



# **Gold Hunter Resources Inc.**

## **Management's Discussion and Analysis**

For the three months ended November 30, 2024

## Introduction

This Management's Discussion and Analysis ("MD&A") for Gold Hunter Resource Inc., ("Gold Hunter" or "the Company") for the three months ended November 30, 2024, has been prepared by management, in accordance with the requirements of National Instrument 51-102 *Continuous Disclosure Obligations*.

This MD&A supplements but does not form part of the condensed consolidated interim financial statements of the Company and notes thereto for the three months ended November 30, 2024 and 2023 (the "Financial Statements"), and consequently should be read in conjunction with the afore-mentioned financial statements. The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The following MD&A is current as of January 17, 2025.

All amounts both in the Company's financial statements and this MD&A are expressed in Canadian dollars.

Additional information relating to the Company and its business activities is available under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## Forward-Looking Statements

This MD&A contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian legislation, operations and financial performance and condition of the Company. All statements, other than statements of historical fact, included herein including, without limitation, management's expectations regarding the Company's growth, results of operations, estimated future revenues, future demand for and prices of gold and precious metals, business prospects and opportunities, future capital expenditures and financings (including the amount and nature thereof), anticipated content, commencement, and cost of exploration programs in respect of the Company's projects and mineral properties, anticipated exploration program results from exploration activities, the discovery and delineation of mineral deposits, resources and/or reserves on the Company's projects and mineral properties, and the anticipated business plans and timing of future activities of the Company, are forward-looking statements. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including without limitation, that there will be investor interest in future financings, market fundamentals will result in sustained precious metals demand and prices, the receipt of any necessary permits, licenses and regulatory approvals in connection with the future exploration and development of the Company's projects in a timely manner, the availability of financing on suitable terms for the exploration and development of the Company's projects and the Company's ability to comply with environmental, health and safety laws. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct.

Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "may", "will", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative or grammatical variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved.

Forward looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Such risks and other factors include, among others:

- general business, economic, competitive, political and social uncertainties;
- the Company's strategies and objectives, both generally and in respect of its specific mineral properties or exploration and evaluation assets;
- the ability of the Company to obtain sufficient financing to fund its business activities and plans on an ongoing basis;
- operating and technical difficulties in connection with mineral exploration for the Company's projects generally, including the geological mapping, prospecting, drilling and sampling programs for the Company's projects;

- accuracy of probability simulations prepared to predict prospective mineral resources;
- actual results of exploration activities, including exploration results, the estimation or realization of mineral resources and mineral reserves, the timing and amount of estimated future production, costs of production, capital expenditures, and the costs and timing of the development of new deposits;
- changes in project parameters as plans continue to be refined;
- possible variations in ore grade or recovery rates, possible failures of plants, equipment or processes to operate as anticipated, accidents, labour disputes and other risks of the mining industry;
- delays in obtaining governmental and regulatory approvals, permits or financing or in the completion of development or construction activities;
- changes in laws, regulations and policies affecting mining operations, hedging practices, currency fluctuations, title disputes or claims limitations on insurance coverage and the timing and possible outcome of pending litigation, environmental issues and liabilities, risks related to joint venture operations, and risks related to the integration of acquisitions; and
- requirements for additional capital, future prices of precious metals, changes in general economic conditions, changes in the financial markets and in the demand and market price for commodities.

These factors should be carefully considered and readers are cautioned not to place undue reliance on forward-looking statements. Although the forward-looking information contained in this MD&A is based upon what management believes to be reasonable assumptions, there can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Such forward-looking information is made as of the date of this MD&A and, other than as required by law, the Company assumes no obligation to update or revise such forward-looking information to reflect new events or circumstances.

## **Business Overview**

The Company is a Canadian mineral exploration company focused on the strategic acquisition, exploration, and advancement of precious and base metal projects in high-potential mining jurisdictions.

The Company was incorporated on October 30, 2019 under the laws of British Columbia and its common shares are listed on the Canadian Securities Exchange (the "CSE") under the symbol "HUNT". The head office of the Company is located at 75 - 8050 204<sup>th</sup> Street, Langley BC, V2Y 0X1 and the registered office is located at 800 - 885 West Georgia Street, Vancouver, BC, V6C 3H1.

## **Description of Property**

### **Great Northern Property**

In May 2024, the Company entered into one option agreement, four property purchase agreements, and one share purchase agreement to acquire the Great Northern and Viking Projects, and surrounding and adjoining mineral claims, in the Province of Newfoundland and Labrador, collectively known as the Great Northern Property. In June 2024, the Company completed the closing conditions of the agreements.

To exercise the option and acquire the claims, the Company must pay the optionors \$1,425,000 and issue common shares with an aggregate value equal to \$8,000,000 as follows:

- a. pay \$300,000 and issue common shares with an aggregate value equal to \$1,000,000 on the closing date (paid and issued 7,042,253 common shares);
- b. pay an additional \$450,000 and issue common shares with an aggregate value of \$2,750,000 on or before one year after the closing date; and
- c. pay an additional \$675,000 and issue common shares with an aggregate value of \$4,250,000 on or before two years after the closing date.

The option is subject to an acceleration clause whereby the Company may fully exercise the option by satisfying the cash and share payments at any time prior to the second anniversary of the closing date. The Company paid an exclusivity fee of \$75,000 in connection with a letter of intent with respect to the option agreement.

In connection with the purchase agreements, the Company paid \$95,000 and issued 2,200,000 common shares to acquire the claims. A portion of the claims is subject to a 2% net smelter returns royalty of which the Company may purchase 50% at any time for \$3,000,000.

In connection with the share purchase agreement, the Company acquired all of the issued and outstanding common shares of Long Range in exchange for 9,000,000 shares.

The Company paid a finders' fee of \$52,000 and 1,824,225 shares in respect of the transaction.

## **Summary of Results**

### **First Quarter Results**

During the first quarter of its 2025 financial year, the Company had a loss of \$149,101. This represents a decrease of \$50,752 from the \$199,853 loss during the same quarter last year.

The decrease in loss for the three months ended November 30, 2024, compared to the three months ended November 30, 2023, was primarily due to the following:

- Consulting fees were \$39,917 (2023 - \$67,896) during the quarter, a decrease of \$27,979, due to a decrease in advisory and corporate development services.
- Rent expense was \$Nil (2023 - \$10,500) during the quarter, a decrease of \$10,500, due to the rental agreement being cancelled at the end of May 2024.
- Financing fees were \$Nil (2023 - \$26,292) during the quarter, a decrease of \$26,292, due to the issuance of 300,000 Bonus Warrants with a fair value of \$26,292 during the prior quarter.
- Interest income was \$17,670 (2023 - \$Nil) during the quarter, an increase of \$17,670, due to interest from short-term deposits.

Offsetting the decrease in loss for the three months ended November 30, 2024, compared to the three months ended November 30, 2023, was primarily due to the following:

- Investor relations and shareholder information expenses were \$30,343 (2023 - \$10,000) during the quarter, an increase of \$20,343, due to an increase in conferences and press release services.
- Listing and filing fees were \$25,242 (2023 - \$8,492) during the quarter, an increase of \$16,750, due to an increase in OTC listing fees.

## Summary of Unaudited Quarterly Results

Below is a summary of the Company's last eight quarterly results, selected from financial statements prepared under International Financial Reporting Standards:

	2025 1 <sup>st</sup> Quarter	4 <sup>th</sup> Quarter	2024 3 <sup>rd</sup> Quarter	2 <sup>nd</sup> Quarter	1 <sup>st</sup> Quarter	4 <sup>th</sup> Quarter	2023 3 <sup>rd</sup> Quarter	2 <sup>nd</sup> Quarter
	\$	\$	\$	\$	\$	\$	\$	\$
Income (Loss)	(149,101)	(1,741,476)	16,183,759	(190,967)	(199,853)	(1,485,034)	(115,903)	(108,300)
Income (Loss) per share	(0.00)	(0.03)	0.41	(0.01)	(0.01)	(0.07)	(0.00)	(0.00)
Comprehensive Income (Loss)	(239,101)	(1,781,476)	16,278,759	(185,967)	(259,853)	(1,595,034)	(115,903)	(108,300)

The variability of net loss during the quarterly results is mainly due to an increase or decrease in exploration and business activity.

During the fourth quarter of 2024, the Company elected to terminate the Cameron Lake Property option and recognized a write-down of \$453,476 and the Company recorded income tax expense of \$944,000. During the third quarter of 2024, the Company recorded a gain on the sale of exploration and evaluation assets of \$14,266,230, an unrealized gain on investment of \$1,580,802, and a realized gain on investment \$568,488. During the fourth quarter of 2023, the Company recorded a loss on sale of exploration and evaluation assets of \$1,271,090.

## Liquidity and Capital Resources

The Company had cash and cash equivalents at November 30, 2024, in the amount of \$1,098,282 and working capital of \$333,214. During the three months ended November 30, 2024 the Company had the following changes in cash flow:

### *Cash used in Operating Activities*

The Company's cash used in operating activities for the three months ended November 30, 2024 was \$372,716 compared to the Company's cash flows used in operating activities for the three months ended November 30, 2023 of \$501,259, a decrease of \$128,543, primarily due to changes in non-cash working capital balances.

### *Cash used in Investing Activities*

The Company's cash used in investing activities for the three months ended November 30, 2024 was \$675,875 compared to the Company's cash used in investing activities for the three months ended November 30, 2023 of \$41,212, an increase of \$634,663, primarily due to the exploration work on the Great Northern Property.

### *Cash provided by Financing Activities*

The Company's cash provided by financing activities for the three months ended November 30, 2024 was \$Nil compared to the Company's cash provided by financing activities for the three months ended November 30, 2023 of \$553,500, a decrease of \$553,500, primarily due to the proceeds from the issuance of shares and warrants offset by the repayment of loans and notes payable during the prior quarter.

The Company does not generate cash flows from operations and accordingly, the Company will need to raise additional funds through the issuance of shares. When acquiring an interest in mineral properties through purchase or option the Company will sometimes issue common shares to the vendor or optionee of the property as partial or full consideration for the property interest to conserve its cash. Although, the Company has been successful in raising funds in the past there can be no assurance that the Company will be able to raise sufficient funds in the future, in which case the Company may be unable to meet

obligations in the normal course of business. These factors may cast significant doubt regarding the Company's ability to continue as a going concern. Should the Company be unable to discharge liabilities in the normal course of business, the net realizable value of the Company's assets may be materially less than amounts on the statement of financial position.

## Share Capital

As at November 30, 2024 and the date hereof; the Company has the following outstanding securities:

- (i) Common Shares: 59,538,478
- (ii) Stock options: 400,000
- (iii) Warrants: 3,236,000

The Company has obtained its capital funding through equity financing.

## Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management includes directors and key officers of the Company, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO").

The Company had incurred the following key management personnel cost from related parties:

	2024	2023
	\$	\$
Management fees paid to a corporation controlled by the CEO	30,000	30,000
Management fees paid to the CFO	-	22,000
Management fees paid to a corporation controlled by the CFO	18,000	-
	48,000	52,000

During the three-month period ended November 30, 2023, the Company fully repaid a \$25,000 loan to a company controlled by the CEO and issued 100,000 Bonus Warrants with a fair value of \$8,764 to a company controlled by the CEO in connection with the loan agreement (note 5 and 7). In addition, the CFO of the Company participated in the private placement and purchased 40,000 units with the warrants having a fair value of \$400 using the residual value method (note 7).

As at November 30, 2024, \$Nil (2023 - \$Nil) was due to key management personnel and management entities and is included in accounts payable and accrued liabilities on the Condensed Consolidated Interim Statements of Financial Position.

## Critical Accounting Estimates

Please refer to the August 31, 2024 consolidated financial statements on [www.sedarplus.ca](http://www.sedarplus.ca) for critical accounting estimates.

## Financial Instruments

The Company's financial instruments include cash, investments, accounts payable, loans and notes payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

### *Currency risk*

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 expenses are denominated in Canadian dollars. The Company's current exposure to exchange rate fluctuations is minimal.

### *Credit Risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk, the Company places these instruments with a high quality financial institution.

### *Interest Rate Risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

### *Liquidity risk*

In the management of liquidity risk, the Company maintains a balance between continuity of funding and flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

## **Commitments and Contingencies**

The Company has no material or significant commitments or contingencies other than certain cash payments, common share issuances and exploration expenditures related to the Great Northern Property.

## **Off Balance Sheet Transactions**

The Company has no off-balance-sheet transactions.