

Aurum Lake Mining Corporation

Management's Discussion and Analysis

For the Year Ended December 31, 2024

Aurum Lake Mining Corporation

Management's Discussion and Analysis

*For the Year ended December 31, 2024
(Expressed in Canadian Dollars)*

Dated: April 25, 2025

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Aurum Lake Mining Corporation (the "Company") was prepared by management of the Company for the year ended December 31, 2024 and should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2024 (the "Financial Statements") together with the notes thereto.

The Financial Statements have been prepared by management and have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee ("IFRIC"). All amounts are expressed in Canadian dollars unless otherwise stated. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements.

The Company's certifying officers are responsible for ensuring that the financial statements and MD&A do not contain any untrue statement of a 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 was made. The Company's certifying officers certify that the Financial Statements together with the other financial information included in the filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company as the date of and for the years presented in the annual filings.

The Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approves on April 25, 2025 the Financial Statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee, which meets periodically to review all financial reports, prior to filing.

Forward-Looking Statements

Certain statements contained in this document constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Company's future financial position and results of operations, strategy, proposed acquisitions, plans, objectives, goals and targets, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to risks associated with: limited operating history; no history of earnings or payment of any dividends; unlikely to generate earnings or pay dividends in the immediate or foreseeable future; no current business operations; no current assets other than cash; ability to complete a qualifying transaction; ability to raise additional funds if required; potential dilution of shares as a result of potential qualifying transaction; reliance on management team; conflicts of interest among certain directors and officers of the Company; lack of liquidity for shareholders of the Company; and market risk. See "Risks and Uncertainties".

Management provides forward-looking statements because it believes they provide useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate for other purposes. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. These forward-looking statements are made as of the date of this MD&A and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

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The forward-looking statements in this MD&A are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including assumptions regarding business and operating strategies.

Description of the Business

Aurum Lake Mining Corporation ("Aurum" or the "Company") was incorporated under the Business Corporations Act of British Columbia, Canada on June 2, 2021. On April 25, 2024 it has completed its continuation from British Columbia into the jurisdiction of the Cayman Islands. The Company's head office is 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7. Its registered and records office in Cayman Islands is at Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman KY1-1107, Cayman Islands.

The Company was incorporated for the purpose to be a Capital Pool Company ("CPC") as per the policy 2.4 of the TSX Venture Exchange (the "Exchange") with a view to complete a Qualifying Transaction. On January 12, 2024, it completed a Qualifying Transaction and its shares are traded on the Toronto Stock Exchange Venture with a symbol "ARL". Its main business is mineral properties exploration and evaluation.

These financial statements have been prepared on a going concern basis in accordance with IFRS Accounting Standards with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has not yet achieved profitable operations with working capital of \$781,264 as of December 31, 2024 (2023 - \$2,097,756) and incurred a net loss of \$1,098,929 for the year ended December 31, 2024 (2023 - \$444,979).

The ability of the Company to carry out its business objectives is dependent on its ability to secure continued financial support from related parties, to obtain equity financing, or to ultimately attain profitable operations in the future. Whether and when the Company can attain profitability and positive cash flows is uncertain. Based on its current plans, budgeted expenditures, and cash requirements, the Management of the Company believes it should be able to finance sufficient cash for its current plans for at least 12 months from December 31, 2024.

For these reasons, the Company continues to adopt the going concern basis in preparing the financial statements.

Qualifying Transaction and Mineral Exploration and Evaluation Asset

The Company entered into an agreement dated December 19, 2022 (the "Option Agreement") with Transition Metals Corp. (the "Optionor"). Pursuant to the Option Agreement, the Optionor has granted the exclusive right and option (the "Option") to the Company to acquire a 100% interest of the Optionor's rights to certain mineral claims known as the Homathko Gold Project, located in the Province of British Columbia (the "Property").

Pursuant to the Option Agreement, the Optionor will retain a net smelter royalty of 2.0% on all mineral production on the Property and the Option is also subject to an underlying net smelter royalty of 1.0% on tenures 1010863, 761502 and 761522 to Nova Royalty Corp. In consideration of the grant of the Option, the Company will pay a total of \$470,000 to the Optionor in cash payments per the schedule listed below, incur work program expenditures on the Property totaling \$500,000 over two years, and make a one-time \$5,000,000 lump sum payment to the Optionor upon the commencement of commercial production, in addition to making such payments as necessary to keep the Property in good standing during the term of the Option.

The cash payments will be made as follows: (i) \$20,000 on signing (paid); (ii) an additional \$100,000 three days following the date the Option Agreement is accepted for filing by the Exchange (the "Effective Date") (paid); (iii) an additional \$150,000 on the first anniversary of the Effective Date; and (iv) an additional \$200,000 on the second anniversary of the Effective Date. The work program expenditures will be made in accordance with the following schedule: (i) \$100,000 by the first anniversary of the Effective Date; and(ii) a cumulative total of \$500,000 by the second anniversary of the Effective Date.

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On March 6, 2025 the Option Agreement was amended and the \$150,000 cash payment on the first anniversary of the Effective Date (January 13, 2024) is replaced by cash payment of \$37,500 and 300,000 common shares of the Company (the "First Tranche Payment Shares") on or prior to March 14, 2025 (paid and issued), and cash payment of \$37,500 and 300,000 common shares of the Company (the "Second Tranche Payment Shares") on or prior to July 10, 2025. The shares issued are under a lock-up period of one year from the date of issuance. The Property is located in the Cariboo Region of British Columbia, approximately 57 kilometres south of the community of Tatla Lake, which lies 222 kilometres west of Williams Lake. The Property comprises of 35 contiguous mineral claims, encompassing a total of 30,971 hectares. Over its history, multiple mineralized veins were discovered in this area with high-grade gold values.

The acquisition is a Qualifying Transaction as per the Exchange policies and was closed on January 12, 2024.

In connection with the completion of its proposed qualifying transaction with the Optionor (the "Qualifying Transaction"), Aurum completed a non-brokered private placement financing to the financial statements on December 6, 2023. The Company intends to use the net proceeds of the Concurrent Financing to fund the acquisition costs of the Transaction, to fund the work program expenditures as detailed in the NI 43-101 (as defined below) technical report and to fund the general working capital expenses of the resulting issuer.

As of December 31, 2024, the Company has incurred \$325,461 (2023 - \$nil) expenditures on the Homathko Gold Project of which \$44,148 was paid before December 31, 2023 that was recorded as prepaid expenses as of December 31, 2023.

Professional fees of \$95,161 related for the transaction was included in accounts payable and accrued liabilities as of December 31, 2023.

Selected Financial Information

The following selected financial data is derived from the Financial Statements of the Company prepared within acceptable limits of materiality and are in accordance with IFRS Accounting Standards applicable to the preparation of the Financial Statements, including IAS 34 and IFRS 1.

Selected Statement of Financial Position Data

	December 31, 2024 \$	December 31, 2023 \$	December 31, 2022 \$
Net working capital	781,264	2,097,256	569,418
Total current assets	815,609	2,372,467	705,653
Total current liabilities	34,345	275,211	136,235
Total shareholders' equity	1,106,725	2,141,404	589,418

Selected Statement of Operations Data

	Q4, 2024	Q3, 2024	Q2, 2024	Q1, 2024	Q4, 2023	Q3, 2023	Q2, 2023	Q1, 2023	Q4, 2022
Expenses	134,130	283,901	452,580	314,899	167,368	105,435	116,226	75,779	191,343
Net loss and comprehensive Loss	(123,339)	(281,630)	(432,854)	(261,106)	(154,385)	(103,589)	(111,226)	(75,779)	(191,343)
Basic and diluted net loss per share	(0.006)	(0.013)	(0.020)	(0.012)	(0.008)	(0.006)	(0.007)	(0.005)	(0.011)

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Discussion of Operations

The Company has completed a Qualifying Transaction on acquisition of the Homathko Gold Project in British Columbia of Canada and is in the business of exploration and evaluation the property. It also looks of other mineral exploration and evaluation business opportunities, in Canada and outside of Canada.

Homathko Gold Project

The Homathko Property is located in the Cariboo Region of British Columbia, approximately 57 km south of the community of Tatla Lake which lies 222km west of Williams Lake, British Columbia along the Chilcotin-Bella Coola Highway. The Homathko Property encompasses slightly more than 9,788 Ha within the Clinton Mining Division. The approximate centre of the Homathko Property, which stretches slightly more than 19.5 km from east to west along the south side of Homathko River, is at 51° 21' 00" N Latitude and 124° 28' 00" W Longitude.

The property, using the preferred projected coordinate system of Universal Transverse Mercator (UTM), is centred on 10,399,500 E 5,689,100 N.

The Homathko Property comprises 12 contiguous mineral claims that are located within the Clinton Mining Division, covering an area 9,788 hectares.

Early accounts of work in the Homathko area are captured in the 1910 Annual Report of the Minister of Mines when small-scale mining was being conducted on the properties at the east end of the Homathko Property (currently held in equal parts by Turnagain Resources Inc. and 1240089 BC Ltd.). Six claims were staked in 1907 to cover mineralized veins discovered by I.T. Morris and Mr. A. Sheppard which led to several years of underground work on the 'Morris Mine' by the Tatlayoko Lake Gold Mining Co. In his 1910 report, provincial mineralogist W. F. Robertson described the district in general as "so promising that, in my opinion, it is highly desirable that a trail be put through from the Coast (Bute Inlet)". Work at the Morris Mine ceased in 1912. Bridge Island Gold Ltd. Assumed control of the claims and did additional development between 1921 and 1934 though no significant production was ever achieved.

No further exploration in the area until 1964 was identified.

Year	Operator	Days on Property	Work Completed	Expenditures
1964	Falconbridge Ltd.	1	Reconnaissance; limited sampling	Unknown
1965	Falconbridge Ltd.	8	Prospecting; trenching; sluicing; pitting; mapping; 90 rock samples assayed.	\$14,000
1975	New Pyramid Gold Mines.	1	Sampling	Unknown
1984	R.R. Dion	0	Airphoto structural analysis	\$3,500
1989	Golden Rule Resources Ltd.	6	Reconnaissance; mapping; prospecting; 30 rock samples assayed	\$10,685
2010	Transition Metals Corp.	6	Mapping; prospecting; 58 rock samples assayed	\$26,800
2011	Transition Metals Corp.	2	Mapping; prospecting; 42 rock samples assayed	\$24,980
2012	Transition Metals Corp.	1	Mapping; prospecting; 12 rock samples assayed	\$15,409
2015	Transition Metals Corp.	0	Lineament and hyperspectral imagery study	\$4,603
2017	Shamrock Resources Ltd.	2	Prospecting: 9 rock samples collected	\$12,241

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2020	Homerun Resources Inc.	1	Prospecting: 11 rock samples collected	\$19,450
2021	Homerun Resources Inc.	0	Airborne magnetic and radiometric survey; 1055 line-km flown	\$102,900

The Homathko Property is an early-stage project that has undergone very limited exploration despite the established presence of high-grade gold mineralization.

The Homathko Property lies in a zone of complex structural geology where transgressional forces caused by terrane accretion during the Cretaceous have resulted in widespread thrust faulting. Large scale plutonism during the Late Cretaceous to Paleocene related to the nearby Coast Plutonic Complex is demonstrated by the presence of nearby intrusions and the very large Tiedemann Pluton roughly 6 km to the south of the Homathko Property. A mineralized sill of quartz-diorite in the western part of the Homathko Property is probably related to these intrusions. Extensive veining within and proximal to the sill is evidence that significant volumes of fluid exploited this system of fractures and fluid pathways. Veining appears to comprise at least three different generations and suggest that the forces driving fluid interactions, probably nearby plutons, were long-lived, probably episodic and possibly introduced multiple fluid sources. Additional evidence of this is given by discontinuous quartz carbonate veinlets oriented in the plane of shearing at the upper and lower contacts of the quartz-diorite which shows reactivation along this structure.

The prospective tectonic setting of the Homathko Property, presence of structure, clear mineralogical assemblage and mode of occurrence firmly establish the potential for hosting significant orogenic lode gold mineralization. Deposits of this type present attractive targets due to their relatively high grades and mining camp potential. Examples of this come from the Mother Lode Belt in California which produced over 13 M oz gold, the Bralorne-Bridge River regions of British Columbia just 130 km to the southeast which produced over 4 M oz gold, and the Juneau Gold Belt which produced almost 7 M oz gold. Though the lithology and geographic situation of the Homathko Property suggest this is the most likely style of mineralization to be found, the information collected to date is not necessarily indicative of a deposit of this type, or any other, on the Homathko Property that is the subject of the Technical Report. The description of mineralized deposits above are for examples of this deposit style only and comparisons or similarities of tectonic settings and mineral assemblages etc. are not evidence of such mineralization existing on the Homathko Property that is the subject of the Technical Report.

The Homathko Property lies on the eastern edge of the southern Coastal Mountains encompassing rugged terrain and extreme variations in elevation. Most of the Homathko Property is only accessible by helicopter. These factors, combined with relatively short exploration season and very limited local infrastructure, could pose logistical and budgetary challenges to a project moving forward in this location.

However, sampling of outcropping veins at the Homathko Property by previous workers has returned numerous assay results showing extremely anomalous gold mineralization on the Homathko Property. Results obtained by Falconbridge Ltd. in 1964 and 1965 include 223.7 g/t Au and 383.0 g/t Au (only the most positive results were included in reports from these years and it is presumed much lower grades were also sampled). In 1975 New Pyramid Gold Mines sampled 581.4 g/t Au; (this information is contained in the ARIS database and original documentation for this reported work was not located by the Company; no other results from this program are recorded). Assay values ranging from 0.01 to 64.5 g/t from sulphide-bearing quartz veins were collected by Golden Rule Resources Ltd. in 1989. Transition Metals Corp. collected a series of rock samples that ranged from negligible to 87.5 g/t in 2010. Most recently, eleven samples ranging from to 57.9 g/t Au were sampled by the Company in December of 2020. All of the mineralization identified to date is related to the intrusive sill north of Homathko Mountain. This unit strikes east and pinches and swells in width between 20 m and 60 m. Mapping by Transition Metals has traced this unit on surface for 2 km and sampling has confirmed anomalous gold values along 1.5 km of it.

Despite the demonstrated presence of highly anomalous gold on the Homathko Property, very little time has been spent on the Property by various companies since the Discovery Vein was first located by Falconbridge in 1964. Work on the Homathko Property to this point has been limited to mapping, analysis of aerial photography,

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sampling and minor hand trenching/ pitting. No systematic exploration of the Property has been done. No work has been undertaken to determine the extent of mineralization below the surface.

The Company has not identified any significant risks which could reasonably be expected to affect the reliability or confidence in the exploration information. The Tatlayoko Protected Area does not cover a significant part of the Homathko Property, and therefore does not pose a risk to developing the Homathko Property.

The Homathko Property is a highly prospective and very underexplored project with excellent potential for additional high-grade gold mineralization.

For the year ended December 31, 2024

During the year ended December 31, 2024, the Company recorded \$325,461 (2023 - \$nil) in Homathko Gold Project exploration and evaluation expenditures.

During the year ended December 31, 2024, the Company recorded a net loss of \$1,098,929 (2023 - \$444,979) consisting primarily of consulting fees of \$403,573 (2023 - \$nil), promotion expenses of \$122,500 (2023 - \$nil), professional fees of \$420,849 (2023 - \$257,842), filing and transfer agent fees of \$34,397 (2023 - \$28,041), insurance expenses of \$24,084 (2023 - \$nil), business development and travel expenses of \$132,721 (2023 - \$177,257), bank charges of \$1,555 (2023 - \$1,618), and occupancy and office expenses of \$45,831 (2023 - \$50). \$62,581 interest income was reported for the year 2024 (2023 - \$19,829). And \$24,000 (2023 - \$nil) other income resulting from renunciation of flow through expenditures and derecognition of flow through premium liability was recorded for the year ended December 31, 2024. Consulting fees, promotion expenses and other expenses increased from 2023 due to the Company completed its Qualifying Transaction and was more active in mineral exploration and evaluation activities. The increased expenses in 2024 reflects management's actively pursuing business development opportunities in 2024.

Liquidity, Capital Resources, and Outlook

As at December 31, 2024, the Company had net working capital of \$781,264. This included \$702,504 in cash and cash equivalents, \$103,070 HST receivable, \$10,035 prepaid expenses and \$34,345 in accounts payable and accrued liabilities. Management believes that it has sufficient cash to meet its ongoing obligations. Except as described in the Company's filing statements for the Qualifying Transaction, the funds raised pursuant to the Company's Qualifying Transaction will be utilized only for the identification and evaluation of the projects. There can be no assurance that the Company will be able to obtain adequate financing to pursue its on-going operations.

Financing Activities

In connection with the completion of its proposed qualifying transaction (see above Qualifying Transaction and Mineral Exploration and Evaluation Asset), on December 6, 2023, Aurum completed a non-brokered private placement (the "Concurrent Financing") of 5,000,000 common shares (the "Common Shares") in the capital of Aurum at a price of \$0.40 per Common Share and 240,000 common shares in the capital of Aurum, which were designated as a flow-through shares ("FT Shares") pursuant to the Income Tax Act (Canada), at a price of \$0.50 per FT Share for aggregate proceeds of \$2,120,000. In connection with the Concurrent Financing, Aurum paid aggregate fees to certain arm's length finders in the amount of \$99,035 and issued common share purchase warrants ("Finder's Warrants") to purchase 247,500 Common Shares at a price of \$0.40 per Common Share for a period of 24 months from the date of issuance of the respective Finder's Warrant. The Company recorded \$24,000 flow through premium that is included in the accounts payable and accrued liabilities. There was no qualified exploration expenditure occurred as of December 31, 2023. In the year ended December 31, 2024, the Company renounced under a Look-back Rule the exploration expenses to flow through shareholders and recorded \$24,000 other income on derecognizing the flow through premium.

On January 23, 2024, a former director of the Company exercised 362,500 options at exercise price of \$0.10 per share for 362,500 common shares of the Company.

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On July 10, 2024, 280,000 Agents Warrants issued on July 19, 2022 were exercised into 280,000 common shares at \$0.10 per share. \$42,990 was recorded as share capital for the 280,000 shares, including \$14,990 the grant date value of the 280,000 Agents Warrants.

The Company's directors and officers have signed an escrow agreement and have placed 13,000,000 common shares into escrow. It will be released from escrow in stages over a period of 18 months from the date of the Final Qualifying Transaction Exchange Bulletin. As at December 31, 2024, there are 6,500,000 (2023 – 13,000,000) common shares held in escrow.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements as at December 31, 2024.

Transactions with Related Parties

Related parties include the Board of Directors and Officers and entities which are controlled by these individuals.

All transactions with related parties have occurred in the normal course of business operations.

In December 2023, the Company prepaid two of its officers and consultants who were proposed directors on the Closing of QT in total of \$100,000 for services to be provided in the year ending December 31, 2024. In the year ended December 31, 2024, \$332,900 (2023 - \$nil) consulting fees were charged by two companies controlled by two directors of the Company. \$45,000 (2023 - \$18,000) professional fees were charged by a company controlled by the Company's CFO.

On January 23, 2024, a former director of the Company exercised 362,500 options at exercise price of \$0.10 per share for 362,500 common shares of the Company.

Material Accounting Policies, and Judgements and Estimates

The Company's material accounting policies and the adoption of new accounting policies are disclosed in note 2 of the financial statements for the year ended December 31, 2024.

The critical accounting judgements and estimates used in preparing the financial statements are disclosed in note 3 of the financial statements for the year ended December 31, 2024.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values. Please refer to note 10 of the financial statement for the year ended December 31, 2024.

Disclosure of Outstanding Share Data

As at the date of this MD&A, the Company has 22,682,500 common shares issued and outstanding, of which 6,500,000 shares are in escrow. There are 1,287,500 options, 247,500 warrants outstanding as of the date of this MD&A.

Risks and Uncertainties

There are a number of risk factors associated with Aurum, the Homathko Property and the business of the Company. Upon Completion of the Qualifying Transaction, the exploration and development of the Homathko Property becomes the business of the Company. An investment in the Common Shares involves significant risks. Investors should carefully consider the risks described below and the other information contained in the

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Company's Filing Statement dated December 21, 2023 before making an investment in the Company. Additional risks and uncertainties not presently known to Aurum or that Aurum currently considers immaterial may also impair the business and operations of the Company and cause the trading price of the Company's Common Shares to decline. If any of the following or other risks occur, the Company's business, prospects, financial condition, results of operations and cash flows could be materially adversely impacted. In that event, the trading price of the Common Shares could decline and investors could lose all or part of their investment. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below or other unforeseen risks.

- Limited Operating History
- Negative Operating Cash Flow and Dependence on Third Party Financing
- Uncertainty of Additional Funding
- Competitive Conditions
- Reliance Upon Management
- Title to Properties
- Conflicts of Interest
- Permits and Licences
- Environmental and other Regulatory Requirements
- Volatility of Share Price
- Liquidity
- Dividends
- No Known Mineral Reserves or Mineral Resources
- Licencing Matters
- Reliability of Resource and Reserve Estimates
- Uncertainty of Feasibility Study Results & Revisions to Estimates, and Risks Relating to Production Guidance
- Mine Closure

See the Company's December 21, 2023 Filing Statements available on SEDAR for more information on the risks.

Disclosure Controls and Procedures

Management has designed disclosure controls and procedures to provide reasonable assurance that material information relating to the Company is made known to the Chief Executive Officer and the Chief Financial Officer by others within the Company, in an accurate and timely manner in order for the Company to comply with its continuous disclosure and financial reporting obligations and in order to safeguard assets.

Other Information

Additional information about the Company is available on SEDAR+ at www.sedarplus.com