Mining agreed to sell, a 100% interest in the Limousine Butte and Cedar Wash Properties in consideration for the following:

- a) paying McEwen Mining \$600,000 on closing (June 23, 2021) (paid),
- b) paying McEwen Mining \$50,000 on or before June 23, 2022 (paid), and,
- c) paying McEwen Mining \$50,000 on or before June 23, 2023;

- d) issuing 4,963,455 Class A common shares of the Company (issued);
- e) issuing 2,481,727 share purchase warrants to acquire Class A common share at an exercise price of \$0.60 per share with an expiry date of June 23, 2023 (issued)
- f) granting a 0.5% Net Smelter Return (“NSR”) royalty on certain areas of the Limousine Butte Property; and
- g) granting a 2.5% NSR on the Cedar Wash Property, with an option to reduce the percentage of the Cedar Wash NSR as follows:
  - i. from 2.5% to 2.0% by payment of US\$500,000 to McEwen Mining;
  - ii. from 2.0% to 1.5% by payment of an additional US\$500,000 to McEwen Mining; and
  - iii. from 1.5% to 1.0% by payment of an additional US\$750,000 to McEwen Mining.

Investor Rights Agreement: Pursuant to an investor right agreement, McEwen Mining will have a pro-rata participation right in any future equity financings by the Company and any offering of the Company’s securities in connection with a corporate or asset acquisition by the Company to maintain their ownership interest in the outstanding Class A common shares, subject to certain limitations, so long as they hold at least 5% of the issued and outstanding of the Company’s Class A common shares. McEwen Mining has elected not to exercise its participation rights in respect to share issuances made under the Nutmeg Option Agreement and Flowthrough share issuances.

### ***Limousine Butte***

The Limousine Butte Property is located in east-central Nevada approximately 105 kilometers from Ely, Nevada (see Figure 1 above) and encompasses approximately 6,650 hectares.

The project had historical production of approximately 100,000 ounces of gold from the Golden Butte pit in 1989-1990, and has historical drilling totalling approximately 900 holes and 120,000 meters. There are many identified advanced exploration and resource targets within the large, consolidated land package.

Further technical information relating to the Limousine Butte Property is described in a Technical Report developed in accordance with National Instrument 43-101 and filed on SEDAR on May 17, 2021.

Nevgold wrapped up drilling at Limousine Butte in Nevada in June, with positive drill results released on February 8, March 8, April 6, 2022, and on June 2, 2022 announced a 650 meter step-out gold discovery in the Cadillac Valley South area.

### ***Cedar Wash***

Cedar Wash is an exploration-stage gold property located approximately 300 kilometers South-Southeast of Limousine Butte in Lincoln County, Nevada. The property was discovered by McEwen in 2015 and initial reconnaissance sampling and drilling in 2016-2017 yielded positive results. In 2021, Nevgold compiled and reviewed the existing geological database and commenced surface geology including rock chip sampling, soil sampling, and surface mapping.

Initial field exploration programs were completed in 2022. Cedar Wash is an exciting early-stage property with positive gold grades encountered in early drilling and surface sampling.

### **Ptarmigan Properties, BC**

The Ptarmigan property is located in the Purcell Mountains, approximately 35 kilometers west of the village of Radium Hot Springs in southeastern British Columbia. The Ptarmigan Property comprises 9,287 hectares and is accessed by well-maintained forestry roads. Historical work at Ptarmigan includes geophysical and geochemical analysis, approximately 14,000 meters of drilling, and metallurgical testwork. In 2021, Nevgold completed a historical data compilation in digitization.

Permitting for a 2022/2023 exploration program and related Notice of Work was submitted to permitting officials for review and consultation with First Nations groups. No permit has yet been received and the company currently operates under its pre-existing permit.

- All historic geologic and geophysical data were re-compiled and reinterpreted in 3D geological software;
- Mapping and sampling of north targets is nearly complete, with 50 rock samples collected and confirmation that magnetic anomalies are associated with alteration/mineralization;
- Numerous structural measurements and rock type data points were collected and an updated geology map will be produced;
- Mapping of the southern claim area is still pending due to issues accessing roads to Bruce and Law Creek. This area is lower priority due to distance from intrusive and previous sampling work indicating lesser potential;
- Permitting for a 2022/2023 exploration program and related Notice of Work was submitted to permitting officials for review. No permit has yet been received and the company currently operates under its pre-existing permit.
- In 2023 a magnetics survey will be undertaken along with drilling of selected targets.

### **General Update**

In Nevada key geological staff were hired in 2021 and a Reno office was established. In July 2022 Nevgold also took control of an exploration office in Weiser, Idaho on closing of the Nutmeg option agreement. Exploration planning for the Nutmeg Mountain project is on-going.

At Limousine Butte:

- BLM Notice of Intent drilling permits for Limousine Butte were approved and a successful Phase 1 drilling program was completed;
- A water well on site was refurbished;
- Positive drill results were disclosed in February, March, April, June, and November 2022.

At Cedar Wash:

- Additional claims were staked over prospective ground;
- Soil sampling was completed;
- Ground geophysics is planned for the second half of 2022.

At Ptarmigan:

- Local geological consultants were engaged and Company staff have been on site;
- Permitting for a 2022/2023 exploration program and related Notice of Work was submitted to British Columbia permitting officials for review. A new permit has yet been received and the Company currently operates under its pre-existing permit which allows for only limited surface work and reclamation activities.

At Nutmeg:

- Compilation of existing data has been undertaken;
- Plans are for a 2023 development program that includes a 10,000 meter drill program, updating the resource estimate, and advancing towards an engineering study on the Project by late 2023

The continuity of the Company's exploration and evaluation assets is as follows:

	Ptarmigan BC, Canada	Cedar Wash Nevada, USA	Limo Nevada, USA	Nutmeg Idaho, USA	Total
	\$	\$	\$	\$	\$
December 31, 2020	-	-	-	-	-
Acquisition	2,515,218	1,413,459	2,433,300,433	-	6,361,977
Drilling	-	-	411,263	-	411,263
Exploration	29,307	-	306,951	-	336,258
Geo analysis	9,004	2,364	59,035	-	70,403
Technical Staff	90,928	97,835	63,562	-	252,325
<b>December 31, 2021</b>	<b>2,644,457</b>	<b>1,513,658</b>	<b>3,274,111</b>	<b>-</b>	<b>7,432,226</b>
Effect of change of foreign exchange	-	17,912	38,745	-	56,657
Acquisition and renewal of permits	-	17,364	206,022	3,108,031	3,331,417
Drilling	-	86,187	1,959,058	-	2,045,245
Exploration	64,660	4,544	318,325	4,308	391,837
Geo analysis	14,773	14,786	43,039	3,290	75,888
Technical Staff	155,305	38,772	197,210	25,629	416,916
<b>September 30, 2022</b>	<b>2,879,195</b>	<b>1,693,223</b>	<b>6,036,510</b>	<b>3,141,258</b>	<b>13,750,186</b>

## SELECTED QUARTERLY INFORMATION

Note that the quarterly information presented in this section that is prior to the closing of the Transaction in June 24, 2021, belong to Nevgold BC.

Quarter ended	September 30, 2022	June30, 2022	March 31, 2022	December 31, 2021
Revenues	-	-	-	-
Net loss	(\$656,977)	(\$ 583,988)	(\$ 482,596)	(\$ 419,420)
Loss per share, basic and diluted	(\$0.01)	(\$ 0.01)	(\$ 0.01)	(\$ 0.01)
Quarter ended	September 30, 2021	June30, 2021	March 31, 2021	December 31, 2020
Revenues	-	-	-	-
Net loss	(\$ 584,873)	(\$ 1,768,388)	(\$ 121,711)	(\$ 7,500)
Loss per share, basic and diluted	(\$ 0.01)	(\$ 0.46)	(\$ 121,711)	(\$ 7,500)

The Company's quarterly results are not subject to seasonality and are mainly driven by the Company's activities in exploring its mineral properties, other business development activities, and incidental events such as issuance and vesting of stock options.

## RESULTS OF OPERATIONS

### **Results of operation – Nine Months Ended September 30, 2022**

A comparison between the results for the nine months ended September 30, 2022 and 2021 is outlined below:

<b>Nine months ended September 30,</b>	<b>2022</b>	<b>2021</b>
Accretion	\$ 17,191	\$ -
Business development (i)	566,123	181,056
Consulting fees, salaries, and director's fees (ii)	455,167	315,217
Depreciation	46,841	-
Occupancy, administrative, and general expenses	156,601	59,102
Transfer agents and listing fees	97,926	64,449
Professional fees	165,476	84,208
Share-based compensation (iii)	222,915	1,776,600
Loss before the following items:	(1,728,240)	(2,480,632)
Interest income	4,814	5,660
Net loss (iv)	\$ (1,723,426)	\$ (2,474,972)

- (i) The Company's business development expenses comprise expenses incurred to elevate company awareness and broaden the Company's investor base.
- (ii) The Company's consulting fees, salaries, and director's fees include consulting fees charged by the Company's officers and directors, as well as salaries paid to technical and administrative staff hired by the Company's subsidiary located in Nevada.
- (iii) Share-based compensation are incidental and non-recurring. On June 2021, the Company granted 3.8 million options which fully vested at the grant date, and incurred share-based compensation of \$1.44 million. As a result, share-based compensation was higher in 2021.
- (iv) The Company was incorporated on October 27, 2020, and had little activity during the first quarter of 2021. As a result, expenses incurred during the nine months ended September 30, 2021 were generally lower.

### **Results of operation - Three Months Ended September 30, 2022**

A comparison between the results for the three months ended September 30, 2022 to 2021 is outlined below:

Three months ended September 30,	2022	2021
Accretion	\$ 5,469	\$ -
Business development (i)	-	70,801
Consulting fees, salaries, and director's fees (ii)	250,091	7,116
Depreciation	15,524	-
Occupancy, administrative, and general expenses	104,495	44,290
Transfer agents and listing fees	44,568	64,449
Professional fees	93,661	62,782
Share-based compensation (iii)	145,483	340,200
Loss before the following items:	(659,291)	(589,638)
Interest income	2,314	4,765
Net loss	\$ (656,977)	\$ (584,873)

- (i) The Company's business development expenses comprise expenses incurred to elevate company awareness and broaden the Company's investor base.
- (ii) The Company incurred additional consulting and director fees to close the RTO and the McEwen Agreement during three months ended June 30, 2021. As a result consulting fees incurred during the third quarter of 2022 was lesser than those in the same period of 2021.
- (iii) Movement of share-based compensation was in the previous section.

## LIQUIDITY AND CAPITAL RESOURCES

During nine months ended September 30, 2022, the Company used \$1.44 million and \$3.32 million in its operating and in exploration activities respectively.

As at September 30, 2022, the Company has a working capital of \$0.23 million. In order to finance the Company's operations, the Company intends to improve the liquidity by completing additional equity financing.

Although the Company was able to obtain the financing required to advance its projects when needed in the past, there is no guarantee the Company can get adequate financing when needed in the future.

The Company does not have external restrictions on its capital resources.

## OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have off-balance sheet arrangements.

## FINANCIAL INSTRUMENT AND FINANCIAL RISK MANAGEMENT

The Company's financial instruments are exposed to several financial and market risks, including credit, interest rate, liquidity, and commodity risks. The Company may, or may not, establish from time-to-time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale and pattern of cash flow of its operations would warrant such hedging activities.

### Fair value of financial instruments

The fair value hierarchy established by IFRS 13 Fair Value Measurement has three levels to classify the inputs to valuation techniques used to measure fair value described as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the assets or liabilities either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair values of the Company's receivable, accounts payable and accrued liabilities are equivalent to their carrying values due to their short-term nature. The Company's lease obligations are measured using level 3 inputs.

### **Credit risk**

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

The financial instruments that potentially subject the Company to a significant concentration of credit risk consist of cash and cash equivalents. The Company mitigates its exposure to credit loss associated with cash and cash equivalents by placing its cash and cash equivalents in major financial institutions.

### **Liquidity risk and fair value hierarchy**

Liquidity risk is the risk that the Company may be unable to meet its financial obligations as they fall due or that it will be required to meet them at excessive cost. The Company reviews its working capital position regularly to ensure there is sufficient capital to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts, which are available on demand. The Company manages its liquidity risk mainly through raising funds from private placements and amounts from related parties.

The Company's operating cash requirements are continuously monitored and adjusted as input variables change. As these variables change, liquidity risks may necessitate the need for the Company to pursue equity issuances, obtain project or debt financing, or enter into joint arrangements. There is no assurance that the necessary financing will be available in a timely manner.

### **Commodity risk**

The Company is subject to commodity price risk arising from the fluctuation of metal price beyond the Company's control. The Company may have difficulties to identify and acquire economically viable projects for the Company to invest in if metal prices are depressed for an extended period.

### **Foreign currency risk**

Foreign currency risk is the risk that the fair value of the Company's assets and liabilities will fluctuate due to changes in foreign exchange rates.

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in its functional currency. The Company does not manage currency risk through hedging or other currency management tools.

As at September 30, 2022, the Company's exposure to foreign currency risk on its financial instruments is as follows:

	September 30, 2021	December 31, 2021
Cash	US\$ 42,530	US\$61,000
Accounts payable	(126,300)	(295,800)
Net liability denominated in foreign currency	(US\$ 83,770)	US\$(234,800)
Canadian dollar equivalent	(\$ 114,765)	\$(297,000)

A 10% change in the US dollar against the Canadian dollar at September 30, 2022 would have an impact of \$11,500 to the Company's comprehensive loss.

### Interest rate risk

The Company is exposed to the risk that the value of financial instruments will change due to movements in market interest rates. As of September 30, 2022 and December 31, 2021, the Company did not have debt instruments exposed to variable interest rate. The risk is not significant.

### Business risks

In the normal course of its mineral exploration business, the Company is exposed to various operational, technical, financial and regulatory risks and uncertainties, many of which are beyond its control and may significantly affect future results. Operations may be unsuccessful or delayed as a result of competition for services, supplies and equipment, mechanical and technical difficulties, the ability to attract and retain employees and contractors on a cost-effective basis, commodity and marketing risk and seasonality.

The Company is exposed to considerable risks and uncertainties including, but not limited to;

- finding mineral resources and reserves on an economical basis;
- uncertainties related to estimating the Company's mineral resource or mineral reserves should there be such an estimate;
- technical problems which could lead to unsuccessful drilling programs and environmental damage;
- obtaining timely permits and regulatory approvals;
- third party related operational risks including the ability to obtain access to certain properties, access to drilling rigs for exploration, road and other transportation infrastructure;
- adverse factors including climate, geographical and weather conditions and labour disputes;
- regulatory legislation and policies, including the fulfilment of contractual minimum work programs, the compliance with which may require significant expenditures and non-compliance with which may result in fines, penalties, production restrictions, suspensions or revocations of permits and contracts;
- changes to government's policies, laws and interpretations thereof; and,
- obtaining comprehensive and appropriate insurance coverages at reasonable rates.

## SHARE DATA

As of the date of this MD&A, the Company has 57,993,288 common shares, 12,064,360 share purchase warrants and 5,266,000 stock options outstanding.

## RELATED PARTY TRANSACTIONS

During nine months ended September 30, 2022 and 2021, the Company incurred the following transactions with key management members and the directors of the Company:

Nine months ended September 30,	Nature	2022	2021
		\$	\$
Key management and directors	Share-based compensation	-	1,493,100
Key management	Directors fees	-	300,000
Key management	Consulting fees	257,348	520,008

As at September 30, 2022 the Company had a payable of \$Nil due to the Company's officers and directors (December 31, 2021 - \$Nil). One of the Company's independent Directors is a partner in a law firm that from time-to-time provides services to the Company.

## CONTINGENT LIABILITY

In April, 2022, Nevgold's US subsidiary was notified of a mechanic's lien filed on certain claims at the Company's Limousine Butte property in Nevada by InterGeo Drilling, LLC ("InterGeo"). The claim seeks recovery of US\$386,906. Nevgold terminated the contract in December 2021 for non-performance pursuant to representations made by InterGeo in relation to the drilling contract. A formal claim was subsequently filed by InterGeo in White Pine County Court, Nevada. Nevgold will strongly defend its position and file a counterclaim for damages, as the Company has paid for all services rendered by InterGeo at the Project.

## SIGNIFICANT ACCOUNTING POLICIES

The Company has not adopted new accounting policies since its recent year ended December 31, 2021. The Company's significant accounting policies are presented in the Note 3 of the Company's annual consolidated financial statements for the year ended December 31, 2021, which is available under the Company's profile in [www.sedar.com](http://www.sedar.com).

## CONTROLS AND PROCEDURES

Disclosure controls and procedures ('DC&P') are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ('ICFR') are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. TSXV listed companies are not required to provide representations in filings relating to the establishment and maintenance of DC&P and ICFR, as defined in Multinational Instrument MI- 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) 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 (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the

preparation of financial statements for external purposes in accordance with the issuer's GAAP. 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 their certificates regarding absence of misrepresentations and fair disclosures of financial information. 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 MI 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.

## **FORWARD LOOKING STATEMENTS**

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Certain of the statements made and information contained herein contain forward-looking information and forward-looking statements within the meaning of applicable Canadian and United States securities laws. Such forward-looking statements and forward-looking information specifically include, but are not limited to, statements and information that relate to: Nevgold's plans for its Nutmeg Mountain, Limousine Butte, Cedar Wash and Ptarmigan exploration properties; the impacts of the COVID-19 pandemic on the global economy and the Company's exploration plans; the need for additional funding; the ongoing exploration activities and the objectives and results thereof.

Forward-looking statements and information include statements regarding the expectations and beliefs of management. Often, but not always, forward-looking statements and forward-looking information can be identified by the use of words such as "plans", "expects", "potential", "is expected", "anticipated", "is targeted", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negatives thereof 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. Forward-looking statements or information should not be read as guarantees of future performance and results. They are subject to known and unknown risks, uncertainties and other factors which may cause the actual results and events to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information.

Such risks and uncertainties include, without limitation, those relating to: the impact of the COVID-19 pandemic on the business and operations of the Company; the state of financial markets; history of losses; dilution; loss of any material properties; interest rates increase; global economy; no history of production; future metals price fluctuations; speculative nature of exploration activities; periodic interruptions to exploration, development and mining activities; environmental hazards and liability; industrial accidents; failure of processing and mining equipment to perform as expected; labour disputes; supply problems; uncertainty of any future production and cost estimates; the interpretation of drill results and the future estimation of any mineral resources and reserves; changes in project parameters as plans continue to be refined; possible variations in ore reserves, grade of mineralization or recovery rates from management's expectations and the difference may be material; legal and regulatory proceedings and community actions; accidents; title matters; regulatory approvals and restrictions; increased costs and physical risks relating to climate change, including extreme weather events, and new or revised regulations relating to climate change; permitting and licensing; volatility of the market price of the Company's securities; insurance; competition; hedging activities; currency fluctuations; loss of key employees; other risks of the mining industry, as well as those risks discussed in this MD&A. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements and information.

The forward-looking statements and information contained herein are based upon assumptions management believes to be reasonable, including, without limitation: no adverse development in respect

of the properties; no material changes to applicable laws; no worsening of the current COVID-19 related work restrictions; reduced impacts of the COVID-19 pandemic in the medium-term and long-term; no material adverse change to the price of gold and other metals from current levels; and the absence of any other factors that could cause actions, events or results to differ from those anticipated, estimated or intended. The forward-looking information and statements are stated as of the date hereof. Nevgold disclaims any intent or obligation to update forward-looking statements or information except as required by law. Readers are referred to the additional information regarding Nevgold's business contained in Nevgold's reports filed with the securities regulatory authorities in Canada. Although the Company has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements, there may be other factors that could cause actions, events or results not to be as anticipated, estimated or intended. For more information on Nevgold and the risks and challenges of its business, investors should review Nevgold's filings that are available at [www.sedar.com](http://www.sedar.com).

Nevgold provides no assurance that forward-looking statements and information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information.