



**GETCHELL**  
**GOLD CORP.**

**GETCHELL GOLD CORP.**

**MANAGEMENT'S DISCUSSION & ANALYSIS**

**FOR THE NINE MONTHS ENDED DECEMBER 31, 2022**

## **GETCHELL GOLD CORP.**

### **Management's Discussion & Analysis**

Nine Months Ended December 31, 2022

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#### **Introduction**

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Getchell Gold Corp. ("Getchell" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the nine months ended December 31, 2022. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 - Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited consolidated annual financial statements of the Company for the year ended March 31, 2022, as well as the unaudited condensed interim consolidated financial statements for the nine months ended December 31, 2022, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. The results for the fiscal year presented are not necessarily indicative of the results that may be expected for any future period.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Getchell's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

The effective date of this report is February 22, 2023.

#### **Forward Looking Information**

Certain information regarding the Company within Management's Discussion and Analysis ("MD&A") may include "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, goals, expansion and growth of the Company's business, plans and other such matters are forward-looking statements. When used in this MD&A the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. Such statements by their nature involve certain risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. The Company considers the assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared, but cautions the reader that these assumptions regarding future events, many of which are beyond the control of management, may ultimately prove to be incorrect. The reader should not rely solely on these forward-looking statements.

#### **Overview**

The Company is a Canadian, junior resource exploration company. The Company has four exploration assets in Nevada, USA.

On January 3, 2020, the Company executed the definitive agreement (the "Agreement") with Canagold Resources Ltd. ("Canagold"), whereby the Company has the option to acquire 100% of the Fondaway Canyon and Dixie Comstock properties located in Churchill County Nevada. Under the terms of the Agreement, the Company can acquire 100% of the projects at any time on or before the 4th anniversary of the Agreement by paying Canagold US\$2,000,000 in cash and US\$2,000,000 in the Company's shares and granting Canagold a 2% NSR in the Fondaway Canyon and Dixie Comstock projects (1% of the NSR can be bought out for US\$1,000,000 on each project).

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On March 23, 2020, the Company's common shares commenced trading on the Over-the-Counter OTCQB Venture Market ("OTCQB") under the trading symbol "GGLDF".

On August 4, 2021, the Company announced the appointment of Jerry Bella as Director.

On November 17, 2021, the Company announced it has continued its corporate jurisdiction out of the province of Ontario under the Business Corporations Act to the province of British Columbia under the Business Corporations Act (the "Continuation"). The Continuation was approved by the shareholders of the Company at the annual general and special meeting of the shareholders held on September 17, 2021.

On July 15, 2022, Buena Vista Gold Inc. ("BVG") was approved for continuation into the province of BC. On August 5, 2022, Buena Vista Gold Inc. was amalgamated with Getchell Gold Corp.

### Financing

On May 31, 2022, the Company closed a non-brokered private placement totaling 4,382,000 Units at a price of \$0.40 per Unit for aggregate gross proceeds of \$1,752,800. Each Unit consists of one common share and one-half of one Warrant of the Company. Each Warrant entitles the holder to acquire one common share at a price of \$0.60 per share for a period of two years from the date of issuance. In addition, the Company paid finder's fees consisting of an aggregate of \$91,200 in cash and 228,000 Finder's Warrants. Each Finder's Warrant entitles the holder to acquire one common share at a price of \$0.45 per share for a period of two years from the date of closing. The Company incurred additional cash share issuance costs of \$16,281. The 228,000 warrants issued as finder's fees were determined to have a fair value of \$30,714.

During the nine months ended December 31, 2022, the Company issued 888,750 common shares for the exercise of options and warrants for gross proceeds of \$287,276.

### Selected Quarterly Financial Information

The following table sets out the selected financial information for the three months ended:

	Dec 31, 2022	Sept 30, 2022	June 30, 2022	March 31, 2022
Total assets	\$ 1,124,164	\$ 2,827,154	\$ 4,813,682	\$ 4,132,287
Working capital	\$ 887,916	\$ 2,167,666	\$ 4,301,231	\$ 3,948,336
Net loss for the period	\$ (1,831,552)	\$ (3,079,045)	\$ (1,553,105)	\$ (455,308)
Loss per share	\$ (0.02)	\$ (0.04)	\$ (0.02)	\$ (0.00)

  

	Dec 31, 2021	Sept 30, 2021	June 30, 2021	Mar 31, 2021
Total assets	\$ 4,030,589	\$ 4,172,260	\$ 5,109,359	\$ 2,200,490
Working capital	\$ 3,803,095	\$ 3,842,844	\$ 4,696,597	\$ 2,004,965
Net loss for the period	\$ (2,487,003)	\$ (1,387,095)	\$ (1,065,648)	\$ (580,575)
Loss per share	\$ (0.03)	\$ (0.02)	\$ (0.01)	\$ (0.01)

The Company reported no discontinued operations and declared no dividends for any period presented.

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The Company's net loss in the quarters ended December 31, 2022, September 30, 2022, June 30, 2022, December 31, 2021, September 30, 2021 and June 30, 2021 are consistent with one another. The net losses in the quarters ended March 31, 2022 and March 31, 2021 are lower as a result of lower exploration and evaluation expenditures.

### **Results of Operations**

#### Nine months ended December 31, 2022 and 2021

The Company recorded net loss of \$6,463,702 for the nine months ended December 31, 2022, compared to a net loss of \$4,939,746 for 2021. Details of the more significant changes over last year are as follows:

- An increase in exploration and evaluation expenditures to \$4,790,414 (2021 – \$2,867,068) was the result of the Company's drill program at the Fondaway Canyon and Star projects.
- An increase in foreign exchange gain to \$87,619 (2021 – \$5,800) was due to the USD/CAD foreign exchange rate strengthening as at December 31, 2022 which resulted in a foreign exchange gain. Foreign exchange gains or losses result from balances which are held in currencies other than the functional currency of the entity.
- A decrease in share-based compensation to \$883,570 (2021 - \$1,247,594) was the result of more options being granted in the previous fiscal period compared to the current period.

#### Three months ended December 31, 2022 and 2021

The Company recorded net loss of \$1,831,552 for the three months ended December 31, 2022, compared to a net loss of \$2,487,003 for 2021. Details of the more significant changes over last year are as follows:

- An increase in exploration and evaluation expenditures to \$1,596,995 (2021 – \$1,278,558) was the result of the Company's drill program at the Fondaway Canyon and Star projects.
- A decrease in share-based compensation to \$nil (2021 - \$908,672) was result of more options being granted in the previous fiscal period compared to the current period.

### **Liquidity and Capital Resources**

This section should be read in conjunction with the unaudited condensed interim consolidated financial statements of the Company for the nine months ended December 31, 2022, and the corresponding notes thereto.

As at December 31, 2022, the Company has cash of \$841,371 (March 31, 2022 - \$3,697,364), accounts receivable of \$34,140 (March 31, 2022 - \$35,375), prepaid expenses of \$116,761 (March 31, 2022 - \$266,365), reclamation deposits of \$19,444 (March 31, 2022 - \$17,939), and accounts payable and accrued liabilities of \$123,800 (March 31, 2022 - \$68,707) for total working capital of \$887,916 (March 31, 2022 – \$3,948,336).

The Company's consolidated financial statements have been prepared on a going concern basis, under which the Company is assumed to be able to realize its assets and discharge its liabilities in the normal course of operations. The Company currently has no revenue to finance its operations. It is therefore required to fund its activities through the issuance of equity securities and other financing alternatives. The Company's ability to continue as a going concern is therefore dependent upon its ability to raise funds. The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit of \$27,677,721. As at December 31, 2022, the Company had cash of \$841,371 to settle current liabilities of \$123,800.

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In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, has adversely affected workforces and economies globally, potentially leading to an economic downturn. The pandemic could result in delays in the course of business, including potential delays to its exploration programs, and could have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. The Company's business financial condition and results of operations may be further negatively affected by economic and other consequences from Russia's military action against Ukraine and the sanctions imposed in response to that action in late February 2022. While the Company expects any direct impacts of the pandemic and the conflict in Ukraine to the business to be limited, the indirect impacts on the economy could negatively affect the business and may make it more difficult to raise equity or debt financing. However, as of the date of this document, the Company has been able to conduct all planned drilling and geophysical exploration activities on an unimpeded basis.

The Company relies on the issuance of equity securities and alternative sources of financing, if required, to maintain adequate liquidity to support its ongoing working capital commitments. The following table is a summary of quantitative data about what the Company manages as capital:

		December 31, 2022		March 31, 2022		Change
Cash	\$	841,371	\$	3,697,364	\$	(2,855,993)
Share capital	\$	25,347,366	\$	22,788,282	\$	2,559,084
Deficit	\$	(27,677,721)	\$	(21,214,019)	\$	(6,463,702)

The Company monitors these items to assess its ability to fulfill its ongoing financial obligations and its exploration program.

### Mineral Property Interests

Getchell Gold holds a 100% interest in the Star project located in Pershing County Nevada, USA. A portion of the Star claim group is subject to a mining lease agreement between Getchell Gold Nevada Inc. and RS Gold, LLC, the "Owner" dated June 26, 2010 and amended on May 1, 2015. The remainder of the Star claim group is controlled via staking. However, the portion of the Star claim group that is controlled via staking is within the "area of influence" and is subject to the mining lease terms and conditions. The Star Point mining lease was renegotiated and a new agreement, with more favorable payment terms, was executed effective June 1, 2020.

#### Star

The leased portion of the Star claim group is subject to a mining lease agreement, the key provisions of which are as follows:

Original term: Original term of 10 years ended June 26, 2020.

Revised term: Revised term was for 20 years ending June 1, 2040, with the option and right to extend the term for 3 additional extension terms of 10 years each.

Advance Minimum Royalties: Advance pre-production royalties deductible from future production royalties are payable as follows:

- Upon effective date of agreement – US\$15,000 in cash (paid) and US\$10,000 in shares (issued)
- 1st Anniversary – US\$15,000 in cash (paid) and US\$20,000 in shares (issued)
- 2nd Anniversary – US\$20,000 in cash (paid) and US\$30,000 in shares (issued)
- 3rd Anniversary – US\$25,000 in cash and US\$40,000 in shares

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4th Anniversary – US\$30,000 in cash and US\$40,000 in shares

5<sup>th</sup> Anniversary – US\$35,000 in cash or gold equivalent

6<sup>th</sup> Anniversary and subsequent Anniversaries – US\$40,000 in cash or gold equivalent

**Production Royalties:** A fixed NSR royalty of 3% of net smelter returns on all valuable minerals produced from the Property is payable to the owners on production. In addition, US\$365,000 in previously paid advance royalty payments were credited towards future production from the prior agreement.

**Royalty Buy-out Provision:** The Company may purchase up to a 2% NSR for US\$1,500,000 per point.

During the fifteen months ended March 31, 2019, the Company staked and recorded an additional 60 claims adjacent to Star Point and subsequently staked an additional 63 claims to the south of Star Point. The staking of the additional 63 claims extended the claim package to the south. The Company renewed 199 Star Point claims on August 5, 2022.

In March of 2018 the Company completed an airborne magnetic survey on the Star property as part of the process for targeting a variety of mineralization types including intrusive related copper and copper-gold mineralization and Carlin Style gold mineralization. The survey designed to cover the Star Point and Star South occurrences consisted of flying 518 line kilometers with flight lines on 75 meter spacing and tie lines on 375 meter spacing.

In October 2020, the Company completed an Induced Polarization (“IP”) geophysical survey conducted over the two high grade occurrences; at the historical Star Point copper mine and at the copper-gold-silver Star South artisanal mining site, for the purpose of refining previously identified geophysical anomalies for drill targeting. Press releases were issued on October 14 and November 24, 2020 detailing the historic results and highlights, and the characteristics of the priority anomalies that were identified.

In July 2021, the Company received drill permits for building drill pads and access routes for an initial phase of drilling at the high-grade Star Copper-Gold-Silver project.

In September 2021, two drill pads, one at Star Point and one 4 kms to the south at Star South, were constructed to target geophysical anomalies underlying the highly mineralized surface occurrences. One additional pad was constructed 1.5 km to the west of Star South to target a strong geophysical anomaly underlying the pediment, a continuous blanket of sediments covering the target area.

On June 2, 2022, the Company announced the commencement of the maiden drill program at the Star project targeting the two main mineralized occurrences, the formerly producing Star Point copper mine and the Star South Cu-Au-Ag prospect.

On July 29, 2022, the Company announced that drill hole SG22-01, the first drill hole at the Star project, had been completed to depth with assays pending.

On August 17, 2022, the Company announced the completion of the second drill hole, SG22-02, for a cumulative 976 metres drilled for both holes.

Both drill holes encountered indications of epithermal fluids and alteration typically associated with a porphyry style system and extensive structural zones marking high fluid transmissivity. Broad zones of graphitic material occurring as bands and fracture fill were encountered that would provide geophysical responses similar to the ones targeted and copper mineralization was not observed in the drill core. Sample results have been received and will be utilized for the interpretation and potential vectoring within the identified system to the source of the mineralization observed at surface, in preparation for future drill programs.

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#### **Hot Springs Peak**

The Hot Springs Peak ("HSP") property consists of 167 unpatented lode mining claims in the northern Hot Springs range in northern Nevada.

In August 2017, the Company purchased 88 claims in Nevada, USA from Dutch Flats Gold Inc., a company related through common director and ownership, in exchange for 626,091 common shares and settlement of \$90,071 for amounts due by Dutch Flats Gold Inc. to BVG. An additional 16 claims were staked in fiscal 2017. In addition, there were 4 claims leased from a private owner.

In 2019 an additional 87 claims were staked and recorded. The 4 leased claims expired in the first quarter of 2019 and the lease has not yet been renegotiated. 24 claims were not renewed with the BLM in August of 2019. The Company renewed 167 Hot Springs Peak on August 5, 2022.

The Company conducted geophysical surveys at HSP in January 2018 consisting of an Induced Polarization (IP) / Resistivity Survey of 7 lines and approximately 12.6 kilometers of total line length to detect potential concealed sulfide mineralization and silicification. Based on the results of field work and the geophysical surveys conducted in 2017 and 2018, the Company commenced a 4-hole (HSP-RC1 to HSP-RC4) reverse circulation exploration program in November 2018, which was completed in December of 2018 totalling 1,212 meters (3,735 feet). Press releases were issued on December 12, 2018 and February 25, 2019 detailing the results of the 2018 drill program.

The first hole (HSP-RC1) drilled on the project encountered Carlin Style alteration with anomalous gold, ranging up to 0.155 ppm, and pathfinder elements of arsenic, mercury and antimony in numerous intervals. Hole conditions ended the drilling at the top of the strongest geophysical anomaly (resistivity) on the property in silicified pyritic breccia. The QP states that "a very large alteration system has been encountered in the lower 100 meters of the hole before drill hole stability forced the termination of drilling at 350 meters depth and before reaching the main target zone at 500 meters."

A follow-up drill program was completed in May 2019, consisting of two drill holes; one reverse circulation angle hole totaling 274 meters (HSP-RC5) and a 783 meter hybrid reverse circulation and core hole (HSP-C1), a vertical hole designed to offset and drill to depth hole HSP- RC1's untested resistivity anomaly. Press releases were issued on June 6, July 3, and August 7, 2019 detailing the results of the 2019 drill program.

Hole HSP-RC5 encountered a previously unknown, 26 meter gold-arsenic zone at HSP which is indicative of a mineralized cap sourced from a deeper Carlin Style target through "leakage" structures.

#### **Fondaway Canyon and Dixie Comstock**

On January 3, 2020, the Company executed a definitive agreement (the "Agreement") with Canagold (which holds numerous gold properties in Nevada and the western USA), whereby the Company has the option to acquire 100% of the Fondaway Canyon and Dixie Comstock, properties located in Churchill County Nevada. Under the terms of the Agreement, the Company can acquire 100% of the projects at any time on or before the 4th anniversary of the agreement by paying Canagold a total of US\$2,000,000 in cash and US\$2,000,000 in the Company's shares over 4 years (see Payment Terms and Work commitments tables below) and granting Canagold a 2% NSR in the Fondaway Canyon and Dixie Comstock projects (1% of the NSR can be bought out for US\$1,000,000 on each project). The Company also has work commitments totaling US\$1,450,000 over 4 years which have been fully satisfied.

In addition, the Company is responsible for making Advanced Royalty Payments ("ARP's") of US\$35,000 per year to the original title holder of the Fondaway Canyon property. The ARP's will be applied against the 3% NSR buyout option for US\$600,000. US\$385,000 has been paid to date.

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The Company is responsible for an additional 2% NSR which can be bought out for US\$2,000,000.

The Canagold 2% NSR will only take effect upon the exercise of the option and the maturity of the 3% NSR to the original title holder. Upon payment of the ARP's to the original title holder prior to production and upon maximum allowable NSR buyouts of US\$3,000,000, the project would have an outstanding obligation of a 1% NSR.

#### Payment Terms

- Within 5 days of the signing of the Agreement: – US\$100,000 in cash (paid) and US\$100,000 in shares (issued)
- 1st Anniversary – US\$100,000 in cash (paid) and US\$200,000 in shares (issued)
- 2nd Anniversary – US\$100,000 in cash (paid) and US\$300,000 in shares (issued)
- 3rd Anniversary – US\$100,000 in cash (paid) and US\$400,000 in shares (issued)
- 4th Anniversary - US\$1,600,000 in cash and US\$1,000,000 in shares

During fiscal 2020, an additional 35 claims were staked and recorded for Fondaway Canyon.

Fondaway Canyon is an advanced exploration stage gold property located in Churchill County, Nevada. The land package contains 136 unpatented lode claims. The property has a historical estimate of Indicated resources of 409,000 oz. Au contained in 2,050,000 tonnes grading 6.18 g/t and Inferred resources of 660,000 oz. Au contained in 3,200,000 tonnes grading 6.4 g/t, using a 1.8 m width cut-off and a cut-off grade of 3.43 g/t Au.

Dixie Comstock, also located in the Churchill County, Nevada, consists of 28 unpatented lode claims and has a historic resource estimate. The deposit is classified as a low-sulfidation epithermal system localized along an east-dipping range-front normal fault. The mineralization is hosted by Jurassic gabbro and mafic tuff in the footwall of the fault, by silicification within the fault zone, and within tuffaceous sediments in the hanging wall of the fault. A press release was issued on January 29, 2020 providing further details of the property descriptions.

On November 13, 2020, the Company announced the completion of its maiden drill program at the Fondaway Canyon Gold Project. Six diamond drill holes were drilled for a total of 1,996 metres (6,550 feet). Five of the six drill holes were collared within the Central Target Area, a 1,000 x 700 metre highly mineralized NE-SW extensional zone within the central portion of the 3.5 km long E-W trending Fondaway Canyon gold mineralized corridor. The Central Target Area is a nexus for the gold mineralizing system observed at the Project with the five drill holes focusing on two of the NE-SW (the Half Moon – South Pit and the Colorado – Pack Rat) mineralized zones. One hole was drilled on the Pediment Target Area at the westernmost extent of the known gold mineralization. The vast majority of the drill core was sampled in its entirety and all the drill core was delivered to the analytical lab for cutting and assaying. On January 27, 2021, the Company issued a news release on the assay results for the first 3 holes from the 2020 drill program detailing the multiple gold zones intersected and a newly identified mineralized structural zone. On February 10, 2021, the Company issued a news release on the assay results for the remaining 3 holes from the 2020 drill program detailing the identification of two thick zones of gold mineralization, the Colorado SW z and the North Fork zones, located on the same geological horizon and 300 metres apart. The gold mineralization encountered during the 2020 drill program remains open laterally and at depth.

On April 7, 2021, the Company issued a news release on the geological modelling results of the 2020 drill program.

On June 1, 2021, the Company issued a detailed news release regarding the 4,000 metre 2021 drill program on the Central Area of the Fondaway Canyon Gold Project in Nevada. The Company provided an update on July 13, 2021 and reported that two drill holes of the 2021 program, FCG21-07 and FCG21-08, have been completed and the drill core has been delivered to the analytical lab for analysis. Drill permits were also granted for additional drill pads at Fondaway.

On August 10, 2021, the Company announced the first drill hole (FCG20-07) of the 2021 drill program intersected



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3.0 g/t Au over 33.0 metres.

On August 25, 2021, the Company announced the results from the second drill hole (FCG21-08) of the 2021 drill program with the key highlights including:

- FCG21-08 intersected the Colorado SW zone for over 200 metres with mineralized intervals that included: 4.2 g/t Au over 27.5m, 2.8 g/t Au over 24.5m, 1.4 g/t over 30.7m and 1.3 g/t Au over 16.8m; and
- The high-grade Juniper zone was also intersected by FCG21-08 returning 4.7 g/t Au over 25.9m, that included 11.4 g/t Au over 5.5m, within 100 metres of the surface.

On September 16, 2021, the Company provided an update on the ongoing drill program. The key highlights include:

- Hole FCG21-11 has commenced and is designed as a down-dip step-out of the Colorado SW and Juniper gold intercepts encountered in hole FCG21-08;
- Two drill holes, FCG21-09 and FCG21-10, that targeted the North Fork Zone discovery, have been completed and sent to the lab for assay; and
- Two new drill pads have been constructed to allow further targeting and expansion of the Colorado SW and the North Fork gold zones.

On October 20, 2021, the Company provided a drill program update and the results for drill hole FCG21-09.

On November 17, 2021, the Company announced the results for drill hole FCG21-10. The key highlights were that hole FCG21-10 intersected the North Fork gold zone mineralization over 82.2m that included the following notable drill intercepts: 3.0 g/t Au over 41.6m that included 47.0 g/t Au over 1.5m, 4.6 g/t Au over 9.8m; and 1.0 g/t Au over 14.3m.

On January 12, 2022, the Company announced the results for drill holes FCG21-11 and FCG21-12 that included the following highlights:

- Hole FCG21-11 intersected multiple significant gold intercepts within the Colorado SW zone over a 242 metre down hole distance including 1.4 g/t Au over 14.9m, 1.0 g/t Au over 52.5m and 2.2 g/t Au over 9.1m;
- FCG21-11 also encountered the near surface high-grade Juniper zone grading 8.8 g/t Au over 8.2m;
- Hole FCG21-12 intersected the Colorado SW zone of gold mineralization over a 92 metre down hole distance that included 6.3 g/t Au over 3.6m, 2.5 g/t Au over 24.5m, and 1.6 g/t Au over 25.5m;

On January 25, 2022, the Company announced that ten drill holes, FCG21-07 through FCG21-16, totalling 3,874 metres were drilled in 2021 at the Fondaway Canyon Gold Project. All ten holes are located in the Central Area and followed up on the 2020 discoveries of the Colorado SW, the Juniper, and the North Fork gold zones. The Company also announced the results for drill holes FCG21-13, and FCG21-14.

On February 3, 2022, the Company announced the results for drill hole FCG21-15 that intersected multiple significant gold intercepts within the Colorado SW zone over an 87 metre down hole distance including 1.2 g/t Au over 33.6m, 1.9 g/t Au over 26.4m, and 1.6 g/t Au over 7.7m. FCG21-15 also reported intersecting two additional gold intervals grading 3.3 g/t Au over 10.6m including 17.6 g/t Au over 1.6m, well above the Colorado SW zone, and 1.5 g/t Au over 12.6m below the Colorado SW zone;

On February 15, 2022, the Company announced the results for drill hole FCG21-16, the final drill hole of the 2021 drill program. The key highlights were that hole FCG21-16 intersected high-grade gold mineralization of 10.4 g/t

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Au over 25.0m within a broader zone grading 6.3 g/t Au over 50.7m was intersected. The drill hole returned the highest 'grade x thickness' concentration of gold in the 40+ year history of the Fondaway Canyon gold project. Additional significant gold intervals were intersected including 3.1 g/t Au over 33.4m, a previously unknown lower zone of gold, and 2.1 g/t Au over 14.1m, a newly modelled near surface lens.

On May 2, 2022, the Company announced that the 2022 drill program has commenced and on June 15, 2022 announced partial results for drill hole FCG22-17 that targeted the high-grade North Fork zone. The key highlights were that hole FCG22-17 intersected high-grade gold mineralization grading 17.7 g/t Au over 9.9 m within a broader zone of 5.4 g/t Au over 51.9 m.

On June 23, 2022, the Company announced its engagement of Apex Geoscience Ltd. ("Apex") of Edmonton, AB, to conduct a resource estimation on the Fondaway Canyon gold project. The Apex resource estimation will incorporate the results from 3 three drill campaigns completed (Canagold Resources Ltd. in 2017, Getchell in 2020 and 2021) and one ongoing (Getchell 2022) drill program, subsequent to the release of the historic resource estimate in early 2017.

On July 26, 2022, the Company provided the remaining results for drill hole FCG22-17 that targeted the high-grade North Fork zone. Drill hole FCG22-17 reaffirmed the high-grade, high-concentration, and broad-expanse of gold mineralization at the North Fork zone.

On August 17, 2022 and September 27, 2022, the Company provided assay results for FCG22-18 and FCG22-19, with both encountering extensive gold mineralized intervals at North Fork. Below is a condensed summary of the major intervals encountered:

- FCG22-18: 2.5 g/t Au over 43.4 m, 2.0 g/t Au over 29.6 m, 4.8 g/t Au over 12.1 m, 1.4 g/t Au over 27.7 m, and 2.0 g/t Au over 22.1 m; and
- FCG22-19: 1.8 g/t Au over 107.5 m including 2.9 g/t Au over 32.9 m.

The receipt of assays from hole FCG22-19 marked the cut off for inclusion into the Fondaway Canyon Mineral Resources estimate.

On October 20, 2022, the Company provided an exploration and resource model update. The 2022 drill program continues and the Resources Estimate is expected to be completed in November. Assay results have been released for three drill holes (FCG22-17 to 19) and assays are pending for holes FCG22-20 through FCG22-27. Drill hole FCG22-28 currently is in progress.

On November 2, 2022, the Company provided assay results for drill holes FCG22-20 and FCG22-21 that successfully intersected and extended the Colorado SW gold mineralization. FCG22-20 intersected four significant gold mineralized intervals starting from surface including 1.7 g/t Au over 56.6 m extending Colorado SW 35 metres up-dip and remains open to the east. FCG22-21 intersected a significant interval of gold mineralization grading 0.9 g/t Au over 74.3 m from 191.7 to 266.0 m down hole, representing a 50 metre step out to the north-northwest from previous drilling.

On November 15, 2022, the Company provided assay results for drill hole FCG22-22 that intersected four significant gold mineralized intervals including 8.8 g/t Au over 8.1 m within a broader 3.0 g/t Au over 56.6 m interval, and 2.4 g/t Au over 21.7 m.

The inclusion of the Churchill County, Nevada recommendations (where the Fondaway Canyon and Dixie Comstock properties are located) into the US 2023 National Defense Authorization Act signed into law on December 23, 2022, opens up additional land around Fondaway Canyon to staking, exploration and mining and removes

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potential permitting risk.

On December 15, 2022, the Company announced the Company's first Mineral Resources Estimate ("MRE"). The MRE conceptualizes potential open pit and underground mining. The MRE key highlights include:

- Significantly expands upon historical mineral resource;
- Indicated Mineral Resource of 11.0 million tonnes at an average grade of 1.56 grams per tonne (g/t) gold (Au) for 550,800 ounces of gold;
- Inferred Mineral Resource of 38.3 million tonnes at an average grade of 1.23 g/t Au for an additional 1,509,100 ounces of gold;
- Gold mineralization remains open for further expansion in all contributing zones; and
- An Act containing provisions for the release of the Stillwater WSA is moving through the current session of the U.S. Congress with a recent vote overwhelmingly passed by the U.S. House of Representatives and a vote pending in the U.S. Senate.

On January 10, 2023, the Company provided assay results for drill holes FCG22-23 and FCG22-25 that continue to demonstrate significant intervals of gold mineralization at the North Fork zone in the Central Area of the Fondaway Canyon project in Nevada. FCG22-23 intersected four significant gold mineralized intervals including 3.4 g/t Au over 44.6 m and 1.8 g/t Au over 12.8 m. FCG22-25 intersected four significant gold mineralized intervals including 3.4 g/t Au over 31.4 m and 1.3 g/t Au over 17.4 m.

On January 18, 2023, the Company provided assay results for drill holes FCG22-26 to FCG22-28 that continue to demonstrate significant intervals of gold mineralization and have extended the Colorado SW zone towards the southeast in the Central Area of the Fondaway Canyon project, Nevada. FCG22-26 intersected three significant gold mineralized intervals including 1.8 g/t Au over 29.4 m and 1.1 g/t Au over 83.8 m. FCG22-27 drilled 1.2 g/t Au over 29.9 m partway through the targeted zone prior to the hole being lost. FCG22-28 intersected three significant gold mineralized intervals including 0.8 g/t Au over 98.0 m and 1.3 g/t Au over 58.0 m.

On February 1, 2023, the Company filed the Mineral Resource Estimate ("MRE") technical report for the Fondaway Canyon project that was previously announced on December 15, 2022 and June 23, 2022. Gold mineralization remains open for further expansion in all contributing zones and the technical report is available on <https://www.sedar.com> and on the Company's website.

For more details on any of the Company's announcements noted above, please refer to the Company's press release with the associated date, which can be found on <https://www.sedar.com> and on the Company's website.

The current exploration program at Fondaway is carried out under a notice level work permit administered by the US Bureau of Land Management. Any significant expansion of work will require approval of a Plan of Operations, which the Company has undertaken initial steps in preparation for submitting such a plan.

### **Expenditures**

Exploration and evaluation expenditures for the nine months ended December 31, 2022 were as follows:

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	<b>Star \$</b>	<b>Hot Springs Peak \$</b>	<b>Fondaway Canyon \$</b>	<b>Dixie Comstock \$</b>	<b>Total \$</b>
Acquisition and lease payments	-	-	551,460	105,040	656,500
Claim fees	46,267	38,827	39,752	6,519	131,365
Field and support	4,564	3,558	92,582	4,877	105,581
Geologist	46,933	11,817	516,840	9,405	584,995
Laboratory fees	51,874	-	339,936	-	391,810
Drilling	484,136	-	2,234,795	-	2,718,931
Royalty payments	65,650	-	45,955	-	111,605
Travel	13,378	329	75,920	-	89,627
	<b>712,802</b>	<b>54,531</b>	<b>3,897,240</b>	<b>125,841</b>	<b>4,790,414</b>

Exploration and evaluation expenditures for the year ended March 31, 2022 were as follows:

	<b>Star \$</b>	<b>Hot Springs Peak \$</b>	<b>Fondaway Canyon \$</b>	<b>Dixie Comstock \$</b>	<b>Total \$</b>
Acquisition and lease payments	-	-	421,210	80,230	501,440
Claim fees	44,174	37,070	37,954	6,224	125,422
Field and support	-	2,081	85,477	3,961	91,519
Geologist	31,879	13,978	539,192	12,223	597,272
Laboratory fees	-	-	134,318	-	134,318
Drilling	35,961	-	1,396,837	-	1,432,798
Royalty payments	43,876	-	43,876	-	87,752
Travel	-	-	77,864	-	77,864
	<b>155,890</b>	<b>53,129</b>	<b>2,736,728</b>	<b>102,638</b>	<b>3,048,385</b>

**Critical Accounting Estimates**

The preparation of the unaudited condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions 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 estimates. These unaudited condensed interim consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the unaudited condensed interim consolidated 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 future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the going concern, title to mineral property interests, functional currency, share-based payments, and income taxes and recoverability of potential deferred tax assets.

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**New Standards Adopted by the Company**

There are no accounting pronouncements with future effective dates that are applicable or are expected to have a material impact on the Company's financial statements.

**Related Party Transactions**

During the nine months ended December 31, 2022, the Company entered into the following transaction with related parties and paid or accrued the following amounts:

Name	Relationship	Purpose of Transaction	Nine months ended December 31, 2022
Mike Sieb	President and Director	Management and Director fees, technical services	\$173,250
		Share-based compensation	\$167,502
Bill Wagener (Minergy Group LLC)	CEO of the Company and Director	Management services	\$137,108
		Share-based compensation	\$205,189
Natasha Tsai	CFO of the Company	Consulting services	\$28,800
		Share-based compensation	\$41,875
Jim Mustard	Director	Director fees	\$17,875
		Share-based compensation	\$62,813
Jerry Bella (619517 BC LTD)	Director	Director fees	\$13,625
		Share-based compensation	\$62,813

For additional details of related party activity, please refer to Note 4 of the December 31, 2022 unaudited condensed interim consolidated financial statements.

**Off-Balance-Sheet Arrangements**

As of the date of this MD&A, the Company does not have any off balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity, capital expenditures and capital resources that would be material to investors.

**Outstanding Share Data**

As of the date of this MD&A, the Company has 106,248,746 common shares issued and outstanding as well as: (a) stock options to purchase an aggregate of 9,085,000 common shares expiring at various dates between September 2024 and July 2027 and exercisable at prices between \$0.08 per common share and \$0.59 per common share, (b) compound options to purchase an aggregate of 538,747 units expiring at various dates between

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November 2023 and September 2025 and exercisable at prices between \$0.15 per unit and \$0.45 per unit, (c) share purchase warrants to purchase an aggregate of 7,122,055 common shares expiring at various dates between May 2023 and May 2024 and exercisable at prices between \$0.45 and \$0.65. Compound options are options which can be exercised to purchase a unit comprised of both shares and share purchase warrants.

For additional details of share data, please refer to Note 5 of the December 31, 2022 unaudited condensed interim consolidated financial statements.

### **Capital Management**

The Company's objectives when managing capital are as follows:

- i) To safeguard the Company's ability to continue as a going concern;
- ii) To raise sufficient capital to finance its exploration and development activities on its mineral exploration properties;
- iii) To raise sufficient capital to meet its general and administrative expenditures.

The Company manages its capital structure and makes adjustments to it based on the general economic conditions, its short term working capital requirements, and its planned exploration and development program expenditure requirements. The capital structure of the Company is comprised of shareholders' equity which includes share capital, warrants, contributed surplus and deficit. The Company may manage its capital by issuing flow through or common shares, or by obtaining additional financing.

The Company utilized annual capital and operating expenditure budgets to facilitate the management of its capital requirement. These budgets are approved by management and updated for changes in the budgets underlying assumptions as necessary.

There were no changes in the Company's approach to managing capital during the period.

### **Risks and Uncertainties**

#### COVID-19

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, has adversely affected workforces and economies globally, potentially leading to an economic downturn. The pandemic could result in delays in the course of business, including potential delays to its exploration efforts/activities/programs, and could have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time. As of the date of the MD&A the Company's operations have not been affected by the COVID-19 and the Company does not anticipate any adverse impacts going forward.

#### Liquidity and Additional Financing

The Company has limited financial resources and no current revenues. There can be no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could cause the Company to reduce or terminate its operations.

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#### Regulatory Requirements

Even if the Company's properties are proven to host economic reserves of gold or other precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

#### Reliance on Key Personnel

The Company is dependent on a relatively small number of key people, the loss of any of whom could have an adverse effect on its operations. The Company does not carry any key man insurance.

#### Conflicts of Interest

The directors and officers of the Company may serve as directors or officers of other public resource companies or have significant shareholdings in other public resource companies. Situations may arise in connection with potential acquisitions and investments where the other interests of these directors and officers may conflict with the interest of the Company. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director is required by the *Business Corporations Act* (Ontario) to disclose the conflict of interest and to abstain from voting on the matter.

From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

#### Share Price Volatility

Recently, securities markets in North America have experienced a high level of price and volume volatility, and the market price of many companies, particularly those considered exploration and development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that significant fluctuations in the trading price of the Company's common shares will not occur, or such fluctuations will not materially adversely impact on the Company's ability to raise equity capital without significant dilution to its existing shareholders, or at all.

#### General Economic Conditions

Recent events in the global financial markets have had a significant impact on the global economy. Many industries, including the gold and base metal mining industry, are impacted by these market conditions. A continued or more profound slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending/confidence, employment rates, business conditions, inflation, fuel and energy, consumer debt levels, lack of available credit, the state of the financial markets, sovereign debt issues, interest rates, and tax rates may adversely affect the Company's growth and profitability.

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More specifically, the global credit/liquidity crisis could impact the cost and availability of financing and the Company's overall liquidity, and the devaluation and volatility of global stock markets impacts the valuation of the Company's common shares, which may impact the Company's ability to raise funds through the issuance of equity securities.

#### Financial Resources

The Company does not presently have sufficient financial resources to undertake by itself the exploration and development of all of its planned exploration and development programs. Future property acquisitions and the future exploration/development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public/private financing, or other means. There is no assurance that the Company will be successful in obtaining the required financing. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties.

#### Dilution

The Company may require additional equity financing to be raised in the future. The Company may issue securities on less than favourable terms to raise sufficient capital to fund its business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

#### Foreign Currency

The Company operates in Canada and United States. Future exploration programs may be denominated in U.S. dollars. Foreign exchange risk arises from purchase transactions as well as financial assets and liabilities denominated in these foreign currencies. The Company does not use derivative instruments to hedge exposure to foreign exchange rate risk. However, management of the Company believes there is no significant exposure to foreign currency fluctuations.

### **Commitments and Contingencies**

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

### **Disclosure Controls and Procedures**

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim consolidated financial statements for the nine months ended December 31, 2022 and this accompanying MD&A (together, the "Interim Filings").



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In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

**Additional Information**

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