



## INTRODUCTION

This Management Discussion and Analysis ("MD&A") of Onyx Gold Corp. ("Onyx" or the "Company") has been prepared by management in accordance with the requirements of National Instrument 51-102 ("NI 51-102") and should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company for the six months ended September 30, 2024 and the audited financial statements of the Company for the year ended to March 31, 2024, and other information relating to the Company on file with the Canadian provincial securities regulatory authorities on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). The Company's consolidated financial statements for the six months ended September 30, 2024 and year ended March 31, 2024 have been prepared in accordance with International Financial Reporting Standards ("IFRS").

This MD&A contains forward-looking information. Please refer to the cautionary language at the end of this document.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

Onyx is a reporting issuer in British Columbia, Alberta, and Ontario. The Company's head office is located at Suite 405, 375 Water Street, Vancouver, British Columbia, V6B 5C6.

Onyx is an exploration company focused on well-established Canadian mining jurisdictions, with assets in Timmins, Ontario, and Yukon, Canada. The Company's extensive 426 square kilometers (km<sup>2</sup>) portfolio of quality gold projects in the greater Timmins gold camp includes the Munro-Croesus Gold property, renowned for its high-grade mineralization, plus two additional earlier-stage large exploration properties, Golden Mile and Timmins South. Onyx also controls four properties totaling 227 km<sup>2</sup> in the Selwyn Basin area of Yukon Territory, which is currently gaining significance due to recent gold discoveries in the area. The most advanced of the Yukon properties is King Tut, located central to the land packages owned by Snowline Gold Corp. ("Snowline"). Onyx's experienced board and senior management team are committed to creating shareholder value through the discovery process, careful allocation of capital, and environmentally/socially responsible mineral exploration.

This MD&A has taken into account information available up to and including November 21, 2024.

## HIGHLIGHTS

- \$1,628,523 cash on hand at September 30, 2024.
- In September, the Company announced a significant new gold discovery at its Munro-Croesus Property in Timmins, Ontario with the intersection of **1.87 grams per tonne gold ("g/t Au") over 48.1 meters ("m") (including 7.14 g/t Au over 4.5 m and 4.05 g/t Au over 10 m)** in hole MC24-163. The new zone, referred to as "Argus North", combines underground-mining grades with surface bulk-mining widths close to existing infrastructure. Argus North is located immediately north of the main Argus Zone, has been tested by only one drill hole to date and is open to expansion in all directions.
- In September, the Company also announced two separate property acquisition transactions that significantly expanded the size of the Munro-Croesus project to a total of 10,588 ha (**105.8 km<sup>2</sup>**). The newly acquired properties, which are host to multiple high-grade and bulk-tonnage gold occurrences, add substantial exploration potential across this relatively underexplored yet highly prospective section of the Timmins Gold Camp. Historic drilling results from the newly acquired ground include **1.0 g/t Au over 42.6 m and 1.3 g/t Au over 28.8 m**, including **10.8 g/t Au over 1.5 m**.



- In November, the Company announced the results of a comprehensive summer field program in the Yukon of geological mapping, prospecting, channel sampling, and rock/soil sampling in the Golden Mask, Ra (formerly WEAS), and Main Tut prospect areas. This work identified an extensive field of sheeted quartz veins exposed on surface within the Ra intrusion, with a high-grade surface rock sample grading **25.1 g/t Au**, and expanded the gold-in-soil geochemical footprint at the Golden Mask anomaly to **2,300 m x 1,500 m**.

## EXPLORATION PROPERTIES

Onyx holds a portfolio of gold assets in the well-established mining jurisdictions of Canada (Timmins, Ontario, and Yukon). Timmins has a history of high-grade gold results and substantial exploration upside, while the Yukon has a long and successful history of base and precious metal exploration and mining. The Company's extensive portfolio of quality gold projects in the greater Timmins gold camp, Ontario, includes the Munro-Croesus Gold property ("Munro-Croesus"), renowned for its high-grade mineralization, plus two additional earlier-stage large exploration properties, Golden Mile and Timmins South. Currently, most of the Company's activity in Ontario is on discovery-focused exploration drilling of the Munro-Croesus property. The Company has accumulated one of the largest land packages owned by a junior in this well-established mining district and is looking to be recognized as the "go-to" explorer in Canada's premier gold camp - boasting history, infrastructure, access, people and mills. Two discoveries have already been made by the Company on the Munro-Croesus property with a follow-up drill program planned in the coming months. Additionally, the Company owns a 100% interest in four southwest Yukon Territory properties in an area of the Selwyn Basin, which are currently gaining significance through recent discoveries in the area. These properties are in the Eastern Tombstone Gold Belt, Yukon, where major deposits have already been defined and/or discovered. The Company is in at the beginning of this emerging new Canadian mining camp, where the first-ever drill program at King Tut property validated a bulk tonnage reduced intrusion system. King Tut is the most advanced of the Yukon properties located central to the land package owned by Snowline Gold Corp.

### Timmins, Ontario Properties

The Timmins gold camp in Ontario is Canada's top gold jurisdiction based on the total ounces produced (100 million oz. to date). The Company's strategy is to consolidate large, underexplored sections of the camp with high geological potential, and then conduct systematic exploration and targeting.

Onyx has 100% ownership of three properties in the Timmins gold camp totaling ~442 km<sup>2</sup>: the Munro-Croesus property; the Golden Mile property; and the Timmins South property. All of the properties can be explored year-round, with winter months particularly favorable for drilling when frozen conditions enhance access.

### *Munro-Croesus Property*

The Munro-Croesus Gold Project is located approximately 75 km east of Timmins, Ontario along Highway 101. The Company and its predecessor, HighGold Mining Inc., completed a significant amount of consolidation of a patchwork of under-explored 1911 to 1950-era patented and unpatented mining claims surrounding the historic Croesus Mine over the past five years. To date, +28 separate land deals in pursuit of this strategy have expanded the Munro Croesus land position to a size of more than 106 km<sup>2</sup>. The Company continues to pursue accretive land deals within the region.

The eastern portion of the Timmins gold camp in which Munro Croesus is located has recently experienced a resurgence in activity and public profile. Major drilling campaigns and resource updates by neighboring exploration and mining companies include those of STLLR Gold Inc. at the Tower Gold Project, McEwen Mining Inc. at the Black Fox mine and Gray Fox deposit, and Mayfair Gold Corp. at the Fenn-Gib deposit.



The 100% owned Munro-Croesus land package includes the past-producing Croesus Mine, which yielded some of the highest-grade gold ever mined in Ontario. The highly prospective geology is proximal to the Porcupine-Destor Deformation Fault Zone and the Pipestone Fault and located approximately 1,500 m northwest and along trend of Mayfair Gold's multi-million-ounce Fenn-Gib gold deposit. Systematic exploration and targeting work has been completed on the consolidated land package, including airborne magnetic-electromagnetic and LiDAR topographic surveys, surface geophysical surveys, data compilation, and geological and structural studies, which have yielded multiple high-priority drill targets.

Drilling in 2022 resulted in the discovery of: 1) bulk tonnage style gold mineralization at the new Argus Zone (e.g. **0.54 g/t Au over 136 m**, including 0.79 g/t Au over 62.8 m and 2) new high-grade veins similar to the historically mined Croesus Vein, 100 m northeast and 350 m northwest of the former Croesus Mine. These discoveries provided 'proof of concept' of the Company's geological and structural models and the potential for the Munro Croesus project to host multiple different styles of gold mineralization.

In late 2023, the Company completed a fall drill program with 4,078 m drilled in 19 holes, including 2,163 m in eight (8) holes focused on expansion drilling on the Argus Zone and 1,915 m in 11 holes focused on follow-up holes at targets proximal to the historic high-grade Croesus Gold Mine. The 2023 fall program included step-outs in 100-meter increments to the west-southwest of the Argus Zone to test the convergence of the zone with the regional Pipestone Fault. The results from hole MC23-140 (**1.0 g/t Au over 27.6 m**), the most westerly hole drilled, suggested the gold mineralization at the Argus Zone may be strengthening as it approaches the Pipestone Fault and highlighted the potential to continue expanding the Argus Zone further to the west.

The 2023 fall drilling also tested a new vein 350 m northwest of the Croesus Gold Mine for its similar geological setting to the Croesus Gold Mine – specifically, the occurrence of a parallel vein to the Croesus Vein within a particular basalt flow (the "Croesus Flow") interpreted to play an important role in the deposition of exceptionally high concentrations of gold. Drillhole MC23-132 intersected the new quartz vein (named the "**GM Vein**") at approximately 60 m vertically below surface and returned the highest-grade interval on the property to date of **363.0 g/t Au over 0.3 m** (true width) within a broader structural zone averaging **121.8 g/t Au over 0.9 m** (true width).

In the spring of 2024, the Company completed a follow-up drill program with 3,311 meters in 25 holes, of which 1,731 m in 20 short holes were completed at the new GM Vein discovery, and 1,580 meters in five (5) holes were completed at the Argus Zone. The program produced multiple high-grade GM Vein intersections at shallow depths (less than 100 m vertical from surface), including:

- **52.06 g/t Au over 0.5 m** within a broader zone of **26.52 g/t Au over 1.0 m** in hole MC23-132;
- **20.44 g/t Au over 0.4 m** within a broader zone of **10.97 g/t Au over 0.8 m** in hole MC24-151;
- **32.31 g/t Au over 0.3 m** within a broader zone of **7.68 g/t Au over 1.4 m** in hole MC24-152; and
- **15.52 g/t Au over 0.4 m** in hole MC24-156

Ten of the twenty holes (50%) to test the GM Vein intersected mineralization over 10 g/t Au. The GM Vein remains open to expansion in all directions.

The five (5) drill holes from the spring 2024 drill program tested the Argus Zone in step-outs from hole MC23-140, the most westerly drill hole into the zone which returned 1.0 g/t Au over 27.6 m. The drilling was successful in expanding the main Argus Zone **to a strike length of over 750 m and a width of 200 m**, with highlights including:

- **0.99 g/t Au over 63.3 m**, including **2.18 g/t Au over 17.4 m**, and **0.83 g/t Au over 29.0 m**, including **2.42 g/t Au over 8.2 m**, in hole MC24-166; and
- **0.84 g/t Au over 22.9 m**, including **2.23 g/t Au over 4.4 m**, in hole MC24-164



Of potentially greater significance was the discovery of a wide new zone of higher-grade gold mineralization referred to as "Argus North", located immediately north of the main Argus Zone trend. Hole MC24-163 intersected **1.87 g/t Au over 48.1 m** including **7.14 g/t Au over 4.5 m** and **4.05 g/t Au over 10.0 m**, representing **the best drill intersection on the Argus Zone to date**. The 48 m interval of mineralization in hole MC24-163 displays typical 'Argus-style' characteristics with strongly silicified mafic variolitic volcanics with 3-10% pyrite stringers and local specular hematite. With only one drill hole testing the area to date, the Argus North Zone remains completely unconstrained and open in all directions.

### ***Golden Mile Property***

This 100%-owned, 140 km<sup>2</sup> property is located nine kilometers northeast of Newmont-Goldcorp's multi-million-ounce Hoyle Pond deposit in the Timmins gold camp, northeast Ontario. The property covers the northwestern extension of the aforementioned Pipestone Fault System on the north margin of the Timmins gold camp that has produced more than 55 million ounces of gold to date. The Company has drill permits in hand for the property and is formulating plans for a drill program.

### ***Timmins South Property***

This 100%-owned, 195 km<sup>2</sup> property includes several large claim blocks located south of the major gold-producing mines in Timmins. The property covers several intrusive bodies hosted by Tisdale komatiites and mafic volcanic rocks and is prospective for both alkalic disseminated gold and orogenic vein-hosted gold mineralization. Geophysical and geochemical surveys were completed in order to develop future drill targets at Timmins South.

### ***Yukon Gold Properties (Northwest Canada)***

Onyx controls a portfolio of greenfield gold properties in eastern Yukon, totaling 227 km<sup>2</sup>. The King Tut Property is Onyx's most advanced and compelling property, located in the heart of an emerging reduced intrusive-related gold district in Yukon's Selwyn Basin. Previous fieldwork identified large-scale undrilled gold-in-soil anomalies in a comparable geological setting 50 km from Snowline Gold Corp.'s Rogue/Valley Discovery, one of Canada's most significant new gold discoveries

The 2023 Yukon exploration program focused on Phase 1 drill testing of the promising Main Tut and Golden Mask gold-in-soil anomalies, which are associated with two separate intrusion-related gold systems, and also the execution of property-wide geophysical surveys, geochemical surveys, and mapping and prospecting programs to refine drill targets and identify prospective area for future exploration. The Program included 2,123 m of diamond drilling in two (2) completed holes at the Main Tut target and seven (7) completed holes and one (1) lost hole on the Golden Mask target, 1,353 soil samples, 1,692-line-km of property-wide drone-based magnetic geophysical surveying, property-wide high-resolution LiDAR topographic surveying, and geological mapping, prospecting, and geochemical sampling.

Results from the inaugural nine (9) hole drill program confirmed widespread gold mineralization across the Main Tut and Golden Mask anomalies, validating the existence of potential bulk-tonnage reduced intrusion-related gold systems ("RIRGS") on the Property. In addition, new airborne magnetic surveying and soil sampling also significantly expanded the size of the mapped intrusions at both targets, particularly at the Golden Mask target, where the magnetic footprint of the intrusion increased by 700%.



### ***Ra Property Acquired for King Tut Project***

In May 2024, the Company entered into an option agreement to acquire the strategic Ra (formerly WEAS) property in Yukon. The 627-hectare ("ha") land package comprising the Property is located within the King Tut Project. This acquisition consolidates the King Tut Project and provides the Company full control of the two mineralized intrusions in the King Tut: the Ra intrusion and the Golden Mask intrusion located 9 km to the west. Under the terms of the Agreement, the Company can acquire 100% of the Ra property by providing the Optionor a total of 3,000,000 common shares of Onyx, consisting of 500,000 shares on closing (issued July 2024), 500,000 shares on the first anniversary, 500,000 shares on the second anniversary, and 1,500,000 shares on the third anniversary.

The Ra property covers a prospective reduced intrusion-related gold target. Historical work completed by previous operators reported multigenerational gold-bearing sheeted quartz veins within an exposed, 3 km by 2 km granitic intrusion. Drilling in 1996 (1,280 m in five (5) holes) intersected **1.0 g/t Au over 21 m** true width (unknown) associated with the sheeted quartz veins, along with surface grab samples of up to **20.1 g/t Au**.

There has been limited work done on the Ra property and no significant exploration since the mid-1990s. In July 2024, a comprehensive Phase 1 program on King Tut Project in the Yukon was completed. The Program included geological mapping, prospecting, channel sampling, and rock/soil sampling in the Golden Mask, Ra (formerly WEAS), and Main Tut prospect areas. The Company is encouraged with the results of this work which has expanded the gold-in-soil geochemical footprint at the Golden Mask anomaly to **2,300 m x 1,500 m**. This work has also identified an extensive field of sheeted quartz veins exposed on surface within the Ra intrusion with a high-grade surface rock sample grading **25.1 g/t Au**.

## **RESULTS OF OPERATIONS**

### ***Exploration and Evaluation Property Expenditures***

During the six months ended September 30, 2024, the Company recorded expenditure additions of \$1,991,721 on exploration and evaluation properties. The Company's three mineral properties in Ontario accounted for \$1,456,235 of the expenditures, and the Company's King Tut project in Yukon accounted for \$535,486 of the expenditures (of which \$142,500 was the deemed value of Company shares issued to acquire the WEAS property).

### ***Quarter Ended September 30, 2024***

The net loss for the three months ended September 30, 2024 was \$364,807 (2023 - \$46,719). Significant expenses include:

- Professional fees of \$53,293 (2023 - \$69,696), primarily related to legal and accounting costs for general corporate matters and accounting services provided to the Company. The costs during the comparative period were primarily related to the Company's TSXV listing application.
- Salaries, wages and benefits of \$67,853 (2023 - \$132,926) paid to directors, officers and employees of the Company during the period. Please refer to "Transactions with Related Parties" section for additional information.
- Advertising and promotion of \$98,172 (2023 - \$42,134), mainly consisting of advertising campaigns and the cost of participating in virtual and in person mining investment conferences and roadshows.
- Share-based compensation of \$77,498 (2023 - \$386,966), relating to the granting and vesting of stock options and restricted share units during the period.
- During the three months ended September 30, 2024, the Company sold 150,000 shares in Snowline Gold Corp. ("Snowline") related to the sale of certain Yukon mining claims, resulting in a gain of \$22,123. The Company also recorded interest income of \$12,863 during the period, related to the Company's investment in short-term bank certificates.



### Operating Costs

The Company's net loss for the six months ended September 30, 2024 was \$861,976 (2023 - \$192,471). Significant income and expenses include:

- Book value loss on marketable securities of \$87,377 (2023 - gain of \$24,000) on sale of 150,000 shares of Snowline.
- Interest income of \$32,917 (2023 - \$44,402) related to the Company's investment in short-term bank certificates.
- Professional fees of \$85,819 (2023 - \$115,232), primarily related to legal and accounting costs for general corporate matters and accounting services provided to the Company.
- Salaries, wages and benefits of \$157,613 (2023 - \$163,404) paid to directors, officers and employees of the Company during the period. Please refer to "Transactions with Related Parties" section for additional information.
- Share-based compensation of \$231,230 (2023 - \$386,966), relating to the granting and vesting of stock options and restricted share units during the period.
- Advertising and promotion of \$129,556 (2023 - \$48,915), mainly consisting of advertising campaigns and the cost of participating in virtual and in person mining investment conferences and roadshows.

### SELECTED QUARTERLY INFORMATION

The following table summarizes the results of operations for the period from the date of incorporation on February 13, 2023 to September 30, 2024:

	Quarter ended September 30, 2024	Quarter ended June 30, 2024	Quarter ended March 31, 2024	Quarter ended December 31, 2023
Revenue <sup>(1)</sup>	\$ -	\$ -	\$ -	\$ -
Net comprehensive loss	(364,807)	(497,169)	(224,666)	(522,020)
Total assets	25,422,633	25,629,819	25,968,357	24,407,694
Basic and diluted loss per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.02)

  

	Quarter ended September 30, 2023	Quarter ended June 30, 2023	Period from incorporation February 13, 2023 to March 31, 2023
Revenue <sup>(1)</sup>	\$ -	\$ -	\$ -
Net comprehensive loss	(46,719)	(145,752)	-
Total assets	25,602,059	19,158,601	1
Diluted and diluted loss per share	\$ (0.00)	\$ (0.02)	\$ -

(1) The Company has no sales revenues.

### FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2024, the Company had current assets of \$1,754,791 (March 31, 2024 - \$4,292,236), including cash and cash equivalents of \$1,628,523 (March 31, 2024 - \$3,175,326) and \$431,198 (March 31, 2024 - \$659,076) in current liabilities.

During the six months ended September 30, 2024, the Company used \$480,055 (2023 - \$1,087,210) in cash for operating activities and \$1,862,893 (2023 - \$2,605,681) in cash for exploration and evaluation expenses, spent primarily on the Yukon and Munro-Croesus properties. In addition, the Company sold 150,000 shares of Snowline for cash proceeds of \$817,123.



Total cash used in financing activities was \$20,978 (2023 – provided by \$8,297,406). In the comparative period, the Company completing a private placement, consisting of 7,888,000 non-flow-through units at a price of \$0.50 per share and 6,400,000 flow-through units at a price of \$0.69 per flow-through share for aggregate gross proceeds of \$8,360,000. Each flow-through and non-flow-through unit comprised of one common share and one-half of one common share purchase warrant. Each warrant is exercisable to acquire one common share at a price of \$0.75 per share for a period of 24 months following the date of issuance.

The Company's cash balance as of the date of this report is \$1.1 million.

The Company's financial statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

#### **SUBSEQUENT EVENT**

Subsequent to the six months ended September 30, 2024, the Company granted 1,650,000 stock options to certain officers, directors and employees and consultants of the Company with an exercise price of \$0.20 per share expiring in 5 years. All of the stock options vest over 2 years.

#### **SHARE CAPITAL**

As at September 30, 2024, the Company has the following:

- 48,557,256 shares outstanding
- 2,896,250 stock options outstanding
- 7,144,000 warrants outstanding
- 766,662 RSUs outstanding

As at the date of this MD&A, the Company has the following:

- 48,577,256 shares outstanding
- 4,546,250 stock options outstanding (\$0.20 to \$0.90 per share)
- 7,144,000 warrants outstanding (\$0.75 per share)
- 766,662 RSUs outstanding

#### **FUTURE CASH REQUIREMENTS**

The Company's future capital requirements will depend on many factors, including, among others, its ability to earn cash flow from operations. Should the Company wish to pursue current and future business opportunities, additional funding will be required. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. If adequate funds are not available, the Company may not be able to meet its contractual requirements.

#### **TRANSACTIONS WITH RELATED PARTIES**

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The



Company considers all Directors and Officers of the Company to be key management personnel.

As at September 30, 2024, the Company had a total of \$8,531 (March 31, 2024 - \$18,957) payable to Mr. Brock Colterjohn, the Chief Executive Officer and a director for outstanding expense reimbursements payable.

As at September 30, 2024, the Company had a total of \$Nil (March 31, 2024 - \$17,113) payable to Ms. Nicole Hoeller, Vice President of Corporate Communications for outstanding expense reimbursements payable.

As at September 30, 2024, the Company had a total of \$1,675 (March 31, 2024 - \$1,918) payable to Mr. Ian Cunningham-Dunlop, Executive Vice President for outstanding expense reimbursements payable.

As at September 30, 2024, the Company had a total of \$4,440 (March 31, 2024 - \$7,735) payable to Mr. Conor McKinley, Vice President of Exploration for outstanding expense reimbursements payable.

During the six months ended September 30, 2024, the Company paid/accrued salaries, wages and benefits included in administrative expenses of \$68,940 (2023 - \$39,153), paid/accrued salaries, wages and benefits included in exploration and evaluation expenditures of \$103,410 (2023 - \$58,730) to Mr. Brock Colterjohn, the Chief Executive Officer and a director of the Company.

During the six months ended September 30, 2024, the Company paid/accrued salaries, wages and benefits included in administrative expenses of \$56,250 (2023 - \$38,000) to Mr. Aris Morfopoulos, Chief Financial Officer of the Company.

During the six months ended September 30, 2024, the Company paid/accrued salaries, wages and benefits included in administrative expenses of \$74,970 (2023 - \$16,660) to Ms. Nicole Hoeller, Vice President of Corporate Communications of the Company.

During the six months ended September 30, 2024, the Company paid/accrued salaries, wages and benefits included in administrative expenses of \$30,555 (2023 - \$Nil), paid/accrued salaries, wages and benefits included in included in exploration and evaluation expenditures of \$59,445 (2023 - \$40,000) to Mr. Ian Cunningham-Dunlop, Executive Vice President of the Company.

During the six months ended September 30, 2024, the Company paid/accrued salaries, wages and benefits included in administrative expenses of \$56,250 (2023 - \$25,000) to Mr. Darwin Green, a director of the Company.

During the six months ended September 30, 2024, the Company paid/accrued salaries, wages and benefits included in administrative expenses of \$42,719 (2023 - \$Nil), paid/accrued salaries, wages and benefits included in exploration and evaluation expenditures of \$81,032 (2023 - \$55,000) to Mr. Conor McKinley, Vice President of Exploration of the Company.

During the six months ended September 30, 2024, the Company recorded total share-based compensation of \$260,322 (2023 - \$432,302), of which \$196,339 (2023 - \$304,050) is included in administrative expenses and \$63,983 (2023 - \$128,252) is included in exploration and evaluation assets, related to the vesting of stock options previously granted to officers and directors of the Company.

#### **STOCK OPTIONS AND RESTRICTED SHARE UNITS GRANTED**

On October 4, 2024, an aggregate of 1,650,000 stock options were granted to certain officers, directors, and employees and consultants of the Company with an exercise price of \$0.20 per share expiring in 5 years. All of the stock options vest over 2 years.



On July 6, 2023, an aggregate of 2,350,000 stock options and 1,150,000 restricted share units ("RSUs") were granted to certain officers, directors and employees of the Company pursuant to the Company's omnibus incentive plan.

The options are each exercisable at an exercise price of \$0.50 per share for a period of five years. A total of 783,333 stock options vested immediately and the remaining 1,566,667 stock options will vest over the next two years.

Each RSU, upon vesting, will be settled by cash payment, or at the sole discretion of the board of directors of the Company, by the issuance of a common share of the Company. The RSUs will vest over a three-year period, with 1/3 vesting each year.

#### ADOPTION OF NEW AND AMENDED ACCOUNTING STANDARDS

There were no new and amended accounting standards adopted during the six months ended September 30, 2024 which have not already been disclosed in the unaudited condensed consolidated interim financial statements of the Company for the six months ended September 30, 2024.

#### FINANCIAL INSTRUMENTS

##### Classification of financial instruments

<b>As at September 30, 2024</b>	<b>Financial assets – FVTPL</b>	<b>Financial assets – amortized cost</b>	<b>Financial liabilities – amortized cost</b>
	\$	\$	\$
Cash and cash equivalents	-	1,628,523	-
Amounts receivable	-	8,624	-
Accounts payable and accrued liabilities	-	-	106,282

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

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

Level 2 – Inputs other than quoted prices that are directly or indirectly observable for the asset or liability; and

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

The fair value of the Company's cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities approximates the carrying amount due to the short-term nature of these instruments.

#### CRITICAL ACCOUNTING ESTIMATES

The preparation of these financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The financial statements include judgments and estimates that, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.



## **PROPOSED TRANSACTIONS**

The Company is not contemplating any other transactions which have not already been disclosed.

## **CONTINGENCIES**

The Company has no contingent liabilities.

## **OFF BALANCE SHEET ARRANGEMENTS**

There are no off-balance sheet arrangements to which the Company is committed.

## **FORWARD-LOOKING INFORMATION**

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflects management's expectations regarding the Company's future growth, results of operation, performance (both operational and financial) and business prospects and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

This MD&A contains information on risks, uncertainties and other factors relating to the forward-looking information (see "Risks and Uncertainties"). Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

## **RISKS AND UNCERTAINTIES**

### ***Environmental risk***

Exploration and development projects are subject to federal, state, and provincial environmental laws and regulations. As such laws are subject to change, the Company monitors proposed and potential changes and management believes the Company remains in compliance with current environmental regulations in the relevant jurisdictions.

The Munro Croesus project includes the small past producing Croesus Gold Mine that mined approximately 5,000 tons of ore. The Company has assumed the environmental liability at the Croesus mine site on the Munro Croesus property. The previous owner completed remediation of what the Company considers to be the major liabilities, which included capping the Walsh and Croesus shafts. A crown pillar stability assessment completed in 2021 by independent professional engineers reached the conclusion that the old workings do not pose a significant risk to human health or safety. Ongoing environmental liabilities associated with the Munro Croesus Project are considered by the Company to be relatively low risk, and to consist of periodic monitoring and surface reclamation at known, and potential unknown, pits, trenches, exploration shafts or other disturbances within the greater Munro Croesus property package.



### ***Operational risk***

Exploration development projects require third party contractors for the execution of certain activities. The availability and cost of third-party contractors is subject to a competitive environment for their use, which is beyond the control of the Company.

### ***Cyber security risk***

Cyber security risk is the risk of negative impact on the operations and financial affairs of the Company due to cyber-attacks, destruction or corruption of data, and breaches of its electronic systems. Management believes that it has taken reasonable and adequate steps to mitigate the risk of potential damage to the Company from such risks. The Company also relies on third-party service providers for the storage and processing of various data. A cyber security incident against the Company or its contractors and service providers could result in the loss of business sensitive, confidential or personal information as well as violation of privacy and security laws, litigation and regulatory enforcement and costs. The Company has not experienced any material losses relating to cyber-attacks or other information security breaches, however there can be no assurance that it will not incur such losses in the future.

### ***Uninsured Risks***

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the Company heavily relies on the Company's officers.

### ***Conflicts of Interest***

Certain directors of the Company also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

### ***Negative Operating Cash Flows***

As the Company is at the early start-up stage it may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from its business, the Company may continue to have negative operating cash flows until it can be sufficiently developed to commercialize.

### ***Risks Related as a Going Concern***

The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. Management of the Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time. However, management believes that the Company has sufficient resources on hand to fund operations for the next 12 months and meet its obligations as they fall due.



### ***Reliance on Key Personnel and Advisors***

The Company relies heavily on its officers. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

### ***Operating History and Expected Losses***

The Company expects to make significant investments in the near future on its acquired assets. As a result, start-up operating losses are expected and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company.

### ***Growth of Management***

In executing the Company's business plan for the future, there will be significant pressure on management, operations and technical resources. The Company anticipates that its operating and personnel costs will increase in the future. In order to manage its growth, the Company will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

### ***Industry Risks***

Exploring and developing mineral resource projects bears a high potential for all manner of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted such that it is not feasible or practical to proceed. The Company monitors its risk-based activities and periodically employs experienced consulting, engineering, insurance and legal advisors to assist in its risk management reviews.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

### ***Metal Price Risk***

The principal activity of the Company is the exploration and development of precious metal and base metal resource properties. The feasible development of such properties is highly dependent upon the price of gold, silver, copper, lead and zinc. A sustained and substantial decline in precious metal and base metal commodity prices could result in the write-down, termination of exploration and development work or loss of its interests in identified resource properties. Although such prices cannot be forecasted with certainty, the Company carefully monitors factors which could affect precious metal and base metal commodity prices in order to assess the feasibility of its resource projects.

### ***Political Risk***

The resource properties on which the Company is actively pursuing its exploration and development activities are located in the Province of Ontario and in Yukon, Canada. While the political climate in Canada is considered by the Company to be stable, there can be no assurances that this will continue indefinitely. The Company does not presently maintain political risk insurance for its exploration projects.



### ***Regulatory Risks***

The Company is subject to a number of technological challenges and requirements, and can be subject to the regulations and standards imposed by applicable regulatory agencies. There can be no assurance that the Company will be able to comply with all regulations concerning its businesses.

### ***Price Volatility***

In recent years, securities markets have experienced extremes in price and volume volatility. The market price of securities of many early stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's securities will be subject to market to market trends generally and the value of the Company's securities may be affected by such volatility.

### ***Economic Conditions***

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

### ***Dependence on Management***

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

### ***Conflicts of interest***

The Company's directors and officers may serve as directors and officers or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the BCBCA in dealing with conflicts of interest. These provisions state that where a director/officer has such a conflict, the director must arrange a meeting of the board to disclose his interest and must refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

## **FORWARD-LOOKING STATEMENTS**

This MD&A contains certain statements that may constitute "forward looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated business developments and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

This MD&A includes, but is not limited to, forward-looking statements regarding the Company's upcoming exploration plans for the year, the meeting of its Canadian flow-through expenditure obligations and its ability to



meet its working capital needs for the next fiscal year.

Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws.

#### **FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES**

During the six months ended September 30, 2024, there has been no significant change in the Company's internal control over financial reporting since its inception on February 13, 2023.

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements for the six months ended September 30, 2024 (together the "Interim Filings").

The management of the Company has filed the Venture Issuer Basic Certificate with the Interim Filings on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

#### **APPROVALS**

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Mr. Ian Cunningham-Dunlop, B.Sc., P. Eng., Executive Vice President and a qualified person as defined by Canadian National Instrument 43-101, has reviewed the technical information contained in this MD&A.

#### **ADDITIONAL INFORMATION**

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