

The following discussion and analysis of the operations, results and financial position of First Tellurium Corp. (the "Company" or "First Tellurium") for the year ended July 31, 2022 should be read in conjunction with the audited financial statements for the year ended July 31, 2022, which can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

This Management Discussion and Analysis ("MD&A") is dated November 28 2022 and discloses specified information up to that date. The Company is classified as a "venture issuer" for the purposes of National Instrument 51-102. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") in Canada. Unless otherwise cited, references to dollar amounts are in Canadian dollars.

The Company is a reporting issuer in each of the provinces of British Columbia, Alberta and Ontario. Its head office is located at 381 – 1440 Garden Place, Delta, BC, V4M 3Z2. Its registered records office is located at Suite 1100 - 736 Granville Street, Vancouver, BC, V67 1G3.

### **Forward-looking Information**

Certain statements in this MD&A and the documents incorporated by reference contain forward-looking information, which includes forward-looking statements within the meaning of applicable Canadian securities laws. Forward-looking statements are statements which relate to future events or our future performance, including our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", or "potential" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause the Company's or the industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. No assurance can be given that any of the events anticipated by the forward-looking information and statements will occur or, if they do occur, what benefits the Company will obtain from them. This MD&A contains forward-looking information and statements, which may include but are not limited to: statements with respect to the financial and operating performance of the Company; investments objectives and strategies; the business goals and strategies; forecast operating and financial results; planned capital expenditures; potential future market for products, business prospects and opportunities; costs and timing of developmental new projects; management's assessment of future plans and operations; and requirements for additional capital.

### **Overview**

First Tellurium is a publicly-traded, Vancouver-based, diversified issuer. The Company has a 50% interest in the Deer Horn Property, located in British Columbia. The Company also has an option to acquire the Colorado Klondike Property, located in south-central Colorado, USA. The Company is refocusing its efforts on mineral exploration and intends to complete further equity financing in order to resume exploration and development on its mineral property interests while seeking additional opportunities in the junior mining sector to expand its property portfolio. The Company also has a 49% equity interest in Cheona Metals Inc., whose focus is on underexplored mineral lands in northern British Columbia. Additionally, the Company has a 49% equity interest in Cheona Health Inc., whose focus is helping Indigenous and other communities in Canada achieve better health and well-being.

First Tellurium is a member of the Initiative for Responsible Mining Assurance (or "IRMA").

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**Strategy, Performance and Outlook**

The current world economic situation generated by the COVID-19 global pandemic has generated though significant volatility in the world economy affecting the mining and energy industries as well. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected the Company's ability to obtain additional financing and complete planned work programs on its properties. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

On October 15, 2021, the Company completed the first tranche of a non-brokered private placement, issuing 5,825,000 units at a price of \$0.08 per unit for total proceeds of \$466,000. Each unit consisted of one common share and one common share purchase warrant exercisable at \$0.12 per share for a period of two years. No value was attributed to the warrant portion of the units.

On November 2, 2021, the Company completed the second tranche of a non-brokered private placement, issuing 6,350,000 units at a price of \$0.08 per unit for total proceeds of \$508,000. Each unit consisted of one common share and one common share purchase warrant exercisable at \$0.12 per share for a period of two years. No value was attributed to the warrant portion of the units.

On November 16, 2021, the Company completed the third tranche of a non-brokered private placement, issuing 3,000,000 units at a price of \$0.08 per unit for total proceeds of \$240,000. Each unit consisted of one common share and one common share purchase warrant exercisable at \$0.12 per share for a period of two years. No value was attributed to the warrant portion of the units.

On November 26, 2021, the Company completed the fourth and final tranche of a non-brokered private placement, issuing 7,375,000 units at a price of \$0.08 per unit for total proceeds of \$590,000. Each unit consisted of one common share and one common share purchase warrant exercisable at \$0.12 per share for a period of two years. No value was attributed to the warrant portion of the units. The Company incurred \$3,525 in share issuance costs in connection with the private placement. In connection with this final tranche, a subscription receivable of \$2,000 has been recorded.

On December 30, 2021, the Company completed a non-brokered private placement, issuing 400,000 flow-through units at a price of \$0.35 per unit for total proceeds of \$140,000. Each unit consisted of one flow-through common share and one common share purchase warrant exercisable at \$0.45 per share for a period of two years. No value was attributed to the warrant portion of the units. The Company recorded a flow-through share premium liability of \$24,000 in connection with the issuance of the flow-through shares.

The Company also issued an aggregate 14,057,500 common shares from warrant exercises and 400,000 common shares on the exercise of stock options, for aggregate consideration of \$1,447,250, during the year ended July 31, 2022, of which \$30,000 is included in subscriptions receivable.

The Company continues to further its partnership contributions with Cheona Metals Inc. and is in planning stages for further joint prospecting in northern British Columbia.

Additionally, the Company has a 49% interest in Cheona Health Inc., a privately-held corporation formed to whose focus is to help Indigenous and other communities in Canada achieve better health and well-being.

***Deer Horn Property***

The Company intends to resume its exploration efforts in 2023 to include both exploration of additional targets mapped following receipt of assay results from recent channel and rock sampling as well as further in-fill and step-out drilling with a view to upgrade and expand the existing resource, and advance to prefeasibility status. The Company will also undertake a property-wide sampling and mapping program in the 2023 exploration season.

On June 6, 2018, the Company announced results of a revised and updated Preliminary Economic Assessment (“PEA”) for the property. The amended and restated PEA, prepared in accordance with NI 43-101, is available in the Company’s disclosure record located on SEDAR ([www.sedar.com](http://www.sedar.com)). The PEA estimated that the project will carry a 9-year mine life with a 1.6-year payback period.

The PEA describes a 74,000 tonnes per year seasonal, open-pit mining operation and conventional flotation mill which would produce a combined gold/silver/tellurium concentrate. The Project may be permitted under the Mines Act of BC as a small mine, without the requirement for a provincial environmental assessment (EA) as the project mining tonnage does not exceed the legislated reviewable project threshold of 75,000 tonnes per year. Waste to ore cut-offs were determined using metal prices of US\$1,300 per ounce gold, US\$17 per ounce silver, US\$100 per kilogram tellurium, US\$3 per pound copper and \$1 per pound zinc for net smelter return calculations. Net smelter return cut-off for the PEA pit delineated resource was assumed to be \$29/tonne.

The initial capital cost of the Project is estimated to be \$28.3 million. Average mine, process and G&A operating costs over the Project’s life (including pre-stripping and waste handling) are estimated to be \$94 per tonne milled. A base case economic evaluation was undertaken incorporating historical three-year trailing averages for metal prices as of May 31, 2018.

***It should be noted that this PEA is preliminary in nature as it includes inferred mineral resources which are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that the PEA forecast will be realized or that any of the resources will ever be upgraded to reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability.***

The Company also received approval for a five-year exploration permit in addition to its intended permit application for a 10,000 ton bulk sample. The permit will be used for drilling and other exploration to expand the property’s current NI 43-101 resource of gold, silver and tellurium. In August 2020, the Company engaged environmental consultants to undertake preliminary environmental assessments relating to the bulk sampling and geological and engineering consultants to further the bulk sample permitting.

***Colorado Klondike Property***

The Company also completed a soil sampling program on the Colorado Klondike property. A total of 343 samples were collected and sent for assay. Results are expected in December 2022. Assay results will be utilized to map targets for its planned drilling on the property in 2023.

***Cheona Metals Inc.***

The Company entered into a partnership with a First Nation entrepreneur, forming a company, Cheona Metals Inc. (“Cheona Metals”), in which it holds a 49% equity interest. Cheona Metals will focus on exploration in highly prospective areas in northern British Columbia.

In July 2020, Cheona Metals undertook prospecting activity near the “Golden Horseshoe” or “Golden Triangle” region of northern British Columbia. The prospecting focused on ground that had seen little, if any, prior investigation by prospectors. During the financial year ended July 31, 2022, Cheona Metals allowed two mineral claims totaling 2,403 hectares to revert to the Crown. Cheona Metals has one mineral claim in the Atlin District of British Columbia totaling 457 hectares.

### ***Cheona Health Inc.***

The Company entered into a partnership Cheona Health Inc. (“Cheona Health”), in which it holds a 49% equity interest. Cheona Health’s focus is to help Indigenous and other communities in Canada achieve better health and well-being. Cheona Health Inc. is inactive and valued at \$nil.

### **Selected Financial Information**

The following selected financial data have been prepared in accordance with IFRS and should be read in conjunction with the Company’s financial statements. The following table sets forth selected financial data for the Company for and as of the end of the last three completed financial years to the year ended July 31, 2022.

	2022	2021	2020
Revenue			
- From continuing operations	-	-	-
- From discontinued operations	-	-	-
Cost of sales			
- From discontinued operations	-	-	-
Net revenue	-	-	-
General and administrative expenses	(1,917,835)	(482,619)	(525,202)
Loss and comprehensive loss	(1,917,835)	(482,619)	(862,003)
Earnings (loss) per share – basic and diluted	(0.04)	(0.02)	(0.04)
Total assets	1,465,059	219,267	293,245
Shareholders’ equity (deficiency)	1,063,952	(506,171)	(304,998)
Working capital (deficiency)	730,806	(701,632)	(443,702)

## Revenue and Expense Summary

Year ended July 31, 2022

### Results of Operations for the Twelve Months Ended July 31, 2022

This review of the Results of Operations should be read in conjunction with the financial statements of the Company for the year ended July 31, 2022.

For the year ended July 31, 2022, the Company had a loss and comprehensive loss of \$1,917,835 compared to a loss and comprehensive loss of \$482,619 for the year ended July 31, 2021. The loss and comprehensive loss amount in July 31, 2022 was significantly higher than that recorded in the prior fiscal year, mainly due to increased consulting, investor relations and advertising activities expense incurred during the year to raise the Company's profile in US and European markets in conjunction with its listing in other jurisdictions. The Company did not earn any revenue during the year ended July 31, 2022.

### Expenses – Twelve Months Ended July 31, 2022

General and administrative expenses totaled \$1,917,835 for the year ended July 31, 2022 compared to \$482,619 for the year ended July 31, 2022. Details of the largest changes and significant general and administrative items are as follows:

- Advertising and promotion increased by \$599,130 to \$601,997 from \$2,867 and is due to increased advertising expenditures to support promotional efforts and marketing, including new efforts through digital marketing and social media branding. The Company also updated its website and internal marketing materials.
- Consulting fees increased by \$57,000 to \$117,150 from \$60,150, a result of increased administrative and corporate and business development expenses, including corporate communications.
- Investor relations and shareholder information increased by \$564,956 to \$580,992 from \$16,036. In addition to increased investor relations costs to help raise the Company's profile in new markets, increased market making costs were incurred to support the new listing in Frankfurt and the OTC listing in the US.
- Management fees increased by \$71,000 to \$201,000 from \$130,000 and is due to increases to fees paid or accrued to the senior officers of the Company.
- Office and miscellaneous expenses decreased by \$1,943 to \$48,647 from \$50,590, due to a slight decrease in office supply costs and subscriptions.
- Professional fees decreased by \$8,206 to \$58,887 from \$67,093, resulting from a reduction in general corporate legal fees incurred throughout the year.
- Regulatory and filing fees increased by \$60,635 to \$80,755 from \$20,120, a result of the Company's efforts to list its shares on the Frankfurt and OTC markets.
- Travel expenses decreased slightly by \$1,305 to \$165 from \$1,470.

In addition, the Company recorded \$156,233 in share based compensation for options granted during the year as opposed to \$17,169 in the year ended July 31, 2021.

Interest expense increased slightly to \$42,681 for the year ended July 31, 2022 compared to \$21,908 for the same period 2021 due to an increase in compounded interest on outstanding debenture loans.

The Company incurred \$nil on settlement of debt during the year ended July 31, 2022 as compared to a loss of \$74,277 in the prior year.

There was an equity loss pick-up of \$12,665 for the year ended July 31, 2022 compared to an equity income pickup expense of \$3,025 for the year ended July 31, 2021 relating to the Company's share of the equity loss from Cheona Metals Inc.

### ***Exploration Expenses***

The Company incurred exploration expenses of \$8,703 during the year ended July 31, 2022 (2021 - \$15,800).

### **Revenue and Expense Summary**

Three months ended July 31, 2022

#### ***Expenses – Three Months Ended July 31, 2022***

General and administrative expenses totaled \$272,546 for the three months ended July 31, 2022 compared to \$136,689 for the three months ended July 31, 2021. Details of the largest changes and significant general and administrative items are as follows:

- Consulting fees decreased by \$53,594 to \$(48,444) from \$5,150, the result of a decrease in business development consulting.
- Investor relations and shareholder information increased by \$238,005 to \$239,935 from \$1,930. In addition to increased investor relations costs to help raise the Company's profile in new markets, increased market making costs were incurred to support the new listing in Frankfurt and the OTC listing in the US.
- Management fees increased by \$12,000 to \$52,00 from \$40,000, and is due to increases to fees paid or accrued to the senior officers of the Company.
- Office and miscellaneous expenses decreased by \$58,901 to \$(25,792) from \$33,109 as a result of decreased office expenditures incurred during the three months ended July 31, 2022.
- Professional fees decreased by \$23,367 to \$31,852 from \$55,219. The decrease is due a reduction in general corporate legal costs due to a reduction in corporate activity.
- Regulatory and filing fees increased slightly by \$6,070 to \$13,214 from \$7,144 as a result in decreased regulatory costs during the quarter.

A gain on settlement of debt of \$nil was recorded during the three months ended July 31, 2022 as compared to a gain of \$9,809 in the prior year, due to a revaluation in the quarter ended July 31, 2021.

Interest expense increased to \$27,667 for the three months ended July 31, 2022 compared to \$8,035 for the same period in 2021. The increase is due to an increase in compounded interest charged on outstanding debenture loans.

There was an equity loss pick-up expense of \$12,665 for the three months ended July 31, 2022 compared to an equity income pick-up of \$3,025 in the three months ended July 31, 2021 relating to the Company's share of the equity loss from Cheona Metals Inc.

### Exploration Expenses

The Company incurred exploration expenses of \$(15,654) during the three months ended July 31, 2022 (2021 - \$(3,748)).

### Summary of Quarterly Results

Quarter Ended	2022 July 31 Q4 \$	2022 Apr. 30 Q3 \$	2022 Jan. 31 Q2 \$	2021 Oct. 31 Q1 \$	2021 July 31 Q4 \$	2021 Apr. 30 Q3 \$	2021 Jan. 31 Q2 \$	2020 Oct. 31 Q1 \$
<b>G&amp;A Expenses (recoveries)</b>	263,640	648,650	751,208	98,104	136,689	70,777	169,122	88,862
<b>Share-based payments</b>	8,906	-	-	147,327	-	-	-	17,169
<b>Loss and comprehensive loss</b>	272,546	648,650	751,208	245,431	136,689	70,777	169,122	106,031
<b>Net Loss per share</b>	-	\$0.01	\$0.01	\$0.01	\$0.005	-	0.005	-
<b>per share (diluted)</b>	-	-	-	-	-	-	-	-
<b>Total Assets</b>	1,465,059	1,473,298	1,669,008	992,815	219,267	247,373	224,689	237,147
<b>Working Capital (Deficiency)</b>	730,806	911,143	993,102	34,061	(701,632)	(562,348)	(288,896)	(450,265)
<b>Share Capital:</b>								
<b>Authorized</b>	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited
<b>Outstanding</b>	69,650,931	68,050,931	58,775,931	38,068,431	32,343,431	32,343,431	32,243,431	28,443,431
<b>Warrants</b>	24,325,000	26,325,000	37,000,000	22,057,500	16,232,500	16,232,500	16,232,500	12,432,500
<b>Options</b>	3,300,000	3,300,000	3,700,000	3,700,000	2,150,000	2,270,000	2,270,000	2,270,000

The variation in quarterly losses has been relatively stable throughout the prior quarters and quarterly increases are due mainly to period expenses incurred for share-based payments, however; Q2 and Q3 2022 experienced increases in general and administrative expenses due mainly to advertising, promotion, investor relations and consulting expenses. It is anticipated that the Company will maintain its current expenditure levels until such time as increased levels of activity in these areas are warranted due to increased market activity.

### Liquidity and Capital Resources

First Tellurium is currently in the exploration stage and earns no revenue from operations. The Company invests its cash and cash equivalents with major Canadian financial institutions with investment grade credit ratings. First Tellurium has no outstanding bank debt as at July 31, 2022.



As at July 31, 2022, the Company has interest-bearing debenture loans in the principal amount of \$182,000. The loans bear an annual interest rate of 10%, payable annually to the debenture holders and mature on March 2, 2021. The Company was previously not in compliance with the terms of the loan as it has not paid the annual interest to the debenture holders in accordance with the terms of the loan, resulting in the loans being due on demand. In fiscal 2018, the Company made the required interest payments under the loan agreements, however; the Company has not received a waiver of the previous breach of terms and, accordingly, the loans are presented as current. The Company is therefore currently in default for interest payments due for the two most previously-ended fiscal years.

At July 31, 2022, First Tellurium had \$1,005,635 in cash and cash equivalents (July 31, 2021 - \$2,504) and working capital of \$730,806 (July 31, 2021 – working capital deficiency of \$701,632). Additional debt or equity financing will be required to meet the Company's business objectives, to address its ongoing losses and to service its debt.

First Tellurium assesses its financing requirements and its ability to access debt or equity markets on an ongoing basis. Given the current conditions of the financial markets, the company will seek to maintain financial flexibility and will monitor and assess its financing requirements as its activities progress. The Company's ability to access the equity or debt markets in the future may be affected by prolonged market instability. The inability to access the equity or debt markets for sufficient capital, at acceptable terms, and within required timeframes, could have a materially adverse effect on the Company's financial condition, results of operations and prospects.

Future exploration and subsequent development of the Company's properties beyond currently planned expenditures will depend on the Company's ability to obtain additional financing. The Company has limited financial resources and there is no assurance that additional funding will be available which could result in the delay or indefinite postponement of further exploration.

The Company's financial performance is dependent on many external factors. The Company expects that any revenues it may earn from its operations in the future will be from the sale of minerals. Both prices and markets for metals and minerals are cyclical, difficult to predict, volatile, subject to government price fixing and controls and respond to changes in domestic and international political, social, and economic environments. In addition, the availability and cost of funds for exploration, development and production costs are difficult to predict. These changes in events could materially affect the financial performance of the Company.

#### **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.



**Related Party Transactions - Key Management Compensation**

The Company's related parties consist of companies with directors and officers in common and companies owned in whole or in part by executive officers, directors or close family members of those individuals as follows:

<b>Name</b>	<b>Nature of transactions</b>
Docherty Capital Corp. (Tyrone Docherty)	Management fees charged as CEO, expense allowances, share-based compensation
Saulnier Business Consulting LLC (Pamela Saulnier)	Management fees charged as CFO, expense allowances, , share-based compensation
Josef Fogarassy	Consulting fees charged by a director, expense allowances, share-based compensation
Allen Schwabe	Directors fees
Matt Wayrynen	Directors fees

The Company incurred the following fees with individuals and / or companies owned, or partially owned, by key management which the Company defines as officers and directors.

<b>For the year ended</b>	<b>July 31, 2022</b>	<b>July 31, 2021</b>
Management fees CEO	\$ 165,000	\$ 90,000
Management fees CFO	36,000	30,000
Directors fees (included in management fees)	-	10,000
Consulting fees	60,000	60,000
Rent (included in office and miscellaneous)	18,000	18,000
Share-based compensation	52,911	-
<b>Total</b>	<b>\$ 331,911</b>	<b>\$ 208,000</b>

The Company owes amounts to key management personnel as follows:

	<b>As at July 31, 2022</b>	<b>As at July 31, 2021</b>
Due to key management or companies controlled by key management personnel	\$ 2,151	\$ 350,965
<b>Total</b>	<b>\$ 2,151</b>	<b>\$ 350,965</b>

Balances owed to related parties are unsecured and non-interest bearing. Included in prepaid expenses \$57,431 paid to key management.

During fiscal 2021, the Company settled related party debt of \$50,000 by way of issuance of units with a fair value of \$124,277, resulting in a loss on settlement of debt of \$74,277. The terms of the units and measurement of compensatory warrants are described in Note 13 of the financial statements.

The Company has a long term loan receivable from an associated company that has been allocated to the investment.

## **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

### **Classification of financial instruments**

Financial instruments measured at fair value are classified into one of three levels using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value ("FV") hierarchy has the following levels:

Level 1- quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2- inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e.; as prices) or indirectly (i.e.; derived from prices); and

Level 3- inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash, receivables, reclamation deposit, accounts payable and accrued liabilities, loans payable, lease liability and due to related parties.

### **Fair values**

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The fair value of cash is measured at Level 1 of the fair value hierarchy. The carrying value of receivables, reclamation deposit and accounts payable and accrued liabilities, loans payable, lease liability and due to related parties approximate their fair value because of the short term nature of these instruments.

### **Financial instrument risk exposure and risk management**

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance. The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

### **Credit risk**

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash and receivables. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. The Company's receivables consist primarily of tax receivables due from federal government agencies. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances or debt financings. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company is exposed to liquidity risk.

### Interest rate risk

The Company has cash balances but no external debt. The Company's current policy is to invest excess cash in investment grade short-term demand deposit certificates issued by its banking institutions. The company periodically monitors the investments it makes and is satisfied with the credit rating of its banks. The Company is marginally exposed to interest rate risk.

### Foreign currency risk

The Company is not exposed to foreign currency risk.

### Commodity price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

## OTHER MD&A REQUIREMENTS

### Additional Disclosure for Venture Issuers without Significant Revenue:

The following is a breakdown of the material costs incurred:

	Year ended July 31, 2022	Year ended July 31, 2021
General and Administration Expenses	\$ 1,917,835	\$ 482,619

### Disclosure of Outstanding Share Data

The Company's authorized share capital consists of unlimited common shares without par value.

As at July 31, 2022 the Company had 69,650,931 issued and outstanding common shares and as at November 28, 2022 the Company had 72,650,931 issued and outstanding common shares.

The following is a summary of stock options outstanding as at November 28, 2022 and July 31, 2022:

Expiry Date	Exercise Price Per Share	Number of Shares Remaining Subject to Options (November 28, 2022)	Number of Shares Remaining Subject to Options (July 31, 2022)
April 5, 2028	\$0.14	750,000	750,000
March 6, 2030	\$0.10	1,050,000	1,050,000
August 6, 2030	\$0.10	150,000	150,000
October 1, 2031	\$0.11	750,000	750,000
October 18, 2031	\$0.11	600,000	600,000
August 22, 2032	\$0.19	100,000	-
<b>Total</b>		<b>3,400,000</b>	<b>3,300,000</b>

The following is a summary of warrants outstanding as at November 28, 2022 and July 31, 2022:

Expiry Date	Exercise Price Per Share	Number of Shares Remaining Subject to Warrants (November 28, 2022)	Number of Shares Remaining Subject to Warrants (July 31, 2022)
November 6, 2022	\$0.10	-	200,000
December 11, 2022	\$0.10	1,200,000	1,200,000
October 13, 2023	\$0.12	5,825,000	5,825,000
October 29, 2023	\$0.12	6,350,000	6,350,000
November 12, 2023	\$0.12	3,000,000	3,000,000
November 26, 2023	\$0.12	7,350,000	7,350,000
January 17, 2024	\$0.45	400,000	400,000
November 16, 2024	\$0.15	400,000	-
<b>Total</b>		<b>24,525,000</b>	<b>24,325,000</b>

### Management Responsibility for the Financial Statements

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and these financial statements together with the other financial information included in these filings. The Board of Directors approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities.

### Additional Information

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