



renforthresourcesinc.

## **MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2022 AND 2021**

*The following is a discussion and analysis of the activities, results of operations and financial condition of Renforth Resources Inc. (“Renforth” or the “Company”) for the three months ended March 31, 2022 and the comparable period ended March 31, 2021. The discussion should be read in conjunction with the unaudited condensed interim financial statements for the three months ended March 31, 2022 and 2021 and related notes thereto. Readers are also encouraged to consult the audited financial statements for the years ended December 31, 2021 and 2020. The Company’s financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”). All monetary amounts are reported in Canadian dollars unless otherwise noted. These documents, as well as additional information on the Company, are filed electronically through the System for Electronic Document Analysis and Retrieval (SEDAR) and are available online at [www.sedar.com](http://www.sedar.com).*

The effective date for this report is May 30, 2022.

### **Overview of Operations**

Renforth wholly owns the ~330 km<sup>2</sup> Surimeau District Property, which hosts numerous areas of polymetallic and gold mineralization, each with various levels of exploration, as well as a significant amount of unexplored ground. Victoria West has been drilled over a strike length of 2.2km, within a 6km long mineralized structure, proving nickel, copper, zinc and cobalt mineralization, in the western end of a 20km magnetic anomaly. The Huston target, during initial reconnaissance, resulted in a grab sample grading 1.9% Ni, 1.38% Cu, 1170 ppm Co and 4 g/t Ag. In addition to this the Lalonde, historically drilled over 2.2 km with polymetallic results similar to Victoria West, Surimau and Colonie, also drilled historically with polymetallic results, Targets are all underexplored mineralized occurrences which, along with various gold showings, comprise the areas of potential of this NSR free property.

In addition to the Surimeau District battery metals property Renforth wholly owns the Parbec Gold deposit, a surface gold deposit contiguous to the Canadian Malartic Mine property in Malartic, Quebec. In 2020/21 Renforth completed 15,569m of drilling which successfully twinned certain historic holes, filled in gaps in the resource model with newly discovered gold mineralization and extended mineralization deeper. Based upon the success of this significant drill program the Company considers the spring 2020 MRE, with a resource estimate of 104,000 indicated ounces of gold at a grade of 1.78 g/t Au and 177,000 inferred ounces of gold at a grade of 1.78 g/t Au to be out of date. With the new data gained Renforth will undertake to complete the first ever structural study of the mineralization at Parbec, as well as additional total metallic assay work in order to better contextualize the nugget effect on the gold mineralization.

Renforth also holds Nixon-Bartleman, west of Timmins Ontario, with gold present on surface over a strike length of ~500m.

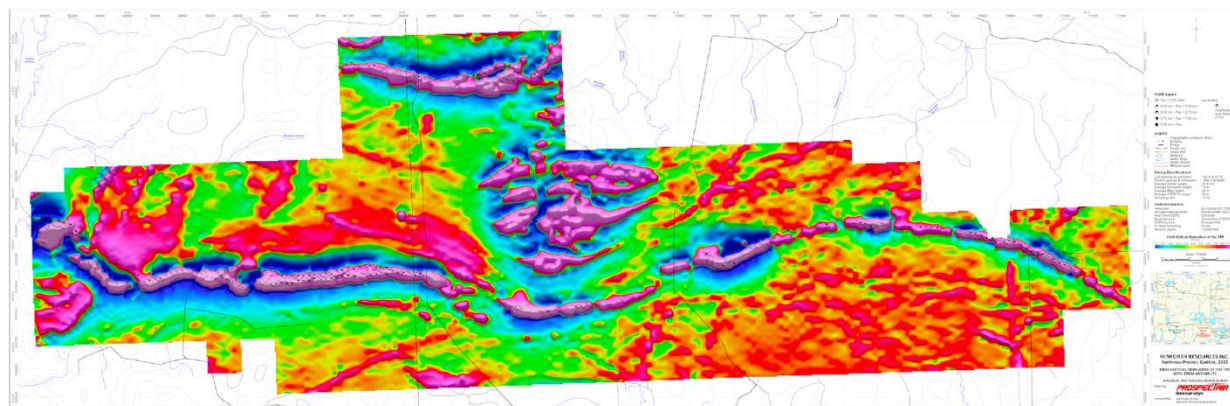
The Company trades on the CSE (RFR), the OTCQB (RFHRF) in the US and the Frankfurt Stock Exchange (9RR). The Company’s registered and head office is located at Unit 1B 955 Brock Road, Pickering, Ontario.

## Projects

### Surimeau District Property

Summary of work done on the property during the three months ended March 31, 2022 to date of this MD&A

During the period Renforth carried out a detailed heliborne magnetic survey combined with an EM survey of the entire ~20km magnetic trend which is the Victoria Structure, which hosts Victoria West in the western end and Colonie in the eastern end, as well as the LaLonde mineralized, drilled historically over 2.2 km, Target north of the Victoria structure. This survey delivered a very detailed look at the magnetic trend, along with co-incident EM anomalies, across the entire ~20km Victoria structure, with a fold interpreted in the western end. This survey, which was delivered subsequent to the period, is being used to target ground follow up of the EM anomalies and will be used to formulate drill targets.



Breakdown of expenses for the three months ended March 31, 2022:

Drill program	\$ 83,554
Management and admin	11,250
Modelling	5,950
	<u>\$ 100,754</u>

### Parbec Gold Property – 100% owned

During the period Renforth worked with two new consulting groups on Parbec using the results from the recently completed and reported on 15,569m of drilling, and the ~13,000m of historic drilling excluded from the May 2020 MRE which was validated during the 2020/21 drill program for inclusion in a future mineral resource estimate update for Parbec. The first group are structural geologists doing the first ever structural study on the structurally controlled (the Cadillac Break) gold environment at Parbec. The second group is producing a new model of Parbec using the new and historic data, an early interpretation is that the recent drilling demonstrates vertical continuity of mineralization. This work is ongoing subsequent to the period.

Breakdown of expenses for the three months ended March 31, 2022:

Modelling and structural review	\$ 13,031
Management and administration	11,250
	<u>\$ 24,281</u>

### **Nixon Bartleman Property – 100% owned**

Renforth holds 100% of the Nixon-Bartleman project, subject to a 2.5% NSR, consisting of four patents and 24 staked claims over an area of 313Ha, straddling the Porcupine Destr Deformation Zone, in the Porcupine Mining Camp of the West Timmins Mining area, approximately 45 km SW of Timmins, only 10 kms SW of Timmins West Mine, held by Lakeshore Gold, a subsidiary of Pan-American Silver.

This property is known to host five gold bearing quartz veins in a structurally complex environment. An initial exploration program on the property obtained gold values at surface in cut channel samples and extended the strike of the surface mineralization.

The property has seen historic drilling, assay results include up to 40 g/t gold and intersected a gold-bearing porphyry.

This property has seen exploration, including 43 drillholes, in fits and starts, making a comprehensive mapping and sampling program, along with a data compilation, Renforth's first area of focus.

There was no work on the property during 2021 due to COVID-19 preventing access to seasonal accommodations to support what had been planned field work.

### **Results of Operations**

	<b>Three months ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Expenses</b>		
General and corporate	\$ 264,137	\$ 442,165
Exploration expenditures	174,355	478,440
<b>Loss before other items</b>	<b>(438,492)</b>	<b>(920,605)</b>
<b>Other items</b>		
Flow through share premium	268,008	1,740,194
Change in fair value of marketable securities ( <i>note 5</i> )	(533,086)	240,000
<b>Net (loss) income and comprehensive (loss) income for the period</b>	<b>\$ (703,570)</b>	<b>\$ 579,589</b>

#### *Revenues*

The exploration properties acquired by the Company are still in the early exploration and development stage. Until sufficient work has been completed to confirm the feasibility of any specific interest being placed into production, it is not anticipated that the Corporation will have any material revenue. No revenues have been reported for the three months ended March 31, 2022 and 2021.

#### *Other items*

Other income – flow through share premium

During 2021 the Company issued flow through shares. For accounting purposes, the proceeds from issuance of these shares are allocated between the offering of shares and the sale of tax benefits. The allocation was made based on the difference between the price of a non-flow through share and the amount the investor paid for the flow-through share. A liability was recognized for this difference. The liability was reduced and the reduction of premium liability was recorded in other income on the date when the Company filed the appropriate renunciation forms with the Canadian taxation authorities.

General and Corporate - breakdown for three months ended March 31, 2022 and 2021:

	2022	2021
Management compensation	\$ 22,500	\$ 22,500
Legal and audit	4,500	-
Consulting services	168,099	377,816
Insurance	2,756	2,147
Transfer agent	210	966
Administrative and general	45,802	9,250
Listing fees	20,270	29,485
	<u>\$ 264,137</u>	<u>\$ 442,165</u>

Management compensation for the three months ended March 31, 2022 is comprised of CEO fees of \$7,500 (2021 - \$7,500) and CFO management fees of \$15,000 (2021 - \$15,000). \$22,500 (2021 - \$22,500) of fees relating to the CEO was grouped with exploration expenditures as they directly related to managing the Company's properties and exploration programs.

Consulting fees includes expenses related to financial communications companies for business development and public and investor relations services. The Company engaged less consultants in this category during the current period compared to the prior period.

The decrease in listing fees is due to the Company's listing on the OTCQB and the related costs in the prior period.

### Summary of Quarterly Results

	QTR	QTR	QTR	QTR	QTR	QTR	QTR	QTR
	1	4	3	2	1	4	3	2
	2022	2021	2021	2021	2021	2020	2020	2020
Revenue	--	--	--	--	--	--	--	--
Net income (loss) and comprehensive income (loss)	\$(703,570)	\$(1,009,133)	\$(761,030)	\$(2,229,815)	\$579,589	\$(1,669,673)	\$3,575,362	\$(220,957)
Income (loss) per common share basic and fully diluted	(0.00)	(0.00)	(0.00)	(0.01)	0.00	(0.00)	0.00	(0.00)

The Company's level of activity and expenditures during a specific quarter are influenced by the availability of working capital, the availability of additional external financing, the time required to gather, analyze and report on geological data related to mineral properties, the results of the Company's prior exploration activities on its properties and the amount of expenditure required to advance its projects.

### Liquidity and Capital Resources

As at March 31, 2022 the Company's cash decreased to \$1,085,962 from \$1,591,431 at December 31, 2021. The Company's working capital was \$3,191,582 compared to \$3,895,152 at December 31, 2021. The decrease in cash was due to \$505,469 spent on operating activities (compared to \$1,036,070 spent in the comparative period), with approximately \$175,000 of this being spent on the exploration projects.

The Company's 2022 monthly cash burn rate on average, which was calculated as cash spent per month in operating activities, was approximately \$168,000. This included exploration expenditures, and various consulting fees for business development and investor relation services which is discretionary and based on available funds. Although the Company expects to still operate at a loss for at minimum the next 12 months, at its current operating level, the Company will have sufficient funds to cover short-term operational needs.

The primary need for liquidity is to fund exploration programs and to maintain general corporate operations. The primary source of liquidity has primarily been private financings and more recently from the sale of a project. The Company's liquidity concerns were addressed by the sale of the New Alger project in 2020, which provided \$500,000 in cash, and 12,000,000 common shares of Radisson Mining Resources Inc., as well as \$3,240,000 flow through financing, as well as \$1,991,367 of cash proceeds in 2021 combined from a financing and exercise of options and warrants.

The Company has no debt and no financial commitments other than spending its flow through dollars on acceptable exploration costs.

Overall, given working capital at March 31, 2022, the Company will be able to meet its general operational requirements for 2022, and will not require additional capital for exploration programs for the balance of 2022 and to funds general operations for, at minimum the next 12 months.

The Corporation's principal source of financing is equity financing, the success of which depends on venture capital markets, the attractiveness of exploration companies to investors, and metal prices. To continue its exploration activities and be able to support its ongoing operations, the Company will need to continued its relations with the financial community to obtain further equity financing in the future. Outstanding options and warrants, if exercised, represent potential financing.

### **Off-Balance Sheet arrangements**

There are no off-balance sheet arrangements as at the date of this MD&A.

### **Related Party Transactions**

Compensation of key management personnel

Key management includes members of the board of directors, the President and Chief Executive Officer and the Chief Financial Officer. The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows for three months ended March 31, 2022 and 2021:

	<b>2022</b>	2021
	<b>\$ 45,000</b>	\$ 45,000

Other related party balances and transactions

The Company engages Minroc Management Limited ("Minroc"), a geological consulting company, to manage the Company's exploration programs. The Company's CEO, Nicole Brewster, is a controlling shareholder of Minroc. For the three months ended March 31, 2022, the Company was charged \$83,554 (2021 - \$341,803) in exploration related expenditures, and \$30,000 (2022 - \$30,000) in management fees for the CEO, of which \$22,500 (2021 - \$22,500) was recorded as exploration expenditures and \$7,500 (2021 - \$7,500) was charged to general and corporate expense on the statement of loss. The Company also rents office space from Minroc and was charged \$nil in three months ended March 31, 2022 (2021 - \$4,050). As at March 31, 2022, there was \$120,000 (December 31, 2021 - \$90,000) in accrued management fees due to Minroc. This amount is unsecured, non-interest bearing with no fixed terms of repayment. On April 15, 2021, the Company settled debt with Minroc in the amount of \$110,000 by the issuance of 1,375,000 common shares.

During the three months ended March 31, 2022, the Company was charged \$15,000 (2021 - \$15,000) in management fees by a corporation owned by the CFO of the Company, for CFO services. As at March 31, 2022, \$67,800 (December 31, 2021 - \$50,850) was owing to this corporation and included in accounts payable. This amount is unsecured, non-interest bearing with no fixed terms of repayment. On April 15, 2021, the Company settled debt with CFO in the amount of \$55,000 by the issuance of 687,500 common shares.

### **Proposed Transactions**

There is no imminent decision by the Board of Directors of the Company with respect to any transaction.

## Critical Accounting Estimates

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

Significant assumptions about the future and other sources of judgments and estimates that management has made at the statement of financial position date 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 following:

### Estimates and assumptions

- the recoverability of amounts receivable and prepayments which are included in the statement of financial position;
- the estimated useful lives of equipment which are included in the statement of financial position and the related depreciation included in the statement of loss and comprehensive loss;
- the estimated value of the exploration and development costs which is recorded in the statement of financial position;
- the inputs used in accounting for share based payment expense in the statement of comprehensive loss;
- management's position that there is no income tax considerations required within these financial statements;
- the assessment of indications of impairment of each mineral property and related determination of the net realizable value and write-down of those properties where applicable;
- Contingencies; and
- Valuation of the refundable mining duties credit and the refundable tax credits for resources.

## 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.

- (a) The Company renounced \$3,847,550 of qualifying exploration expenditures to the shareholders effective December 31, 2020. Under the "look back" provision governing flow-through shares, \$2,511,655 of the amount was unspent by the end of 2020 and has to be spent by December 31, 2022. The Company has \$nil remaining to spend.
- (b) The Company renounced \$1,575,000 of qualifying exploration expenditures to the shareholders effective December 31, 2021. Under the "look back" provision governing flow-through shares, \$1,575,000 of the amount was unspent by the end of 2021 and has to be spent by December 31, 2022.
- (c) 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.

## Risk Factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures during the three months ended March 31, 2022 and the year ended December 31, 2021.

**Credit risk**

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash is held with reputable financial institutions, from which management believes the risk of loss to be remote. Management believes that the credit risk concentration with respect to these items is remote.

**Liquidity risk**

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2022, the Company had a cash balance of \$1,085,962 (December 31, 2021 – \$1,591,431) to settle current liabilities of \$339,610 (December 31, 2021 - \$757,968).

**Market risk****(a) Interest rate risk**

The Company has cash balances and no long-term debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

**(b) Foreign exchange risk**

The Company's functional currency is the Canadian dollar and all major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk is negligible and therefore does not hedge its foreign exchange risk. The Company does not hold balances in foreign currencies to give rise to exposure to foreign exchange risk.

**(c) Price risk**

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. Commodity price risk is remote since the Company is not a producing entity. The Company's marketable securities are subject to equity price risk. A 10% change in the fair value of these securities would change the Company's net loss by \$233,000. The values of these investments will fluctuate as a result of changes in market prices, the price of metals or other factors affecting the value of the investments.

**Fair value of financial assets and liabilities**

The Company measures its cash, amounts receivable and accounts payable and accrued liabilities, at amortized cost.

As at March 31, 2022 and December 31, 2021, the fair values of Company's financial instruments approximate their carrying values, given their short-term nature.

The fair value of financial assets at FVPL is determined by reference to their quoted closing bid price at the reporting date.

**Disclosure of Outstanding Share Data**

The following is for disclosure of information relating to the outstanding securities of the Company:

As at the date of this MD&A the Company had 280,166,846 common shares issued and outstanding.

As at the date of this MD&A the Company had 27,008,864 warrants outstanding.

As at the date of this MD&A the Company had 19,050,000 stock options outstanding.

**Other Disclosure****COVID-19**

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a

widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations.

### **Risks**

The Corporation's business is subject to a variety of risks and uncertainties. The exploration and development of mineral properties entails significant financial risk. Significant expenditures are required to assess a property and its mineralization.

### **Price Volatility**

Any future earnings will be directly related to the price of precious and base metals. Such prices have fluctuated over time and are affected by numerous factors beyond the control of the Corporation.

### **Mining Risk**

Renforth's mining exploration operations are subject to conditions beyond its control, which can affect the cost of the work for varying lengths of time.

Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that exploration efforts will be successful. Success in establishing reserves is a result of a number of factors, including the quality of management, the Corporation's level of geological and technical expertise, the quality of land available for exploration and other factors. Once mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish mineral reserves through drilling, to determine the optimal metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities. Because of these uncertainties no assurance can be given that exploration programs will result in the establishment or expansion of resources or reserves.

### **Environment**

Operations, development and exploration projects could potentially be affected by environmental laws and regulations of the country in which the activities are undertaken. The environmental standards continue to change and the global trend is to a longer, more complex process. Although the Corporation continuously reviews environmental matters and undertakes to comply with changes as expeditiously as possible, there is no assurance that existing or future environmental regulation will not materially adversely affect the Corporation's financial condition, liquidity and results of operation.

Certain environmental issues, such as storm events, tailings storage seepage, dust and noise emissions, while having been assessed and strategies based on best practices have been adopted, there can be no assurance an unforeseen event will not occur which could have a material adverse effect on the viability of the Corporation's business and affairs.

### **Government Regulation**

The Corporation's operations are subject to significant regulation and laws which control not only the exploration and mining of mineral properties but also the possible effects of such activities upon the environment. Changes in current legislation or future legislation could result in additional expenses, restrictions and delays.

### **Key Personnel**

The Corporation's future success is dependent in large part upon the continued services of certain key personnel. Failure to retain such personnel or failure to attract qualified management in the future, could adversely affect the Corporation's ability to manage its operations.

### **Financing**

Renforth is dependent upon raising financing from third parties in order to continue its operations. There is no guarantee that such financing will be available on commercially suitable terms or at all. Failure to obtain additional financing will materially adversely affect the operations and business of the Corporation.

### **Forward-Looking Statements**

*This Management's Discussion and Analysis of Financial Conditions and Results of Operations contains certain forward-looking statements. All statements other than statements of historical fact that address activities, events or developments that the Corporation believes, expects or anticipates will or may occur in the future are forward-looking*



*statements. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “contemplate”, “target”, “believe”, “plan”, “estimate”, “expect” and “intend” and statements that an event or result “may”, “will”, “can”, “should”, “could” or “might” occur or be achieved and other similar expressions. These statements are based upon certain assumptions and analyses made by management in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. However, whether actual results and developments will conform with management’s expectations is subject to a number of risks and uncertainties, including the considerations discussed herein and in other documents filed from time to time by the Corporation with Canadian security regulatory authorities, general economic, market or business conditions, the opportunities (or lack thereof) that may be presented to and pursued by management, competitive actions by other companies, changes in laws or regulations and other factors, many of which are beyond the Corporation’s control. These factors may cause the actual results of the Corporation to differ materially from those discussed in the forward-looking statements and there can be no assurance that the actual results or developments anticipated by management will be realized or, even if substantially realized, that they will have the expected results on Renforth Resources Inc. All of the forward-looking statements made herein are qualified by the foregoing cautionary statements.*