

**GARIBALDI RESOURCES CORP.**

**MANAGEMENT DISCUSSION & ANALYSIS (“MD&A”)**

**For the nine months ended October 31, 2024**

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This MD&A includes certain forward-looking statements or information. All statements other than statements of historical fact included in this MD&A including statements relating to the potential mineralization or geological merits of the Company's mineral properties and the future plans, objectives or expectations of the Company are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include among other things, statements regarding future commodity pricing, estimation of mineral reserves and resources, timing and amounts of estimated exploration expenditures and capital expenditures, costs and timing of the exploration and development of new deposits, success of exploration activities, permitting time lines, future currency exchange rates, requirements for additional capital, government regulation of mining operations, environmental risks, anticipated reclamation expenses, timing and possible outcome of pending litigation, timing and expected completion of property acquisitions or dispositions, and title disputes. They may also include statements with respect to the Company's mineral discoveries, plans, out-look and business strategy.

Forward-looking statements are predictions based upon current expectations and involve known and unknown risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

Important factors that could cause actual results to differ materially from the Company's plans or expectations include risks relating to the actual results of exploration programs, fluctuating commodity prices, the possibility of equipment breakdowns and delays, the availability of necessary exploration equipment including drill rigs, exploration cost overruns, general economic or business conditions, regulatory changes, and the timeliness of government or regulatory approvals to conduct planned exploration work. Additional factors that could cause actual results to differ materially from the Company's plans or expectations include political events, fluctuations in mineralization grade, geological, technical, mining or processing problems, future profitability on production, the ability to raise sufficient capital to fund exploration or production, litigation, legislative, environmental and other judicial, regulatory, political and competitive developments, inability to obtain permits, general volatility in the equity and debt markets, accidents and labor disputes and the availability of qualified personnel.

Although the Company has attempted to identify all of the factors that may affect our forward-looking statements or information, this list of the factors is not exhaustive. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks and uncertainties detailed throughout this MD&A. The Company disclaims any intention or obligation to update or revise forward-looking information, whether as a result of new information, future events or otherwise, except where required by applicable securities laws.

## **DATE AND INTRODUCTION**

Garibaldi Resources Corp. (“Garibaldi” or the “Company”) is an exploration stage company. The Company’s business is the acquisition, exploration and evaluation of mineral properties located in British Columbia, Canada and in Sonora, Sinaloa and Chihuahua States, Mexico. The Company’s common shares are listed for trading on the TSX Venture Exchange (“TSX-V”) under the symbol GGI.

This discussion and analysis of financial position, results of operations and cash flows of Garibaldi Resources Corp for the nine months ended October 31, 2024 includes information up to and including December 17, 2024 and should be read in conjunction with the Company’s unaudited condensed interim consolidated financial statements for the nine months ended October 31, 2024 and the Company’s audited annual consolidated financial statements for the years ended January 31, 2024 and 2023. All dollar figures are in Canadian dollars unless otherwise stated.

The reader is encouraged to review the Company’s statutory filings, including its Annual Information Form, on [www.sedarplus.com](http://www.sedarplus.com) and to review other information about the Company on its website at [www.garibaldiresources.com](http://www.garibaldiresources.com).

## **MINERAL PROPERTIES IN CANADA**

### ***The Eskay Creek Claim Group - Introduction***

Garibaldi’s flagship property is the “Eskay Creek Claim Group”, which comprises key ground in northwestern British Columbia’s “Golden Triangle”. This Claim Group extends 20 km east-west between Colorado Resources’ KSP project and the former Eskay Creek mine, and 20 km north-south, from the McClymont Creek access road, to Nickel Mountain. Mineralization in this claim group is rich in battery metals, and includes the following potentially economic metals: nickel, copper, cobalt, palladium, platinum, gold, silver, iridium, ruthenium, osmium and rhodium. The tenors of the massive sulphides in the claim group (i.e. their grades, in nickel and copper, within the sulphide minerals) rank amongst the highest in the world. The Eskay Creek Claim Group consists of three neighbouring claim blocks: “E&L”, “Block B” (a small claim block to the west of E&L) and the “Palm Spring Property”.

The following sections of this “Management Discussion and Analysis” discuss:

1. E&L and Block B, from 2016 to 2020
2. Palm Spring, from 2016 to 2020

In 2021, a very thorough geophysical program covered the E&L, Block B and Palm Spring claim blocks, which are together termed “The Eskay Creek Claim Group”. Therefore, the subsequent section is:

3. The Eskay Creek Claim Group in 2021, 2022 and 2023

No exploration work was carried out in the field on the Eskay Creek Claim Group in 2024.

In 2019, Garibaldi discovered a high-grade gold vein, “Casper”, at the north end of the E&L claim block. Although it is within The Eskay Creek Claim Group, Casper merits separate discussion:

4. Casper

***E&L and Block B, from 2016 to 2020***

*Acquisition*

On June 3, 2016, the Company entered into a mineral property option agreement to acquire a 100% interest in 4 mineral tenures located in the Liard Mining Division of northwest British Columbia covering 766 hectares and known as “the historic E&L property”, on which previous operators had discovered a zone of nickel sulphides hereafter referred to as “the Northwest Historic Zone”. In order to earn its interest, the Company was required make cash payments totaling \$100,000, issue a total of 1,100,000 common shares and incur exploration expenditures totaling \$375,000 over a four-year option period. The option was subject to a 2% Net Smelter Return (“NSR”) royalty retained by the optionor.

On September 14, 2018, Garibaldi's directors approved an accelerated buyout of the June 3, 2016 mineral property option agreement. Garibaldi paid the remaining cash balance of \$60,000 and issued the remaining 550,000 common shares due under the option agreement, resulting in Garibaldi owning a 100% interest in the historic E&L property, subject to the 2% NSR royalty.

In late 2016, the Company increased the size of its E&L claim block through three separate purchase agreements covering an additional 32 mineral tenures contiguous to the historic E&L property. These additional tenures were not subject to any NSR royalty.

*2016 Exploration Program*

In 2016, Garibaldi began the process of 3-D modelling the expanded E&L claim block based on data from detailed geophysical surveys undertaken by the Company, which have provided new insights into the morphology and distribution of intrusions and associated magmatic sulphide mineralization on the E&L property. Garibaldi's exploration team has integrated historical data on the expanded E&L claim block with the data obtained from 3-D modelling of the geophysical survey data. The compilation and interpretation indicated the potential for the discovery of a large-scale, high-grade magmatic nickel-copper sulphide exploration target within a four-kilometre-long and 1.5-kilometre-wide corridor containing olivine gabbros of what is herein termed the Nickel Mountain Gabbroic Complex (“NMGC”). This gabbroic complex was subsequently mapped, for over 15 kilometres to the northeast, to outcrops of nickel-copper mineralization at Mount Shirley.

The intrusion that hosts the Northwest Historic Zone of mineralization is termed the “E&L Intrusion”.

Field mapping and channel sampling of mineralization from the historic E&L property provided compelling evidence that olivine gabbros of the E&L Intrusion are intrusive into Jurassic volcanic and sedimentary rocks of the Hazelton Group, and that they host significant nickel-copper-cobalt sulphide mineralization with associated precious metals. Moreover, the sulphide mineralization encountered in channel samples had very high nickel tenors (metal concentration recalculated into 100% sulphide). On that basis, the Company proceeded with a full-scale heliborne versatile time-domain electromagnetic (“VTEM”) survey that was able to detect conductive sulphide mineralization to a depth of approximately 300 metres. In addition, airborne geophysics was carried out over the promising Brass Hill area, approximately 2.7

kilometres northeast of the historic E&L property (and within the expanded E&L claim block), where sampling in 2016 had returned elevated high zinc values as well as highly anomalous gold and copper.

The complete data from the VTEM survey, together with other 2016 field data, and historical geophysical and geological data compiled by Garibaldi's team of nickel sulphide experts, indicated that British Columbia's Golden Triangle's only known nickel-copper magmatic massive sulphide system could be much larger than originally thought. This data compilation resulted in the identification of significant high-priority drill targets.

#### 2017 Exploration Program

A Phase 1 diamond drilling program commenced in August of 2017 targeting the VTEM conductor from the west and the east in a scissor pattern.

The Company completed 14 drill holes for a total of 3,671 metres on the expanded E&L claim block in 2017. 13 of the 14 holes drilled returned broad sections of disseminated to blebby net-textured sulphides (pyrrhotite-pentlandite-chalcopyrite), hosted in olivine gabbro, consistent with a much larger-scale mineralizing event than previously suspected. Geochemical analysis of the drill core indicates a very high metal tenor of the sulphide mineralization.

Drill hole EL-17-14 (the "Discovery Hole"), completed to a depth of 252 metres and collared at 200 metres east of the Northwest Historic Zone, intersected an important new zone, hereafter termed the "Discovery Zone" containing massive nickel-copper-rich sulphide mineralization. The hole, guided by the geological interpretation of data from successful earlier holes and Volterra borehole EM technology, entered massive sulphide mineralization at a depth of 123.75 metres and remained in massive sulphides over 16.75 metres within a broader 40.4-metre section of olivine gabbro grading 3.9% nickel and 2.3% copper from 100.4 metres to 140.8 metres (approximate true widths). The 16.75-metre massive sulphide intercept assayed 8.3% nickel and 4.2% copper, 6.4 g/t combined platinum and palladium, 0.19% cobalt, 1.1 g/t gold, and 11.1 g/t silver.

Assay results for other holes drilled in 2017 on the E&L claim block underscore the very well-mineralized disseminated halo of the E&L Intrusion, with elevated grades of nickel and copper in holes EL-17-01 through EL-17-04 and each hole containing significant amounts of palladium, platinum, gold, silver and cobalt as well as high-grade nickel and copper.

- EL-17-01 was drilled away from the Northwest Historic Zone toward the then untested east, providing the best platform to collect borehole conductivity data, a survey technique undertaken at surface using a geophysical tool (borehole electromagnetic ("BHEM")) which is lowered down a completed drill hole after the core is removed. This system is capable of detecting the location and orientation of conductors within the surrounding rock units. The first hole intersected two long core intervals of disseminated sulphide mineralization totaling 176 metres to a depth of 332 metres, containing a 60.5 metre section grading 0.54% nickel and 0.53% copper. Higher grades of copper (0.80%), with 1.26 g/t palladium, 0.60 g/t platinum and 0.60 g/t gold were intersected over 4.5 metres starting at 279.5 metres within a broad disseminated sulphide zone;

- EL-17-02 intersected broad core intervals of disseminated sulphide mineralization between a depth of 58.5 metres and 190.5 metres. Significant intercepts included 18 metres of 0.69% nickel and 0.80% copper, and 24 metres at 0.56% nickel and 0.65% copper. The hole was drilled toward the east into a previously untested area. Valuable geophysical data were generated from the downhole probe;
- EL-17-03, cut across part of the Northwest Historic Zone, intersected 13.5 metres grading 1.05% nickel and 1.0% copper within a broader core interval of 39 metres containing 0.91% nickel and 0.74% copper beginning at a depth of 42 metres;
- EL-17-04 cut 7.2% nickel, 3.4% copper, 0.82 g/t palladium, 0.78 g/t platinum, 0.40 g/t gold, 10 g/t silver and 0.195% cobalt over 4.8 metres at the bottom of a broader 48.2 metre interval from a depth of 108.4 metres grading 1.1% nickel, 0.69% copper, 0.38 g/t palladium, 0.23 g/t platinum, 0.16 g/t gold, 3.1 g/t silver and 0.032% cobalt;
- EL-17-04 also intersected a second zone of mineralization within a taxitic gabbro featuring 1.08% nickel and 0.68% copper over 12 metres starting at a depth of 189 metres. A taxitic gabbro is variably textured, a key indication of rocks that could host nickel-copper mineralization;
- EL-17-08 returned 39.3 metres grading 1.27% nickel and 0.81% copper, starting from 25.7 metres, including 5.85 metres at 5.1% nickel and 2.0% copper;
- EL-17-09 east of the Northwest Historic Zone intersected two separate zones of mineralization including 9.9 metres of massive sulphides containing 7.3% nickel and 3.3% copper within a broader 12-metre section grading 6.2% nickel and 2.9% copper.

As crews prepared to drill a fifteenth hole (EL-17-15) toward another conductive target, a severe winter storm enveloped the area and made conditions unsafe. The Company was forced to terminate the 2017 drill program. Two drill rigs and other equipment were winterized and left on site.

On January 25, 2018, the Company provided the balance of the 2017 drill program results at the E&L property. Highlights included:

- Drill hole EL-17-10 supported the very high tenor and grade of magmatic sulphide mineralization in the Discovery Zone, returning 8.3% nickel, 4.1% copper, 0.19% cobalt, 4.3 g/t palladium, 1.9 g/t platinum, 1.1 g/t gold and 10.2 g/t silver over 10.3 metres (approximate true width);
- In a significant development that originated from a review of BHEM data using late-time channel 1 readings, Garibaldi identified two unusually strong conductive zones, one directly beneath EL-17-14 and the other south of the Northwest Historic Zone trending southwest to northeast, interpreted as signatures of potential conductive sulphides over a broad footprint at depth;
- Results from the first 14 drill holes strongly suggested that the Discovery Zone and the Northwest Historic Zone, 150 metres apart, are the product of an open-system magma conduit following a structural weakness in the country rocks, implying far greater tonnage and grade potential at Nickel Mountain than historical explorers had estimated.

Exploration in 2018 began with a geophysics program to further assess two high conductivity geophysical anomalies to prioritize drill targets. Data from BHEM surveys were merged with the results of the 2017 airborne VTEM data and this resulted in the interpretation of two large highly conductive anomalies (greater than 10,000 siemens), south of the 2017 drilling, termed HC1 and HC2.

HC1 trends north-south (approximate 200-metre length) whereas HC2 trends northeast-southwest (approximate 300-metre length). These interpreted conductors are of the type that may represent massive sulphides but can be evaluated only by drilling. Geological analysis suggested the possibility that HC1 connects to the massive sulphide intercept in EL-17-14, which contains 8.3% nickel and 4.2% copper over 16.75 metres (approximate true width) starting at a depth of 123.75 metres.

Drill hole EL-17-13 had been instrumental in identifying both HC1 and HC2. An exploratory hole drilled into the southern lobe of the mapped E&L property intrusive complex served as a platform for BHEM geophysics probing which aided in the interpretation of HC1 and HC2. Visual analysis of drill core in EL-17-13 indicated sections of sparse fine-grained disseminated sulphides, a few select samples of which did not return any significant mineralization.

In the spring of 2018, Garibaldi completed extensive helicopter-borne VTEM and magnetics surveys on its Eskay Creek Claim Group, including Palm Spring. The surveys covered approximately 1,650 line-kilometres of Garibaldi's claim group nearly tripled the size of the 2017 surveying program that had identified multiple high-priority conductors, including the one that led to the discovery of nickel-copper-rich massive sulphides east of the Northwest Historic Zone.

In early June 2018, the Company resumed drilling at the E&L property using two drill rigs. The first stage of 2018 diamond drilling was to simultaneously further define the Discovery Zone and systematically step out from EL-17-14 to the south where promising conductive targets had been defined by geophysical surveys.

In support of the 2018 drilling program, state-of-the-art geophysics utilizing HeliSam hybrid ground-air technology was carried out over a broad area in all directions surrounding the Discovery Zone. This cutting-edge survey conducted by Discovery Geophysics International ("Discovery") was able to provide valuable new information for precise drill hole locations within the HC-1 conductor target area as drilling stepped out initially to the south of EL-17-14.

Discovery owns the exclusive North American rights to HeliSam hybrid ground-air technology which is ideally suited to locate conductors potentially representing massive sulphides in rugged terrain such as at the Eskay Creek Claim Group. Discovery deployed approximately 18 kilometres of heavy gauge insulated copper wire, configured in a number of ground loops for deep and rapid airborne exploration, using a helicopter-towed high sensitivity B-field receiver system.

Preliminary results from the 2018 VTEM survey extended the trend of conductors on the E&L claim group by 3.5 kilometres to the northeast.

*Nickel Mountain Discovery Draws Industry-Leading Geophysics Company*

Industry leader Lamontagne Geophysics Ltd. (“Lamontagne”) is well known for its important contributions to nickel sulphide discoveries through its deep-borehole electromagnetic technology. At the E&L property, Lamontagne has been conducting follow-up drill hole surveys on the Company’s 2018 drill holes with its proprietary BHEM tools, to complement the Discovery Geophysics International HeliSam survey, to detect additional conductive anomalies at the E&L property.

It should be noted that geophysical targets are interpretations subject to limitations on data and modelling. While geophysics has been effective at Nickel Mountain, geophysical targets should be viewed only as guides to drilling and sampling.

Assay results from the first eight holes (EL-18-15 to EL-18-22) of the 2018 drill program at Nickel Mountain have confirmed wide intervals of near-surface nickel-copper-rich sulphide mineralization in all directions surrounding the 2017 Discovery Zone. The results also included cobalt, platinum, palladium, gold and silver values.

Drilling highlights:

- EL-18-22, collared 186 m west-southwest of the Discovery Hole, EL-17-14, intersected 12.5 m @ 4.3% nickel and 2.7% copper plus three additional mineralized zones (21 m, 28.7 m and 11.4 m) within the first 150 m (which extends the massive sulphide zone 42 m west-southwest of the EL-17-14 massive sulphide zone);
- EL-18-20, collared 75 m west of EL-17-14, intersected 30.5 m @ 3.1% nickel and 1.9% copper including 8.4 m @ 7.8% nickel and 3.3% copper (extends the massive sulphide zone 20 m west of EL-17-14);
- EL-18-19, collared 75 m west of EL-17-14, intersected 34.9 m @ 2.0% nickel and 1.6% copper including 5.7 m @ 7.3% nickel and 5.1% copper (extends the massive sulphide zone 14 m west-southwest of EL-17-14);
- EL-18-16, collared 76 m west of Discovery Hole EL-17-14, intersected 34.1 m @ 2.4% nickel and 1.5% copper including 7.4 m @ 7.9% nickel and 3.9% copper (extends the massive sulphide zone 50 m southeast of EL-17-14).

Assay results for EL-18-23 and EL-18-24 at Nickel Mountain expanded the Discovery Zone to the northwest and southeast.

- Drill hole EL-18-24 cut two mineralized zones, including 4.5 metres grading 8% nickel and 2.9% copper within a broader interval of 10.5 metres grading 3.7% nickel and 1.6% copper, approximately 64 metres southeast of the EL-17-14 intercept;

- Drill hole EL-18-23, collared on the edge of the icefield and drilled toward the west-southwest, has cut two shallow mineralized zones including a massive sulphide intercept of 5.6 metres grading 7.6% nickel and 3.4% copper, approximately 30 metres northwest of the EL-17-14 intercept and 35 metres above it in elevation;
- The EL-18-24 and EL-18-23 nickel-copper-rich massive sulphide intersections, like others at Nickel Mountain, are significant not only for their grades and widths but such intercepts represented highly prospective new target areas along the "magma highway" to vector into additional massive and disseminated sulphide mineralization.

The Discovery Zone has been recognized to comprise at least two segments: the Upper and Lower Discovery Zones (the "UDZ" and "LDZ" respectively).

Assay results for an additional nine drill holes (EL-18-25 to EL-18-33) confirmed that the Company has drilled into widespread near-surface nickel-copper sulphide mineralization, including massive sulphides in what is now referred to as the Northeast Zone at Nickel Mountain. This shallow new Zone, located above the Upper Discovery and Lower Discovery Zones, had been intersected in three drill holes and was open to the east and north.

Highlights included:

- Drill hole EL-18-33 cut three separate intervals highlighted by 4.8 metres of massive sulphides featuring 7.7% nickel and 2.95% copper within a broader 49-metre intersection starting at a downhole depth of just 37.9 metres and grading 1.34% nickel and 0.89% copper;
- The textbook magmatic sulphide intersections in EL-18-33 started 37.9 metres down hole within a well-mineralized taxitic gabbro chamber above, grading from disseminated into semi-massive sulphides at 75.7 metres down hole and then massive sulphides starting at 77.1 metres. Disseminated mineralization exceeding a threshold of combined 1% nickel plus copper was intersected farther down the hole in two separate intervals starting at 94.5 metres and 143.1 metres, respectively, including a precious-metal-rich 1.0-metre interval (95.9 metres to 96.9 metres) highlighted by 4 g/t palladium, 2.7 g/t platinum, 2 g/t gold and 14.9 g/t silver in an area that warrants further investigation;
- Drill hole EL-18-30, collared from the same location as EL-18-33 but drilled slightly farther toward the east, also intersected the shallow Northeast Zone massive sulphide sequence. Assays returned 7.8% nickel and 3.2% copper over 3.2 metres within a broader 9.7-metre interval grading 3% nickel and 1.6% copper. EL-18-30 also cut two other intervals of disseminated mineralization exceeding a threshold of 1% nickel plus copper, starting from surface;
- A detailed review of geological and geophysical information pertaining to the Upper Discovery and Lower Discovery Zones has revealed a robust flat-lying massive sulphide system with continuity that remains open for expansion in multiple directions.

Dr. Peter Lightfoot, technical adviser for Garibaldi, commented: "EL-18-30 and EL-18-33 confirm the exceptionally high grades of the massive sulphide mineralization in the new Northeast Zone, first detected in EL-18-23, at shallow levels on the northern flank of the E&L Intrusion."

#### *Dynamic Magmatic Sulphide System with Deep Roots*

According to Dr. Lightfoot, "The strong endowment of the massive and disseminated sulphide mineralization at Nickel Mountain is directly related to olivine gabbros that exhibit an unusual variable texture in drill core and outcrop. These rocks are grouped as taxites. A 3D geological model for the mineral zones and the host rocks is evolving as drilling and surface mapping uncovers more information to anchor the geometry of the contacts and the structures that offset the intrusion."

"It is now clear that the E&L Intrusion comprises at least three structurally offset segments, and all three contain disseminated and massive sulphide mineralization. Moreover, petrological and geochemical investigations of the taxitic gabbros indicate that the roots of the intrusion extend at least 462 metres beneath the E&L, where EL-18-18 intersected taxitic gabbro from 421.1 to 462.5 m, and more widely within gabbros extending well beyond the Discovery zone."

"There is strong evidence for an open-system emplacement history through 'magma highways from the mantle', indicating a mineralizing event of considerable scale with nickel grades in massive sulphides that are in the very top echelon." Dr. Lightfoot concluded.

#### *Central Zone Discovery Yields 5.3% Nickel*

The peak of the summer ice melt in 2018 exposed a "ring" of Nickel Mountain mineralization that had never been seen previously. The "ring" is up to 1.6 km long and up to 1 km wide and includes massive sulphide outcrops and a massive sulphide boulder train around the receding margins of the E&L icefield, immediately adjacent to the Discovery and Northwest Historic Zones. Significantly, the Company's geologists also identified taxitic textured gabbro exposed at the northern edge of the icefield, coincident with an encouraging VTEM geophysical signature and 1,300 m from EL-17-14.

Surface sampling of these new massive sulphide outcrops confirmed a third discovery area known as the Central Zone located between the Northwest Historic Zone and the Discovery Zone. Initial shallow drilling in the Central Zone intersected visually strong nickel-sulphide mineralization over significant widths to a depth of 75 metres. Drill hole EL-18-41 cut two zones of visually strong nickel-sulphide mineralization over core lengths of 18.7 metres (9.58 m to 28.3 m) and 21.8 metres (54.1 m to 75.9 m), respectively. The first zone featured variable textured gabbro with strongly disseminated sulphides and bottomed in semi-massive and massive sulphides (50 per cent to 98 per cent sulphides) over the final 1.7 metres of the zone. The second zone started at a depth of 54.1 metres and continued to 75.9 metres, again featuring variable textured gabbro along with moderate disseminated sulphides throughout the 21.8 metres. EL-18-41 was drilled to give geologists a better understanding of orientation of this zone to aid in targeting for subsequent holes.

Three massive sulphide showings (“Crevasse”, “Gully” and “Cliff”) were exposed by the receding ice field in the Central Zone. These showings feature classic Nickel Mountain pyrrhotite-pentlandite-chalcopyrite mineral assemblages. Field analysis of samples from the Crevasse showing, using a Niton XL5-Mining model XRF, suggested a grade profile consistent with that of the Discovery Zone.

The Company completed 16 *in situ* selected samples from the Crevasse showing taken over the full length of the structure, which is exposed for 34 metres, and then trends under the ice in both directions (east-west). These samples were massive and semi-massive sulphides. SGS Labs determined that their grades averaged 5.3% nickel, 2.3% copper, 0.21% cobalt, 0.25 g/t platinum, 0.37 g/t palladium, 0.19 g/t gold and 3.8 g/t silver.

Only 15 metres of the 34 m of strike was drill-tested in 2018 before winter conditions shut down operations.

#### *Exploratory Drilling Outside Main Zones*

Garibaldi's 2018 drill program was designed with two primary goals. The highest priority was to focus on expanding the known mineralized footprint around both the Northwest Historic Zone and the 2017 Discovery Zone, with a particular emphasis on detection of high-value massive sulphides utilizing borehole electromagnetic geophysics.

The second priority was to confirm and outline the extent of the E&L intrusion in a 1.5-kilometre radius from the Northwest Historic Zone and the Discovery Zone. The emphasis was on conductive, magnetic and geological features associated with known mineralization. The following large step-out exploratory holes did not intersect mineralization exceeding combined 1% nickel and copper but provided invaluable geological information to the south and southwest of the mineralized zones.

Drill hole EL-18-31 targeted the east side of the northeast fault zone. Encouragingly, nearly the entire hole consisted of gabbro of the NMGC, intersecting a thick 275-metre sequence of gabbro to locally taxitic gabbro of the E&L Intrusion, including well-developed orbicular features from 373 metres to 394 metres. This confirms the area is highly prospective.

Drill hole EL-18-29 was a 700-metre step-out to the southeast, targeting the centre of a VTEM (Versatile Time-Domain ElectroMagnetic) anomaly. The hole intersected a thick sequence of volcanic rocks with some sedimentary rocks. The sparse pyritic mineralization encountered would not explain the anomalously high conductivity.

Drill holes EL-18-28 and EL-18-32 were both large step-outs, 1.4 kilometres south of the Northwest Historic Zone, testing portions of a magnetic anomaly. Both holes outlined mostly volcanic rocks of the Jurassic Hazelton Group with no significant mineralization but provided important stratigraphic knowledge. The highlight was 39 metres of melagabbro in EL-18-28 from 679.8 metres to 718 metres with trace to 1% sulphides (pyrite and chalcopyrite). This intersection is 775 metres south of taxitic melagabbro in EL-18-26 and provides an attractive target area for follow-up exploration. (A melagabbro is a gabbro that is rich in ferromagnesian minerals.)

Drill hole EL-18-27 tested for the presence of sulphides in the vicinity of a southwest-northeast-trending fault near the Northwest Historic Zone. This hole intersected gabbro of the NMGC gabbro but no significant mineralization. However, the hole did help to map out the extent and shape of the intrusive complex.

EL-18-25 and EL-18-26 tested the area below the Sumitomo adit, a 450-metre exploration adit excavated in 1970. Hole 25 was abandoned at 95 metres due to an excessive change in the dip of the hole. Hole 26 encountered a sequence of disseminated sulphides in taxitic gabbro and melagabbro of the E&L intrusion. This part of the intrusion warrants further exploration.

Assay results for drill holes EL-18-34 to EL-18-46 provided the following highlights:

- Three drill holes in the Northwest Historic Zone intersected disseminated sulphide mineralization, including one of the widest intervals to date: 51.2 metres grading 0.72% nickel and 0.67% copper in EL-18-46. This hole has extended the Northwest Historic Zone to the south into highly prospective terrain with orbicular gabbro and massive sulphide veins toward the margin of the intrusion.
- The first shallow drill holes into a portion of the Crevasse showing at the northern edge of the Central Zone confirmed the presence of high-grade nickel mineralization to a depth of at least 28 metres below surface. This area remains open to the east, west and at depth with drill results highlighted by 6.19% nickel and 2.06% copper over 4.44 metres starting from surface in EL-18-45.

#### *Garibaldi Expands Nickel Mountain Gabbroic Complex ("NMGC")*

Limited drilling under the 1.6-kilometre-long icefield, regional surface mapping and lithogeochemistry have greatly expanded the strike length of the gabbroic rocks of the NMGC to 12 kilometres in a northeast direction. This adds significantly to Nickel Mountain's overall exploration potential. The greatly expanded strike length of the NMGC was planned to be an important component of Garibaldi's exploration and drilling strategy in 2019.

The E&L Intrusion appeared to be part of the NMGC, and it consists of magnesium-rich taxitic and orbicular-textured olivine gabbros. The lateral extent of the E&L Intrusion is open to the east-southeast and at depth, and potential exists for massive and disseminated sulphide mineralization along strike extensions of the intrusion well beyond the footprint of the intrusion identified at this time. Exploration for additional intrusions like the E&L Intrusion was initiated in 2018 with follow-up of magnetic and electromagnetic anomalies, surface mapping of gabbroic rocks, and litho-geochemical sampling.

#### *Exploratory Drilling Outside of Main Zones*

Three holes were drilled (EL-18-39, EL-18-40 and EL-18-44) to begin to build an understanding of the geology and exploration potential beneath the icefield north and northeast of the expanding mineralized footprint of the known E&L zones.

Drill holes EL-18-44 and EL-40 were collared approximately 1,000 metres east-northeast of the Discovery Zones. Both holes intersected weakly mineralized NMGC gabbro near surface (zero to 35.4 metres in EL-18-44, and zero to 101 metres in EL-18-40).

Drill hole EL-18-39 was highly encouraging as it targeted under the icefield from the eastern side of the northeast fault zone. Drill hole EL-18-39 intersected gabbro of the NMGC and Hazelton Group sediments. The gabbroic rocks included a section of variable textured gabbro/melagabbro with disseminated sulphides from 310 metres to 519.4 metres. Another deeper interval of weakly mineralized gabbro interleaved with mudstone was intersected from 783.6 to 1,007.8 metres. This has provided important information about the extent and geometry of the NMGC.

Drill hole EL-18-35 was collared approximately 200 metres southwest of the Lower Discovery Zone and intersected a 278-metre package of NMGC gabbro with variable textured intervals and trace disseminated to locally blebby sulphides, warranting follow-up.

Drill hole EL-18-34 was collared approximately 700 metres southeast of the Lower Discovery Zone, targeting a strong magnetic response. This hole intersected a sequence of weakly magnetic volcanic rocks with local interfingering sedimentary rocks and minor disseminated pyrite and rare chalcopyrite. Follow-up is required in this area as well.

### *Regional Exploration*

A property-wide program of mapping and prospecting continued in 2018, focusing on VTEM anomaly areas, outcrop exposures along the interpreted northeast trend of the E&L Intrusion, and key drainage areas. In conjunction with this program, additional VTEM surveys have been flown to validate and expand upon previous survey results and provide detailed coverage over newly-identified prospective areas.

### *2018 Exploration Summary*

Garibaldi completed the first full season of drilling at Nickel Mountain, the Golden Triangle's first nickel-copper-cobalt-platinum-palladium-gold-silver magmatic massive sulphide system.

The 2018 drill program produced 11,573 metres of drill core, more than three times that of the previous year. By the end of the 2018 exploration program, drilling and extensive surface work at E&L had identified three relatively shallow zones (Discovery, Central and Northwest Historic), including a newly identified sulphide body 30 metres above the Discovery zone at a depth of just 80 metres. Each of the zones remains open in all directions and features top-tier massive sulphide grades of an unusually pure composition of economic metals, according to Dr. Peter Lightfoot, Garibaldi's technical adviser, who is recognized as one of the world's leading nickel sulphide experts. Meanwhile, a combination of fieldwork and step-out drilling over the summer and fall has confirmed that the NMGC strikes northeast for at least three kilometres and extends across strike for at least one km.

Olivine gabbros with unusual variable textures extending to depth indicate a dynamic magmatic environment at Nickel Mountain. Furthermore, the root zone of the intrusion has been affected by post-magmatic deformation processes. Geological, geochemical, structural and geophysical data collected in the 2017 and 2018 programs were used to construct a 3-D model of the mineral system, to guide subsequent exploration.

Steve Regoci, President and CEO of the Company, commented: "Not only have we made important progress in expanding the footprint of this nickel-copper-rich mineralization, but our geological understanding of this unique Eskay camp system -- from the configuration of the intrusion to the controls on mineralization -- has advanced dramatically over last year."

Dr. Lightfoot commented: "Increasingly, Nickel Mountain represents an important new discovery within the Eskay rift. The project is ideally positioned to leverage the demand from dramatically declining nickel-cobalt sulphide discoveries and the resulting depletion of high-quality nickel inventories required to fuel the electric vehicle battery revolution."

#### 2019 Exploration Program

On June 13, 2019, Garibaldi announced the commencement of its 2019 drilling program at E&L. The 2019 drilling program was planned as follows:

- The drill program was to focus on building out the five known mineralized zones on the E&L claim block that had been outlined through 46 drill holes during 2017 and 2018. Each of the mineralized zones was open for expansion in all directions and at depth;
- The Company expected to significantly increase daily drilling meterage and dramatically reduce costs per metre drilled utilizing state-of-the-art new drill rigs which require less water and fuel than comparable drills;
- Assay protocols had been reviewed, changes had been implemented and the Company expected that turnaround times would be greatly improved;
- Detailed analysis of oriented drill core, geology and key geochemical correlations at the E&L deposit would provide valuable new insights with regard to structural controls on mineralization and drill targeting;
- Lamontagne Geophysics planned to continue with borehole electromagnetic geophysical surveys, which have proven to be an effective tool in detecting conductive areas hosting massive sulphides;
- The Company had received a notice of work approval from the B.C. Ministry of Mines to expand the number of drill-pad locations at E&L from 46 to 107.

*Garibaldi Welcomed Advanced New Drill Rigs For 2019 Drilling Program*

The Company utilized two advanced heli-portable surface drill rigs, the DrillCo MDS 1950, with drilling performed by ITL Diamond Drilling Ltd., for its 2019 drilling program. The DrillCo MDS 1950 operates with 160 horsepower at the head and can reach depths of over 2,000 metres (NQ). It provides more power than comparable conventional drills yet it consumes an estimated 25% to 30% less fuel. The drill rigs are mounted on a hydraulic-powered rotating turntable allowing for rapid azimuth and dip change, eliminating costly helicopter support to realign drill rigs when targeting off-hole anomalies. The drills also feature data logging capabilities, providing drilling metrics on a per-shift basis.

On August 9, 2019, Garibaldi released assay results from the initial hole of the 2019 drilling program:

- The first hole of the 2019 season, EL-19-47, intersected 6.1% nickel and 2.8% copper (plus cobalt, platinum, palladium, gold and silver) over 9.32 metres within a broader near-surface interval of 50.57 metres (estimated true width is 40.45 metres) containing 1.50% nickel and 0.94% copper, extending the Lower Discovery Zone ("LDZ") to the southeast. The massive sulphide intercept in EL-19-47 is approximately 64 metres southeast of the EL-17-14 massive sulphide intercept.

Dr. Peter Lightfoot, Garibaldi technical adviser, commented: "EL-19-47 extends the LDZ along the southern flank of the E&L intrusion to the east of previous massive sulphide intervals. The mineralization continues to exhibit a very pure combination of pyrrhotite, pentlandite and chalcopyrite with a very high nickel tenor over the massive sulphide interval. The LDZ remains open along a shallow plunge to the east with more holes planned to establish continuity with previous intercepts to the south."

On September 12, 2019, Garibaldi released assay results for three additional drill holes:

- Drill hole EL-19-48 intersected 7.12% nickel and 3.34% copper over 4.76 metres within 44.5 metres of 1.20% nickel and 0.79% copper (true width estimated at 35.6 metres), widening the LDZ by 12 metres to the northeast;
- Drill hole EL-19-53, filling a gap on the northwest part of the LDZ, cut 30.2 metres of 4.74% nickel and 3.22% copper (plus cobalt and precious metals) including 18.2 metres of 7.04% nickel and 3.81% copper within a broader intercept of 86.5 metres (65 metres to 151.5 metres) averaging 1.88% nickel and 1.32% copper (true width estimated at 69.2 metres).

Drill hole EL-19-53 represented the widest massive sulphide intercept (18.2 metres) and the longest section of continuous mineralization (86.5 metres) since Garibaldi discovered the high-grade Lower and Upper Discovery Zones in 2017.

Drill hole EL-19-54 has extended the Lower and Upper Discovery Zones to the west by 14 metres and 33.5 metres, respectively. Significantly, it also intersected strongly mineralized olivine gabbro at depth (302 metres to 324.7 metres) in a second magma chamber that plunges toward the southeast where a potential feeder zone may exist.

On November 4, 2019, Garibaldi reported assay results for an additional 11 drill holes. Highlights included:

- For the first time at E&L, massive sulphide mineralization had been intersected below the Lower Discovery Zone in a second new gabbro chamber (the "Second Chamber") starting 202 metres downhole and 50 metres below and 40 metres north of the LDZ in drill hole EL-19-65;
- Drill hole EL-19-54 cut four separate intervals of massive sulphide mineralization totalling 9.7 metres core length, at depths starting from 35 metres, 82 metres, 114 metres and 147 metres, including 4.9 metres grading 5.46% nickel and 3.21% copper. This important hole extended the Upper and Lower Discovery Zones westward and, significantly, intersected 51.2 metres of disseminated nickel sulphide mineralization in a chamber starting 290 metres downhole. In total, EL-19-54 cut 142 metres (core length) of mineralization in multiple intervals (84.4 metres above a combined 1% nickel-copper threshold), including 52.3 metres grading 0.65% nickel and 0.49% copper starting just 32.5 metres from surface;
- The two new mineralized chambers greatly expanded the potential scale of the E&L system at depth, providing a vector into potential new massive sulphide zones as these chambers exhibit sulphide textures similar to those previously seen only at shallower levels.

Dr. Peter Lightfoot, technical adviser to Garibaldi, commented: "One of the grand unifying features of magmatic sulphide deposits is their tendency to occur in differentiated intrusions with chaotic textures. The crystallization products of the magma in these chambers form pipe-like intrusions that provided the magma highways from the mantle to the surface. Examples from the central Asian nickel belt include Karatungk [which is China's second-largest nickel sulphide mine], with structurally complex pathways, similar to those now being unraveled at E&L. Strategic deeper drilling at E&L has successfully encountered important new intervals of mineralized gabbroic rocks with E&L-style mineralization."

#### *Northwest Historic Zone Expanded*

A fan of short holes (EL-19-55 to EL-19-60) provided information on the continuity of mineralization between the massive sulphide mineralization at the Northwest Historic Zone and the outcropping surface massive sulphide mineralization at the Crevasse showing. Data indicate that the massive sulphides at the contact of the E&L chamber continue from the Northwest Historic Zone over a distance of 40 metres eastward toward the Crevasse showing. These holes establish that the contact of the E&L Intrusion in the Northwest Historic Zone is a curved subvertical surface along which massive sulphides are concentrated along the gabbro-sediment contact. This shell of massive sulphides extended over 100 metres in length to a depth of 80 metres and remained open at depth along the untested southern boundary that features encouraging geophysical signatures.

On December 20, 2019, Garibaldi reported assay results for an additional 5 drill holes. Highlights included:

- Drill hole EL-19-71 cut 7.94% nickel, 5.85% copper, 0.16% cobalt, 7.05 g/t palladium, 2.73 g/t platinum, 1.75 g/t gold and 15.81 g/t silver over 4.43 metres within 14.99 metres (estimated true width of 12 metres) highlighted by 5.25% nickel and 3.21% copper in the upper section of the Lower Discovery Zone ("LDZ"). This hole cut massive sulphides from 142.5 metres to 157.5 metres, including a total of 4.9 metres of dikes with mineralization;

- Drill hole EL-19-65 indicates there may be a distal mineralized zone enriched in copper and precious metals, because 7.92% copper, 6.33 g/t palladium, 2.69 g/t platinum, 3.0 g/t gold, 40.0 g/t silver and 1.49% nickel were intersected in a chalcopyrite vein between 132.5 and 132.8 metres downhole within one of three wide intervals of mineralization in this hole. EL-19-65 also confirmed (for the first time) nickel-rich massive sulphides 50 metres below the LDZ, starting at a depth of 212.4 metres, providing a vector into potential new chambers along structural corridors;
- Drill hole EL-19-64 has produced the widest mineralized intercept to date east of the Northwest Historic Zone - 103.98 metres grading 0.56% nickel and 0.51% copper starting just 16.7 metres downhole, confirming there is a shallow and well-mineralized gabbro directly north of the LDZ. Importantly, EL-19-64 is also the third drill hole to intersect a known chamber 170 metres below the LDZ. This southeast-dipping chamber is considered highly prospective for potential concentration of massive sulphides and exhibits high nickel-copper tenor.

Jeremy Hanson, Garibaldi's vice-president of exploration, commented: "These latest results emphasize persistent widespread nickel-copper mineralization at E&L. Both deeper chambers, in holes 64 and 65, were found utilizing geological and geochemical interpretation as opposed to the use of borehole geophysics alone. These chambers hold excellent exploration potential. Hole 71, drilled to test geometry and compare metallurgy, tenor and grade, shows the propensity of the LDZ to host high precious metal values and very enriched copper to go along with top-tier nickel grades."

Garibaldi's 2019 on-site exploration program at E&L was terminated in early November. Garibaldi completed 38 diamond drill holes in 2019 for a total of 10,069 metres. Significant new potential was identified at depth while numerous open areas adjacent to known mineralization remained to be tested. On January 22, 2020, Garibaldi reported assay results for an additional 9 drill holes. Highlights included:

- EL-19-75 has extended the Lower Discovery Zone ("LDZ") 25 metres to the north where it remains open, cutting 2.14 metres of 7.1% nickel and 3.9% copper within a broader 90-metre mineralized interval. More significantly, this intersection demonstrates a contact-style massive sulphide along the eastern wall of the main chamber of the E&L Intrusion. This greatly expands the potential for a shell of continuous massive sulphides along the country rock contact within this segment of the E&L Intrusion;
- EL-19-74 has cut 5.98 metres grading 6% nickel and 2.6% copper, extending the Northeast Zone eight metres to the east;
- EL-19-72 (4.4 metres at 2.6% nickel and 0.93% copper starting just 39.5 metres downhole) provides additional support for the presence of a new near-surface, flat-lying massive-semi-massive sulphide zone (adjacent to the Central Zone) with a minimum 50 metres of strike length;
- EL-19-67 has intersected two intervals of mineralized gabbro well below the LDZ, indicating the main E&L chamber is connected to the second deeper chamber confirmed by earlier drill holes EL-19-54 and EL-64. Elevated Cu-Ni ratios, total precious metal and base metal tenors indicate the potential for a high-grade or enriched copper-PGE (platinum group elements) zone along trend;
- Two important geophysical anomalies (F and Q), approximately 700 metres southeast and nearly 1,000 metres south of the Northwest Historic Zone, respectively, are being revisited for their potential to greatly expand the nickel sulphide footprint at E&L, underscoring the scale of this system.

On February 21, 2020, Garibaldi reported assay results for the remaining drill holes from the 2019 drilling program at E&L. Highlights included:

- The eastern section of the Lower Discovery Zone (“LDZ”) expands and thickens to the north as demonstrated by drill hole EL-19-82, which cut 9.83 metres of massive sulphides grading 7.2% nickel, 3.6% copper and 4.8 g/t 3PM (precious metals palladium, platinum and gold combined) within 32.75 metres of 2.7% nickel and 1.6% copper (135.25 metres (m) to 168 m). This hole also cut 5.97 metres of 4.3% nickel, 2.3% copper and 1.5 g/t 3PM in the Upper Discovery Zone;
- Borehole electromagnetic surveys showed two separate and significant conductors converging in the immediate vicinity of EL-19-82's massive sulphides to the north, providing a high-priority area for follow-up drilling with geologists targeting a potential large pool of massive sulphides extending the LDZ;
- Nearly three metres above the 9.83-metre massive sulphide interval and the LDZ in drill hole EL-19-82 is an extremely high-grade 38-centimetre vein that returned 10.0 g/t palladium, 4.3 g/t platinum, 0.12% cobalt, 3.4 g/t gold, 26.0 g/t silver, 6.5% nickel and 4.8% copper, additional evidence of precious metal enrichment in the system;
- Drill hole EL-19-76 cut 43.61 metres, grading 1.6% nickel and 1.3% copper, starting 110 metres downhole, including 6.11 metres at 7.5% nickel, 3.5% copper and four g/t 3PM, as it successfully targeted a transitional style of higher-grade mineralization between the main chamber of the E&L Intrusion and the LDZ to help establish the scale of the sediment-hosted mineral lens;
- Drill hole EL-19-78 returned 58.92 metres of disseminated mineralization northwest of the LDZ, grading 1.1% nickel, 1.2% copper and 2.3 g/t 3PM;
- Drill hole EL-19-79 cut 63.80 m of 1.6% nickel and copper and 1.7 g/t 3PM approximately 10 metres north of the central part of the LDZ in addition to two narrow massive sulphide veins (13 centimetres (cm) and 1.3 m), indicating potential to expand the LDZ further to the north in this area with impressive grades. The 13-centimetre vein returned 5.4% nickel, 7.2% copper, 0.09% cobalt, 7.5 g/t palladium, 4.9 g/t platinum, 8.4 g/t gold and 33.0 g/t silver;
- Exploratory drill hole EL-19-80, collared 50 metres east of the LDZ and drilled toward the southeast for a geophysical platform, intersected three intervals of mineralized gabbro of the E&L Intrusion at depth, tracking the system more than 400 metres from the main chamber where the intrusion is in contact with the Hazelton Group. This opened up a large new domain for exploration in 2020, which was planned to begin with borehole electromagnetics;
- Drill hole EL-19-84 cut 5.42 m, grading 7.7% nickel, 3.8% copper, 0.14% cobalt, 6.56 g/t 3PGE and 9.9 g/t silver along the southern portion of the LDZ, in addition to two strongly mineralized intervals of disseminated gabbro outside the LDZ.

2020 Exploration Program

On September 11, 2020, Garibaldi announced the initial drill results from the 2020 program which had extended the strike length of the mineralized E&L Intrusion from 200 metres to over 650 metres to the east, where the intrusion remains open.

Drilling along an extension of the trend of the E&L Intrusion, which was then recognized to be a bladed dike, has identified mineralized mafic and ultramafic rocks that are chemically similar to the rocks of the E&L Intrusion. The intrusion is open to the west and east. Aggressive diamond drilling continued to build out on the persistent widespread nickel-copper mineralization, which included massive sulphides featuring top-tier nickel-copper grades in addition to the presence of palladium, platinum, cobalt, gold, silver and strategic PGE (platinum group elements including the rare metal, rhodium).

Highlights included:

- EL-20-88 was a large step-out: it was collared 350 metres east of pivotal hole EL-19-80 (that was identified as having intersected the E&L Intrusion), and it intersected 142.79 metres of mineralized taxitic gabbro and olivine pyroxenite along the trend of the E&L Intrusion. The rocks in EL-19-80 are chemically similar to those of the E&L Intrusion, suggesting an expansion of the strike length of the E&L Intrusion to over 650 metres within a two-kilometre structural corridor that remained untested and open;
- EL-20-89 produced the widest mineralized intercept so far, from 71.34 metres to 223 metres, returning nickel-copper mineralization over 151.6 metres grading 0.56% nickel and 0.61% copper. This intersect included 80.53 metres grading 0.88% nickel and 0.85% copper, which expanded the Northeast Zone of massive sulphides by six metres to the south, the LDZ 15 metres north and the Second Chamber (of gabbro) 45 metres west. Semi-massive veins along the contact edge with sediments assayed 0.33 m (100.54 to 100.87 m) of 6.87% nickel and 1.69% copper, and 0.15 m (147.48 to 147.63 m) of 3.04% nickel and 1.62% copper.

Precision BHEM surveys completed on holes EL-19-80 and EL-20-88 detected several high-priority conductors off hole on both the north and south sides of the new extension of the E&L intrusion, along the trend of the mineralized gabbro system. Hole 80 had intersected E&L gabbro approximately 450 metres southeast of the main chamber, whereas hole 88 extended the plunge length of the E&L intrusion to over 650-metre depth which remained open.

Jeremy Hanson, Garibaldi vice-president of exploration, stated: "Holes EL-19-80 and EL-20-88 were instrumental to understanding the directional trend of the E&L system. The drill results and BHEM data confirm that E&L is far more extensive at depth than indicated by shallow drilling and surface outcrop. Garibaldi has now identified E&L mineralized gabbro for over 650 metres of strike length and to 578 metres at depth, less than one-third of the way down slope to the base of Nickel Mountain. Both of these large step-out holes identified mineralized E&L-type gabbro with elevated metal tenors. Borehole EM responses from both holes detected multiple off-hole conductors, providing a vector towards high-priority drill targets."

Importantly, mineralized orbicular-textured E&L type gabbro was found at surface in "float" (i.e. rock fragments that had been detached, by surface processes, from their original outcrops) 950 metres west of the gabbro of the outcropping E&L Intrusion at Nickel Mountain. Furthermore, melagabbroic intrusions have now been identified 1.3 kms east of E&L. The exploration potential to discover new mineralized intrusions at E&L continued to grow both along strike and vertically with deeper drilling.

Mineralized outcrops approximately 12 kms northeast of Nickel Mountain were also discovered: they returned 2.4% nickel and 3.2% copper utilizing a portable XRF, assays were then pending.

The 2020 drill program succeeded in identifying a mineralized extension of the E&L Intrusion, which has the shape of a structurally modified bladed dike, along a predicted plunging trend toward the east. Wider segments of the dike contain disseminated sulphide mineralization and the flanking contacts are associated with contact and footwall-type massive sulphide mineralization rich in nickel, copper, cobalt, platinum, palladium and gold. The E&L Intrusion contains taxitic and orbicular-textured melagabbros, and where the dike is wider and in contact with sedimentary rocks of the Hazelton Group, massive sulphides are developed along the flanks of the intrusion in the sedimentary rocks.

Dr. Peter Lightfoot, Garibaldi technical adviser, commented: "A number of global magmatic sulphide ore deposits are associated with dikes or pipe-like intrusions controlled by structures. These dikes were originally open system magma conduits, termed chonoliths, with narrow dike-like blades flanking the pipe-like intrusion. The pipe is often the nexus of heavier mineralization. The recognition of this morphology at E&L thanks to detailed drilling and structural studies in 2019 provided the basis for drilling to follow the steeply plunging mineralized open system conduit towards the east. Renewed prospecting along strike also provided new evidence of mineralized taxitic olivine gabbro at surface. The discovery of mineralized orbicular gabbro and olivine pyroxenite in hole EL-19-80 to the east, and finding mineralized taxitic-textured olivine gabbro and orbicular-textured surface float samples west of E&L, provides important new evidence that the scale of the mineral system may extend considerably along strike beneath the overlying talus fields and vertically towards the base of Nickel Mountain."

With new geochemical and geophysical targets located at depth, the immediate goal of the drill program was to follow the steep easterly plunge of the E&L Intrusion down dip. The conductors detected off-hole are planned to be drill-tested for mineralization. The potential importance of exploiting deeper targets for mineralization within these expanding zones cannot be overstated. It remained the highest priority.

EL-20-85 and EL-20-86 tested a northeast-trending structure along the projected contact with a sedimentary unit; hole 85 intercepted 34.5 metres (130 to 164.5m) of 0.13% nickel and 0.01% copper while hole 86 intercepted 20 metres (135 to 155 m) of 0.13% nickel and 0.05% copper. EL-20-87 was drilled north of the E&L system to provide a BHEM platform. All three holes were drilled from the same platform providing essential structural data and sections of low-grade mineralization, with no significant intercepts.

Garibaldi concluded its 2020 on-site exploration program at E&L in late November. The Company completed 12 drill holes during the 2020 exploration season bringing the total number of drill holes completed at E&L to 96. On December 30, 2020, Garibaldi released results from its 2020 drill program which targeted deeper extensions of the easterly plunging E&L Intrusion.

Building along the trend of the expanding 650-metre-long E&L footprint, hole EL-20-96 intersected a newly discovered semi-massive sulphide zone 450 metres east of the Lower Discovery Zone ("LDZ") at a depth of 645 metres.

The new zone is along the plunge of the intrusion in the same geological environment in which the Northwest Historic Zone and LDZ developed and occurs at the contact of the mineralized gabbro of the E&L Intrusion and Hazelton Group sedimentary rocks. Detailed modelling of geochemical, geophysical and structural controls supplied vectors targeting deeper areas along a two km long corridor. This modelling provided significant potential for hosting mineralization and multiple off-hole BHEM (borehole electromagnetic) anomalies remained to be tested.

Garibaldi's 2020 exploration season encountered significant challenges, yet its results indicated an increasing scale of the potential at the E&L project. Season highlights were:

- EL-20-96 produced the deepest nickel-copper-mineralized intersection yet at 645 metres depth, while also intersecting an extension of the LDZ massive sulphide. The newly discovered semi-massive sulphide at 645 metres indicated that mineralized gabbro of the E&L Intrusion extends significantly beyond and below the near-surface mineralized zones;
- EL-20-96 was collared near the northern part of the E&L Intrusion and drilled along trend to the southeast at 56 degrees. It cut through a well-mineralized section of the taxitic-orbicular textured gabbro intersecting 132.38 metres of 0.62% nickel and 0.51% copper. It pierced 3.98 metres of high-grade massive sulphide, extending the LDZ five metres to the north;
- EL-20-96 also produced an 18.5-metre interval including the lower section of the orbicular gabbro and top portion of the LDZ. This interval was significantly enriched in palladium and platinum, grading 2.00 g/t palladium, 0.97 g/t platinum and 0.76 g/t gold. This hole intercepted a series of gabbros from surface to over 640 metres;
- EL-20-95 was also drilled in the northern part of the E&L Intrusion. It cut a 128.15 metre interval of 0.34% nickel and 0.37% copper, including a 2.15 metre interval of disseminated and semi-massive copper-platinum group element mineralization in a transitional zone between the E&L Intrusion and gabbro of the NMGC, grading 1.05% nickel, 3.0% copper, 5.03 g/t palladium, 2.87 g/t platinum and 2.6 g/t gold, located 28 metres north of the LDZ in an area open for expansion. A 15 metre intersect of 0.17% nickel and 0.21% copper was discovered 90 metres below the LDZ and remained open, indicating extensive room to explore this northeast-southwest trend of the E&L system;
- EL-20-91 was collared 500 metres southeast of the E&L Intrusion and drilled steeply to the northeast along the interpreted 2-km-long trend of the E&L Intrusion. The hole cut through Hazelton Group sediments and 1.6 metres of semi-massive sulphides at the contact between the Hazelton Group and the gabbro of the NMGC. The hole then intersected 101.36 metres of mineralized gabbro of the E&L Intrusion, grading 0.18% nickel and 0.16% copper from 366.14 to 467.5 metres. The top 49.5 metres of the interval is composed of a taxitic melagabbro. The bottom 51.68 metres is composed of a massive olivine pyroxenite. Hole 91 reinforces the interpretation that massive sulphides form along the contact of gabbro of the E&L Intrusion with the Hazelton Group. This area remained open and is highly prospective;

- EL-20-90 was collared at the southern extension of the E&L Intrusion and extended the near-surface mineralization 29 metres south by cutting 15.37 metres of 0.95% nickel and 0.66% copper mineralization starting at surface. The hole also intersected 30 metres of mineralized gabbro on the south side of the LDZ;
- EL-20-89 produced the longest nickel-copper-mineralized intersection yet: over 151.66 metres grading 0.56% nickel and 0.61% copper. The great expansion of the footprint of the mineralization at E&L, to a strike length of 650 metres, represents a more than threefold extension, from the start of the 2020 exploration season, of the known mineralization on the E&L claim block.

EL-20-94, 93 and 92 were exploratory holes. Hole 94 was a 200-metre step-out to the southwest of the E&L surface expression. Hole 93 was a step-out 700 metres to the east of the E&L Intrusion, and hole 92 was drilled 500 metres southeast of the E&L Intrusion. These holes targeted structural contacts that did not return significant results but confirmed the presence of intrusive rocks. Hole 92 cut through 118 metres of high-magnesium gabbro, providing a vector toward potential mineralized gabbro of the E&L intrusion nearby.

Expanded 2020 regional prospecting resulted in new surface discoveries, including outcropping mineralized gabbro at Mount Shirley 14 kms to the north-northeast of E&L. The strike length of the NMGC was then known to be at least 15 km, and it remained open. Assays of samples from Mount Shirley yielded results of up to 2.09% nickel and 4.59% copper. These results confirmed that there is magmatic sulphide mineralization exposed at a second location within the highly prospective 180-square-kilometre Eskay Creek Claim Group.

Orbicular and taxitic-textured melagabbros, with magnetic sulphides, west of the E&L Intrusion also show strong potential for new mineralized zones.

### ***Palm Spring From 2016 to 2020***

#### ***Acquisition***

On May 5, 2016 and amended on June 19, 2018, the Company entered into a mineral property option agreement to acquire a 100% interest in 35 mineral tenures located in the Liard Mining Division in northwest British Columbia known as the Palm Spring Property. The optionor retained a Net Smelter Return royalty of 2% which may be reduced to 1% by the Company at any time for \$1,000,000.

Under the terms of the agreement, in order to acquire a 100% interest in the Palm Spring Property, the option payments and share issuances were as follows:

- Within 10 days of TSX-V approval – a cash payment of \$10,000 (paid) and the issuance of 100,000 common shares (issued with a fair value of \$8,000);
- On or before May 5, 2017 – the issuance of an additional 200,000 common shares (issued with a fair value of \$30,000);
- On or before May 5, 2018 – the issuance of an additional 300,000 common shares (issued with a fair value of \$924,000);
- On or before June 19, 2018 – the issuance of an additional 56,000 common shares (issued with a fair value of \$172,480);
- On or before June 19, 2018 – incur an additional \$97,000 in exploration expenditures (incurred).

During the year ended January 31, 2019, the Company re-negotiated the Palm Spring option agreement and paid the all the re-negotiated option payments. Consequently, the Company owns a 100% interest in the Palm Spring Property, subject to the 2% Net Smelter Return royalty.

On September 27, 2023, the Company entered into a restated amending agreement subject to approval of the TSX-V (October 24, 2023), the Company shall have the right and option to buy down 1% of the Retained Royalty by issuing to the optionor an aggregate of 500,000 common shares of the Company over a four year period as follows:

- i) 100,000 common shares five dates from the date of TSX-V ("initial share payment") (Issued);
- ii) 100,000 common shares on or before the first anniversary date of the initial share payment; (Subsequently to October 31, 2024, the 100,000 common shares have been issued.)
- iii) 100,000 common shares on or before the second anniversary date of the initial share payment;
- iv) 100,000 common shares on or before the third anniversary date of the initial share payment; and
- v) 100,000 common shares on or before the fourth anniversary date of the initial share payment.

Provided that the Company will have not exercised the right and option to buy down 1% of the Retained Royalty until all of the common shares have been issued to the optionor. The Company share have the right to buy down the remaining 1.0% NSR by making a cash payment of \$2,000,000.

### Exploration

Much of the Palm Spring Property features receding glaciers, exposing previously hidden favorable volcano-sedimentary stratigraphy similar to that of Eskay Creek, which is a former gold-silver volcanogenic massive sulphide ("VMS") deposit, mined by Barrick Gold Corp., that was hosted by rocks of the Hazleton Group.

Preliminary results from Garibaldi's 2018 VTEM survey revealed multiple new gold-VMS (volcanogenic massive sulphide) target areas on the Palm Spring Property.

Garibaldi's Eskay North claim block, in the eastern part of the Palm Spring Property, borders the Eskay Creek property and is situated within three km, along strike, of some of the zones that were mined there. Historic surface sampling on the Palm Spring Property by Noranda had returned high-grade gold and copper values and revealed unique Eskay Creek-type pathfinder minerals in trenches and outcrops.

The sediments of the Bowser Lake Group may overlie the Hazleton Group, obscuring any mineralization within the Hazleton Group. Therefore, the ZTEM survey carried out over the Eskay Creek Claim Group in 2021 tested for geophysical responses beneath the Bowser-Hazleton geologic contact sequence where it occurs on Garibaldi's claims.

### ***The Eskay Creek Claim Group in 2021, 2022, and 2023***

#### 2021 Exploration Program

Garibaldi's 2021 exploration plan was designed to expand the footprint of mineralization associated with the E&L Intrusion, to explore the 15-kilometre strike length between the E&L Intrusion and the nickel-copper outcrops identified at Mount Shirley in 2020, to explore the Casper discovery in the northern part of the E&L claim block, and the Palm Spring Property, including the priority target areas: Triple Faults and Eskay North.

The first stage of the 2021 exploration program began with two separate airborne geophysical surveys:

- Geotech's proprietary deep-penetrating VTEM survey ("ZTEM"; Z-axis Tipper ElectroMagnetic) was to probe for conductive targets at depths far greater than previous VTEM surveys. The ZTEM system's objectives were: first, to test the depth-extent of the E&L Intrusion; and second, to survey for electrically-conductive anomalies similar to those that had already been discovered in the E&L Intrusion, along the northeast trend to Mount Shirley. ZTEM is an airborne electromagnetic survey system which detects anomalies in the Earth's natural magnetic field. These disruptions are caused by zones of rock that conduct or resist electrical current more than the surrounding rock, and may represent mineralization, to depths of up to 2,000 metres. The ZTEM survey results will help to identify potential deep-seated mineral zones in areas with prospective geology, mineral occurrences and/or shallow conductive response.
- SkyTEM Canada's survey was to be flown to select high priority target areas with technology to map the conductive and resistive properties of the host rocks.

ZTEM was to target electrically conductive mineralized gabbro of the E&L Intrusion below the deepest 650 metre mineralized drill intercepts that had been completed in 2020. Plans for drilling deeper ZTEM anomalies would involve building drill platforms farther downslope to provide more productive holes from lower elevations on Nickel Mountain.

Data from both surveys are to be incorporated in the design of future exploration programs.

In other work at Palm Spring in 2021, crews sampled geophysical and geochemical VMS target areas for base and precious metals. This included alteration zones and outcrops identified by WorldView-3 satellite remote sensing.

#### *Preliminary ZTEM Results*

Garibaldi's preliminary ZTEM survey data identified electromagnetic anomalies. The survey detected the response of several conductors that will be ranked for field work and drill testing. Early results were:

- Preliminary two-dimensional Geotech ZTEM survey data over the Nickel Mountain Gabbroic Complex (NMGC) has detected several responses that supported results from earlier VTEM surveys. Five conductors occur along and within the northeast-trending gabbroic complex starting from E&L in the southwest to Mount Shirley in the northeast, and add to the potential for new discoveries;
- These five separate ZTEM anomalies have never been previously drill tested as VTEM targets due to the higher priority of drilling the E&L mineralized zones. By producing a ZTEM response, these early results provided support for these anomalies as reliable conductors and priority drill targets;
- While final ZTEM three-dimensional interpretation was required for full confirmation, the fact that these preliminary 2-D ZTEM results coincide specifically with the five earlier VTEM conductors, was considered to be significant. Particularly interesting is that the ZTEM responses extend downward below the VTEM anomalies in four of the five conductors;

- Garibaldi's Eskay North claim block, in the eastern part of the Palm Spring block, borders the Eskay Creek mine and is situated within three km, along strike, from some of the zones that were mined at Eskay Creek. The Eskay Creek deposit was hosted by rocks of the Hazleton Group. The sediments of the Bowser Lake Group may overlie the Hazleton Group, obscuring any mineralization within the Hazleton Group. Therefore, the ZTEM survey also tested for geophysical responses beneath the Bowser-Hazleton geologic contact sequence where it occurs on Garibaldi's claims.

#### *Subsequent ZTEM Results*

On March 31, 2022, Garibaldi provided an update on the deep-penetrating 2021 ZTEM survey completed by Geotech over the Company's 180-square-kilometre Nickel Mountain – Palm Spring Property claim groups in the Eskay camp of northwest British Columbia. The results of proprietary 3-D inversion processing have identified a large anomalous zone directly below, along trend and continuous with the drill-confirmed mineralized gabbro of the E&L Intrusion.

Most significantly, the large low-resistivity/elevated-conductivity ZTEM response beneath the limits of drilling of the E&L Intrusion is broad and continuous and plunges directly below the intrusion, which is host to numerous high-grade nickel-copper-cobalt PGE (Platinum Group Elements) massive sulphide lenses. This response along the keel of the E&L Intrusion is surprising in scale, with an east-west lateral extent exceeding three kilometres width and plunging over two kilometres to below the valley floor at the base of Nickel Mountain.

The centre of the ZTEM response beneath the E&L Intrusion is located 400 metres below the thickest portion of the mineralized eastern extension of the Intrusion, indicating that the mineral system may continue at depth. The up-plunge of the ZTEM anomaly extends toward surface in the area of the West E&L targets, where mineralized boulders of E&L Intrusion-type gabbro with sulphide mineralization similar to that in the E&L Intrusion are associated with outcropping gabbros. The entire keel of the E&L Intrusion from West E&L along the plunge trend is untested and may be part of a bladed dike in which mineralization was concentrated in multiple magma conduits.

The large ZTEM response beneath the E&L claim group greatly expands the potential for further discovery beneath and around the known massive sulphides of the E&L Intrusion. The survey also revealed numerous anomalous responses throughout the remainder of the property, many of which correspond to surface mineralization.

#### *E&L ZTEM highlights:*

- The ZTEM response down plunge and below the existing E&L intrusion may be due to a much larger mineralized intrusion in the plane of E&L, just beyond existing drill holes;
- The trend of the ZTEM response extends toward the surface at West E&L, where the possible source of boulders of variable textured and orbicular gabbro with magmatic sulphide mineralization is located. These sulphides have similar metal concentration to the disseminated sulphides of the E&L mineral zone;
- Drilling in 2020 intersected a thick differentiated intrusion comprising olivine gabbro and olivine pyroxenite along the predicted structural plunge of the E&L mineral zone and the ZTEM response. This intrusion is mineralized with disseminated to net-textured magmatic sulphide as reported previously. The low-resistivity ZTEM response may represent a continuation of the mineralized system, with potential to host additional high-grade massive sulphide lenses.

*B1/White Fox Target*

On April 21, 2022, the Company announced that 3-D processing had identified several new low-resistivity ZTEM responses five kilometres northeast of E&L, including an exciting new anomaly at target B1/White Fox.

The ZTEM survey over the remainder of the Eskay Creek Claim Group identified an unexpected alignment of high-priority targets, with similar features. The B1 ZTEM anomaly, which rises from a great depth like E&L, extends vertically up to the B1 VTEM (versatile time domain electromagnetic) conductor, detected in 2018, near surface.

Several other features elevate the B1 target to high-priority status besides the coincidence of a ZTEM anomaly with a VTEM conductor: Notably the presence of gabbroic intrusions of the NMGC, and numerous *in situ* surface samples and mineralized boulder train samples with elevated copper, zinc and lead over a broad three-kilometre strike length. Also, elevated magnesium oxide concentrations up to levels found at the E&L intrusion, along with anomalous nickel, indicate the potential for magmatic sulphides.

The ZTEM data for the B1 target, which has not been drill tested, provide a key target for the 2022 property-scale field program, which is highlighted by the following observations:

- The property-wide ZTEM survey has identified several low-resistivity responses that plunge to considerable depth, and also correlate with the location of near-surface conductors from the 2017;
- *B1/White Fox Target* – coinciding ZTEM and VTEM anomalies offer strong support for the B1 target. The ZTEM response rising to surface from great depth, may be highly significant;
- Low-resistivity responses that are similar to those beneath mineralized zones in the E&L Intrusion continue along a 15-kilometre-long trend of gabbroic intrusions within the Hazelton Group, striking to the northeast toward Mount Shirley. A corridor within this belt of coincident ZTEM-VTEM responses, with clusters of samples containing elevated base metals, aligns over a three-kilometre trend;
- The modelled ZTEM responses along strike coincide with the detection of base metals from *in situ* samples and boulder trains with elevated nickel, copper and zinc. Additional conductive data support an alignment along the northeast strike of E&L extending over and continuing past B1.

2022 Exploration Program

On July 28, 2022, the Company announced that the 2022 diamond drilling program had commenced at Nickel Mountain.

The 2022 drill program was to test the targets generated from the 2021 Geotech deep-penetrating ZTEM (Z-axis Tipper Electro-Magnetic) survey. The ZTEM survey identified a number of robust new electromagnetic (EM) responses. These rise from depth to near-surface VTEM conductors that coincide with the location of mineralized zones previously drilled and/or prospected, this especially supportive outcome aided drill target selection.

The targets at E&L are within a plane that contains both the peak ZTEM response, the chaotic mafic-ultramafic rock assemblage of the differentiated intrusion, and the massive and disseminated sulphide zones. Two drill holes have been designed to undercut the E&L intrusion in the plane of the intrusion at least 100 metres below existing drill holes. These holes will directly test the cause of the ZTEM anomalies, test the root of the intrusion and provide a platform for borehole electromagnetic surveys.

A third hole is designed to evaluate the magnetic and conductive source of boulders of taxitic and orbicular-textured olivine gabbro with up to 0.88% nickel and elevated sulphide nickel tenor located one kilometre west of E&L.

Exploration plans include drilling the B1 (White Fox) target, where near-surface conductivity is coincident with gabbroic rocks containing excess sulphide-controlled nickel above an intense ZTEM response, which extends the potential to depth.

The first set of primary targets will be tested by borehole electromagnetic methods to survey around each hole.

On September 22, 2022, Garibaldi announced that diamond drill hole EL-22-97b had intersected nickel-bearing disseminated and semi-massive sulphide mineralization. The mineralization is hosted by taxitic and orbicular-textured gabbro and pyroxene peridotite 205 metres downtrend of the previous deepest mineralized intercept at E&L on Nickel Mountain. The drill hole targeted the downplunge extension of the eastern zone of the E&L intrusion, coincident with a large-scale, low-resistivity/elevated conductivity ZTEM (Z-axis tipper electromagnetic) anomaly identified last season by Geotech's deep-penetrating ZTEM survey.

Garibaldi has submitted core from EL-22-97b for assay and the results that were released.

Garibaldi's 2022 drill program was focused on testing several large-scale low-resistivity ZTEM anomalies within the E&L nickel-copper-cobalt massive sulphide project. E&L mineralization also contains gold, silver, platinum group metals platinum, palladium, together with rhodium, iridium and ruthenium (collectively termed platinum group elements).

The latest intercept is in the plane of the E&L intrusion and rests immediately below the eastern extension mineralization associated with a differentiated sequence of peridotitic and gabbroic rocks. The complex orbicular textures in the gabbros are characteristic of the E&L intrusion in both the eastern extension and the newly identified root zone approximately 200 metres below. The target was drilled as a major stepout from the known intrusion to establish whether a low-resistivity ZTEM anomaly beneath E&L corresponds to the plane of additional mineralized segments of the intrusion within the plane of prospective geology. The discovery of mineralized taxitic and orbicular-textured gabbros and pyroxene peridotite expands the potential scale of mineralization well below the previously drill tested 600-metre-by-650-metre plane of the mineralized E&L intrusion. Most importantly, drill hole EL-22-97b demonstrates the potential for mineralization coincident with the plane of the E&L intrusion at depth within the anomalous zone identified by the ZTEM survey.

Exploration highlights:

- Hole EL-22-97b extends E&L mineralization more than 205 metres downtrend from previous drilling. The drill hole was collared 383 metres downslope from EL-20-91 and EL-20-92 and 216 metres east of and below the adit, cutting through the plane of the E&L intrusion, allowing for more efficient drilling operations and providing an optimal borehole electromagnetic (BH-EM) platform for surveying.
- E&L intrusion rock types were intercepted from 440 metres to 480 metres and 589 metres to 609 metres, with semi-massive sulphides occurring at 472.2 metres and 597.3 metres. Portable XRF (X-ray fluorescence) measurements taken on these sulphides returned 2.8% nickel and 1.1% nickel, respectively.
- The sulphide-bearing rocks of the intrusion plunge for more than 800 metres and remain open beneath the E&L intrusion.
- These intercepts of mineralized E&L-type rocks are in the plane of the E&L intrusion and coincide with the footprint of the previously modelled ZTEM anomaly, which extends for more than three kms.
- The drill hole was designed to test the plane of the E&L intrusion at depth below previous drilling and successfully intercepted two intervals of E&L gabbro, which contain sections of disseminated, blebby and semi-massive sulphides.
- The hole has been lined from top to bottom with PVC (polyvinyl chloride) to facilitate borehole electromagnetic surveys.

2023 Exploration Program

Drilling at Nickel Mountain was designed to test along the trend of the steeply plunging ZTEM response coincident with the trend of the E&L gabbro system. Market conditions over the past 3 seasons make established geophysical techniques the primary tool for generating drill targets. This approach is cost effective and provides excellent results to track the E&L system.

First stage exploration at the E&L Property, included surface geochemical sampling and mapping conducted by a 4-person field crew from July 16<sup>th</sup> 2023 to July 31<sup>st</sup> 2023. A total of 96 samples were collected from high priority areas including B1, Mt. Shirley, TOM 1 and Nanny Goat targets along the 15 km base metal belt from E&L. Additionally, the three main target areas were drill tested; EL, B1 and PSP.

Exploration at E&L began with a geophysics program completed by Lamontagne Geophysics Ltd ("Lamontagne") to survey drill holes from 2022. Data from the BHEM surveys identified conductive zones off-hole at depth from drillhole traces specifically in EL-22-97B which resulted in a conductive anomaly over 100 meters wide approximately 50 meters off hole east of EL-22-97B. The broad response lies 200 meters immediately down trend of the mineralized E&L gabbro in holes EL-20-88 and EL-21-91.

EL-23-99 drilled moderately dipping towards the NNW; however, the hole was abandoned due to poor rock conditions encountered at 131 meters depth. A secondary hole was re-collared from the same pad location, EL-23-99B, where drilling successfully reached a final target depth at 610 meters. Drilling encountered interbedded Hazelton volcanics with mudstones from surface to approximately 425 meters depth. Barren gabbroic rocks of the Nickel Mountain Gabbro Complex were noted to intrude between 451-486 meters depth. Below this depth, mudstone units of the Hazelton Group were intersected to the bottom of the hole at 610m. Subsequent BHEM surveys were completed by Crone Geophysics. Results indicate a new broad off-hole anomaly located approximately 60 metres northwest of Hole EL-23-99B.

At the Palm Springs target, a single 211 metre drillhole was collared to test a target from the 2018 VTEM survey. Stratigraphic units intersected minor zones of sulphide and graphitic layers, with occasional 5-8 cm quartz-calcite-arsenopyrite±galena veinlets within interbedded mudstone and sandstone turbiditic units. Results are currently being modelled and interpreted.

At B1, surface sampling identified silicified altered intrusive and volcanic rocks with semi-massive to massive quartz-sulphide veins 0.1 to 0.5 meters wide. Highlights included: Individual assays of metals in outcrop grab samples were as high as 4.66 % Zn, 1.28 % Cu, 1.72 gpt Au and 21 gpt Ag. Geological and structural mapping identified various gabbroic phases with mineralization noted along the contact with mudstone lenses.

A strong VTEM conductor identified was drill tested in drillhole B1-23-01, which drilled a total of 207 meters. Drilling towards the north intersected a highly altered and silicified volcanoclastic unit with occasional quartz-sulphide veinlets. Sulphides were primarily pyrrhotite, chalcopyrite, and sphalerite, with locally remobilized textures.

The Mt. Shirley target was identified in previous campaigns, where a 10-meter sulphide lens containing pyrrhotite-chalcopyrite-pentlandite was located. Additional sampling in 2023 was completed and highlighted by individual assays of metals in outcrop grab samples that were as high as 1.71 % Ni, 0.886 % Cu, 0.15 % Co. Crews mapped local rock units and prospected nearby receding glacial ice edges for further mineralization.

Elsewhere on the Eskay Creek Claim Group,, field crews visited the Nanny Goat target where historic elevated gold values have been reported. Numerous float samples were collected and interpreted to be sourced from a rugged edge above the traverse line. Massive magnetite boulders, and malachite-stained quartz veined intrusive rocks containing up to 1.29 % Cu, 0.316 gpt Au and 37 ppm Mo were located.

Field crews conducted brief work at the TOM 1 and Lehto Porphyry "Minfile" showings (<https://minfile.gov.bc.ca>).

At TOM 1, several quartz veins a few centimeters thick contain disseminations and blebs of chalcopyrite, a copper mineral.

At the Lehto Porphyry, localized veining and alteration containing hematite, chlorite and vuggy quartz are widely distributed. Highlights include 2.37 % Cu in altered diorite-monzodiorite containing narrow quartz veins with disseminated to blebby chalcopyrite - pyrite.

## ***Casper***

### 2019 Exploration Program

Garibaldi discovered a high-grade gold-quartz vein system at “Casper” near the northern end of the E&L claim block. This discovery occurs along the robust and underexplored structural corridor of the McLymont Fault, which trends NNE and is west of the Eskay rift. Casper has a strategic low-elevation location less than one kilometre off the McLymont Creek access road and just two km from the AltaGas Forrest Kerr camp at an elevation ranging from approximately 400 to 600 metres. Casper represents an easily accessible target, not requiring helicopter support, that can be drilled throughout the year.

Highlights of the 2019 Exploration Program at Casper:

- Soil and MMI survey sampling indicate the mineralized system strikes NW-SE and has a strike length of at least 500 metres and is open along trend;
- Two VTEM (versatile time-domain electromagnetic) conductors are found 500 and 1,000 metres south of the Casper showing.

The exploration team located a quartz vein, found to contain high gold grades, including native gold, in dense vegetation. This vein was exposed over 43 metres by hand trenching and it remained open along trend. The quartz vein sulphides include chalcopyrite, galena, pyrrhotite, pyrite and arsenopyrite with native gold confirmed by scanning electron microprobe.

- To gauge the potential for grade, the quartz vein was tested with 21 shallow drill holes to a maximum depth of 2.5 metres using a Shaw backpack drill. 18 of the holes returned significant gold, silver, copper, lead and zinc mineralization. Ten holes returned at least one 0.60-metre interval grading between 12.6 g/t gold and 64.6 g/t gold while silver grades from those samples along 17 metres of strike ranged from 16.3 g/t to 90.5 g/t;
- Eight channel samples across the Casper vein returned a weighted average of 7.36 g/t gold over a mean length of 0.62 metre;
- Thirty-three of 207 float and grab samples from the Casper claim area, including the vein, returned assays that were greater than 2.0g/t gold, including 17 samples with grades ranging from 11.35 g/t gold to 144 g/t gold (samples are selective and are not necessarily representative of mineralization hosted on the property);
- Garibaldi has secured a five-year drill permit for the Casper area.

### 2020 Exploration Program

Use of a base camp shared with the exploration program on the E&L Intrusion, along with flexible work plan schedules adapted for weather, resulted in gains in productivity and accelerated development at the Casper high-grade gold discovery, which is at a lower elevation than the E&L Intrusion. Two new quartz veins were identified in proximity to the high-grade Casper vein, including one with multiple samples of visible gold.

Highlights of the 2020 exploration program at Casper:

- Field crews collected 165 samples within 250 metres north of and 250 metres south of the northwest-southeast striking Casper vein with grades reaching as high as 249 g/t gold, 13 samples returned grades exceeding 10 g/t gold, and 23 samples returned grades exceeding 1 g/t gold;
- Mechanical trenching at the Casper gold quartz vein further uncovered the high-grade vein over more than 120 metres from the initial 43 metres of hand trenching exposing the discovery;
- The quartz vein remained open with mineralized rock samples extending along trend for 330 metres within a 500-metre gold-in-soil and MMI (mobile metal ion) geochemical anomaly;
- Four new mineralized veins were discovered this season most notably one 44 metres downslope from the main vein which like the Casper vein also contains visible gold and returned 76.9 g/t gold;
- The quartz vein sulphides include chalcopyrite, galena, pyrrhotite, pyrite and arsenopyrite with native gold;
- Field crews completed 94 unbiased channel samples spaced one metre apart throughout exposed sections of the Casper vein. This channel sampling could aid in future drill hole planning and trenching.

Highlights of 2020 channel sampling at Casper:

- A total of 61 channel sample assays returned gold grades ranging from 0.676 g/t gold up to 93.29 g/t gold from a channel sample that contained visible gold;
- The Casper quartz vein system remains open with mineralized rock samples extending along trend for 330 metres. Infill soil samples returned up to 0.5 g/t gold 140 metres along trend northwest of the northernmost channel.

Volcanic and sedimentary rock units outcropping along faults near geochemical and geophysical anomalies are being sampled and mapped.

Jeremy Hanson, Vice-President Exploration, stated: "Even at this early stage, it's remarkable to see such consistent elevated gold grades in a quartz vein extending more than 120 metres that remains open. The recent discovery of additional mineralized veins is extremely encouraging, especially with visible gold."

"The expanding Casper vein system may represent the surface expression of a much larger system at depth. The number of mineralized veins, found 50 to 100 metres from the main vein, the geophysical anomalies identified and a volcanic unit outcropping found 300 metres east containing up to 4.2 g/t gold are especially encouraging."

Elevated gold prices have made Casper an attractive and high-priority target. In late November 2020, the Company completed a 4-hole drill program at Casper, totalling 639.5 m.

On February 12, 2021, Garibaldi provided the assay results from that drill program. Highlights were:

- All four holes intercepted gold mineralization. Drilling confirmed at least three discrete mineralized quartz veins, two of which contain visible gold along with a mineralized silicified volcanic unit also containing visible gold. Many additional vein splays and quartz veinlets are present in the core;
- The Casper vein returned 9.1 g/t gold over 0.72 metres (CAS-20-03: 23.42 to 24.14 m), a second vein with visible gold returned 8.2 g/t gold over 0.56 metres (CAS-20-02: 72.94 to 73.5 m). The four-metre-thick mineralized silicified unit with visible gold returned 8.89 g/t gold (CAS-20-01: 124 to 125 m);
- Drilling followed up on the 2020 sampling and trenching program results, confirming the presence of mineralization below surface. Multiple veins and targets remained to be drill tested. The Casper hydrothermal system remained open with rock samples exceeding 1.0 g/t gold extending along trend for 330 metres within a 500-metre-wide gold-in-soil anomaly;
- A distinct high resistivity zone lies 100 metres south of the vein system and may represent a broad area of prospective silicification and veining. The presence of multiple mineralized quartz veins, mineralized silicified volcanics in core, mineralized rhyolitic surface samples and high grade in-situ vein samples indicate the potential for a significant broad scale hydrothermal gold system.

#### 2021 Drill Program

The 2021 drill program tested along trend of the known mineralized vein system to both the northwest and southeast, as well as down dip, while simultaneously targeting silicified volcanic units which have hosted gold mineralization in both outcrop and core.

Mapping of four separate rock units containing gold at Casper has elevated expectations with regard to the potential for the system to represent a bulk mineralized zone, with over 120 metres of systematic trenching of high-grade gold in quartz veins that may be the surface expression of targets at greater depth.

Newly acquired SkyTEM data identified steeply dipping high-resistivity breaks within stronger conductive zones coincident with the known Casper system, which is composed of quartz veins and silicified volcanics. Only one hole to date has exceeded 150 metres in depth. Two additional high-resistivity breaks were identified north of the known mineralized system, as well as significant high-resistivity areas trending continuously to the northwest from the known system.

On May 13, 2022, the Company released assay results from its 2021 Casper drill program which tested multiple mineralized veins and volcanic rock units. The drilling program at Casper, 20 kilometres north of E&L, was completed in October 2021:

- Five diamond drill holes followed up the first four diamond drill holes from the 2020 drill program at the Casper discovery. Eight of the nine drill holes have intersected significant gold mineralization, with increasing gold grades toward the southeast;

- Drill core samples from silicified volcanic rocks containing quartz-carbonate-sulphide veins at a depth of 129.5 m returned 10.15 g/t gold over 4.5 m (hole CAS-21-05: 129.5 to 134 m), including 29.94 g/t gold over 1.5 m (hole CAS-21-05: 129.5 to 131 m). This intercept may be continuous with the four-metre-thick mineralized silicified unit containing visible gold intercepted in 2020, located approximately 65 m to the northwest. This hole validates the exploration concept that gold mineralization is associated with a broad silicified volcanic unit rather than discrete local veins, expanding the potential for a much larger gold-bearing mineral system;
- Elevated gold abundances along a 260-metre strike length are confirmed by drilling and the system remains open with increasing potential to the southeast. Previously-reported surface trenching has also exposed the Casper vein for over 120 m strike length and select rock samples exceeding one g/t gold occur at surface for over 330 metres, within a 500-metre-wide zone of anomalous gold concentrations in soil;
- Fine-grained visible gold has been intercepted in both 2021 and 2022 drilling, as well as 2022 trenching. Multiple grab samples with visible gold trenched in 2020 from the east side of the main Casper vein returned 249.0, 92.3, 75.3 and 58.4 g/t gold.

Exploration at Casper has identified a continuous zone of gold-rich quartz vein mineralization in association with soil geochemical gold anomalies and extensive rock-chip gold anomalies both along strike and across strike indicating potential for multiple subparallel veins of mineralization. The development of silicified country rocks with elevated gold content and the complex structural relationships evident from the LIDAR (Light Detection And Ranging) data highlight the potential that the results sit on the edge of a much larger gold-bearing mineral system where altered country rocks and quartz veins with elevated gold are controlled by northwest-southeast and north-south lineaments corresponding to a shear zone. An exciting opportunity exists to expand the footprint of the mineral zone and identify structurally-controlled blowouts with economically interesting grade and thickness of gold-silver mineralization.

#### 2022 and 2023 Exploration Program

The Casper gold prospect remained inactive in 2022 and 2023 but is a priority for additional geophysics and follow up drill testing when market conditions allow for expanded budgets. After extensive delays, the Eskay Claim group's exploration permit was renewed until 2029, the claims are in good standing until 2032. Also, the Company has the right and option to buy down the Net Smelter Return (NSR) royalty on the Palm Spring Property ("PSP") block to 1% by issuing to the optionor an aggregate of 500,000 common shares of the Company over a four year period. Upon the issuance of the 500,000 common shares, the Company may acquire the remaining 1.0% NSR by making a cash payment of \$2,000,000.

#### *Quality Assurance/Quality Control (QA/QC)*

As it explores the Eskay Creek Claim Group, Garibaldi has applied a rigorous quality assurance/quality control program, using best industry practice. All core was logged by a professional geoscientist and selected intervals were sampled. NQ2 drill core was sawn in half and each sample half was placed in a marked sample bag with a corresponding sample tag then sealed. The remaining half core is retained in core boxes that are stored at a secure facility in Smithers, BC.

Chain of custody of samples was recorded and maintained for all samples from the drill to the laboratory. All diamond drilling sample batches included 5% QA/QC samples consisting of certified blanks, standards and field duplicates. Two certified ore assay laboratory standards and one blank standard were used in the process and were supplied by CDN Resource Laboratories Ltd., an independent laboratory located in Langley, B.C.

Samples were submitted to SGS Canada Inc. in Vancouver, B.C., an ISO 9001: 2008-certified lab, for base metal, sulphur and precious metal analysis using inductivity coupled plasma (ICP), fire assay (FA) and Leco methods.

Samples were prepared by crushing the entire sample to 75% passing two millimetres, riffle splitting 250 grams and pulverizing the split to better than 85% passing 75 microns. Gold, platinum and palladium were analyzed using a 30-gram fire assay and ICP-AES. Total sulphur was analyzed using a Leco method. Nickel, copper, cobalt, silver and other elements were analyzed by sodium peroxide fusion and ICP-MS.

The performance on the blind standards, blanks and duplicates achieved high levels of accuracy and reproducibility and has been verified by Jeremy Hanson, a Qualified Person as defined by National Instrument 43-101.

*James M. Hutter, P.Geo., a Qualified Person as defined by NI-43-01 regulations, has reviewed this MD&A and approved the technical disclosures concerning the Eskay Creek Claim Group.*

### **Red Lion**

The Company owns a 100% interest in the Red Lion property, an early-stage porphyry copper-gold prospect located in the Omineca Mining Division of British Columbia. The Red Lion property is subject to a Net Smelter Return royalty of 2% which may be reduced to 1%, at any time, upon payment by the Company of \$2,000,000. The Red Lion property is located approximately 67 kilometres southeast of the Kemess mine and adjoins the Kliyul copper-gold porphyry project under option to Teck Resources Ltd. Red Lion shows extremely strong copper-gold stream sediment geochemistry in both government regional geochemical survey responses and follow-up proprietary surveys. Access and infrastructure at Red Lion are excellent with the power line to the Kemess South mine only three kilometres away.

Extensive geophysical and surface sampling programs carried out, combined with compilation and contouring of historical soil sampling results from RL Ridge, have revealed a 10-kilometre-long northwest-southeast-trending mineralized corridor in the prospective Quesnel trough. This large corridor is parallel to the Omineca mining road and power lines to Kemess that strategically pass through the Red Lion claims. Major target areas along Red Lion corridor include:

- An extensive copper-in-soil anomaly at the RL Ridge target stretches northwest-southeast for 4.2 kilometres and east-west for 400 metres to 800 metres within a broader anomaly up to 1.7 kilometres wide.

- Parallel to the east of this large geochemical anomaly is a 2.4-kilometre-long induced polarization chargeability high, open to the north and south, that continues up slope from the Omineca road. The IP high coincides with anomalous copper-gold rock, soil and stream sediment results along with a magnetic high that is known to be underlain by a diorite to a monzodiorite intrusive in a largely overburden-covered area (RL East target).
- A second chargeability high, 1.8 kilometres long, is located fewer than two kilometres northwest of RL Ridge at the RL West target and also coincides with anomalous copper-gold rock, soil and stream sediment results and a magnetic high underlain by a diorite intrusive.

Significantly, the four chip samples at RL West with the highest measured chargeability were associated with abundant pyrite and assayed the highest grades in gold, copper and cobalt. Those values ranged from 1.07 grams per tonne gold to 37.5 grams per tonne gold, 0.21% copper to 13.6% copper, and anomalous cobalt to 0.55% cobalt. Extensive outcropping exists at RL West, and numerous areas have yet to be sampled. The fact that the chargeability high appears to be related to sulphides carrying mineralization is extremely encouraging. The IP chargeability highs at Red Lion are similar to those measured at the adjoining Kliyul copper-gold property to the south.

On February 6, 2022, the Company entered into a mineral property purchase agreement to acquire a 100% interest in one mineral claim known as the Sola claim. The Sola claim is 214 hectares in size and is contiguous with the Company's Red Lion property. The Company paid the vendor \$1,562 and paid filing fees of \$560. The Sola claim is subject to a Net Smelter Return royalty of 1%. The Company has the right to buy one-half of the 1% net smelter royalty at any time for \$500,000. On June 15, 2022, the Company issued 25,000 common shares with a fair value of \$9,375 to the vendor.

A total of 69 rock samples were collected during the 2023 exploration campaign primarily from an area near the JOH 1 showing which returned anomalous copper-in-soil in previous years, as well as copper mineralized diorite identified during past prospecting traverses. Results from the 2023 program returned coincident anomalous copper, gold, and silver values in soil samples, and recent IP chargeability highs. Rock sampling confirmed the presence of chalcopyrite+/-bornite mineralization in a diorite stock near the JOH 1 showing and lead-zinc-copper+/-gold+/-silver polymetallic veins associated with the intrusion. Highlights included 1.55 % Cu, 5.24 gpt Au and 0.1274 % Co from select outcrop grab samples.

Elsewhere on the property, mineralized quartz sampled from the F-Vein showing, returned promising gold results, up to 32.8 g/t Au.

*Charles Greig, MSc, P.Geo., a Qualified Person as defined by NI-43-01 regulations, has reviewed this MD&A and approved the technical disclosures concerning the Red Lion property.*

### ***King***

On August 15, 2009, the Company entered into a mineral property option agreement to earn a 100% interest in a mineral property located in the Iskut River area of British Columbia known as the King Property. Under the terms of the agreement, the Company paid \$30,000, issued 100,000 common shares with a fair value of \$21,000 and completed \$100,000 in exploration work on the King Property. The Company was to make an additional \$70,000 payment by June 30, 2014 which was not paid.

On December 15, 2015, the option agreement was amended and the Company earned a 100% interest in the King Property by agreeing to engage the optionor for \$72,500 of exploration work on the King Property in 2016 in lieu of making the final \$70,000 option payment. The optionor retained a Net Smelter Return royalty of 2%.

On October 29, 2021, the Company entered into a mineral property option agreement with another public company (the "optionee") in which it granted the optionee the right to earn 50% interest in select mineral claims on the King Property. The terms of option agreement provide that the optionee will earn a 50% interest in the select mineral claims upon issuing a total of 900,000 common shares to the Company and incurring \$500,000 in exploration work on the claims over a three-year period ending October 29, 2024.

At January 31, 2023 and 2024, the Company has not received the initial share issuances required under the option agreement, and therefore the agreement is considered to be in default. On July 7, 2023, the Optionee assigned the mineral property option agreement to Goldrea Resources Corp ("Goldrea") a public company, and on November 22, 2024, the Company amended the agreement by reducing the exploration commitment from \$500,000 to \$250,000 (\$300,000 less \$50,000 incurred by the Optionee) to October 29, 2026 as consideration, Goldrea agreed to issue the 500,000 common shares that was due on October 29, 2024. As of December 17, 2024, the Company has received 350,000 common shares from Goldrea and 50,000 common shares from the Optionee. The remaining 500,000 common shares from Goldrea is still outstanding.

The Company does not have further exploration activities planned for the King property. On January 31, 2023, the Company wrote-off acquisition and deferred exploration costs of \$296,943 related to the King property.

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*Mr. Carl Von Einsiedel, P.Geo., a Qualified Person as defined by NI-43-01 regulations, has reviewed this MD&A and approved the technical disclosures concerning the King property.*

### **Grizzly and Golden Bear**

The Company owned a 100% interest in the Grizzly claims located in the Sheslay Valley in northwestern British Columbia. In 2015, the Company acquired a 100% interest in eight additional mineral claims known as the Golden Bear claims adjacent to the Grizzly claims.

On November 22, 2022, the Company sold the Grizzly and Golden Bear properties for proceeds of \$400,000 resulting in a loss of \$1,570,662.

### **Black Gold**

The Black Gold property consisted of a black granite quarry located near Grand Forks, British Columbia.

During the year ended January 31, 2023, the Company allowed the Black Gold mineral claims to lapse. On January 31, 2023, the Company wrote-off acquisition and deferred exploration costs of \$85,167 related to the Black Gold property.

### **Sid, Sunrise and Atlin**

On October 5, 2016 and amended on September 20, 2018, the Company entered into a mineral property option agreement to acquire a 100% interest in 17 mineral tenures located in the Omenica Mining Division in British Columbia known as the Sid and Sunrise claims and a 100% interest in 4 mineral tenures located in the Atlin Mining Division of northwest British Columbia known as the Atlin claims. In order to earn the interests, the Company was required to pay \$90,000 (paid) and issue 500,000 common shares over a four-year option period (issued). The mineral properties are subject to 2% Net Smelter Return royalties retained by the optionor. The 2% Net Smelter Return royalties may be reduced to 1% by the Company at any time for \$1,000,000.

Under the terms of the option agreement, in order to acquire the 100% interests in the mineral properties, the share issuances were as follows:

- Within 10 days of TSX-V approval – the issuance of 100,000 common shares (issued with a fair value of \$11,000).
- On or before October 5, 2017 – the issuance of an additional 100,000 common shares (issued with a fair value of \$220,000).
- On or before November 5, 2018 – the issuance of an additional 100,000 common shares (issued with a fair value of \$93,000).
- On or before November 5, 2019 – the issuance of an additional 100,000 common shares (issued with a fair value of \$98,000).
- On or before November 5, 2020 – the issuance of an additional 100,000 common shares (issued with a fair value of \$42,000).

The Company owns a 100% interest in the Sid, Sunrise and Atlin properties, subject to the 2% Net Smelter Return royalties.

On March 31, 2019, Garibaldi entered into a mineral property purchase agreement to acquire a 100% interest in 21 mineral claims known as the Keystone claims located in the Atlin Mining Division of British Columbia. The purchase price was \$56,000.

On June 11, 2021, Garibaldi announced that it had added key claims at Otter Creek within the Atlin Mining Division, expanding the Company's lode gold prospect to a total of 8,704 hectares. Atlin has been a rich placer gold mining district since the Klondike gold rush from the mid-1800s to the present day. Until recently, the source of Atlin's coarse gold placers had remained elusive.

The Otter Creek lode gold prospect consists of 8,704 total hectares and is located 12 kms east of Atlin in northwest British Columbia. From March 20<sup>th</sup> 2022 to March 31<sup>st</sup> 2022, Garibaldi Resources completed a short drilling program aimed to follow up the 2016 gold in bedrock discovery to test continuity at depth.

The first announcement of a new lode gold discovery on Otter Creek in the Atlin Mining Division was made by British Columbia Geological Survey (BCGS) geologists in a 2017 publication titled "A new lode gold discovery at Otter Creek: another source for the Atlin placers" (BCGS Paper 2017-1, pages 179 - 193). Placer operations enabled geologists to sample and map the bedrock in excavated pits before backfilling, allowing access to the BCGS geologists who published the lode gold discovery.

The Otter Creek lode gold discovery provides strong evidence that Atlin's rich, coarse, crystalline gold placers are sourced from proximal high-grade gold veins rather than previously assumed eroded distal deposits in listwanites. Garibaldi's new acquisition in the Atlin Mining Division consolidates a core land package that occupies nearly the entire 10-kilometre length of Otter Creek. Significantly, Garibaldi's geology team considers the expanded claims package covering the Otter Creek placers as an important exploration priority. With excellent road access and infrastructure, the discovery of bona fide in situ bedrock-hosted gold is a remarkable find with enormous potential.

Garibaldi's Otter Creek project highlights include:

- Placer mining uncovered coarse gold in bedrock, resulting in multiple samples of in situ bedrock gold along Otter Creek. Bonanza-grade gold is hosted in quartz veins emplaced along structures in phyllite bedrock.
- A large north-south-trending fault, with a series of secondary faults, extends along Otter Creek, providing a key structural setting for lode gold deposits.
- Otter Creek and neighbouring creeks, including Spruce, Birch, Pine, Ruby and Wright Creeks, have produced some of the largest gold nuggets discovered in British Columbia, weighing from 24 ounces to 83 ounces of gold.
- The Company's Otter Creek database includes 2,282 MMI (mobile metal ion) samples, a compilation of 1,884 historic soil samples, 15 IP (induced polarization) lines, 143 kilometres of "Walking Mag" and 263-line-kilometres of airborne magnetic and electromagnetic (DIGHEM) surveys.
- Drill target development will utilize the historical database, bedrock exposure of gold-bearing quartz veins, geophysical data and analysis of a 728-sample Soil Gas Hydrocarbons (SGH) survey, a technique that has been used successfully in Red Lake, Ontario.

A short 63.0-meter depth drillhole to test extension of gold mineralization in bedrock intersected phyllite and quartzite units with minor sulphides in bedrock from 32.6m to 63.0m depth. No significant gold values were encountered from the units.

The Sid and Sunrise Claims were the only other properties that were inactive during 2022 and 2023. These claims are good until 2026, they are being reviewed to prioritize the next stage of exploration.

*James M. Hutter, P.Geo., a Qualified Person as defined by NI-43-01 regulations, has reviewed this MD&A and approved the technical disclosures concerning the Sid, Sunrise and Atlin properties.*

### **Tora Tora**

The Tora Tora property is in the Similkameen Mining Division of British Columbia. The mineral claims are subject to a 2% Net Smelter Return royalty. A 5-man field crew visited the Property on November 14<sup>th</sup>, 2023 to conduct geochemical soil sampling in northern-central part of the claims. Sampling was designed

to test anomalous Au-PGE historically reported to occur on the property. One hundred four soil samples were collected, assays are still pending.

The Company does not have further substantive exploration activities planned for the Tora Tora property. On January 31, 2023, the Company wrote-off acquisition and deferred exploration costs of \$209,529 related to the Tora Tora property.

### **MINERAL PROPERTIES IN MEXICO**

The Company must incur minimum exploration and evaluation expenditures each year to keep its Mexican properties in good standing. The Company has not completed any exploration programs in Mexico for several years and does not have further exploration activities planned on its Mexican properties. Accordingly, all costs incurred on the Mexican properties are written off. During the nine months ended October 31, 2024, the Company accrued and wrote-off \$98,006 (January 31, 2024 - \$345,492) in land taxes on its Mexican properties. The Company is currently assessing potential sale and/or option agreements on its Mexican properties.

#### **Sonora Properties**

The Company owns two non-contiguous concession packages in Sonora State, Mexico, known as the Rodadero and Tonichi properties. The Company must incur minimum exploration and development expenditures each year to keep the concessions in good standing. The concessions are each subject to a 1% Net Smelter Return royalty which the Company can purchase at any time for \$1,000,000 each.

#### **Rodadero**

The Rodadero property, where the Company made a high-grade discovery in 2014 at the Silver Eagle target, is located approximately 90 kms northwest of Agnico Eagle's La India mine and Alamos Gold's Mulatos mine. The Company has built significantly on the work of the Mexican Department of Mines whose geological maps for Rodadero showed numerous known gold and silver occurrences, placer gold occurrences and more importantly large areas of alteration similar to the alteration zones identified in the Mulatos area. Detailed geological work at Mulatos has demonstrated that the large alteration zones are associated with epithermal systems that formed gold deposits.

The Company carried out an extensive exploration program at Rodadero to evaluate the mineralized zones located to date. Additional sampling and detailed mapping ahead of reducing the concessions to cover only the significant areas of mineralization was completed. This work resulted in the identification of several important targets. After reduction of the concessions, the mineralized areas were divided into the Rodadero North and Rodadero South areas.

#### **Tonichi**

The Tonichi property is located approximately 90 kms west of Alamos Gold's Mulatos mine. Tonichi shows gold and silver as well as porphyry copper and porphyry molybdenum occurrences.

The Tonichi concessions host a multitude of mineral prospects within broad zones of intense alteration over many square km. These target areas were explored for potential drill targets in addition to the Locust "gold in soil" anomaly. The Company completed a trenching and mapping program on the Locust target to develop plans for future drilling. At the same time, the Company continued with the ongoing assessment of multiple targets identified by hyperspectral survey. Garibaldi's hyperspectral remote

sensing technology has been a rapid, cost-effective method of identifying the best drill targets throughout this strategic land package.

The Company's drilling efforts were focused on the Locust target in the northern part of Tonichi where the Company was following up on an important mineralized intercept (0.24 g/t gold and 0.16% copper over 104.6 metres) in hole MAR-13-02. Drilling at Locust (2,745 metres in 16 widely spaced holes) outlined a broad envelope of near-surface mineralization that measures at least 5 kms along trend and 1-2 km across. The exploration targets are an oxide gold deposit and/or a gold-copper porphyry system.

During the year ended January 31, 2023, the Company wrote-off acquisition costs of \$279,737 related to the Sonora properties.

### ***Iris***

The Company acquired a 100% interest in the Iris property located in Chihuahua State, Mexico. The Company must incur minimum exploration and development expenditures each year to keep the concessions in good standing. The property is subject to a 2% Net Smelter Return royalty. The Company has the right to buy down the royalty to 1% by paying US\$1,500,000 to the vendor.

The Iris property has drill-ready targets and is strategically located in the heart of a robust mining and exploration camp in western Chihuahua State. The property is in the area of several mines, including Agnico Eagle's Pinos Altos mine and Minera Frisco's Ocampo mine.

Garibaldi acquired Iris based on an ASTER-SWIR satellite image outlining a distinct silica anomaly and the observation that the regional Ocampo caldera rim that bisects Pinos Altos traverses through the northern portion of Iris. Both Agnico Eagle and Aurico Gold (later acquired by Minera Frisco) purchased Garibaldi's proprietary hyperspectral data of the Ocampo mining district.

During the year ended January 31, 2023, the Company wrote-off acquisition costs of \$8,628 related to the Iris property. The Company's plan for the Iris property is to maintaining the properties in good standing while the Company re-evaluate its Mexican operations.

### ***La Patilla***

The Company owns a 100% interest in the 99 hectare La Patilla property located in Sinaloa State, Mexico. Should the property be placed into commercial production, the Company is required to issue 800,000 common shares to the original owner and pay a 3% NSR royalty capped at US\$3,000,000. The NSR may be reduced to 1% at any time upon the payment of US\$2,000,000 by the Company to the original owner.

La Patilla was acquired as a potential near-term exploitation project. Several gold-bearing quartz veins and/or breccia bodies at La Patilla have drawn interest from artisanal miners for many years. The property features easy access, relatively flat terrain at low elevations, and is surrounded by excellent infrastructure in an established mining district. Garibaldi has also negotiated a long-term agreement with the local community to allow for any potential future metal extraction on the property by the Company.

First-ever diamond drilling at La Patilla returned highly encouraging gold values near-surface including an interval grading 10.4 g/t gold over 8.5 metres in LP-14.

Garibaldi has received excellent metallurgical results for the La Patilla vein system with a gold recovery rate of 95% from a flotation test carried out by the Mexican Geological Survey in Chihuahua City.

During the year ended January 31, 2023, the Company wrote-off acquisition and exploration and evaluation costs of \$5,119 (2022: \$619,553) related to the La Patilla property.

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*Dr. Craig Gibson, PhD., CPG., a Qualified Person as defined by NI-43-01 regulations and a director of the Company, has reviewed this MD&A and approved the technical disclosures concerning the Company's Mexican properties.*

## **SELECTED ANNUAL INFORMATION**

The following table sets out selected annual financial information for the Company for the years ended:

|                                   | January 31,<br>2024<br>\$ | January 31,<br>2023<br>\$ | January 31,<br>2022<br>\$ |
|-----------------------------------|---------------------------|---------------------------|---------------------------|
| Revenues                          | Nil                       | Nil                       | Nil                       |
| Net and comprehensive loss        | (757,033)                 | (3,463,740)               | (1,851,344)               |
| Basic and diluted loss per share  | (0.01)                    | (0.03)                    | (0.02)                    |
| Total assets                      | 44,890,039                | 45,426,298                | 43,335,565                |
| Non-current financial liabilities | 3,012,000                 | 3,637,000                 | 3,094,000                 |
| Dividends                         | Nil                       | Nil                       | Nil                       |

## **DISCUSSION OF OPERATIONS**

During the three months ended October 31, 2024:

The Company recorded a net and comprehensive loss of \$126,935 for the three months ended October 31, 2024, as compared to net and comprehensive income of \$38,195 for the three months ended October 31, 2023 which included \$243,963 in settlement of flow-through premium liability. Total expenses for the three months ended October 31, 2024, were \$128,343, as compared to \$209,852 for the three months ended October 31, 2023.

The Company's operations have been consistent with those of the comparable period. In the comparable period, the Company had a commitment to incur exploration expenditures under the look-back rule and recorded taxes pursuant to Part XII.6 of Canada's Income Tax Act. All other current costs are consistent with those of the comparable period. The Company had nominal exploration expenditures in the current quarter due to cash constraints. There were no share-based payments in the current quarter as compared to \$25,000 recorded in the comparable quarter.

During the nine months ended October 31, 2024:

The Company recorded a net and comprehensive loss of \$543,605 for the nine months ended October 31, 2024, as compared to the net loss of \$344,483 for the nine months ended October 31, 2023 which included \$309,313 in settlement of flow-through premium liability. Total expenses for the nine months ended October 31, 2024, were \$451,412, compared to \$558,876 for the nine months ended October 31, 2023.

As noted earlier, the Company's operations have been consistent with those of the comparable period. Total expenses have decreased due to cash constraints. All other current costs are consistent with those of the comparable period. The Company had nominal exploration expenditure in the current period.

## **SUMMARY OF QUARTERLY RESULTS**

A summary of results for the most recent eight quarters are, for the quarters ended as follows:

|                                       | October 31,<br>2024<br>\$ | July 31,<br>2024<br>\$ | April 30,<br>2024<br>\$ | January 31,<br>2024<br>\$ |
|---------------------------------------|---------------------------|------------------------|-------------------------|---------------------------|
| Comprehensive income (loss)           | (126,935)                 | (258,809)              | (157,861)               | (412,550)                 |
| Basic income (loss) per share         | (0.00)                    | (0.00)                 | (0.00)                  | (0.00)                    |
| Fully diluted income (loss) per share | (0.00)                    | (0.00)                 | (0.00)                  | (0.00)                    |

|                                       | October 31,<br>2023<br>\$ | July 31,<br>2023<br>\$ | April 30,<br>2023<br>\$ | January 31,<br>2023<br>\$ |
|---------------------------------------|---------------------------|------------------------|-------------------------|---------------------------|
| Comprehensive income (loss)           | 38,195                    | (221,260)              | (161,418)               | (3,062,125)               |
| Basic income (loss) per share         | 0.00                      | (0.00)                 | (0.00)                  | (0.03)                    |
| Fully diluted income (loss) per share | 0.00                      | (0.00)                 | (0.00)                  | (0.03)                    |

In the above table, the large variances in quarterly results are due to share-based compensation expense, the write-off of exploration and evaluation assets and to deferred income taxes recorded during a particular quarter. Included in the January 31, 2024, comprehensive loss is \$673,300 to the indemnification of the shareholders for taxes and penalties related to the unspent portion of the commitment pursuant to Part XII.6 of the Income Tax Act that levies a tax on flow-through share issued under the look-back rule.

## **LIQUIDITY AND CAPITAL RESOURCES**

At October 31, 2024, the Company did not advance its mineral properties to commercial production and has not generated revenue from operations. The Company does not expect to generate revenues in the foreseeable future and expects to continue to incur costs to further explore its mineral properties.

The Company estimates that the administration of its corporate affairs will cost in the order of approximately \$225,000 per quarter or \$900,000 per year. In addition, the Company's Mexican properties require the payment of semi-annual property maintenance taxes.

At October 31, 2024, the Company had working capital deficiency of \$2,370,881 (January 31, 2024 – \$1,770,021). The Company will need to raise capital to meet its ongoing commitments and further its exploration programs for the next twelve months. The Company has financed its operations and mineral property exploration programs to date primarily through the issuance of common shares. The Company has been successful in raising funds in the past to finance operations, however, there is no assurance it will be able to do so in the future.

### ***Financing Activities***

There were no financing activities during the nine months ended October 31, 2024.

### ***Financing Facility***

On September 1, 2021, the Company entered into a definitive agreement with Alumina Partners (Ontario) Ltd. which provided for financing of up to \$12,000,000 over three years by way of a draw down equity financing facility. Alumina Partners is an affiliate of New York-based private equity firm Alumina Partners, LLC.

The investment agreement was structured for rapid access to equity private placement tranches of up to \$500,000 each. Each tranche will be a private placement of units comprising one common share and one-half of one share purchase warrant exercisable for three years.

The Company may elect to access funding as and when required at its sole discretion, and there are no standby charges or other upfront fees associated with the investment agreement. The units will be issued at a discount of 15% to 25% from the closing market price at the time each tranche is drawn down and the warrants will be issued at a 25% premium over the same closing market price. The expiry date of the warrants may be accelerated if the Company's common shares trade at equal to or greater than twice the exercise price for 20 consecutive days once the warrants are eligible to be exercised. Each unit issued under the investment agreement will be subject to the acceptance of the TSX Venture Exchange and the securities issued will be subject to a four-month hold period from the date of issuance. As of October 31, 2024, the financing facility has expired.

### **PROPOSED TRANSACTIONS**

The Company has no proposed transactions to report.

### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements to report.

### **TRANSACTIONS WITH RELATED PARTIES**

As at the date of the MD&A, the Board of Directors of the Company are Steve Regoci, Barrie DiCatri, Greg Burnett, Craig Gibson, Jeremy Hanson and Dr. Raymond Goldie. The officers of the Company are Steve Regoci, Chief Executive Officer and Barrie DiCatri, Chief Financial Officer.

The Company considers its Board of Directors to be key management personnel. The Company incurred the following key management compensation charges during the nine months ended October 31, 2024 and 2023:

|                                  | For the nine months ended<br>October 31, |            |
|----------------------------------|------------------------------------------|------------|
|                                  | 2024                                     | 2023       |
| Exploration and evaluation costs | \$ 4,684                                 | \$ 88,813  |
| Management fees                  | 216,000                                  | 216,000    |
|                                  | \$ 220,684                               | \$ 304,813 |

At October 31, 2024, accounts payable and accrued liabilities included \$399,938 (January 31, 2024 – \$193,316) due to directors of the Company and to a company with a director in common with the Company for advances and services provided. Amounts due to related parties are unsecured, non-interest bearing and have no specific terms of repayment.

### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities as at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

#### *Exploration and Evaluation Expenditures*

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of the expenditures is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

#### *Site Closure and Reclamation Provisions*

The Company assesses its mineral properties' rehabilitation provision at each reporting date or when new material information becomes available. Exploration, development and mining activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for reclamation obligations requires management to make estimates of the future costs that the Company will incur to complete the reclamation work required to comply with existing laws and regulations at each location. Actual costs incurred may differ from those amounts estimated.

Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact any amounts charged to operations for reclamation and remediation. At the periods presented, no reclamation obligation has been incurred. Therefore, no provision has been recorded which represents management's best estimate of the present value of the future reclamation and remediation obligation. The actual future expenditures may differ from the amounts currently provided.

#### *Title to Mineral Properties*

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

#### *Going Concern*

Management has applied judgments in the assessment of the Company's ability to continue as a going concern when preparing its consolidated financial statements. Management prepares the consolidated financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading or has no realistic alternative to do so. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period.

### **CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's condensed interim consolidated financial statements.

### **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

At October 31, 2024, the Company's financial instruments consist of cash, accounts payable and accrued liabilities.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

### ***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company's cash is deposited in bank accounts held with major banks in Canada and Mexico. As most of the Company's cash is held by one major Canadian bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

### ***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from financing activities and its holdings of cash.

Historically, the Company's primary source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities at October 31, 2024:

|                                          | Within one year | Between one<br>and five years | More than<br>five years |
|------------------------------------------|-----------------|-------------------------------|-------------------------|
| Accounts payable and accrued liabilities | \$ 2,409,273    | \$ -                          | \$ -                    |
|                                          | \$ 2,409,273    | \$ -                          | \$ -                    |

### ***Market risk***

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

### ***Foreign exchange risk***

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currencies. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

The Company's Mexican subsidiary is exposed to currency risk because it holds cash and incurs expenditures that are denominated in Mexican pesos while its functional currency is the Canadian dollar.

The following is an analysis of the Canadian dollar equivalent of financial assets and liabilities that are denominated in Mexican pesos:

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|                                          | October 31,<br>2024   | January 31,<br>2024 |
|------------------------------------------|-----------------------|---------------------|
| Cash                                     | \$ 78                 | \$ 3,129            |
| Accounts payable and accrued liabilities | (1,069,607)           | (944,097)           |
|                                          | <b>\$ (1,069,529)</b> | <b>\$ (940,968)</b> |

Based on the above net exposure, at October 31, 2024, a 10% change in the exchange rate of the Mexican peso in relation to the Canadian dollar would impact the Company's net income or loss by approximately \$107,000 (January 31, 2024 – \$94,100).

The Company is also exposed to currency risk as it incurs expenditures that are denominated in US dollars while its functional currency is the Canadian dollar.

The following is an analysis of the Canadian dollar equivalent of financial assets and liabilities that are denominated in US dollars:

|      | October 31,<br>2024 | January 31,<br>2024 |
|------|---------------------|---------------------|
| Cash | \$ 4,703            | \$ 4,721            |

Based on the above net exposure, at October 31, 2024, a 10% change in the exchange rate of the US dollar in relation to the Canadian dollar would impact the Company's net income or loss by approximately \$470 (January 31, 2024 – \$470).

### ***Interest rate risk***

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash is exposed to interest rate risk. The Company manages its interest rate risk by obtaining the best commercial deposit interest rates available.

### ***Classification of financial instruments***

Financial assets included in the condensed interim consolidated statements of financial position are as follows:

|                                    | October 31,<br>2024 | January 31,<br>2024 |
|------------------------------------|---------------------|---------------------|
| Fair value through profit or loss: |                     |                     |
| Cash                               | \$ 16,000           | \$ 122,106          |

Financial liabilities included in the condensed interim consolidated statements of financial position are as follows:

|                                          | October 31,<br>2024 | January 31,<br>2024 |
|------------------------------------------|---------------------|---------------------|
| Amortized cost:                          |                     |                     |
| Accounts payable and accrued liabilities | \$ 2,409,273        | \$ 1,952,587        |

### ***Fair values***

The fair values of the Company's financial assets and liabilities approximate their carrying amounts.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- 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 asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Company's financial instruments measured at fair value on a recurring basis at July 31, 2024 and January 31, 2024:

|      | <b>October 31, 2024</b> |         |         |
|------|-------------------------|---------|---------|
|      | Level 1                 | Level 2 | Level 3 |
| Cash | \$ 16,000               | \$ -    | \$ -    |

  

|      | <b>January 31, 2024</b> |         |         |
|------|-------------------------|---------|---------|
|      | Level 1                 | Level 2 | Level 3 |
| Cash | \$ 122,106              | \$ -    | \$ -    |

### **RISKS AND UNCERTAINTIES**

In addition to the risks and uncertainties outlined earlier in this MD&A, the Company is also subject to other risks and uncertainties including the following:

#### ***General Risk Associated with the Mining Industry***

The business of mineral exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that claims and leases are in good standing and obtaining permits for drilling and other exploration activities. The market prices for gold and other metals can be volatile and there is no assurance that a profitable market will exist for a production decision to be made or for the ultimate sale of the metals even if commercial quantities of precious and other metals are discovered.

Exploration and development activities involve risks which careful evaluation, experience and knowledge may not, in some cases eliminate. The commercial viability of any mineral deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure, government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a mineral deposit. Management attempts to mitigate its exploration risk by maintaining a diversified portfolio of properties and a strategy of possible joint ventures which balances risk while at the same time allowing properties to be advanced.

### ***Dependence on Key Personnel***

Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and competition for professionals is intense. The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

### ***Permits and Licences***

The operations of the Company will require licences and permits from various governmental authorities, which have been applied for and/or will be applied for at the proper time. There can, however, be no assurance that the Company will be able to obtain all necessary licences and permits required to carry out exploration, development and mining operations of its projects.

### ***Environmental Regulation***

The operations of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions or various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are becoming more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of future operations. The Company may become subject to liability for pollutions or hazards against which it cannot insure or again which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

### **OUTSTANDING SHARE DATA**

#### ***Number of Issued and Outstanding Common Shares***

As at the date of the MD&A

137,502,853

### ***Share Purchase Warrants***

As at the date of the MD&A, there were 8,450,628 share purchase warrants outstanding entitling the holders thereof the right to purchase one common share for each warrant held as follows:

| Number of warrants<br>Outstanding | Exercise Price | Expiry Date        |
|-----------------------------------|----------------|--------------------|
| 2,664,472                         | \$0.55         | July 22, 2025      |
| 181,250                           | \$0.55         | September 16, 2025 |
| 400,000                           | \$0.40         | December 2, 2025   |
| 4,418,333                         | \$0.45         | December 2, 2025   |
| 578,200                           | \$0.45         | December 2, 2025   |
| 200,333                           | \$0.45         | December 23, 2025  |
| 8,040                             | \$0.45         | December 23, 2025  |
| 8,450,628                         |                |                    |

### ***Stock Options***

As at the date of the MD&A, there were 4,650,000 stock options outstanding entitling the holders thereof the right to purchase one common share for each option held as follows:

| Number of options<br>outstanding | Exercise Price | Expiry Date        |
|----------------------------------|----------------|--------------------|
| 2,850,000                        | \$1.00         | March 8, 2026      |
| 100,000                          | \$1.00         | September 7, 2027  |
| 500,000                          | \$0.45         | September 27, 2028 |
| 3,450,000                        |                |                    |