

**MANAGEMENT DISCUSSION FOR TRANS CANADA GOLD CORP.  
FOR THE PERIOD ENDED SEPTEMBER 30, 2023  
PREPARED AS OF NOVEMBER 22, 2023**

**Contact Information**

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*This management's discussion and analysis ("MD & A") provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the period ended September 30, 2023, in comparison with the previous year. This report supplements our unaudited interim financial statements and should be read in conjunction with our interim financial statements and the accompanying notes. Our interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and all monetary values included in this report are in Canadian dollars, unless it is indicated otherwise. Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.*

Additional information regarding the Company is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**Forward-Looking Statements**

The matters discussed in this MD&A include certain forward-looking statements. Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements. Forward-looking statements may be identified, without limitation, by the use of such words as "anticipates", "estimates", "expects", "intends", "plans", "predicts", "projects", "believes", or words or phrases of similar meaning. In addition, any statement that may be made concerning future performance, strategies or prospects and possible future corporate action, is also a forward-looking statement. Forward-looking statements are based on current expectations and projections about future general economic, political, and relevant market factors, such as interest rates, foreign exchange rates, equity and capital markets, and the general business environment, in each case assuming no changes to applicable tax or other laws or government regulation. Expectations and projections about future events are inherently subject to, among other things, risks, and uncertainties, some of which may be unforeseeable. Accordingly, assumptions concerning future economic and other factors may prove to be incorrect at a future date. Forward-looking statements are not guarantees of future performance, and actual events could differ materially from those expressed or implied in any forward-looking statements made by the Company. Any number of important factors could contribute to these digressions, including, but not limited to, general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, business competition, technological change, changes in government relations, unexpected judicial or regulatory proceedings and catastrophic events. We stress that the above mentioned list of important factors is not exhaustive. We encourage you to consider these and other factors carefully before making any investment decisions and we urge you to avoid placing undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise these forward-looking statements as a result of new information, future events or otherwise, except as required under applicable securities laws.

Forward-looking statements are included throughout this Report. In particular, this Report contains forward-looking statements pertaining to the following:

- the quantity and quality of reserves or resources;
- the performance characteristics of the Company's oil and gas properties;
- oil and natural gas production levels;
- capital expenditure programs and the timing and method of financing thereof;
- future development and exploration activities and the timing thereof;
- future land expiries;
- estimated future contractual obligations and the amount expected to be incurred under our farm-in commitments;
- realization of the anticipated benefits of acquisitions and dispositions;
- future liquidity and financial capacity;
- projections of market prices and costs;
- supply and demand for oil and natural gas;
- expectations regarding the Company's ability to raise capital and to continually add to reserves through acquisitions and development;
- expectations relating to the award of exploration permits by governmental authorities; and
- treatment under government regulatory and taxation regimes.

With respect to forward-looking statements contained in this Report certain assumptions have been made including:

- oil and natural gas production levels;
- commodity prices;
- future currency and interest rates;
- future operating costs;
- the Company's ability to generate sufficient cash flow from operations and to access existing credit facilities and capital markets to meet its future obligations;
- availability of labour and drilling equipment;
- general economic and financial market conditions; and
- government regulation in the areas of taxation, royalty rates and environmental protection.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below:

- volatility in market prices for oil and natural gas;
- liabilities and risks inherent in oil and natural gas operations;
- uncertainties associated with estimating oil and gas reserves;
- competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel;
- incorrect assessments of the value of acquisitions;
- imprecision in estimating capital expenditures and operating expenses;
- availability of sufficient financial resources to fund the Company's capital expenditures;
- the possibility that government policies or laws, including those related to the environment, may change or governmental approvals may be delayed or withheld;
- stock market volatility and market valuation;
- potential delays or changes with respect to exploration and development projects or capital expenditures;
- geological, technical, drilling and processing problems;
- fluctuations in foreign exchange or interest rates and stock market volatility;
- general economic and business conditions;

- changes in income tax laws or changes in tax laws and incentive programs relating to the oil and gas industry;
- failure to obtain industry partner and other third party consents and approvals, as and when required;
- failure to realize the anticipated benefits of acquisitions; and
- the other factors identified in other documents incorporated herein by reference.

These factors should not be considered exhaustive. Statements relating to “reserves” or “resources” are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the resources and reserves described can be profitably produced in the future. The forward-looking statements contained in this Report are expressly qualified by this cautionary statement. The Company does not undertake any obligation to publicly update or revise any forward-looking statements except as required by securities laws.

## **NON-IFRS MEASURES**

The Company’s management uses and reports certain measures not prescribed by International Financial Reporting Standards (referred to as “non-IFRS measures”) in the evaluation of operating and financial performance. Operating netback, which is calculated as average unit sales prices less royalties and operating expenses, and corporate netback, which further deducts administrative and interest expense, represent net cash margin calculations for every barrel of oil equivalent sold. Net debt, which is current assets less current and other financial liabilities (e.g. note payable), is used to assess efficiency and financial strength. Operating netback, corporate netback and net debt do not have any standardized meanings prescribed by IFRS and therefore may not be comparable with the calculation of a similar measure for other companies. The Company uses these terms as an indicator of financial performance because such terms are often utilized by investors to evaluate junior producers in the oil and natural gas sector.

## **OVERALL PERFORMANCE AND RESULTS OF OPERATIONS**

Trans Canada Gold Corp. is a Canadian Oil & Gas exploration and mining resource development Company that is focused in developing its’ production capabilities, obtaining potential future oil production revenues, discovering and acquiring advanced gold and base metal assets. The Company identifies, acquires, and finances the acquisition, exploration and development of mining and oil and gas assets primarily situated in Canada and the United States. The Company is currently reviewing exploration opportunities and identifying low risk exploration opportunities through selective acquisitions and development of mining, petroleum and natural gas resource assets situated in favorable resource jurisdictions.

The Company has qualified management and has Oil & Gas and Mining teams of professionals seasoned in production, field exploration and drilling. The Company has the necessary manpower in place to develop its natural resource properties and manage its production properties. The Company is committed to minimizing risk through the selective acquisition, exploration and development of both petroleum and natural gas resource and mineral exploration assets.

In fiscal year 2011 and 2012, the Company farmed into four (4) exploratory heavy oil wells located in the Lloydminster area of Western Saskatchewan. On April 24, 2013, three (3) of these producing heavy oil wells were sold. The Company maintained a 60 % interest in the C-12 well which is situated in Landrose, Saskatchewan.

The C-12 well was still in production until December 2015 at which time management chose to shut in the well due to the low price of oil. In July 2016, a workover was performed on this heavy oil well and the C-12 well was brought back into successful production. On July 1, 2018, the Company increased its working interest ownership by 10 % for a total working ownership interest of 60%. The C-12 well was still in production until November 2018 at which time management chose to shut in the well due to the low price of oil. The C-12 well was placed back into production in April 2019 but was shut in again in October 2019 due to the low price of oil. On June 12, 2019, the operator (“Petrocapita”) announced that as of June 11, 2019, the Court of Queens Bench of Alberta has appointed Hudson and Company Insolvency Trustees Inc. (the “Receiver”) as Receiver and Manager of Petrocapita. The Receivership Order was granted upon the application of Safeway Holdings Ltd., one of the secured creditors of Petrocapita. The Receiver was to manage the affairs of Petrocapita. During the year ended June 30, 2021, Petrocapita’s assets were assigned to Revitalize Energy Inc. (“Revitalize”), one of the secured creditors of Petrocapita. Revitalize currently is the operator of the well.

On September 18, 2018, the Company completed an asset purchase to which the Company acquired 4,250 barrels of oil and 18,750 mcf of gas from interests in oil and gas situated in central California by issuing 2,249,100 common shares of the Company. During the year ended June 30, 2020, this asset was written off as there were no production during the year and the owner/operator was in Chapter 11. Temblor LLC, and former operator is now currently under the final stages of Chapter 7 Bankruptcy, in the State of California.

On September 29, 2020, the Company entered into an agreement to purchase a 100% interest, subject to a 2% net smelter returns royalty in the Dinorwic Gold Property in the Dryden area of Ontario by paying \$60,000 (paid) and issuing 4,000,000 shares of the Company (issued and valued at \$640,000). In October 2020, the Company has completed a comprehensive technical report (NI 43-101) on the Dinorwic Gold Property. The Trans Canada Gold Project comprises a 14,880-hectare area located to the northwest of Dryden, Ontario. These areas collectively comprise the Trans Canada Gold Project and encompass a contiguous area of 14,880 hectares. In July 2023, after a lengthy permit process and being granted extensions, the Company allowed the claims on the Dinorwic Gold Property to lapse resulting in an impairment of \$728,903 during the year ended June 30, 2023.

On April 29, 2021, the Company entered into an agreement to purchase a 100% interest, subject to a 3% net smelter returns royalty in the Gold Crow Gold Property in the Pickle Lake area of Ontario by paying \$75,000 (paid) and issuing 4,000,000 shares of the Company (issued and valued at \$480,000).

On June 2, 2021, the Company entered into an agreement to acquire a 100% interest, subject to a 2% net smelter returns royalty in favour of Kevin Keats and Allan Keats in respect to license numbers 24203 and 24204 comprising part of the Crippleback Lake Gold Project located in Newfoundland and Labrador; and a 1% net smelter returns royalty in favour of Sokoman Minerals Corp. (“Sokoman”) by paying an aggregate of \$100,000 (\$10,000 paid subsequent to year end) and issuing 1,250,000 shares of the Company (250,000 shares issued and valued at \$53,750). On June 10, 2021, the Company has submitted an Application/Notification for Planned Mineral Exploration Work for Crippleback Lake Gold Property. The Trans Canada Gold Project comprises of 3,025-hectare area located in the Corridor of Gold, in Central, Newfoundland. During the year ended June 30, 2022, the Company terminated the property option agreement with Sokoman.

In October 2022, the Company entered into a one-well Farmout Agreement with Croverro Energy Ltd, of Calgary, Alberta, (“Croverro”) to drill a Multi-Lateral Horizontal oil well. The well is in close proximity to Lloydminster, Alberta. The lands for the well are currently controlled by Croverro. Under the terms of the negotiated agreement, the Company must pay 25% of Croverro’s share of the cost to drill, complete and fully equip or abandon the well to earn an 18.75% net interest. Croverro will be carried for a 6.25% interest. The Horizontal well is based on similar wells drilled from the Sparky Formation.

The Company, after successfully drilling and equipping the first Multilateral Horizontal Well, will have the first right of refusal on an Area of Mutual Interest (AMI) of approximately one mile in each direction from the test well. Additional wells within the AMI will, if the Company elects to participate, be drilled on a non-promoted basis with the Company paying 18.75% to earn 18.75%. Additionally, Croverro currently has a second prospect in the AMI that is in the development stage. Also, Croverro will present additional drilling opportunities to the Company as opportunities are developed and lands/minerals are obtained in the greater Lloydminster region of Alberta & Saskatchewan in 2023-2024.

## SUMMARY OF QUARTERLY RESULTS

The following selected financial information is derived from the unaudited interim financial statements of the Company. The figures have been prepared in accordance with IFRS.

	<b>1<sup>st</sup> Qtr Ended 09-30-23</b>	<b>4<sup>th</sup> Qtr Ended 06-30-23</b>	<b>3<sup>rd</sup> Qtr Ended 03-31-23</b>	<b>2<sup>nd</sup> Qtr Ended 12-31-22</b>	<b>1<sup>st</sup> Qtr Ended 09-30-22</b>	<b>4<sup>th</sup> Qtr Ended 06-30-22</b>	<b>3<sup>rd</sup> Qtr Ended 03-31-22</b>	<b>2<sup>nd</sup> Qtr Ended 12-31-21</b>
Total Revenues	\$ -	\$ -	\$18,859	\$25,094	\$71,928	\$36,288	\$38,168	\$22,295
Net and Comprehensive Loss	(\$44,948)	(\$862,990)	(\$71,655)	(\$75,862)	(\$20,243)	(\$197,620)	(\$66,147)	(\$89,583)
Loss Per Share	(\$0.00)	(\$0.02)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.00)	(\$0.00)

## RESULTS OF OPERATIONS – THREE MONTHS PERIOD ENDED SEPTEMBER 30, 2023

The Company's net and comprehensive loss for the three months period ended September 30, 2023 was \$44,948 or \$0.00 loss per share compared to a net and comprehensive loss of \$20,043 or \$0.00 loss per share for the three months period ended September 30, 2022. The significant changes during the current period compared to the prior period are as follows:

Petroleum revenue during the three months period ended September 30, 2023 was \$Nil (2022 – \$71,928). After deducting royalties of \$Nil (2022 – \$1,359), production and transportation costs of \$438 (2022 – \$45,568), and depletion of depreciation of \$Nil (2022 – \$1,249), net petroleum production loss of \$438 (2022 – net revenue of \$23,752) was recorded.

General and administration increased to \$11,587 for the three months period ended September 30, 2023 from \$10,455 for the three months period ended September 30, 2022. The change is mainly due to increased office costs and travel expenses in connection with the new property acquisitions that were incurred in the three months period ended September 30, 2023.

Professional fees decreased to \$8,922 for the three months period ended September 30, 2023 from \$10,578 for the three months period ended September 30, 2022. The change is mainly due to decreased legal fees associated with OTC Market listing and obtaining DTC eligibility.

Management fees increased to \$25,500 for the three months period ended September 30, 2023 from \$ 17,000 for the three months period ended September 30, 2022. The change is due to services rendered by the Chief Executive Officer of the Company. Refer to the "Management and Related Party Transactions" section for additional information.

All other general and administrative costs were relatively similar to those incurred in the previous period.

**FINANCIAL AND OPERATING SUMMARY**  
**TABLE A - OPERATIONS BY QUARTER (October 2022 to September 2023)**

All production is conventional heavy oil								
<b>Production and per share</b>	<b>Q1 2024</b>	<b>Q4 2023</b>	<b>Q3 2023</b>	<b>Q2 2023</b>	<b>Q1 2023</b>	<b>Q4 2022</b>	<b>Q3 2022</b>	<b>Q2 2022</b>
Production - total barrels	-	-	219	311	871	325	933	914
<b>Production - bbls/ day</b>	<b>-</b>	<b>-</b>	<b>2</b>	<b>3</b>	<b>9</b>	<b>4</b>	<b>10</b>	<b>10</b>
Heavy oil revenue	-	-	18,859	25,094	71,928	36,288	38,168	22,295
TORRI revenue	-	-	-	-	-	-	-	-
Royalties	-	-	(22)	(962)	(1,359)	(1,551)	(2,059)	(1,180)
Production & transportation	(438)	(3,865)	(29,831)	(42,018)	(45,568)	4,715	(27,307)	(21,788)
Operating net back (loss)	(438)	(3,865)	(10,994)	(17,886)	25,001	39,452	8,802	(673)
General and administrative	(51,956)	(100,255)	(59,877)	(56,597)	(43,530)	(66,789)	(73,997)	(87,044)
Corporate net back	(52,394)	(101,120)	(70,871)	(74,483)	(18,529)	(27,337)	(65,195)	(87,717)
Depletion & depreciation	-	(10,674)	(314)	(446)	(1,249)	(21,415)	(569)	(1,329)
Impairment	-	(745,064)	-	-	-	(147,828)	-	-
Other (expenses) gain	7,446	(6,132)	(470)	(933)	(465)	(1,040)	(383)	(537)
<b>Loss for the period</b>	<b>(44,948)</b>	<b>(862,990)</b>	<b>(71,655)</b>	<b>(75,862)</b>	<b>(20,243)</b>	<b>(197,620)</b>	<b>(66,147)</b>	<b>(89,583)</b>
<b>Basic and diluted loss per share</b>	<b>(0.00)</b>	<b>(0.02)</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>(0.01)</b>	<b>(0.00)</b>	<b>(0.00)</b>
<b>Royalties as % of petroleum revenue</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>4</b>	<b>2</b>	<b>4</b>	<b>5</b>	<b>5</b>
<b>Per bbl analysis</b>	<b>Per bbl</b>							
Heavy oil revenue	-	-	45.66	80.69	82.58	111.66	40.91	24.39
TORRI revenue	n/a							
Royalties	-	-	(0.10)	(3.09)	(1.56)	(4.77)	(2.21)	(1.29)
Production and transportation	-	-	(95.76)	(135.11)	(52.32)	14.51	(29.27)	(23.84)
<b>Operating net back (loss)</b>	<b>-</b>	<b>-</b>	<b>(50.20)</b>	<b>(57.51)</b>	<b>28.70</b>	<b>121.39</b>	<b>9.43</b>	<b>(0.74)</b>
General and administrative	-	-	(259.71)	(181.98)	(49.98)	(205.50)	(79.31)	(95.23)
Depletion	-	-	(1.43)	(1.43)	(1.43)	(65.89)	(0.61)	(1.45)
Depreciation of TORRI	n/a							
Other (expenses) gain	-	-	(2.15)	(3.00)	(0.53)	(3.20)	(0.41)	(0.59)
Impairment	-	-	-	-	-	(454.86)	-	-
Loss for the period	-	-	(327.19)	(243.93)	(23.24)	(608.06)	(70.90)	(98.01)
<b>Funds (invested in) petroleum properties</b>	<b>-</b>							

**FINANCIAL AND OPERATING SUMMARY**  
**TABLE C – BALANCE SHEET**

	<b>Q1 2024</b>	<b>Q4 2023</b>	<b>Q3 2023</b>	<b>Q2 2023</b>	<b>Q1 2023</b>	<b>Q4 2022</b>	<b>Q3 2022</b>	<b>Q2 2022</b>
Net cash	30,554	432,235	15,840	52,183	30,207	95,172	135,212	190,086
Total assets	945,319	1,004,046	1,334,739	1,377,816	1,404,669	1,447,413	1,626,239	1,692,114
Total liabilities	201,514	215,293	182,996	154,418	105,409	127,910	109,116	108,844
Shareholders' equity	743,805	788,753	1,151,743	1,223,398	1,299,260	1,319,503	1,517,123	1,583,270
<b>SHARES</b>								
Basic outstanding	44,315,337	44,315,337	34,315,337	34,315,337	34,315,337	34,315,337	34,315,337	34,315,337
Weighted average	44,315,337	35,520,816	34,315,337	34,315,337	34,315,337	34,315,337	34,315,337	34,315,337

The above figures have been prepared in accordance with IFRS.

**OPERATING RESULTS FOR THE PERIOD ENDED SEPTEMBER 30, 2023**

• **Production volumes and revenues (refer to Financial and Operating Summary)**

The C-12 oil and gas well located in the Lloydminster area of western Saskatchewan was drilled in July 2010. The well started to produce in August, 2010 and the \$378,260 cost to drill and equip was recovered by the Company in April 2011. The Company's working interest was 50% during the year ended June 30, 2018. Effective April 2018, the Company received its portion of its oil production directly from Husky Oil Operations Limited, managing partner of Husky Energy Marketing Partnership. On July 1, 2018, the Company increased its working interest ownership by 10% for a total working ownership interest of 60%. The well operated until October 31, 2018 and was shut in until April 1, 2019 due to the high differential for the price of heavy oil. The well is now operated by Revitalize Energy Inc. located in Calgary, Alberta. The C-12 well was shut-in again in January 2023, having reached the end of its production life.

• **Oil Pricing (refer to Financial and Operating Summary)**

All of the Company's crude oil consists of heavy oil produced in Saskatchewan that is marketed base on refiner's posted prices for Western Canadian Select heavy oil, adjusted for the quality (primarily density) of the crude oil on a well by well basis. The majority of the Company's heavy oil ranges in density from approximately 13.6 API to 15.9 API. The refiner's posted prices are influenced by the US\$WTI reference price, transportation costs, US\$/C\$ exchange rates and the supply/demand situation of particular crude oil quality streams during the nine month period. The prices realized by the Company on heavy oil sales are net of treating fees, blending costs, required for its heavy grades of oil to meet pipeline stream specification, and pipeline tariffs. Results from operations and the Company's overall financial condition are significantly affected by heavy oil commodity prices, which can fluctuate dramatically. These commodity prices are beyond the control of the Company and are difficult to predict.

The price differential between heavy and light crude oil continues to be unfavorable.

• **Royalties (refer to Financial and Operating Summary)**

The Company incurs a mix of crown, freehold and overriding royalties. The volumes and mix of oil wells producing in a quarter impact the overall average burden.

- **Production and transportation costs (refer to Financial and Operating Summary)**

Winter operating costs are higher than other seasons as certain costs (e.g. snowplowing) are incurred only in cold weather. A significant portion of production costs are fixed and therefore production expense per bbl varies significantly with volume. Major repairs in a quarter also significantly increase costs per bbl given the small production volumes of the Company. Heavy oil production costs tend to be higher than light oil production costs. Transportation costs are low and comprise only the trucking of clean oil short distances to the sales terminal.

- **General and administrative (refer to Financial and Operating Summary)**

As production just started as a result of the drilling of the oil and gas wells, costs per bbl will be reduced as general and administrative costs tend to be fixed.

- **Depletion and accretion (refer to Financial and Operating Summary)**

Depletion expense is a function of volume produced as it is computed on a “units of production” basis.

The C-12 well included in Property, Plant and Equipment includes \$11,426 in asset retirement costs and these costs are subject to depletion. In January 2023, the C-12 well was shut-in having reached the end of its production life resulting in an impairment of \$16,161 during the year ended June 30, 2023.

These numbers are preliminary and as production is stabilized, the engineering reserve report will be updated in accordance with industry standards.

Probable reserves for the property may include future locations. Under IFRS the Company chose this larger production basis for the computation of depletion. As probable reserves are determined based on a probability of recovery of 50% or more, this broader depletion base under IFRS generates a more realistic estimate of real depletion.

## **OUTLOOK**

The Company continues to focus on the production of conventional heavy oil, building on the core competency of its field people, qualified operators, and seeking further drill and exploration opportunities in the Lloydminster area of Alberta and Saskatchewan. The Company continues to seek strategic partnerships combined with careful cost controls and development of its production assets. The Company monitors field production costs while monitoring the fluctuations in the price of heavy oil. The Company’s main production well the C-12 Landrose well, reached the end of its production life and was shut-in January 2023. The Company anticipating its producing wells were at the end of their production life, formed a strategic working interest partnership with Croverro Energy Ltd. of Calgary, Alberta (“Croverro”) which enabled the company to partner and further develop and drill additional large Multi-lateral drilling and exploration opportunities with production upside. The Croverro Team has demonstrated proficiency, expected of an experienced oil and gas technical team that has consistent, proven oil production success with large multi-lateral wells currently under their supervision and operation.

The Company has paid the sum of USD \$250,000 and has successfully acquired a 30% interest in Real de Rebeico Gold S.A. de C.V. (“Rebeico Gold”), which owns this interest in a State owned 100 ton per day flotation mill situated near the city of Hermosillo in Sonora State, Mexico. The formal option agreement with Rebeico Gold of Sonora, Mexico allows the Company to earn the initial 30% interest for USD \$250,000 (earned and vested), and an additional 20% interest (for up to a 50% interest) in Rebeico Gold for an additional USD \$250,000. Rebeico Gold holds the right to operate the strategically located Cerro Verde Flotation Mill situated in the San Javier mining district and the right to receive its pro-rata production proceeds derived therefrom pursuant to an assignment agreement between Rebeico Gold and Exploracion y Desarrollo del Desierto, S.A de C.V. (“EDDSA”) dated April 24, 2017. EDDSA holds the operating rights and the right to receive all proceeds from the Cerro Verde Gold & Silver Mill, and the right to conduct ancillary activities on the project site pursuant to a 10 year lease agreement between EDDSA and the state of Sonora, Mexico, dated February 24, 2015. Pursuant to a signed loan agreement dated May 2, 2017 between the Company and Rebeico Gold, the USD \$250,000 advanced to Rebeico Gold is being treated as a loan to Rebeico Gold.

The Company intends to enforce the loan agreement and seeks to recover the USD \$250,000 loaned to Rebeico Gold and notify all parties affiliated with the transaction, including the managing partners of Exploracion y Desarrollo del Desierto, S.A de C.V., Antejo S.A.P.I. De C.V. and the Mexican Government, of its intention to seek legal action both in Mexico and the Supreme Court of British Columbia, if funds are not returned satisfactorily. The Company is currently awaiting the fiscal 2018, 2019, 2020, 2021, 2022 and 2023 financial year end results of Rebeico Gold. The Company has not received the required accompanying Mexican Corporate Assemblies and Directors Resolutions for filing with the Mexican Government. No production results from the San Javier Mill have been reported and the loan amount to the Company remains outstanding.

The Company reviewed a number of potential largescale gold exploration project opportunities, in several mining friendly and safe jurisdictions, within Canada. On September 29, 2020, the Company entered into an agreement to purchase a 100% interest in the Dinorwic Gold Property by paying \$60,000 and issuing 4,000,000 shares of the Company (issued and valued at \$640,000). In July 2023, after a lengthy permit process and being granted extensions, the Company allowed the claims on the Dinorwic Gold Property to lapse resulting in an impairment of \$728,903 during the year ended June 30, 2023.

On April 29, 2021, the Company entered into an agreement to purchase a 100% interest, subject to a 3% net smelter returns royalty in the Gold Crow Gold Property in the Pickle Lake area of Ontario by paying \$75,000 (paid) and issuing 4,000,000 shares of the Company (issued and valued at \$480,000).

On June 2, 2021, the Company entered into an agreement to acquire a 100% interest, subject to a 2% net smelter returns royalty in favour of Kevin Keats and Allan Keats in respect to license numbers 24203 and 24204 comprising part of the Crippleback Lake Gold Project located in Newfoundland and Labrador; and a 1% net smelter returns royalty in favour of Sokoman Minerals Corp. by paying an aggregate of \$100,000 (\$10,000 paid) and issuing 1,250,000 shares of the Company (250,000 shares issued and valued at \$53,750). On June 10, 2021, the Company has submitted an Application/Notification for Planned Mineral Exploration Work for Crippleback Lake Gold Property. During the year ended June 30, 2022, the Company terminated the option agreement related to this property.

In October 2022, the Company entered into a one-well Farmout Agreement with Croverro Energy Ltd, of Calgary, Alberta, to drill a Multi-Lateral Horizontal oil well. The well is in close proximity to Lloydminster, Alberta. The lands for the well are currently controlled by Croverro. Under the terms of the negotiated agreement, the Company must pay 25% of Croverro’s share of the cost to drill, complete and fully equip or abandon the well to earn an 18.75% net interest. Croverro will be carried for a 6.25% interest. The Horizontal well is based on similar wells drilled from the Sparky Formation by Croverro.

The Company, after successfully drilling and equipping the first Multilateral Horizontal Well, will have the first right of refusal on an Area of Mutual Interest (AMI) of approximately one mile in each direction from the test well. Additional wells within the AMI will, if the Company elects to participate, be drilled on a non-promoted basis with the Company paying 18.75% to earn 18.75%. Additionally, Croverro currently has a second prospect in the AMI that is in the development stage. Also, Croverro will present additional drilling opportunities to the Company as opportunities are developed and lands/minerals are obtained in the greater Lloydminster region of Alberta & Saskatchewan in 2023-2024.

The management of the Company continues to review and maintain its high standard of due diligence with regard to the selection of any new potential projects and management additions, and is being highly selective while considering and assessing its review of the various oil & gas production and mining opportunities and exploration datasets being presented. The Company continues to be cost effective and maintains its low overhead while opportunities are being explored.

## **LIQUIDITY AND CAPITAL RESOURCES**

Future development of the Company's oil and gas property interests will depend on the Company's cash flow from its existing wells, obtain loans and its ability to obtain additional financing through the sale of its securities or to enter into acceptable agreements with third parties for joint venture development of properties. There is no assurance that such financing and joint venture development opportunities will be available when required by or under terms favourable to the Company.

At September 30, 2023, the Company had a working capital of \$232,023 which is not sufficient to cover expected administrative expenses for twelve months.

On May 17, 2023, the Company closed a private placement and issued an aggregate of 10,000,000 units at a price of \$0.05 per unit for gross proceeds of \$500,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share in the capital of the Company at a price of \$0.15 per share for a period of three years from the date of issuance.

Additional funding will be required. The Company anticipates that additional funding will come from its current producing well or in the form of equity financing from the sale of the Company's shares. The Company may also seek loans, although no such arrangement has been made. It may also receive proceeds from the exercise of outstanding share purchase warrants and stock options.

## **MANAGEMENT AND RELATED PARTY TRANSACTIONS**

On April 1, 2006, the Company entered into a management agreement with the Chief Executive Officer of the Company. Effective August 1, 2019, the Company increased the monthly remuneration from \$7,000 per month to \$8,500 per month. Management fees of \$25,500 (2022 – \$17,000) have been recorded for the period ended September 30, 2023. The amount owing as of September 30, 2023 is \$31,343 (June 30, 2023 - \$32,865).

During the period ended September 30, 2023, the Company recorded \$5,400 (2022 – \$5,400) in professional fees to the Chief Financial Officer for accounting services. The amount owing as of September 30, 2023 is \$3,780 (June 30, 2023 - \$3,780).

Related party transactions have been recorded at their exchange amounts, which are the amounts agreed to by the related parties. Amounts owing to key management are non-interest bearing, unsecured and due on demand unless otherwise noted.

## **SHARE DATA**

As of the date of this management discussion, the Company has 44,315,337 common shares without par value issued and outstanding.

In addition, the Company has the potential obligation to issue the following additional common shares:

- a) up to 1,498,321 common shares upon the exercise of share purchase warrants at a price of \$0.25 until November 13, 2023.
- b) up to 2,166,666 common shares upon the exercise of share purchase warrants at a price of \$0.25 until May 21, 2024.
- c) up to 10,000,000 common shares upon the exercise of share purchase warrants at a price of \$0.15 until May 17, 2026.
- d) up to 450,000 common shares upon the exercise of incentive stock options. These options are exercisable at \$0.14 per share until August 19, 2025.
- e) up to 850,000 common shares upon the exercise of incentive stock options. These options are exercisable at \$0.20 per share until March 5, 2026.

## **CONTINGENCIES**

In May 2023 and October 2023, the Company completed mediation for civil claims in relation to a total outstanding balance of \$79,320 included in trade payable and accrued liabilities. Pursuant to the mediation agreement, the Company must pay \$26,562 by monthly payments at a minimum of \$2,500 per month beginning on June 2, 2023 and \$52,758 by monthly payments at a minimum of \$2,500 per month beginning on December 15, 2023 until the total balance is paid in full. As at September 30, 2023, the Company had a remaining balance outstanding of \$71,378.

## **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION**

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management and have been examined and approved by the Board of Directors. The financial statements were prepared by management in accordance with International Financial Reporting Standards and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility. Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities. The Board of Directors supervises the financial statements and other financial information through its audit committee, which is comprised of a majority of non-management directors. This committee's role is to examine the financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

## **OFF BALANCE SHEET ARRANGEMENT**

The Company has not engaged in any off-balance sheet arrangements such as obligations under guaranteed contracts, a retained or contingent interest in assets transferred to an unconsolidated entity, any obligation under derivative instruments (except as disclosed) or any obligation under a material variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to the Company or engages in leasing or hedging services with the Company.

## **INDUSTRY CONDITIONS AND RISKS**

The business of exploration, development and acquisition of oil and gas reserves and mineral resources involves a number of business risks inherent in the oil and gas industry and mineral resource development industry which may impact the Company's results and several of which are beyond control of the Company. These business risks are operational, financial and regulatory in nature. The Company does not use derivative instruments as a means to manage risk.

The Company has limited financial resources, no source of operating cash flows and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its projects or to fulfill its obligations under the terms of any option or joint venture agreements. If the Company's generative exploration programs are successful, additional funds will be required for the development of one or more projects. Failure to obtain additional financing could result in the delay or indefinite postponement of further exploration and development or the possible loss of the Company's properties.

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the Company's financial statements requires management to make estimates and assumptions regarding future events. These estimates and assumptions affect the reported amounts of certain assets and liabilities, and disclosure of contingent liabilities.

Significant areas requiring the use of management estimates include the determination of impairment of assets, decommissioning liabilities, and variables used in determining share-based payments. These estimates are based on management's best judgment. Factors that could affect these estimates include risks inherent in mineral exploration and development, changes in reclamation requirements, changes in government policy and changes in foreign exchange rates.

Management has assessed the carrying value of its assets and does not believe the remaining assets have suffered any impairment.

The Company has certain asset retirement obligations/decommissioning liabilities related to its oil and natural gas properties, details of which are discussed in Note 4 of the financial statements for the period ended September 30, 2023.

Management has made significant assumptions and estimates in determining the fair market value of share-based payments granted to employees and non-employees and the value attributed to various warrants issued. These estimates have an effect on the share-based payments expense recognized and the reserve accounts and share capital balances. Management has made estimates of the life of stock options and warrants, the expected volatility and expected dividend yields that could materially affect the fair market value of these types of securities. The estimates were chosen after reviewing the historical life of the Company's options and analyzing share price history to determine volatility.

## **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

The Company classifies all financial instruments as either financial assets or liabilities through profit or loss (“FVTPL”), available-for-sale, loans and receivables or other financial liabilities. Loans and receivables and other financial liabilities are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in accumulated other comprehensive income. Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss.

The Company has designated its cash as FVTPL, which is measured at fair value. Amounts receivable are classified as loans and receivables which is measured at amortized cost. Accounts payable and due to related parties are classified as other financial liabilities which are measured at amortized cost.

Fair value - The fair value of cash and cash equivalents, amounts receivable, trade payables and due to related parties approximates their carrying value due to the short-term nature of these financial instruments.

Exchange risk - The Company operates solely in Canada and therefore is subject to minimal foreign currency risk arising from changes in exchange rates with other currencies.

Interest rate risk - The Company is exposed to interest rate risk on its short-term investments, but this risk relates only to investments held to fund future activities and does not affect the Company’s current operating activities.

Credit risk - The Company places its temporary investment funds with government and bank debt securities and is subject to minimal credit risk with regard to temporary investments.

The Company does not have any risk associated with “other instruments”; that is, instruments that may be settled by the delivery of non-financial assets.

### **Definitions**

“Developed Non-Producing” reserves are those reserves that either have not been on production, or have previously been on production, but are shut in, and the date of resumption of production is unknown.

“Developed Producing” reserves are those reserves that are expected to be recovered from completion intervals open at the time of the estimate. These reserves may be currently producing or, if shut in, they must have previously been in production, and the date of resumption of production must be known with reasonable certainty.

“Gross Reserves” are working interest (operating or non-operating) shares before deducting royalties and without including any royalty interests.

“Net Reserves” are working interest (operating or non-operating) shares after deduction of royalty obligations, plus royalty interests in reserves.

“Probable” reserves are those additional reserves that are less certain to be recovered than proved reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the sum of the estimated proved plus probable reserves.

“Proved” reserves are those reserves that can be estimated with a high degree of certainty to be recoverable. It is likely that the actual remaining quantities recovered will exceed the estimated proved reserves.

“Undeveloped” reserves are those reserves expected to be recovered from known accumulations where a significant expenditure (e.g., when compared to the cost of drilling a well) is required to render them capable of production. They must fully meet the requirements of the reserves classification (proved, probable, possible) to which they are assigned.

## ABBREVIATIONS

### Oil and Natural Gas Liquids

Bbl                    barrel  
Mbbbls            thousand barrels  
MSTB                thousands of Stock Tank Barrels

### Natural Gas

Mmcf                million cubic feet  
MMBtu              million British Thermal Units

boe                    barrel of oil equivalent of natural gas and crude oil on the basis of 1 Bbl of crude oil for 6 Mcf of natural gas (this conversion factor is an industry accepted norm and is not based on either energy content or current prices)