CRITICAL ONE ENERGY INC. (FORMERLY MADISON METALS INC.)
FORM 51-102F1
MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the Year Ended November 30, 2024

The following discussion and analysis of financial results should be read in conjunction with the audited consolidated financial statements of Critical One Energy Inc. (formerly Madison Metals Inc.) (the "Company" or "Critical One") for the years ended November 30, 2024 and 2023, including the notes thereto. The financial data contained in this discussion and analysis is presented in accordance with International Financial Reporting Standards ("IFRS"). The reporting currency is the Canadian dollar.

The following discussion and analysis provide information that management believes is relevant to the assessment and understanding of the Company's results of operations and financial conditions. Certain statements herein contain forward-looking statements relating to the operations or to the environment in which we operate, which are based on our operations, forecasts, and projections. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions, and actual results may differ materially from those anticipated in these forward-looking statements. The risks include those outlined under the "Risk Factors" section of this MD&A and elsewhere in the Company's public disclosure documents.

This Management Discussion and Analysis is dated March 31, 2025.

BUSINESS OVERVIEW

The Company incorporated as Madison Metals Inc. under the provisions of the *British Columbia Business Corporations Act* on October 11, 2019. The Company is a reporting British Columbia registered corporation. Its registered and head office is located at 82 Richmond Street East, 4th Floor, Toronto, Ontario, M5C 1P1.

The Company's common shares listed on trading on the Canadian Stock Exchange (the "CSE") under the symbol "GREN" on May 13, 2022, on the OTCQB Venture Market under the symbol "MMTLF" on September 29, 2022, and on the Frankfurt Stock Exchange under the symbol "4EF0" on December 15, 2023.

On December 16, 2024, the Company changed its name to Critical One Energy Inc. and the common shares began trading on the CSE under the symbol "CRTL" on December 23, 2024.

MINERAL PROPERTIES

	Kenora Uranium Project ($)	Rossing Project ($)	Total ($)
Balance, November 30, 2023	**480,020**	**1,615,491**	**2,095,511**
Acquisition and claims	Nil	336,306	336,306
Drilling	Nil	92,117	92,117
Geologists	Nil	191,228	191,228
Geophysics	Nil	24,440	24,440
Salaries and wages	Nil	72,860	72,860
Supplies	Nil	73,924	73,924
Travel and accommodation	Nil	20,758	20,758
Recovery	(1,250)	(54,935)	(56,185)
Balance, November 30, 2024	**478,770**	**2,372,189**	**2,850,959**

Kenora Uranium Project

On November 17, 2021, the Company entered into a share exchange agreement (the "Share Exchange Agreement") with 2160083 Ontario Inc. ("216") to acquire all of the issued and outstanding common shares of 216 in consideration for 8,000,000 common shares in the capital of the Company (the "Consideration Shares"). 216 holds a 100% interest in Richards Lake Uranium Project located around Kenora, Ontario. On December 31, 2021, the Company completed the Share Exchange Agreement.

In January 2022, the Company issued 50,000 shares (valued at $12,500) to acquire additional claims.

On May 16, 2023, the Company signed a binding option agreement with Great Northern Energy Metals Inc. ("GNEM"), a private British Columbia-registered company. Under the terms of the agreement, GNEM will pay the Company $50,000 on signing (received) and incur $900,000 in exploration over three years ($300,000 per year) to earn a 60% interest. Upon completing the earn-in, the Company will retain a 40% free-carry interest in the project.

During the year ended November 30, 2023, the Company assessed the property for impairment based on the estimated fair value less costs of disposal based on the option agreement with GNEM and recorded an impairment loss of $1,800,658.

In May 2024, the agreement was amended to extend the first-year expenditure commitments into the second year of the agreement. In consideration for providing the extension, the Company received 25,000 shares of GNEM.

Rossing Project

On January 17, 2022, the Company entered into a binding letter of intent with Giraffe Energy Investments Close Corporation and Otjiwa Mining and Prospecting Close Corporation (the "Vendors") to acquire 85% interest in 3 separate concessions (EPL-7011, EPL-8115, and EPL-8531) and named the Rossing North Uranium Project located in the Erongo Province, Namibia, Africa. For consideration to acquire the concession, the Company will pay US$150,000 cash and issue 1,600,000 common shares (completed, valued at $698,667) of the Company to the Vendors. In June 2022, the Namibian Ministry of Mines and Energy approved the transfer of EPL-7011 to Pennywort. The transfer of EPL-8115 and EPL-8531 was completed in June 2023.

On September 19, 2024, the Company entered into a binding agreement with Star Minerals Limited ("Star Minerals"), wherein Star Minerals can earn up to a 51% interest in EPL-8531 through staged cash payments, issuance of common shares to the Company, and performing exploration expenditures over a 3-year period. If all earn-in options are exercised by Star Minerals, the Company would be entitled to cash, stock and work expenditures valued at approximately US$4.4 million. Additionally, Star Minerals will issue performance shares to the Company upon achieving specific exploration milestones. Upon successful completion of the earn-in, the Company and Star Minerals will form a joint venture to further explore the property, with future contributions to be made on a pro-rata basis. As at November 30, 2024, the Company received $54,935 (US$40,000) from Star Minerals.

Subsequently, in March 2025, the agreement expired due to Star Minerals failed to meet its commitments. As a result, Star Minerals did not earn any interest in EPL-8531.

In November 2022, the Company entered into a binding agreement with Khan Mine (Pty) Ltd. ("Khan") And Hasine Investments CC (the "Vendors") to acquire a 90% direct interest in Mining License 86A ("ML86A") and Exclusive Prospecting License 8905 ("EPL-8905") with 10% free carry in favor of the Vendors. As at November 30, 2024, the Company paid $837,686 (US$615,000) (as at November 30, 2023 - $501,381 (US$370,000)) to extend the closing date of the agreement.

In December 2023, the agreement was amended. Pursuant to the terms of the amended agreement,

- the Company is to pay the Vendors US$35,000 per month; and
- the Company will be entitled to 1% direct interest in Khan for each US$37,000, which payments must be completed on or before December 31, 2024. As at November 30, 2024, the Company owns 16% direct interest in Khan.

In June 2024, the Company completed its maiden drill program of 9 holes (997m) and confirmed high-grade uranium deposits. The most significant observations include:

- Elevated pXRF readings from chips with a maximum value of 1.54% U_3O_8
- Multiple mineralized zones intersected included a 15-metre (m) mineralized zone averaging pXRF 0.3% U_3O_8
- Fresh mineralized D-type leucogranite characterized by smoky quartz
- Uranium mineralization at depth in six drill holes

In July 2024, the Company obtained a license for base and rare metals, industrial minerals, and nuclear fuels for EPL-8905 from Namibia's Ministry of Mines and Energy.

RECENT CORPORATE DEVELOPMENTS

On December 11, 2023, the Company closed a non-brokered private placement and issued 723,421 units at $0.40 per unit for gross proceeds of $289,369. Each unit consisted of one common share and one-half common share purchase warrant. Each warrant entitles its holder to purchase one common share for a period of 12 months from the grant date at an exercise price of $0.60 per common share. The Company also issued 526,579 units to settle $210,631 of debt.

On December 11, 2023, the Company issued 100,000 stock options to a consultant. The stock options have an exercise price of $0.49 per share, expire in 5 years, and vested immediately.

On December 15, 2023, the Company's shares began trading on the Frankfurt Stock Exchange under the trading symbol "4EF0".

On March 25, 2024, the Company closed the first tranche of its non-brokered private placement and issued 3,069,600 units (the "Units") at a price of $0.35 per Unit for aggregate gross proceeds of $1,074,360. Each Unit consisted of one common share and one-half common share purchase warrant. Each whole warrant entitles its holder to purchase one common share for a period of 18 months from the grant date at an exercise price of $0.50 per common share. In connection with the private placement, the Company paid cash finders' fees of $34,485 and issued 98,527 finders' warrants (the "Finders' Warrants"). Each Finder's Warrant entitles the holder to acquire one common share of the Company for a period of 18 months from the grant date at an exercise price of $0.50 per common share.

On April 17, 2024, the Company closed the second tranche of its non-brokered private placement and issued 860,000 Units at a price of $0.35 per Unit for aggregate gross proceeds of $301,000. In connection with the private placement, the Company paid cash finders' fees of $18,060 and issued 51,600 Finders' Warrants, and issued 51,600 Finders' Warrants, and cash legal cost of $11,826.

On May 9, 2024, the Company issued 1,200,000 stock options to directors, officers and consultants. The stock options have an exercise price of $0.29 per share, expire in 5 years, and vested immediately.

SELECTED ANNUAL INFORMATION

The following table provides a brief summary of the Company's financial operations for the last three fiscal years. This information has been presented in accordance with IFRS. The reporting currency is the Canadian dollar.

	Year Ended November 30, 2024 $	**Year Ended November 30, 2023 $**	**Year Ended November 30, 2022 $**
Net income (loss) for the year	(1,682,881)	(4,804,470)	(2,127,108)
Basic & diluted earnings (loss) per share	(0.06)	(0.20)	(0.12)
Total assets	3,001,196	2,400,622	3,679,050

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected financial data in respect of the most recently completed quarters of the Company. The data is derived from the financial statements of the Company prepared in accordance with IFRS.

Quarter Ended	Net Income (Loss) $	Basic & Diluted (Loss) per Common Share $
February 28, 2023	(784,410)	(0.04)
May 31, 2023	(347,239)	(0.01)
August 31, 2023	(1,383,079)	(0.06)
November 30, 2023	(2,289,742)	(0.09)
February 29, 2024	(350,380)	(0.01)
May 31, 2024	(814,396)	(0.03)
August 31, 2024	(254,203)	(0.01)
November 30, 2024	(263,902)	(0.01)

RESULTS OF OPERATIONS

Three Months Ended November 30, 2024 vs. Three Months Ended November 30, 2023

For the three months ended November 30, 2024, the Company reported a net loss of $263,902 (2023 – loss of $2,289,742). The change in net loss was mainly due to the following:

- Consulting fees decreased to $94,746 (2023 - $126,000) due to less consulting fees paid to external consultants and management.
- Exploration and evaluation expenditures decreased to $nil (2023 - $171,736) as the Company decreased its exploration activities during the quarter.
- Impairment loss on exploration and evaluation assets decreased to $nil (2023 - $1,800,658) as the Company recorded an impairment loss on its Kenora Uranium Project in 2023.

Year Ended November 30, 2024 vs. Year Ended November 30, 2023

For the year ended November 30, 2024, the Company reported a net loss of $1,682,881 (2023 – loss of $4,804,470). The change in net loss was mainly due to the following:

- Consulting fees decreased to $596,119 (2023 - $1,369,302) due to less consulting fees paid to external consultants and management.
- Investor relations decreased to $487,732 (2023 - $589,967) due to reduced marketing.
- Share-based payments increased to $342,549 (2023 - $458,352). Share-based payments will vary based on the stock options' fair values and their vesting conditions.
- Impairment loss on exploration and evaluation assets decreased to $nil (2023 - $1,800,658) as the Company recorded an impairment loss on its Kenora Uranium Project in 2023.

LIQUIDITY AND CAPITAL RESOURCES

The Company's approach to managing its liquidity is to ensure that it has sufficient resources to meet its liabilities as they come due and have sufficient working capital to fund operations for the ensuing fiscal year.

As at November 30, 2024, the Company had $144,793 in current assets (November 30, 2023 - $298,303) and current liabilities of $751,801 (November 30, 2023 - $573,123) for a working capital deficit of $607,008 compared to a working capital deficit of $274,820 at November 30, 2023. As at the date of this report, the Company does not have adequate cash and working capital to fund its operations and planned capital expenditures for the next 12 months and is reliant upon future equity financing and/or other transactions to fund its operations and advance the development of its business.

OFF-BALANCE SHEET ARRANGEMENTS

To the best of Management's knowledge, there are no 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.

TRANSACTIONS WITH RELATED PARTIES

During the year ended November 30, 2024, the Company incurred management services of $360,000 (2023 - $360,000) included in consulting fees to a director and officer of the Company. As at November 30, 2024, included in accounts payable and accrued liabilities is an aggregate of $131,350 (November 30, 2023 - $99,825) payable to this director and officer for the services.

During the year ended November 30, 2024, the Company incurred accounting fees of $41,592 (2023 - $44,554) included in professional fees to Marrelli Support Services Inc. ("MSSI") for:

- An employee of MSSI to act as the CFO of the Company; and
- Bookkeeping services.

As at November 30, 2024, included in accounts payable is an aggregate of $17,224 (November 30, 2023 - $24,464) payable to the MSSI.

During the year ended November 30, 2024, the Company incurred geological consulting fees of $78,000 (2023 - $75,600) included in exploration and evaluation assets to a director of the Company. As at November 30, 2024, included in accounts payable and accrued liabilities is an aggregate of $43,560 (November 30, 2023 - $13,560) payable to this director for the services.

During the year ended November 30, 2024, the Company incurred consulting fees of $75,000 (2023 - $165,000) included in consulting fees to a former officer of the Company. As at November 30, 2024, included in accounts payable and accrued liabilities is an aggregate of $19,876 (November 30, 2023 - $34,531) payable to this officer for the services.

During the year ended November 30, 2024, the Company incurred share-based payments of $199,792 (2023 - $358,442) to directors and officers of the Company.

OTHER TRANSACTIONS

<u>Mining License 121 ("ML121")</u>

On September 12, 2022, the Company entered into an agreement to acquire a 24% interest in ML121 through the acquisition of 24 shares of Namibia Nuclear Corporation (Proprietary) Limited ("Namibia Nuclear") which equals a twenty-four percent (24%) ownership interest in Namibia Nuclear, by way of a share purchase agreement (the “SPA”). The consideration paid to the vendors will be US$2,000,000 and 2,000,000 common shares in the capital of the Company to be paid and issued on the closing date, subject to certain conditions precedent contained in the SPA. ML121 is located in the Erongo Uranium Province of Namibia, Africa. The agreement has not been finalized as at November 30, 2024. The Company is currently waiting to obtain the ECC for ML121 from Namibia’s Ministry of Mines and Energy.

Uranium Forward Sales Agreement

On May 30, 2023, the Company signed a multi-year uranium forward sales agreement with Sanmiguel Capital Investment (Bahamas) Ltd (“Sanmiguel”). The 10-year supply agreement provides for the commitment and delivery of the first 20 million pounds of U_3O_8 from the Company’s ground resources. Sanmiguel will facilitate market trades at a price to be determined at the time of transaction and within the context of the market. The sales floor for transactions will be set at US$45 per pound of U_3O_8. 50% of the proceeds will be credited to the Company and the Company will provide quarterly updates on sales figures. In connection with the forward sales agreement, the Company issued 2,000,000 common shares to an arm's length party who facilitated the transaction. As at November 30, 2024, the Company received US$145,000 for delivery of approximately 2,130 pounds of U_3O_8, which is included as a deferred revenue on the consolidated statements of financial position. In June 2024, the Company announced the termination of the forward sales agreement. The Company will recognize the amounts received as revenue once discussions concerning the potential refund of the funds have been finalized.

SUBSEQUENT EVENTS

Private placement financing

On December 10, 2024, the Company announced its intension to complete a private placement financing consisting of the sale of up to 6,000,000 units in the capital of the Company at a price of $0.30 per unit for aggregate gross proceeds of up to $2,000,000. Each unit consists of one common share and one-half common share purchase warrant. Each full warrant entitles the holder thereof to the purchase of one common share in the capital of the Company for a price of $0.45 for a period of 18 months from the date of the closing of the offering.

Howells Lake Project

On December 29, 2024, the Company entered into a definitive purchase and sale agreement with several vendors (collectively the "Vendor Group") to acquire 100% interest in the Howells Lake Project, located in the Thunder Bay Mining Division of Ontario, Canada. To acquire the portion of the Howells Lake Project owned by the Vendor Group, the Company will issue the Vendor Group:

(i) 2,000,000 common shares within ten days of executing the agreement (issued);
(ii) 1,500,000 common shares on the first anniversary of the effective date of the agreement; and
(iii) 1,000,000 common shares on the second anniversary of the effective date of the agreement.

The common shares issued will be subject to an escrow agreement between the Company and the Vendor Group. The Company will also enter into consulting contracts for drilling, geophysical surveys and geological services with the Vendor Group. The Company has granted the Vendor Group a 2% NSR, with the Company retaining the option to repurchase 1% of the NSR for $2 million.

The Vendor Group will also be paid a cash payment of $100,000 to be used for initial exploration work, permits, mobilization studies, and geological studies on the claims purchased under the agreement. Upon delivery of a NI 43-101 technical report that includes NI 43-101 mineral resources on their respective properties and initial compliant resource estimate, the Company will pay to the Vendor Group an additional case payment of CDN$1 million. As at March 31, 2025, 2,000,000 common shares had been issued to the Vendor Group while the cash of $100,000 had not been made.

On January 7, 2025, the Company entered into definitive purchase and sale agreement with Bounty Gold Corp. ("Bounty Gold") to acquire 100% interest in certain claims in the Howells Lake Project. For consideration, the Company will pay Bounty Gold an initial cash payment of $25,000 and issue 125,000 common shares (issued). Bounty Gold will also be granted a 2% NSR with a 1% NSR buyback right in favour of the Company for $1 million, at any time prior to commencement of commercial production in respect of the claims purchased under the agreement. As at March 31, 2025, 125,000 common shares had been issued to Bounty Gold Corp. while the cash of $25,000 had not been made.

Warrants expired

On December 11, 2024, 625,000 warrants expired unexercised.

Debt settlement

On February 11, 2025, the Company settled debt owed to various creditors in an aggregate amount of $249,460 through the issuance of 831,532 common shares.

EPL-8531

In connection with the binding agreement with Star Minerals on September 19, 2024, in December 2024, Star Minerals requested an extension of the closing to early March 2025, and made a payment of US$75,000 and issued 5.3 million common shares to the Company. However, Star Minerals did not meet its commitment and therefore did not earn any interest in EPL-8531. As a result, the agreement expired and the Company continues to hold an 85% interest in EPL-8531.

The Company also issued 225,000 common shares for an aggregate value of $67,500 to an arms-length individual as a finder fee.

Board of Director appointment

On March 18, 2025, the Company announced the appointment of Chet Idziszek as an independent Board member. In connection with the appointment, the Company granted him 100,000 stock options with exercise price of $0.31 per share for a period of 5 years. The options vested immediately.

Stock options exercised

Subsequent to November 30, 2025, 150,000 stock options were exercised for gross proceeds of $37,500.

OUTSTANDING CAPITAL

As at the date of this MD&A, the Company had 35,130,949 issued common shares, 4,175,000 stock options, and 2,114,927 warrants.

As at the date of this MD&A, the following stock options were outstanding:

Expiry Date	Stock Options Outstanding	Exercise Price ($)
December 23, 2026	500,000	0.25
May 20, 2027	150,000	0.30
September 12, 2027	800,000	0.98
October 4, 2027	100,000	1.16
January 27, 2028	500,000	0.55
June 13, 2028	725,000	0.38
December 11, 2028	100,000	0.49
May 9, 2029	1,200,000	0.29
March 18, 2030	100,000	0.31

As at the date of this MD&A, the following warrants were outstanding:

Expiry Date	Warrants Outstanding	Exercise Price ($)
September 25, 2025	1,633,327	0.50
October 17, 2025	481,600	0.50

MATERIAL ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

All material accounting policies and critical accounting estimates are fully disclosed in Note 2 of the financial statements for the years ended November 30, 2024 and 2023.

FINANCIAL RISK MANAGEMENT

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

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash and cash equivalents. The Company believes that these sources will be sufficient to cover the likely short-term cash requirements.

The Company's cash is currently invested in business accounts which are available on demand by the Company for its operations.

Credit Risk

Credit risk is the risk of a loss in a counterparty to a financial instrument that fails to meet its contractual obligations. The Company's exposure to credit risk is limited to its marketable securities. The Company limits its exposure to credit risk by holding its marketable securities in deposits with high credit quality Canadian financial institutions.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to foreign currency risk is minimal.

CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustment to it based on the funds available to the Company in order to support the operations. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital and cash.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended November 30, 2024.

EVALUATION OF DISCLOSURE CONTROLS AND POLICIES

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by the Company in reports filed with or submitted to the various securities regulators is recorded, processed, summarized and reported within the time periods specified. This information is gathered and reported to the Company's management, which includes the CEO and CFO, so that timely decisions can be made regarding disclosure. The Company's management, under the supervision of, and with the participation of, the CEO and CFO have designed the Company's disclosure controls and procedures.

As at November 30, 2024, the CEO and CFO evaluated the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the CEO and CFO concluded that the Company's disclosure controls and procedures were effective as at November 30, 2024.

EVALUATION OF INTERNAL CONTROLS OVER FINANCIAL REPORTING

Designing, establishing and maintaining adequate internal control over financial reporting is the responsibility of the Company's management. Internal control over financial reporting is a process designed by, or under the supervision of management, and affected by the Board of Directors, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements in accordance with IFRS.

These controls include policies and procedures that: pertain to the maintenance of records that, in reasonable detail, accurately reflect transactions pertaining to its assets, provide reasonable assurance that all transactions are recorded to permit the preparation of its financial statements in accordance with IFRS, and that expenditures are being made only in accordance with authorizations of management of the Company, and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on its financial statements.

Management is responsible for establishing and maintaining internal control over financial reporting and has designed and implemented such controls to ensure that the required objectives of these internal controls have been met. The management of the Company applied its judgment in evaluating the cost-benefit relationship to controls and procedures. The result of which was, because of the inherent limitations in all control systems, that no evaluation of the controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected**.**

As at November 30, 2024, the officers of the Company evaluated the design and implementation of the Company's internal control over financial reporting ("ICFR"). Based on this evaluation of the design and operating effectiveness of the Company's ICFR, the CEO and CFO concluded that the Company's ICFR was effective as at November 30, 2024.

RISKS RELATED TO BUSINESS

The Company is in the business of exploring and, if warranted, developing mineral properties, which is a highly speculative endeavour, and the Company's future performance may be affected by events, risks or uncertainties that are outside of the Company's control. The Company's management consider the risks set out below to be the most significant to potential investors of the Company, but not all risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the directors are currently unaware or which they consider not be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

Limited Operating History

The Company is still in an early stage of development. The Company is engaged in the business of exploring and, if warranted, developing mineral properties in the hope of locating economic deposits of minerals. The Company's mineral interests are in the exploration stage and do not have mineral reserves. The Company has no history of earnings. There is no guarantee that economic quantities of mineral reserves will be discovered on the Company's property.

Management

The success of the Company is currently dependant on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance that the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business. At this date, there are no indications that any change in management cannot be maintained at the current structure.

Conflicts of Interest

The Company's directors, officers and other members of management serve as directors, officers, promoters and members of management of other companies involved in the acquisition, exploration and development of mineral resource properties and, therefore, it is possible that a conflict may arise between their duties as a director, officer, promoter or member of the Company's management team and their duties as a director, officer, promoter or member of management of such other companies. The Company's directors and officers are aware of the laws governing accountability of directors and officers for corporate opportunity and the requirement of directors to disclose conflicts of interest. The Company will rely upon these laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

Additional Funding Requirements

From time to time, the Company will require additional financing in order to carry out its acquisition, exploration and development activities. Failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations. If the Company's cash flow from operations is not sufficient to satisfy its capital or resource expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or be available on favourable terms.

Price Volatility and Lack of Active Market

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Any quoted market for the Company's securities may be subject to such market trends and that the value of such securities may be affected accordingly.

Russia-Ukraine Conflict

The military conflict between Russia and Ukraine may increase the likelihood of supply interruptions and political instability worldwide. Such disruptions could make it more difficult for the Company to source necessary materials and service providers at favorable pricing or at all. While it is difficult to estimate the impact of current or future European sanctions on the Company's business and financial position, these sanctions could adversely impact the Company's costs, operations and/or development activities in future periods.

ADDITIONAL INFORMATION

Additional information relating to the Company can also be found on SEDAR+ at www.sedarplus.ca.