



**MANAGEMENT'S DISCUSSION AND ANALYSIS**

FOR THE THREE-MONTH AND NINE-MONTH PERIODS ENDED  
SEPTEMBER 30, 2021

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## CORPORATE INFORMATION

### **Board of Directors**

Robert Wares, Chairman  
Pierre Colas, Director  
André Le Bel, Director  
Mathieu Savard, Director  
Amy Satov, Director  
Jeff Hussey, Director

### **Chief Executive Officer**

Robert Wares

### **President**

Killian Charles

### **Chief Financial Officer**

Anthony Glavac

### **Auditors**

Raymond Chabot Grant Thornton LLP

### **Share Transfer Agent**

TSX Trust

## MANAGEMENT'S DISCUSSION AND ANALYSIS

*The following management discussion and analysis (the "MD&A") of the operations and financial position of Brunswick Exploration Inc. (formerly Komet Resources Inc.) ("Brunswick Exploration" or the "Company") for the three-month and nine-month periods ended September 30, 2021, should be read in conjunction with Brunswick Exploration's audited consolidated financial statements as at and for the year ended December 31, 2020 (the "Annual Financial Statements"). The MD&A is intended to supplement and complement the Company's unaudited condensed consolidated interim financial statements and related notes as of September 30, 2021, and for the three-month and nine-month periods ended September 30, 2021 and 2020 (the "Financial Statements").*

*The Financial Statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). Consequently, all comparative financial information presented in the MD&A reflects the consistent application of IFRS.*

*Brunswick Exploration's management ("Management") is responsible for the preparation of the financial statements and other financial information relating to the Company included in this MD&A. The Board of Directors (the "Board") is responsible for ensuring that Management fulfills its responsibilities for financial reporting. In furtherance of the foregoing, the Board has appointed an Audit Committee composed entirely of independent directors. The Audit Committee meets with Management in order to discuss results of operations and the financial condition of the Company prior to making recommendations and submitting the financial statements to the Board for its consideration and approval for issuance to shareholders. The information included in the MD&A is as of November 23, 2021, the date when the Board approved the Financial Statements, following the recommendation of the Audit Committee. All monetary amounts included in this report are expressed in Canadian dollars, the Company's reporting and functional currency, unless otherwise noted. The MD&A contains forward-looking statements and should be read in conjunction with the risk factors described in the "Cautionary Statement Regarding Forward-Looking Statements" section.*

### 1. OVERVIEW OF THE COMPANY

Brunswick Exploration Inc. is a Canadian junior exploration and evaluation company listed on the TSX Venture Exchange ("TSX-V") under the symbol "BRW". The Company's name change from Komet Resources Inc. to "Brunswick Exploration Inc." was approved at the annual meeting of shareholders on September 15, 2020 and by the TSX-V on October 6, 2020.

The Company is now focused on exploration and development of gold and base metal properties in Eastern Canada, particularly in New Brunswick and Québec. Current exploration projects include gold-polymetallic vein systems in southern New Brunswick (the "Fundy Gold Project") and base metals volcanogenic massive sulfide (VMS) in the Bathurst Mining Camp in northern New Brunswick (the "Brunswick Belt Project"), in the Chibougamau region of Quebec (the "Waconichi Project") and the new Lac Édouard nickel-copper project in Quebec (the "Lac Édouard Project").

The address of the Company's registered office is 1100, Avenue des Canadiens-de-Montreal, Suite 300, Montreal, Québec, Canada.

## 2. HIGHLIGHTS

### 2.1 NINE-MONTHS ENDED SEPTEMBER 30, 2021

- In January 2021, the Company announced the closing of the sale of all the issued and outstanding shares that it held in the share capital of its Burkina Faso subsidiaries, namely Komet Ressources Afrique SA and Guiro Exploration SARL (collectively, the “Burkina Subsidiaries”), to CINI Solutions.
- In February 2021, the Company signed an option agreement to acquire a 100% interest in the Lac Edouard Nickel Project, located 40 km northeast of the town of La Tuque, Quebec, and 125 km northwest of Quebec City.
- In February 2021, the Company signed a purchase agreement with local prospectors to acquire a 100% interest in 8 peripheral claims to the Lac-Edouard Nickel Project.
- On March 17, 2021, the Company announced anomalous gold values in soils occurring across a 5-km-long grid at the Fundy Gold Project. The anomaly remains open in all directions with 121 of 1,904 samples assaying over 10ppb gold and 25 of 1,904 samples assayed over 50ppb gold (up to 16,200 ppb gold). Numerous gold-bearing soils are coincident with magnetic anomalies and Lidar lineaments.
- In May 2021, the Company announced the signing of an amendment to the option agreement with a prospector made in October 27, 2020 to acquire a 100% interest in the Menzies Lake Claim (the “ML Property”), located 20 km west of Saint John, New Brunswick.
- On June 1, 2021, the Company announced multiple copper-gold-silver discoveries at the Fundy Gold Project with assays returning up to 12.05% Cu, 0.31 g/t Au and 63.8 g/t Ag in grab samples.
- An exploratory drilling campaign at Lac Edouard was completed in mid-July 2021 and assays remain pending. Prospecting work is ongoing across the project with results expected in Q4-2021.

### 2.2. SUBSEQUENT EVENTS

- On October 6, 2021, Brunswick Exploration provided an update on its exploration program planned for the fall of 2021 across its portfolio of projects.

### 2.3. OUTLOOK

The Company’s exploration strategy is focused on the potential grassroots discovery of precious and energy transition metals deposits. The Company will continue to focus on early stages assets in Eastern Canada with minimal pre-existing exploration work. Management, while implementing its exploration strategy, will take into account the context of global market conditions, commodity prices and the stock market.

### 3. MINERAL PROPERTIES

The Company has incurred the following costs on its exploration and evaluation assets:

Property	Balance as at January 1, 2021	Additions	Balance as at September 30, 2021
	\$	\$	\$
<b>Quebec</b>			
Waconichi (a)			
Mining rights	2,584	-	2,584
Exploration expenses	109,813	455,674	565,487
	<u>112,397</u>	<u>455,674</u>	<u>568,071</u>
Lac Edouard (b)			
Mining rights	-	108,652	108,652
Exploration expenses	-	698,660	698,660
	<u>-</u>	<u>807,312</u>	<u>807,312</u>
<b>New Brunswick</b>			
Bathurst (c)			
Mining rights	100,000	5,260	105,260
Exploration expenses	-	746,026	746,026
	<u>100,000</u>	<u>751,286</u>	<u>851,286</u>
Fundy (d)			
Mining rights	151,454	11,900	163,354
Exploration expenses	171,505	216,518	388,023
	<u>322,959</u>	<u>228,418</u>	<u>551,377</u>
<b>Summary</b>			
Mining rights	254,038	125,812	379,850
Exploration expenses	281,318	2,116,878	2,398,196
	<u>535,356</u>	<u>2,242,690</u>	<u>2,778,046</u>

#### 3.1 Brunswick Belt Project

In August 2020, the Company entered into an option agreement (amended on April 16, 2021) with Osisko Metals Incorporated ("Osisko Metals") whereby it can acquire a majority interest in the Brunswick Belt Project, located in the eastern portion of the Bathurst Mining Camp in New Brunswick. This property covers 72 km of the prolific Brunswick Belt and includes the Key Anacon and Gilmour South base metal deposits. This option will allow the Company to earn an interest of up to 51% by spending an aggregate of \$10 million in two stages over a five-year period.

This option agreement has two distinct earn-in requirements:

- Option Stage 1: The Company can acquire an initial 15% interest in this property by making a \$100,000 cash payment and financing a total of \$2.0 million in exploration work no later than the second anniversary of signing this option. The Company made a \$100,000 cash payment in 2020.
- Option Stage 2: The Company can acquire an additional 36% interest (a total interest of 51%), by financing a total of \$10.0 million (taking into account the amount of \$2.0 million incurred as part of Option 1) in exploration work (including expenses under Option 1) in accordance with the following schedule:
  - a cumulative total of \$4.0 million no later than the third anniversary;
  - a cumulative total of \$6.5 million no later than the fourth anniversary;
  - a cumulative total of \$10.0 million no later than the fifth anniversary.

Upon completion of any or all phases (at the Company discretion), a joint venture may be formed between the Company and Osisko Metals. On June 8, 2021, the Company announced that this transaction received approval from the TSX-V.

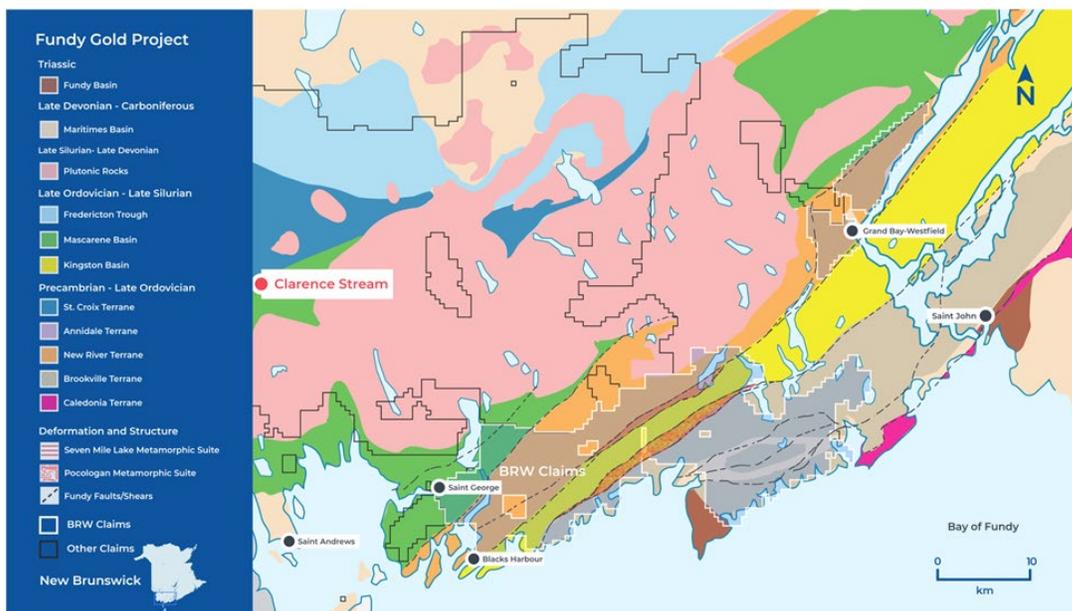
In early January 2021, the Company completed a five hole, 4,800 m hole to hole IP survey targeting below the Key Anacon Titan Deposit wireframe. The existing resource at the Titan Deposit (0.29 Mt grading 4.36% Zn, 1.57% Pb, 0.65% Cu and 38.80 g/t Ag in the indicated category and 0.98 Mt grading 4.12% Zn, 1.62% Pb, 0.78% Cu and 42.90 g/t Ag in the inferred category) is constrained from surface to a depth of approximately 550 m. Of note, historical drill hole KA-01-15B, one of the holes to be pulsed, intersected mineralization (10.03% ZnEq over 13.00 m) roughly 550 m below the current resource boundaries of the Titan Deposit.

The new lithological model along the Brunswick Belt from Brunswick No.12 to Gilmour South has generated new target areas that are completely unexplored. Many of these target areas were unknown to previous operators and represent the culmination of extensive compilation work over the previous three years by Osisko Metals. This model has been wireframed and includes 100 geological sections spanning 3-4 km over a strike length of 60 km. Many of the targets have coincident resistivity, electromagnetic, magnetic, gravity and/or geochemical anomalies. This interpretation has identified 8 km of unexplored Brunswick Belt along strike from the past-producing Brunswick No.6 mine (historical production 12.2 Mt @ 5.43% Zn, 2.15% Pb, 0.40% Cu, 67.00 g/t Ag). Several drill targets have been identified and the Company began a 3,500 m drill program in late October to test coincident geophysical and geological anomalies that correspond to the preferred stratigraphy that hosted the prolific Brunswick No.12 and Brunswick No.6.

## 3.2 Fundy Gold Project

On October 26, 2020, the Company staked and optioned a regional gold-silver property totalling 37,260 ha (372.6 sq. km) in southern New Brunswick. On November 26, 2020, the Company staked at the periphery of its initial claim package and increased its land position to 53,000 ha (530 sq. km). On May 13, 2021, the Company optioned Menzies Lake, adjacent to the current land holdings and increased the land position to 54,049 ha (540.49 sq.km. see Figure 1). The newly acquired grounds form the basis of the Fundy Gold Project. This project is located west of Saint John, New Brunswick, Canada and covers approximately 40 km of strike length along the Fundy Shear Zone, a regional, deep-rooted, sparsely explored Appalachian fault system.

**FIGURE 1**



**Highlights of properties under option:**

- Little Lepreau Property (gold-silver-copper vein system):
  - 67.2 g/t Au, 17.0 g/t Ag and 0.59% Cu
  - 26.2 g/t Au, 7.1 g/t Ag and 0.42% Cu
  - Angular float in close proximity to above discovery grading: 0.35 g/t Au, 1,500 g/t Ag and 7.61% Cu
- Shadow Lake Property (gold-silver-copper-lead-antimony vein system):
  - 2.02 g/t Au, 309 g/t Ag, 1.19% Cu and 3.02% Pb
  - 0.52 g/t Au, 939 g/t Ag, 3.37% Cu and 1.95% Sb
  - 0.08 g/t Au, 112 g/t Ag, 2.27% Cu and 24.6% Pb

**Option agreement terms**

In tandem with the staking program, Brunswick Exploration entered into an option related to 5 claims totalling 89 units and 1,914 ha with a prospector. Under the terms of this agreement, the Company can acquire a 100% interest in the properties. In addition, in May 2021, the Company acquired the ML Property (See section 3.2.1) and amended the initial option agreement as follows:

- At the closing and at the amendment date, the Company paid \$10,000 (\$20,000 total). These amounts have been paid as at the date of this MD&A.
- On the first anniversary of the closing, the Company will pay \$22,500 and issue 12,000 common shares. These amounts were paid in October 2021.
- On the second anniversary of the closing, the Company will pay \$22,500 and issue 22,000 common shares.
- On the third anniversary of the closing, the Company will pay \$22,500 and issue 22,000 common shares.
- On the fourth anniversary of the closing, the Company will pay \$32,500 and issue 54,000 common shares.
- On the fifth anniversary of the closing, the Company will pay \$35,000 and issue 110,000 common shares.

The timeline can be accelerated at the Company's option. No minimum exploration expenses have to be incurred to complete the acquisition.

The Company will also grant a 2% net smelter royalty ("NSR") on the claims covered by this option agreement. The first half (1%) of the NSR may be redeemed following payment by the Company of \$1.0 million to the vendor. The second half may be redeemed following payment by the Company of \$2.0 million. If Brunswick Exploration chooses to make the two payments, the full NSR will have been redeemed.

**2020 Exploration Program**

On March 17, 2021, the Company announced results from its 2020 soil sampling program (Figure 2). These maiden results confirm the Company's view that the Fundy Shear Zone is a district scale, underexplored orogenic gold-polymetallic fault system.

**Soils Program Highlights**

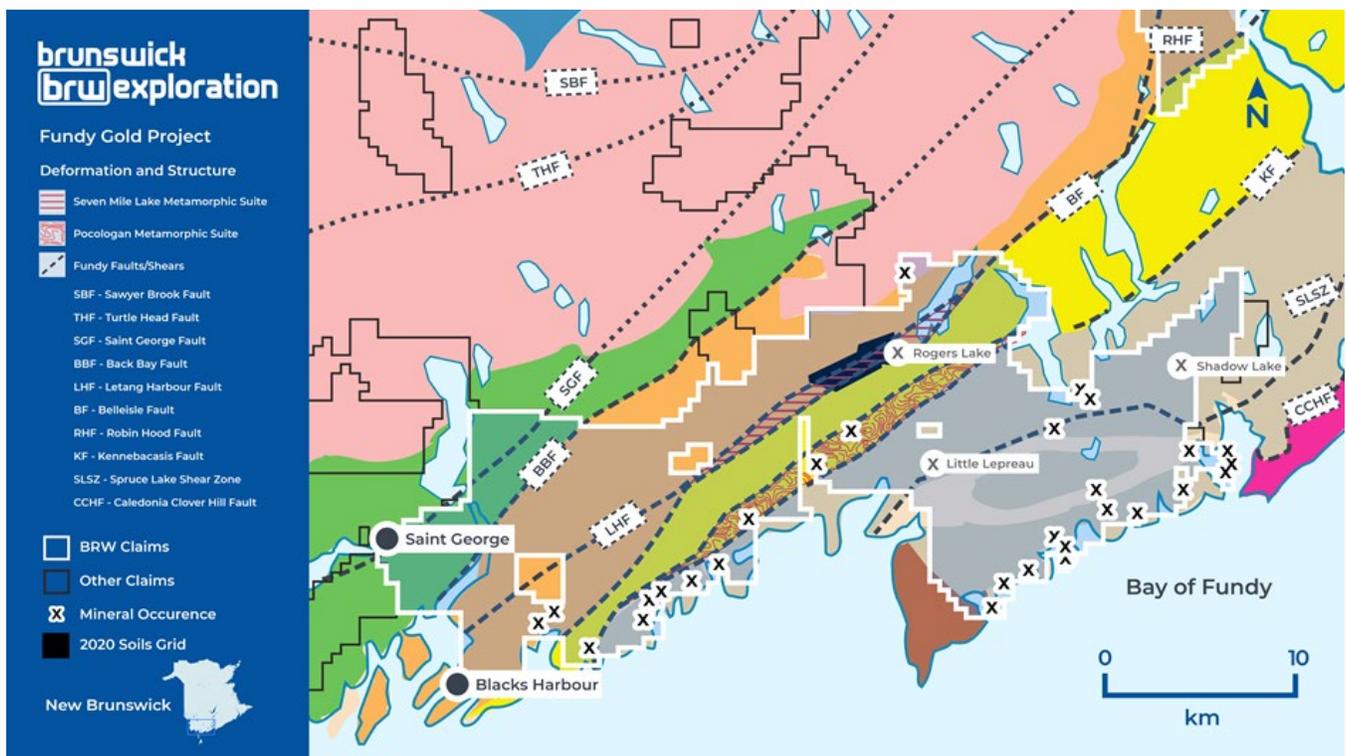
- Anomalous gold values in soils occur across the entire 5 km-long grid and remains open in all directions (see Figure 3)
- 121 of 1,904 samples assayed over 10 ppb gold and 25 of 1,904 samples assayed over 50 ppb gold (up to 16,200 ppb gold)
- Numerous gold-bearing soils are coincident with magnetic anomalies and Lidar lineaments

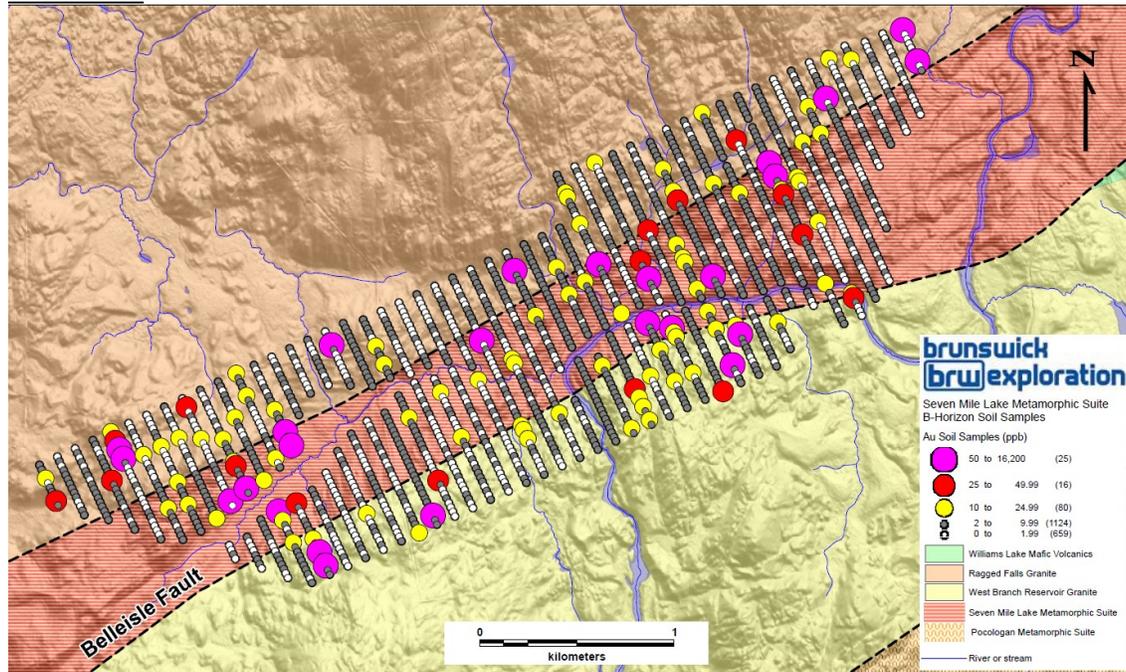
This program was a first step in assessing the gold potential along the highly deformed Seven Mile Lake Metamorphic Suite (SML) (See Figure 2). The B-Horizon soils grid covers 500 ha and is roughly 5 km long by 1 km wide containing 1,904 samples spaced at 25 m intervals along 100-metre spaced lines (See Figure 3). The grid was geologically constrained to the main SML deformation zone and broad gold anomalies occur throughout the large metamorphic suite.

The SML mylonite continues beyond the boundaries of the grid and extends for approximately 18 km. It is fault bounded along the southern contact by the district scale Belleisle Fault. Importantly, quaternary geological mapping by the government describes the till beneath the soil as a thin veneer with an average thickness of less than 1 meter.

Other mineralized structures are thought to exist outside of the main zone of deformation currently covered by the soil sampling. To date, anomalous samples are positioned in both magnetic highs and lows as well as Lidar lineaments.

**FIGURE 2**



**FIGURE 3**

### 2021 Exploration Program

The Company's seasoned exploration team has been prospecting since early May, both regionally and following up on the December 2020 high grade gold-in-soil anomalies (see news release dated March 17, 2021); multiple assays are pending and will be released as they are received. A regional, 635 sample and 500 m spaced gold-in-till program was completed in mid-August 2021 and results are expected in Q4-2021. This program will allow the Company to focus its prospecting work across key areas of interest.

A gold panning program (heavy mineral concentrates) at 25 and 100 meter was completed late summer to follow up on the 16.20 g/t gold-in-soil anomaly obtained in 2020 and will also incorporate some sampling along the Lepreau River. Results are expected in Q4-2021.

Ten (10) target areas have been identified in the 2020 soils grid at Roger's Lake within the Seven Mile Lake Mylonite. A stripping and channel sampling program commenced in October to expose more bedrock. The program is ongoing and results will be released as they become available.

### 2021 Lindy Lake and Lepreau Exit Discoveries

The Company announced multiple Copper-Gold-Silver discoveries near Lindy Lake and the Lepreau Exit on June 1, 2021. The discoveries are located between the Spruce Lake Shear Zone and the Kennebecasis Fault (Figure 4).

#### Lindy Lake Overview:

The discoveries are from grab samples located in close proximity to the Spruce Lake Shear Zone and are hosted in quartz carbonate veins or massive sulphide lenses within the Perch Lake Granodiorite. The Lindy Lake area is located roughly 1 km East of the Shadow Lake Discovery (see Press Release dated October 27, 2020) and roughly 1.5 km West of the Menzies Lake Discovery (see Press Release dated May 13, 2021). The three Lindy Lake Discoveries are roughly 0.5 to 1.3 km from one another and were found along road cuts or in quarry pits.

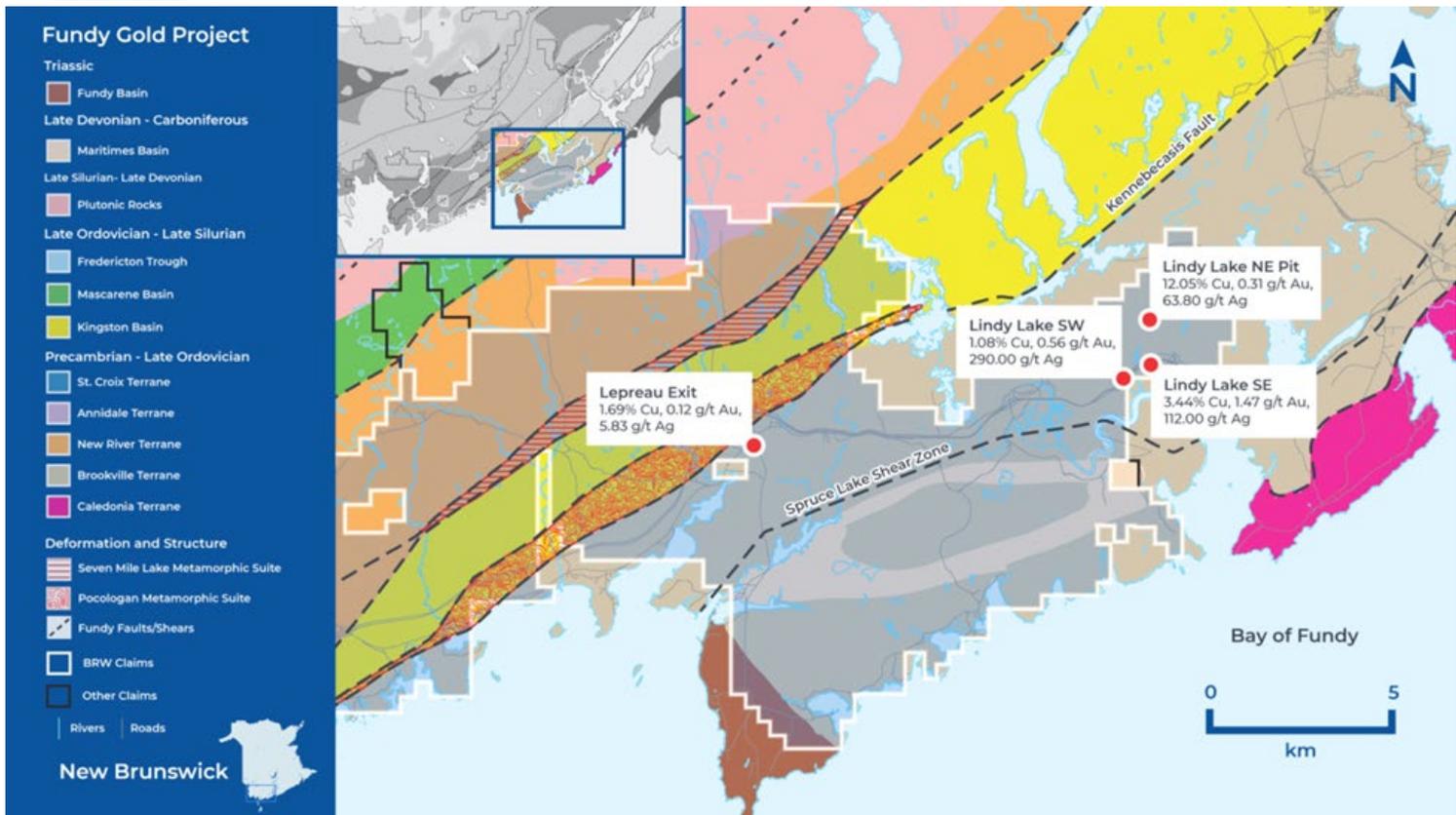
**Lepreau Exit Overview:**

The grab sample discovery is located South of the regional Kennebecasis fault and is hosted along a slip/fracture plane in contact with a felsic dyke. This mineralization is hosted within the Pocologan Harbour Suite granite (separate from the Pocologan Metamorphic Suite) and is near the McCarthy Point granodiorite. The sample was taken along a road cut and is roughly 2 km north of the Little Lepreau discovery (see Press Release dated October 27, 2020).

Highlights of the bedrock samples on this property are:

Discovery	Sampe ID	Cu %	Au g/t	Ag g/t
Lindy Lake North East Pit	665211	12.05	0.31	63.80
Lindy Lake North East Pit	665208	8.79	0.43	70.70
Lindy Lake North East Pit	665207	5.09	0.06	23.10
Lindy Lake North East Pit	665209	4.36	0.19	37.20
Lindy Lake South East	665195	3.45	0.18	42.80
Lindy Lake South East	663951	3.44	1.47	112.00
Lindy Lake South West	665196	1.08	0.56	290.00
Lepreau Exit South	663952	1.69	0.12	5.83
Lepreau Exit South	665201	1.26	0.11	3.20

**FIGURE 4**



### The Menzie's Lake Amendment:

In May 2021, the Company announced the signing of an amendment to the option agreement made in with a prospector on October 27, 2020 to acquire a 100% interest in the ML Property. The ML Property is adjacent to the Fundy Gold Project and hosts a new vein grab sample discovery grading 70.40 g/t Au, 20.0 g/t Ag and 0.28% Cu in close proximity to the highly prospective Spruce Lake Shear Zone.

The total property comprises 27 units with a total surface area of 614 ha (6.14 square km). The grab sample mineralization is hosted in an outcrop with abundant quartz carbonate veins within the Ludgate Lake Granodiorite. The Spruce Lake Shear Zone is believed to be the fluid conduit for mineralization at the Little Lepreau discovery extending to Shadow Lake and Menzies Lake, for a strike length of roughly 16 km.

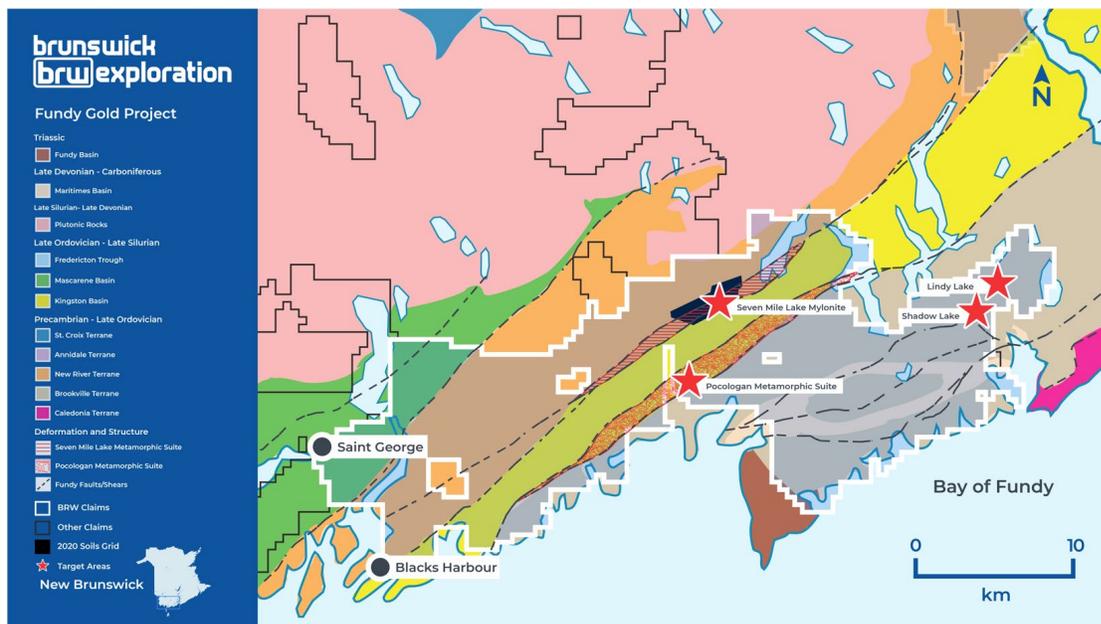
Highlight of the bedrock sample on this property is:

Sample ID	Au g/t	Ag g/t	Cu ppm
ML36	70.40	20	2,830

### 2021 Summer Prospecting Update

On August 25, 2021, the Company announced initial results from summer prospecting. First-pass prospecting has focused on road cuts, clear cuts, streams and bedrock exposures along highways, secondary roads and in quarries. Work has been limited to the southern claims (Figure 5), and areas prospected to date represent less than 10% of the property surface area.

**FIGURE 5**



Some samples are categorized as float (\*) as they are from stockpiles or large angular blast rock found within or very near quarries in the Lindy Lake or Shadow Lake areas. Assays have been received for a total of 1,160 samples in 2021. To date, approximately 10% of all assays have returned anomalous gold, silver or copper values and highlights are reported below:

#### Grab and Float Sample Highlights:

Area	Sample ID	Easting (UTM19)	Northing (UTM19)	Au (g/t)	Ag (g/t)	Cu (%)
Pennfield Ridge	535637	679709.00	4997424.00	0.04	6.34	<b>0.71</b>
Pennfield Station	535753	685979.00	4998931.00	0.00	5.52	<b>0.91</b>
Pennfield Corner	535758	676623.00	4998764.00	<b>0.18</b>	2.69	0.00
Seven Mile Lake	663933	699097.26	5010073.59	0.02	<b>18.55</b>	0.00
Lepreau Exit	663957	699205.09	5006892.64	0.00	<b>16.70</b>	0.00
Pennfield Station	664000	685066.79	4998435.95	0.00	1.70	<b>0.75</b>
West Branch Road	665139	708332.35	5007289.52	0.05	<b>17.20</b>	0.01
Lindy Lake NE Pit	665212*	713943.25	5009907.59	0.02	5.50	<b>0.62</b>
Lindy Lake NE Pit	665244*	713952.28	5009922.13	0.02	1.60	<b>1.03</b>
Lindy Lake NE Pit	665262	713954.49	5009930.87	0.03	2.85	<b>0.99</b>
Shadow Lake SW Pit	665283	711494.20	5007852.86	<b>0.20</b>	0.37	0.06
Shadow Lake SW Pit	665288	711493.73	5007897.66	<b>0.40</b>	<b>16.10</b>	0.03
West Shadow Lake	665317*	712392.33	5008216.42	<b>1.62</b>	<b>245.00</b>	<b>1.33</b>
West Shadow Lake	665319	712388.76	5008250.33	<b>0.13</b>	6.32	0.02
West Shadow Lake	665343	712403.05	5008216.11	<b>0.14</b>	<b>32.40</b>	0.25
Detour Road	666528	694316.00	5002695.00	<b>0.61</b>	0.71	0.02
Detour Road	666602	694361.00	5003066.00	<b>0.12</b>	0.06	0.00

### 3.3 Waconichi Project

On September 1, 2020, the Company acquired, through map staking, the Waconichi base metal property, located 40 km northeast of the mining town of Chibougamau in the northern part of the Abitibi greenstone belt, Eyou Istchee, Québec. The property comprises 260 map-staked claims covering a surface area of 14,297 ha (143 sq. km) and is accessible by an all-season bush road from Chibougamau.

This property was acquired because it includes numerous historical base metal (Zn-Pb-Ag) showings and volcanic geology that is favourable for the discovery of VMS deposits. The area was explored intermittently in the last 50 years and previous work outlined 18 surface showings of zinc-lead-silver or copper mineralization with reported values of up to 9% Zn+Pb in grab samples. Government records indicate a total of only 88 shallow (less than 200 m) historical drill holes on the entire property, mostly around surface showings, with no record of systematic exploration for VMS deposits. Numerous short intervals (less than 4 metres) grading from 0.75-3.1 % Zn were recorded. This property also includes numerous surface showings of massive to semi-massive pyrite, indicative of abundant volcanogenic exhalative activity.

A more recent airborne geophysical survey (MAG-TDEM), in 2014, revealed over 180 conductor axes on the property, the longest being continuous for about 19 km. The longest conductors correlate to near-surface graphitic and massive pyrite horizons (exhalative units) and include some of the base metal showings. The vast majority of conductors, however, remain untested by drilling.

An airborne gravity gradiometry survey has just been completed and several coincident gravity and MAG-TDEM anomalies have been identified. These coincident anomalies have seen minimal exploration work and are the focus of renewed prospecting work and targeted drilling. A six-hole, 2,000 m drill program has been outlined and commenced in early November 2021. This program will test airborne coincident TDEM-GG geophysical anomalies (coincident EM conductors and gravity gradiometry highs). This will be the first time that the Company drill-tests anomalies related to this technology, designed to detect dense, conductive bodies, presumably VMS mineralization in this geological environment. A total of 22 coincident anomalies have been identified on this property and this initial program will test the first five high-priority anomalies.

### 3.4 Lac-Edouard Project

On March 1, 2021, the Company announced that it had signed option and purchase agreements from a private company and prospectors to acquire a 100% interest in the Lac Edouard Project, located 40 km northeast of the town of La Tuque, Québec, and 125 km northwest of Québec City.

The Company optioned 25 claims representing 1,374.5 ha from Les Ressources Tectonic Inc. This option allows the Company to acquire a 100% interest in the Property over a three-year period for a total cash consideration of \$170,000 and exploration expenditures of \$500,000 under the following terms:

- Upon closing of the formal agreement, the Company paid \$15,000;
- Upon the first-year anniversary of the closing, the Company will pay \$45,000 and will have completed \$100,000 in exploration;
- Upon the second-year anniversary of the closing, the Company will pay \$50,000 and will have completed and additional \$150,000 in exploration; and
- Upon the third-year anniversary of the closing, the Company will pay \$60,000 and will have completed and additional \$250,000 in exploration.

The schedule can be accelerated at the Company's discretion. The Company has also granted a 2% NSR on the claims covered by the option agreement. The first half (1%) of the NSR may be repurchased upon payment of \$1.5 million from the Company to the optionor. The Company retains a first right of purchase of the second half of the NSR.

Additionally, the Company has purchased a 100% interest in 8 peripheral claims (464 ha) to the optioned property from local prospectors for a cash consideration of \$14,400. The Company has also granted a 2% NSR on the purchased claims. The first half (1%) of the NSR may be repurchased upon payment of \$1.0 million from the Company to the vendors. The second half may be purchased for \$2.0 million. If the Company elects to complete both payments, it will have repurchased the entirety of the royalty on the eight purchased claims.

Drilling was completed in July 2021 for approximately 3,000 m and was designed to test the mineralized system along strike and down dip of the historical massive sulfide zone. Final assay results from this drill campaign remain pending.

Prospecting and geological mapping is advancing across this property and a ground geophysical survey started in November 2021. Drilling of the easterly-trending airborne conductor was not possible last summer due to powerline and nearby lake physical constraints. A ground geophysical survey (deep-penetrating EM) is now scheduled for the fall to confirm the airborne anomaly, and a second drill program is planned for early 2022.

## 4. MISAPPROPRIATION OF ASSETS

In June 2021, Management identified certain transactions, which raised suspicions of misappropriation of Company assets by a former employee relating to prior transactions, which were brought to the attention of the Company's board of directors, auditors and external legal counsel. Management performed a formal investigation and based on key findings, the Company identified unauthorized transactions totaling \$979,000 having taken place between April 2018 and June 2021. Of these amounts, \$571,130 had been recognized in expenses at the time the transactions were entered into and had no impact on the consolidated net loss for each of the periods ended December 31, 2018, 2019 and 2020.

Administrative expenses of \$677,870 include unauthorized transactions made in the nine-month period ended September 30, 2021, as well as previously unrecorded unauthorized transactions from prior periods totaling \$270,000.

On August 13, 2021, the Company entered into a transaction agreement with the former employee, who acknowledged the misappropriation of assets and has agreed to a reimbursement timeline. The Company has recognized a 100% credit loss on this receivable for a net accounting value of nil as at September 30, 2021 and will record future reimbursement payments in the statement of comprehensive loss as funds are received.

Management's formal investigation identified the following internal control weaknesses:

- inadequate controls relating to the payment authorization and invoice approval processes, which increased the risk of the Company entering into unauthorized transactions; and
- insufficient segregation of duties which increased the risk of a small number of ill-intentioned individuals colluding to act in ways which are detrimental to the Company.

Management is committed to remediating these internal control weaknesses in a timely manner, with appropriate oversight from the Audit Committee. Since the identification of suspicious transactions, the Company has taken proactive steps to address issues which gave rise to the situation. The Company has enhanced its internal controls by implementing the following changes:

- Enhancing the payment approval procedures and the invoicing signing procedures.
- Revisiting the organizational structure of the Company and making changes.

Because of their inherent limitations, internal controls over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements due to error or fraud. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by individual acts, by collusion of two or more individuals or by unauthorized override of controls. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## 5. RESULTS OF OPERATIONS

### Three-month period ended September 30, 2021 ("Q3-2021")

The Company incurred a net loss of \$0.3 million during Q3-2021, compared to a net profit of \$1.8 million for the three-month period ended September 30, 2020 ("Q3-2020").

The net loss from continued activities for Q3-2021 totaled \$0.3 million and was consistent with Q3-2020.

In Q3-2020, the Company completed the sale of its Mali subsidiary (Komet Mali SARL) recording a gain of \$2.1 million associated to discontinued operations.

### Nine-month period ended September 30, 2021 ("YTD-2021")

The Company incurred a net loss of \$0.3 million during YTD-2021, compared to a net profit of \$1.2 million for the nine-month period ended September 30, 2020 ("YTD-2020").

The net loss from continued activities for YTD-2021 totaled \$1.4 million and increased by \$0.5 million as compared to YTD-2020. This increase from YTD-2020 is due to an increase in administrative expenses for \$1.0 million. Administrative services increased primarily due to the identification and subsequent write-off of misappropriated assets discussed above totalling \$0.7 million. In addition, there was an increase for salaries and management fees (\$0.3 million) and investor relations (\$0.1 million) due to an increase in corporate activities in YTD-2021. The increased expenses were partially offset by a gain on the sale of investments of \$0.4 million in YTD-2021 (\$ nil in YTD-2020).

During YTD-2021, the Company completed the sale of the Burkina Subsidiaries recording a gain of \$1.1 million associated to discontinued operations. During YTD-2020, the Company completed the sale of its Mali subsidiary (Komet Mali SARL) recording a gain of \$2.1 million associated to discontinued operations.

## 6. LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2021, the Company had working capital of \$1.8 million compared to working capital of \$5.3 million as at December 31, 2020. Cash and short-term investments amounted to \$3.2 million as at September 30, 2021, compared to \$6.9 million as at December 31, 2020.

The decrease of \$3.7 million in the Company's cash position during YTD-2021 is primarily due to the cash flows used in operations (\$1.5 million), investments made in exploration and evaluation activities (\$1.9 million) and the reimbursement of the 2015 Debenture (\$0.5 million) as defined under the "Related Party Transactions" heading below. This was partially offset by the proceeds received on the sale of investments (\$1.7 million).

As the Company is in the exploration and evaluation stage on its projects, it has not recorded any revenues from operations, has no source of operating cash flow, and no assurance that additional funding will be available to it for further development of its projects. The working capital as at September 30, 2021 will not be sufficient to meet the Company's obligations, commitments and budgeted expenditures through September 30, 2022.

The Company's ability to continue future operations beyond September 30, 2022, and fund its planned exploration and evaluation activities at its projects is dependent on Management's ability to secure additional financing in the future. This may be completed in a number of ways, including, but not limited to, selling a royalty on its projects and the issuance of debt or equity instruments. Management will pursue such additional sources of financing when required, and while Management has been successful in securing financing in the past, there can be no assurance it will be able to do so in the future or that these sources of funding or initiatives will be available for the Company or that they will be available on terms which are acceptable to the Company. If the funds are not available on terms satisfactory to the Company, some planned activities may be postponed and the Company will be required to re-evaluate its plans and allocate its total resources in such a manner as the Board and Management deem to be in the Company's best interest.

## 7. OUTSTANDING SHARE DATA

As of November 23, 2021, the Company has 131,381,712 issued and outstanding common shares, 3,600,000 outstanding stock options and 8,750,000 outstanding warrants.

## 8. OFF-BALANCE SHEET ITEMS

As of November 23, 2021, the Company has no off-balance sheet arrangements.

## 9. CONTRACTUAL COMMITMENTS AND OBLIGATIONS

On October 1, 2020, the Company received \$1.7 million following the issuance of flow-through shares for which the Company renounced tax deductions as at December 31, 2020. As at September 30, 2021, \$0.5 million remains to be incurred by December 31, 2022.

On December 21, 2020, the Company received \$2.0 million following the issuance of flow-through shares for which the Company renounced tax deductions as at December 31, 2020. As at September 30, 2021, \$1.0 million remains to be incurred by December 31, 2022.

## 10. SUMMARY QUARTERLY RESULTS

A summary of selected quarterly financial information for the last eight quarters is outlined below:

<b>(for the three months ended)</b>	<b>September 30, 2021</b>	<b>June 30, 2021</b>	<b>March 31, 2021</b>	<b>December 31, 2020</b>
	\$	\$	\$	\$
Cash	3,210,651	4,466,061	5,798,201	5,492,705
Working capital	1,793,394	2,905,224	4,604,600	5,319,697
Total assets	6,640,209	6,978,197	7,841,788	10,926,311
Investments in exploration and evaluation assets <sup>(i)</sup>	959,709	432,700	509,206	218,511
Total revenue	-	-	-	-
Net (loss) profit	(315,356)	(903,229)	949,120	(986,539)
Basic and diluted net (loss) profit per share <sup>(iii)</sup>	(0.00)	(0.01)	0.01	(0.01)

(for the three months ended)	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019
	\$	\$	\$	\$
Cash	82,462	39,399	130,455	82,060
Working capital	438,242	(60,680)	104,481	(982,900)
Total assets	5,054,127	4,544,333	4,629,443	4,580,050
Investments in exploration and evaluation assets <sup>(i)</sup>	214,596	1,585	3,120	75,376
Total revenue	-	-	-	-
Net (loss) profit	1,806,606	(331,217)	(268,123)	(2,658,009)
Basic and diluted net (loss) profit per share <sup>(ii)</sup>	0.02	(0.01)	(0.00)	(0.04)

(i) Including the payments of options on properties, on a cash basis.

(ii) Net loss per share is based on each reporting period's weighted average number of shares outstanding, which may differ on a quarter-to-quarter basis. As such, the sum of the quarterly net loss per share amounts may not equal year-to-date net loss per share.

The changes in the Company's cash and working capital are directly impacted by the level of investments made in exploration and evaluation activities, the sales of the Company's Burkina subsidiaries and financings completed during the periods. Over the last eight quarters, the variation in the operating loss per quarter has been impacted by the level of corporate activity at the Company. The timing of non-cash income (such as gains on sales of African assets) are the main reasons for significant quarterly variations (increase or decrease) in net loss over the last eight quarters.

## 11. RELATED PARTY TRANSACTIONS

Key management includes directors and officers of the Company. The compensation paid or payable to key management for employee services is presented below for the three-month and nine-month periods ended September 30, 2021 and 2020:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
	\$	\$	\$	\$
Management fees and salaries	67,500	22,500	269,167	67,500
Share-based compensation	31,860	-	86,576	-
Interest expense on convertible debentures	38,538	45,000	123,038	154,425
Interest expense on due to an administrator	-	3,000	-	103,356
Office access fees	13,100	-	43,000	18,750

### Convertible debentures 2015

In June 2015, the Company completed a private placement in the form of convertible debentures for gross proceeds of \$2.0 million, bearing interest at 12%, payable semi-annually (the 2015 Debentures<sup>™</sup>). Each debenture was convertible at any time prior to the maturity date at the discretion of the subscriber for common shares at a conversion price of \$0.65 per common share. The 2015 Debentures matured on June 8, 2020.

On July 3, 2020, the Company repaid \$1.5 million of the 2015 Debentures, including the related interest. At December 31, 2020, the outstanding balance totalled \$500,000, which was repaid with the related interest on May 4, 2021.

### Convertible debentures 2018

On September 27, 2018, the Company completed a private placement in the form of convertible debentures for gross proceeds of \$1.0 million. These debentures bear interest at a rate of 12%, payable semi-annually, on March 1<sup>st</sup> and September 1<sup>st</sup> of each year. Each debenture is convertible at any time prior to the maturity date at the discretion of the subscriber for common shares at a conversion price of \$0.40 per share.

At its discretion and up to a maximum of three times before the due date, the Company could pay the accrued interest by issuing shares based on the market price on the date of the payment. After the end of the third year, the Company has the right to force the conversion of these debentures in the event that the shares of the issuer are traded at more than \$1.00 per share for more than 10 consecutive days.

In November 2021, the Company repaid \$0.3 million on these debentures, including the related interest.

### Due to an Administrator

As at December 31, 2019, a director and an officer of the Company (the “Administrator”) had advanced to the Company an amount of \$1.9 million, with annual interest of 12%, originally refundable by 36 monthly payments of \$16,667 beginning January 1, 2020.

During the year ended December 31, 2020, additional advances totalling \$0.5 million were made to the Company. On July 8, 2020, the Company concluded the settlement of debt with the Administrator for an amount of \$2.3 million plus related interest. Pursuant to the debt settlement, the Company issued to the Administrator 21,305,983 common shares at a fair value of \$0.14 per share, resulting in a loss of settlement of debt of \$0.4 million. The balance owing to the Administrator on December 31, 2020 was \$0.1 million, which was reimbursed in July 2021.

## **12. BASIS OF PRESENTATION OF FINANCIAL STATEMENTS**

The Financial Statements have been prepared in accordance with the IFRS. The accounting policies, methods of computation and presentation applied in the Financial Statements are consistent with those of the previous financial year.

The Board has approved the Financial Statements on November 23, 2021.

The significant accounting policies of Brunswick Exploration, as well as the accounting standards issued but not yet effective, are detailed in the notes to the Annual Financial Statements, filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

## **13. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The determination of estimates requires the exercise of judgment based on various assumptions and other factors such as historical experience and current and expected economic conditions. Actual results could differ from those estimates.

Critical judgments in applying the Company’s accounting policies are detailed in the Annual Financial Statements, filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

## 14. RISKS FACTORS

An investment in the Company's common shares is subject to a number of risks and uncertainties. An investor should carefully consider the risks described below and the other information filed with the Canadian securities regulators ([www.sedar.com](http://www.sedar.com)), before investing in the Company's common shares. If any of the described risks occur, or if others occur, the Company's business, operating results and financial condition could be seriously harmed and investors may lose a significant proportion of their investment.

The following risk factors may not be a definitive list of all risk factors associated with an investment in Brunswick Exploration or in connection with the business and operations of Brunswick Exploration.

### *Industry Conditions*

The exploration for and development of mineral deposits involve significant risks and while the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. All of Brunswick Exploration's properties are in the exploration stage and Brunswick Exploration is presently not exploiting any of its properties and its future success will depend on its capacity to generate revenues from an exploited property.

The discovery of mineral deposits depends on a number of factors, including the professional qualification of its personnel in charge of exploration. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. In the event that Brunswick Exploration wishes to commercially exploit one of its properties, the exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in Brunswick Exploration not receiving an adequate return on invested capital. Brunswick Exploration's operations will be subject to all the hazards and risks normally encountered in the exploration and development of mineral deposits. Mining operations generally involve a high degree of risk, including unusual and unexpected geologic formations. There can be no guarantee that sufficient quantities of minerals will be discovered or that one of Brunswick Exploration's properties will reach the commercial production stage.

### *Regulatory Matters*

Brunswick Exploration's activities are subject to governmental laws and regulations. These activities can be affected at various levels by governmental regulation governing prospecting and development, price control, taxes, labour standards and occupational health, expropriation, mine safety and other matters. Exploration and commercialization are subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws impose high standards on the mining industry to monitor the discharge of wastewater and report the results of such monitoring to regulatory authorities, to reduce or eliminate certain effects on or into land, water or air, to progressively rehabilitate mine properties, to manage hazardous wastes and materials and to reduce the risk of worker accidents.

Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory or judicial authorities enjoining or curtailing operations or requiring corrective measures, installation of additional equipment or remedial actions, any of which could result in significant expenditures. Brunswick Exploration may also be required to compensate private parties suffering loss or damage by reason of a breach of such laws, regulations or permitting requirements. It is also possible that future laws and regulations, or more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures, restrictions on or suspensions of Brunswick Exploration's

activities and delays in the exploration of properties.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on Brunswick Exploration and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

#### *Competition*

Brunswick Exploration's activities are directed towards the exploration and evaluation of mineral deposits. There is no certainty that the expenditures to be made by Brunswick Exploration will result in discoveries of commercial quantities of mineral deposits. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. Brunswick Exploration will compete with other interests, many of which have greater financial resources than it will have, for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts, and Brunswick Exploration may not be able to successfully raise funds required for any such capital investment.

*Brunswick Exploration's operations are subject to financing risks and additional financing may result in dilution or partial sale of assets*

Brunswick Exploration's operations are subject to financing risks. At the present time, Brunswick Exploration does not have any producing projects and no sources of revenue. Brunswick Exploration's ability to explore for and find potential economic projects, and then to bring them into production, is highly dependent upon its ability to raise equity and debt capital in the financial markets. Any projects that Brunswick Exploration develops will require significant capital expenditures. To obtain such funds, Brunswick Exploration may sell additional securities including, but not limited to, Brunswick Exploration common shares or some form of convertible security, the effect of which could result in a substantial dilution of the equity interests of the Brunswick Exploration shareholders. Alternatively, Brunswick Exploration may also sell a part of its interest in an asset in order to raise capital. There is no assurance that Brunswick Exploration will be able to raise the funds required to continue its exploration programs and finance the development of any potentially economic deposit that is identified on acceptable terms or at all. The failure to obtain the necessary financing could have a material adverse effect.

#### *Economics of developing mineral properties*

Mineral exploration and development is speculative and involves a high degree of risk. While the discovery of an ore body may result in substantial rewards, few properties which are explored are commercially mineable and ultimately developed into producing mines. There is no assurance that any exploration properties will be commercially mineable.

Should any mineral resources exist, substantial expenditures will be required to confirm mineral reserves which are sufficient to commercially mine and to obtain the required environmental approvals and permitting required to commence commercial operations. The decision as to whether a property contains a commercially viable mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (a) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (b) availability and costs of financing; (c) ongoing costs of production; (d) metal prices; (e) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration

activities); and (f) political climate and/or governmental regulation and control. Development projects are also subject to the successful completion of engineering studies, issuance of necessary governmental permits, and availability of adequate financing. Development projects have no operating history upon which to base estimates of future cash flow.

*Brunswick Exploration may be subject to liability or sustain loss for certain risks and hazards against which it does not or cannot economically insure*

Mining is capital intensive and subject to a number of risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions, earthquakes, pit wall failures and cave-ins) and encountering unusual or unexpected geological conditions. Such risk and hazards might impact Brunswick Exploration's business. Consequently, many of the foregoing risks and hazards could result in damage to, or destruction of, Brunswick Exploration's mineral properties or future processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of their exploration or development activities, delay in or inability to receive required regulatory approvals, or costs, monetary losses and potential legal liability and adverse governmental action. Brunswick Exploration may be subject to liability or sustain loss for certain risks and hazards against which it does not or cannot insure or against which it may reasonably elect not to insure because of the cost. This lack of insurance coverage could result in material economic harm to Brunswick Exploration.

#### *Information systems and cyber security*

Brunswick Exploration relies on its information technology ("IT") infrastructure to meet its business objectives. Brunswick Exploration uses different IT systems, networks, equipment and software and has adopted security measures to prevent and detect cyber threats. However, Brunswick Exploration and third-party service providers and vendors may be vulnerable to cyber threats, which have been evolving in terms of sophistication and new threats are emerging at an increased rate. Unauthorized third parties may be able to penetrate network security and misappropriate or compromise confidential information, create system disruptions or cause shutdowns to Brunswick Exploration or its counterparties. Although Brunswick Exploration has not experienced any losses relating to external cyber attacks or other information security breaches, there can be no assurance that there will be no such loss in the future. Significant security breaches or system failures of Brunswick Exploration or its counterparties, especially if such breach goes undetected for a period of time, may result in significant costs, fines or lawsuits and damage to reputation. The significance of any cyber security breach is difficult to quantify, but may in certain circumstances be material and could have a material adverse effect on Brunswick Exploration's business.

#### *Coronavirus (COVID-19)*

Brunswick Exploration faces risks related to health epidemics and other outbreaks of communicable diseases, which could significantly disrupt, directly or indirectly, its operations and may materially and adversely affect its business and financial conditions.

Brunswick Exploration's business could be adversely impacted by the effects of the coronavirus or other epidemics. In 2019, a novel strain of the coronavirus emerged in China and the virus spread to several other countries in 2020, including Canada and the U.S., and infections have been reported globally. The extent to which the coronavirus impacts Brunswick Exploration's business, including its operations and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak. In particular, the continued spread of the coronavirus globally could materially and adversely impact Brunswick Exploration's business including without limitation, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel,

operations and business of third party operators, and other factors that will depend on future developments beyond Brunswick Exploration's control, which may have a material and adverse effect on its business, financial condition and results of operations. There can be no assurance that Brunswick Exploration's personnel will not be impacted by these pandemic diseases and ultimately see its workforce productivity reduced or incur increased medical costs / insurance premiums as a result of these health risks.

In addition, a significant outbreak of coronavirus could result in a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the demand for precious metals and the Company's future prospects.

#### *Fluctuation in market value of Brunswick Exploration common shares*

The market price of Brunswick Exploration common shares is affected by many variables not directly related to the corporate performance of Brunswick Exploration, including the strength of the economy generally, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the Brunswick Exploration common shares in the future cannot be predicted.

## 15. FINANCIAL RISKS

The Company's activities expose it to a variety of financial risks: market risks, credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's performance.

A description of the financial risks are included in the Financial Statements, filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

## 16. INTERNAL CONTROL DISCLOSURE

In November 2007, the Canadian Securities Administrators exempted issuers on the TSX-V, such as the Company, from certifying disclosure controls and procedures, as well as internal controls over financial reporting as of December 31, 2007, and thereafter. The Company is required to file basic certificates. The Company makes no assessment relating to establishment and maintenance of disclosure controls and procedures as defined under National Instrument 52-109.

## 17. CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Statements contained in this document that are not historical facts are regarded as forward-looking statements. These statements may involve risk, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Many factors could cause such differences, including: volatility in market metal prices; changes in foreign currency exchange rates and interest rates; unexpected variations in geological conditions of a property or erroneous geological data; environmental risks including increased regulatory constraints; unexpected adverse mining conditions; adverse political conditions, and changes in government regulations and policies. Although Brunswick Exploration has attempted to identify important factors that could cause actual plans, actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause plans, actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual plans, results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

## 18. QUALIFIED PERSON

The scientific and technical information contained in this MD&A for the properties have been reviewed and approved by a Qualified Person ("QP") within the meaning of National Instrument 43-101, *Standards of Disclosure for Mineral Projects* ("NI 43-101").

For the properties held in the province of Québec, the QP is Robert Wares, P.Geo., Chair and Chief Executive Officer and for the properties held in the province of New Brunswick the QP is Charles Kodors, Geology Manager, P. Geo.

## 19. ADDITIONAL INFORMATION

Additional information relating to the Company has been filed on SEDAR and is available at [www.sedar.com](http://www.sedar.com).