Management's Discussion and Analysis
For the Years Ended July 31, 2024 and 2023

DATE AND SUBJECT OF REPORT

The following is management's discussion and analysis ("MD&A") in respect of the results of operations and financial position of Spark Energy Minerals Inc. (formerly St. Anthony Gold Corp.) ("Spark Energy Minerals" or the "Company") for the years ended July 31, 2024 and 2023, and should be read in conjunction with the consolidated financial statements for the years ended July 31, 2024 and 2023. The financial statements and MD&A of the Company are presented in Canadian dollars and prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Additional information relating to the Company's operations and activities can be found by visiting the Company's website at www.sparkenergyminerals.com. You may also access the Company's disclosure documents through the Internet on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") at sedarplus.ca.

The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The years ended July 31, 2024 and 2023, are also referred to as "fiscal 2024" and "fiscal 2023".

The effective date of this MD&A is December 20, 2024.

FORWARD-LOOKING INFORMATION

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company, including but not limited to statements with respect to the Company's plans or future financial or operating performance, the estimation of mineral reserves and resources, conclusions of economic assessments of projects, the timing and amount of estimated future production, costs of future production, future capital expenditures, costs and timing of the development of deposits, success of exploration activities, permitting time lines, requirements for additional capital, sources and timing of additional financing, realization of unused tax benefits and future outcome of legal and tax matters.

The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate", "believe", "estimate", "expect", "budget", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

The statements reflect the current beliefs of the management of the Company and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. These uncertainties are factors that include but are not limited to risks related to international operations; risks related to general economic conditions; actual results of current exploration activities and unanticipated reclamation expenses; fluctuations in prices of gold and other commodities; fluctuations in foreign currency exchange rates; increases in market prices of mining consumables; possible variations in mineral resources, grade or recovery rates; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; changes in national and local government regulation of mining operations, tax rules and regulations, and political and economic developments in countries in which the Company operates; as well as other factors.

The Company's management periodically reviews information reflected in forward-looking statements. The Company has and continues to disclose in its MD&A and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

The operations of the Company are speculative due to the high-risk nature of its business which is the exploration of mining properties. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair its business operations. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. Readers should refer to Risks and Uncertainties below.

DESCRIPTION OF BUSINESS

Spark Energy Minerals was incorporated on April 19, 2000, under the laws of the province of British Columbia, Canada. The Company's shares are traded on the Canadian Securities Exchange (the "CSE") under the symbol "SPRK". The Company is in the business of exploration and evaluation of mineral property interests in Canada. Effective December 28, 2022, the Company changed its name to Spark Energy Minerals Inc and effective January 3, 2023, the Company's shares began trading under the new name and under the symbol "EMIN". Effective June 10, 2024, the Company's shares began trading under the new symbol "SPRK".

The head office, principal address and records office of the Company are located at 704 – 595 Howe Street, Vancouver, B.C. V6C 2T5.

DIRECTORS AND OFFICERS OF THE COMPANY

The Board of Directors of the Company consists of Eugene Hodson, Michael Skeith and Jonathan Victor Hill. The management team of the Company is comprised of Eugene Hodgson (President and CEO) and Chris Foster, CPA, CGA (CFO).

OUTLOOK

The Company is focused on the exploration of its mineral properties, as well as defining and expanding its mineral resources both through exploration programs, staking, and acquisition. The Company intends to seek additional financing to support these activities. The Company also intends to seek out accretive acquisition opportunities to increase shareholder value.

GOING CONCERN

The consolidated financial statements are prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. As at July 31, 2024, the Company is not able to finance day to day activities through operations and had recurring losses since inception. For the year ended July 31, 2024, the Company incurred a net loss of $4,075,762. As of July 31, 2024, the Company had an accumulated deficit of $31,278,381 and a working capital deficit of $1,169,868. There is no certainty that additional financing at terms that are acceptable to the Company will be available going forward, and an inability to obtain financing would have a direct impact on the Company's ability to continue as a going concern. These conditions indicate a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with the proceeds from equity financings.

The consolidated financial statements do not reflect the adjustments to the carrying values and classifications of assets and liabilities that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

PER SHARE INFORMATION

On August 3, 2023, the Company completed a consolidation of its common shares on a basis of one post-consolidated common share for every ten pre-consolidated common shares. The Company has restated all number of share and per share information for the effect of this consolidation.

On November 10, 2023, the Company completed a forward split of its common shares on a basis of two post-split common shares for every one pre-consolidated common share. The Company has restated all its number of share and per share information for the effect of this split.

EXPLORATION AND EVALUATION ASSETS

	St. Anthony Gold Project $	Burgeo Lithium Project $	Minas Gerais and Bahia Lithium and Goas Rare Earth Elements Project $	Lithium Valley Lithium Project $	Nova Energia Lithium Project $	CE Property Lithium Project $	RN Property Lithium Project $	Tristar Lithium Project $	Total $
Balance, July 31, 2022	-	-	-	-	-	-	-	-	-
Acquisition	-	25,000	2,578,150	1,300,000	697,769	-	-	-	4,600,919
Assay testing	17,500	-	30,168	-	-	-	-	-	47,668
Geologist and consulting	-	33,400	75,421	-	-	-	-	-	108,821
Licensing	-	41,600	17,969	-	-	-	-	-	59,569
Impairment	(17,500)	(100,000)	-	-	-	-	-	-	(117,500)
Balance, July 31, 2023	-	-	2,701,708	1,300,000	697,769	-	-	-	4,699,477
Acquisition	-	-	-	-	49,382	922,500	1,624,255	1,726,312	4,322,449
Claims maintenance	-	-	-	50,603	7,464	16,648	26,161	42,300	143,176
Geologist and consulting	-	-	-	17,759	2,974	1,317	1,317	29,283	52,650
Geophysical				5,630	943	417	417	9,283	16,690
Impairment	-	-	(2,701,708)	-	-	-	-	-	(2,701,708)
Balance, July 31, 2024	**-**	**-**	**-**	**1,373,992**	**758,532**	**940,882**	**1,652,150**	**1,807,178**	**6,532,734**

Burgeo Lithium Project

On August 5, 2022, the Company entered into an option agreement to the right to acquire a 100% interest in the Burgeo lithium asset located in Burgeo, Newfoundland. The purchase and sale of the claims is to be achieved in stages and is conditional upon the following:

- The payment of $25,000 cash (paid) and issuance of 50,000 common shares of the Company;
- Completion of $100,000 of qualified expenditures on the property by December 31, 2022; and ($75,000 incurred as at July 31, 2023); and,
- Completion of $92,000 of qualified expenditures on the property by December 31, 2023.

The Company has not issued common shares and did not complete the qualified expenditures on the property. As a result, the Company recognized an impairment of $100,000 during the year ended July 31, 2023.

Minas Gerais and Bahia Lithium Project and Goas Rare Earth Elements Project

On December 19, 2022, the Company entered into a mining claims purchase agreement with Foxfire Metals Pty. Ltd. ("Foxfire") to acquire a 75% interest in certain mining claims and associated rights of Foxfire's Minas Gerais and Bahia Lithium Project in the Brazilian states of Minas Gerais and Bahia and Foxfire's Goas Rare Earth Elements Project in the Brazilian state of Goas.

To acquire the 75% interest the Company shall:

- Pay $250,000;
- Issue 4,233,000 common shares (issued at a fair value of $2,328,150 ($0.55 per share));
- Maintain the existing net smelter and gross sales royalties totaling 2% held by the original vendors remains, with a buyback provision of 50% for $1,000,000;
- Fully fund all maintenance and operations until such time as a bankable feasibility study has been completed;

The Company and Foxfire are to agree to each annual exploration program, which shall be no less than $1,000,000 in each of the first two years.

Each party has the first right of refusal in relation to the sale or disposal of the other party's interest in the project.

On September 19, 2023, the Company and Foxfire entered into an amended Mineral Rights Joint Venture Agreement (the "Joint Venture") which sets out the following terms :

- The Joint Venture Interests are 75% for the Company and 25% for Foxfire;
- The manager of the Joint Venture will be Foxfire;
- The manager will provide a work program and budget prior to January 1, 2024, for the quarter ending March 31, 2024, in respect of which the majority of the funds will be allocated to exploration for lithium on the Bahia licenses with budgeted expenditure of a minimum of $250,000;
- The manager will incur a minimum of $1,000,000 on Joint Venture expenditures between December 19, 2022 and December 18, 2024 and a further $1,000,000 between December 19, 2024, and December 8, 2025; and
- The Company must pay the manager the prescribed amounts set out below:
  - $250,000 on or before March 31, 2024, (unpaid) to facilitate exploration on the Bahia licenses;
  - $250,000 on or before June 1, 2024, (unpaid) to facilitate exploration on the Goas licenses and one of the Minas Gerais licenses; and
  - $100,000 on or before October 1, 2024, to facilitate exploration on one of the Minas Gerais licenses.

The Company did not make the scheduled payments. As a result, the Company recognized an impairment of $2,701,708 during the year ended July 31, 2024. Effective August 8, 2024, the agreement was officially terminated and the Company transferred its Joint Venture interest to Foxfire for $nil consideration, and the parties mutually released each other from all future obligations relating to the Joint Venture. As a result , the Company wrote off accounts payable of $17,969 owed to Foxfire against the impairment loss.

Lithium Valley Lithium Project

On February 1, 2023, the Company closed a mining claims purchase agreement with Talisman Venture Partners Ltd. to acquire a 100% interest in 12 mineral tenements comprising approximately 22,000 hectares of surface area in Minas Gerais, Brazil. The vendor retained a 1% net smelter return. The Company can purchase 1% from the vendor at any time for $1,000,000. The Company paid a total of $300,000 and 2,000,000 common shares of the Company (issued at a fair value of $1,000,000 ($0.50 per share)). The Company agrees to incur expenditures on or with respect to the property in the aggregate amount of no less than $100,000 during the first year of the agreement.

On April 23, 2023, the Company entered into a mineral claims purchase agreement with International Metals Mining Corp. (formerly "Lithium Plus Mining Corp.") ("IMM"), pursuant to which IMM has the right and option to acquire up to a 65% ownership interest in the 12 mineral tenements and a 1% NSR. Pursuant to the terms of the agreement and in order to complete the transaction, IMM shall:

- Pay the Company $100,000 upon execution of the agreement (unpaid);
- Pay the Company an additional $500,000 on or before April 23, 2024 (unpaid);
- Commit to and conduct an exploration work program incurring at least $500,000 in eligible expenditures during the first year of the agreement; and
- Commit to and conduct an exploration work program incurring at least $1,000,000 in eligible expenditures during the second year of the Agreement.

On December 6, 2023, the Company entered into an amendment to the mineral claims purchase agreement with IMM, pursuant to which the Company removed the transfer of 1% NSR to IMM and IMM shall:

- Pay the Company $100,000 on or before December 23, 2023 (unpaid);
- Pay the Company an additional $500,000 on or before April 23, 2025;
- Commit to and conduct an exploration work program incurring at least $250,000 in eligible expenditures by April 23, 2025; and
- Commit to and conduct an exploration work program incurring at least $1,000,000 in eligible expenditures by April 23, 2026.

On May 9, 2024, IMM terminated the mineral property option agreement.

Nova Energia Lithium Project

On March 9, 2023, the Company entered into a mineral claims purchase agreement with Talisman pursuant to which the Company acquired a 100% ownership interest in 6 mineral tenements located in Minas Gerais, Brazil. The vendor retained a 1% NSR. The Company can purchase the 1% NSR from the vendor at any time for $1,000,000. The Company paid a total of $100,000 and issued 2,000,000 units. Each unit consisted of one common share (Note 6) and one common share purchase warrant exercisable at $0.75 per common share expiring on March 28, 2025 (repriced to $0.125 per common share on September 19, 2023, pursuant to which, the Company recognized an increase in acquisition cost of $49,382 during the year ended July 31, 2024). The Company agreed to incur expenditures on or with respect to the property in the aggregate amount of no less than $100,000 on or before March 9, 2024. On November 15, 2024, Talisman waived the requirement to incur the $100,000 in expenditures on the property.

CE Property Lithium Project

On August 10, 2023, the Company entered into a mining claims purchase agreement with Talisman to acquire a 100% ownership interest in 9 mineral tenements (the "CE property"), located in Ceara state, Brazil. Pursuant to the terms of the agreement, the Company shall pay $150,000 (unpaid, see Note 14) and issued 9,000,000 common shares (Note 6) to Talisman. Talisman retains a 1% NSR. The Company can purchase one half of the NSR at any time for $1,000,000. The Company agreed to incur expenditures on or with respect to the property in the aggregate amount of no less than $100,000 on or before August 10, 2024. On November 21, 2024, Talisman waived the requirement to incur the $100,000 in expenditures on the property.

RN Property Lithium Project

On October 10, 2023, the Company entered into a securities exchange agreement to acquire an undivided 100% interest in 12 mineral tenements located in Rio Grande Do Norte state, Brazil, (the "RN property"), subject to a 1% NSR retained by Talisman (Note 3). Bulletproof can purchase one half of the 1% NSR at anytime for $1,000,000. Bulletproof agreed to incur expenditures on or with respect to the property in the aggregate amount of no less than $100,000 on or before September 5, 2024. On November 21, 2024, Talisman waived the requirement to incur the $100,000 in expenditures on the property.

Tristar Property Lithium Project

On February 28, 2024, the Company entered into a mineral claims purchase agreement with Tristar Energy Corp. pursuant to which the Company acquired the option to acquire a 100% ownership interest in 23 mineral tenements located in Minas Gerais state, Brazil (the "Tristar property"). Pursuant to the terms of the agreement the Company shall pay $400,000 on or before May 26, 2024 (unpaid, see below) and issued 15,000,000 units of the Company, each unit consisting of one common share and one common share purchase warrant with an exercise price of $0.15 per share expiring on March 15, 2026 (Note 6).

On August 7, 2024, the Company entered into a debt extension agreement with Talisman and the parties agreed to:

- Extend the payment deadline of $400,000 to August 7, 2025, with $50,000 payable on or before 90 days from August 7, 2024 (unpaid, see Note 14)
- Enter into a royalty agreement, which provides for the reservation to Talisman of a 1% NSR on all commercial mineral production, and the Company has the right to purchase one half of the 1% NSR from Talisman at any time for $1,000,000.

SELECTED ANNUAL INFORMATION

The following table summarizes selected financial data for the Company for each of the three most recently completed fiscal years. The information set forth below should be read in conjunction with the audited consolidated financial statements of the same years.

	2024	2023	2022
	$	$ (Restated)	$
Total assets	6,820,431	4,777,982	926,840
Net loss	(4,075,762)	(3,450,493)	(3,689,824)
Basic and diluted loss per share	(0.08)	(0.17)	(0.52)

The Company has not earned revenue from operations and does not expect to earn revenue from operations in the near future.

SUMMARY OF QUARTERLY RESULTS

The selected quarterly information for the past eight quarters is outlined below.

	2024				2023			
	Q4 $	Q3 $	Q2 $	Q1 $	Q4 $	Q3 $	Q2 $	Q1 $
Net loss	(3,343,442)	(231,389)	(419,747)	(81,184)	(2,090,657)	(509,548)	(704,487)	(145,801)
Loss per share	(0.07)	(0.00)	(0.01)	(0.00)	(0.08)	(0.02)	(0.05)	(0.02)

The fluctuation of the Company's loss is mainly due to the amount of business activity in each particular quarter plus various one-time expenses, asset impairments and other income. The net loss for the quarter ended July 31, 2024 includes $2,683,739 for the impairment of exploration and evaluation assets. The net loss for the quarter ended July 31, 20223 includes $1,733,079 for the impairment of loan and accrues interest receivable.

The Company is currently seeking new business opportunities and currently does not have significant operations. Thus, its loss is not subject to seasonality in the past and the Company will curtail its expenses before successfully acquiring or developing a new business operation. Management expects the Company's quarterly results will fluctuate in the future with the amount of business activities conducted and the incidental events that may happen in the future.

RESULTS OF OPERATIONS

Years ended July 31, 2024 and 2023

The Company incurred a loss and comprehensive loss of $4,075,762 for the year ended July 31, 2024, compared to $3,450,493 for the comparable period. The Company had operating activity for the year ended July 31, 2024, comparable with the year ended July 31, 2023, as illustrated by a slight decrease in operating expenses of approximately $49,766, from approximately $1,464,028 in the comparable period. Exploration and evaluation ("E&E") asset acquisition costs increased by $1,744,299 to $6,320,218 during the year ended July 31, 2024 from the year ended July 31, 2023, whereas E&E exploration costs increased to $212,516 from $123,558. The approximate $2,683,700 impairment of exploration and evaluation assets in the year ended July 31, 2024, versus the $117,500 recorded in the year ended July 31, 2023, partially offset by the approximate write-off of interest and loan receivable of $1,835,700 in fiscal 2023,also contributed to the increase in loss and comprehensive loss.

Within operating expenses, the most notable variations pertained to the following:

- decrease of approximately $25,530 in consulting and management fees, from approximately $260,111 during the year ended July 31, 2023, to $234,581 for the year ended July 31, 2024, due to the expiration in fiscal 2024 of a consulting agreement initiated in fiscal 2023 related to the search for exploration and evaluation acquisitions in the lithium exploration sector;

- decrease of approximately $143,190 in investor relations from approximately $262,985 during the year ended July 31, 2023, to approximately $119,795 for the year ended July 31, 2024, due to the expiration in fiscal 2024 of marketing programs initiated in fiscal 2023;
- decrease of approximately $13,965 in office facilities and administration from approximately $130,815 during the year ended July 31, 2023, to approximately $116,850 for the year ended July 31, 2024, due primarily to the expiration of the office lease in fiscal 2024; and
- increase of approximately $128,7015 in share-based compensation from $384,377 during the year ended July 31, 2023, to $513,092 for the year ended July 31, 2024 due to the greater number of options granted during the year ended July 31, 2024 versus those granted during the year ended July 31, 2023.

All other operating expenses were comparable between periods.

LIQUIDITY AND CAPITAL RESOURCES

During the year ended July 31, 2024, the Company's cash outflows were $427,488 in respect to operating activities, compared to $750,009 for the comparative period.

During the year ended July 31, 2024, the Company realized $772,934 in cash flows from financing activities, via the issuance of shares/units for cash net of share issuance costs and share subscriptions received, compared to $2,729,920 in the comparative period.

Subsequent to July 31, 2024, the Company issued 1,940,000 common shares for proceeds of $194,000 pursuant to the exercise of stock options.

Subsequent to July 31, 2024, the Company issued 3,744,999 common shares for proceeds of $468,125 pursuant to the exercise of share purchase warrants.

During the year ended July 31, 2023, the Company expended $161,492 cash in exploration and evaluation asset expenditures investing activities compared to having invested $1,532,575 in a loan receivable, $891,058 in mineral property acquisition costs and $180,589 in exploration and evaluation asset expenditures, and having received $129,716 in marketable securities disposition proceeds, in the comparative period.

On July 31, 2024, the Company had a working capital deficit $1,169,868 (2023 – $838,033) .

On July 22, 2024, the Company issued 3,709,999 units at a price of $0.075 per unit for proceeds of $278,250. Each unit consisted of one common share and one share purchase warrant exercisable at $0.125 per common share expiring on July 22, 2026. The Company allocated $74,200 to the warrant component of the units issued after applying the residual method.

On May 21, 2024, the Company issued 2,008,334 units at a price of $0.075 per unit for proceeds of $150,625. Each unit consisted of one common share and one share purchase warrant exercisable at $0.12 per common share expiring on May 21, 2026. The Company allocated $40,166 to the warrant component of the units issued after applying the residual method. Out of the 2,008,334 units issued, 1,333,334 units were issued to a company controlled by the former Chief Executive Officer of the Company for proceeds of $100,000.

On January 31, 2024, the Company issued 4,206,668 units at a price of $0.075 per unit for gross proceeds of $315,500 ($25,000 remains outstanding as share subscriptions receivable as at July 31, 2024). Each unit consisted of one common share and one share purchase warrant exercisable at $0.125 per common share expiring on January 31, 2026. No value was allocated to the warrant component of the units issued after applying the residual method. The Company paid finders' fees of $1,575.

The Company considers its components of shareholders' equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable level of risk.

The Company manages and adjusts the capital structure considering changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

The Company's capital is not subject to external restriction.

TRANSACTIONS WITH RELATED PARTIES

The Company’s related parties include key management personnel and directors, and companies in which they have control or significant influence over the financial or operating policies of those entities.

Key management compensation

(a) During the year ended July 31, 2024, the Company incurred $139,113 (2023 - $150,000) in management fees to a company controlled by the former Chief Executive Officer of the Company.

(b) During the year ended July 31, 2024, the Company incurred $30,967 (2023 -$nil) in management fees to the Chief Executive Officer. As at July 31, 2024, $13,616 (2023 - $nil) is included in due to related parties for amounts owed to the Chief Executive Officer of the Company.

(c) During the year ended July 31, 2024, the Company incurred $54,000 (2023 – $51,500) in professional fees to the Chief Financial Officer of the Company. As at July 31, 2024, $7,785 (2023 - $nil) is included in due to related parties for amounts owed to the Chief Financial Officer of the Company.

(d) During the year ended July 31, 2024, the Company incurred $nil (2023 - $11,000) in consulting fees and $nil (2023 - $30,000) public relations and advertising expense to a company controlled by a Director of the Company. As at July 31, 2024, $nil (2023 - $54,500) is included in due to related parties for amounts owed to the company controlled by the Director of the Company.

(e) During the year ended July 31, 2024, the Company incurred $19,673 (2023 - $nil) in geological consulting fees capitalized as exploration and evaluation assets to a company controlled by the VP Exploration of the Company. As at July 31, 2024, $18,929 (2023 $nil) is included in due to related parties for amounts owed to the company controlled by the VP Exploration of the Company.

(f) During the year ended July 31, 2024, the Company granted 3,465,607 (2023 – 660,000) stock options with a fair value of $207,773 (2023 - $288,283) to key management personnel.

DISCLOSURE BY VENTURE ISSUER WITHOUT SIGNIFICANT REVENUE

An analysis of the material components of the Company’s general and administrative expenses is disclosed in the audited consolidated financial statements for the year ended July 31, 2024, to which this MD&A relates.

OUSTANDING SHARE DATA

As at the date of this MD&A, the Company has 109,211,073 common shares, 43,337,817 share purchase warrants, and 8,051,605 stock options outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

There were no changes to the Company’s accounting policies during the year ended July 31, 2024.

FINANCIAL INSTRUMENTS

See Note 11 to the consolidated financial statements for the year ended July 31, 2024 for additional information.

RISKS AND UNCERTAINTIES

Risks of the Company's business include the following:

Risk of new business - The Company is currently looking for new exploration properties and/or other new business opportunities. There is no guarantee that the Company can develop into a viable business.

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

DISCLOSURE CONTROLS AND PROCEDURES

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation are recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.