ENVIROGOLD GLOBAL LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and nine months ended September 30, 2023

This MD&A is dated November 21, 2023

ENVIROGOLD GLOBAL LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and nine months ended September 30, 2023

Introduction

This Management's Discussion and Analysis of the financial condition and results of operations ("MD&A") for EnviroGold Global Limited ("EnviroGold" or the "Company") was prepared as at November 21, 2023 and should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements and related notes for the three and nine months ended September 30, 2023. It should also be read in conjunction with the Company's audited consolidated financial statements and annual MD&A for the year ended December 31, 2022. This MD&A contains forward-looking statements that are subject to risks and uncertainties as discussed below under "Cautionary Note". All dollar figures included herein are United States dollars ("USD" or "U.S. dollar") unless otherwise stated.

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains certain "forward-looking information" as defined in applicable securities laws (collectively referred to herein as "**forward-looking statements**"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "budgeted", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statements.

Forward-looking statements are based upon certain assumptions and other important factors regarding present and future business strategies and the environment in which the Company will operate in the future, which could prove to be significantly incorrect. Forward-looking statements are inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance, or achievements of the Company and/or its subsidiary to be materially different from those expressed or implied by such forward-looking statements. These factors are discussed in the section entitled "Risk Factors" in the Company's Form 2A Listing Statement dated July 14, 2021.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause the Company's actual results, performance, or achievements to be materially different from any of its future results, performance, or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary note. Accordingly, readers should not place undue reliance on forward-looking statements.

The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether because of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

All forward-looking statements and information contained in this MD&A are qualified by this cautionary statement.

Description of the Business

The Company is a clean technology company accelerating the world's transition to a circular-resource economy by applying proprietary technology to recovering value in trapped resources and neutralizing industrial waste. As the Company commenced operations recently, it is in the start-up phase.

The Company's registered office and principal business address is located at 1890 - 1075 West Georgia Street, Vancouver British Columbia, V6E 3C9. The Company's securities are listed on the Canadian Securities Exchange ("CSE") under the ticker "NVRO" (CSE: NVRO), on the OTCQB under the ticker "ESGLF" (OTCQB: ESGLF) and on the Frankfurt Stock Exchange under the ticker "YGK" (FRA: YGK).

Business Overview

The Company is a clean technology company that is working to sustainably supply the world's increasing demand for precious, critical, and strategic metals by applying proprietary and conventional technologies to recover metal from mining wastes in collaborating with asset owners. Its patents, and patents-pending, include technologies to improve critical, strategic, and precious metal recovery from complex mining and smelter wastes.

Among others, the Company has developed a leach technology that operates at atmospheric pressure, relatively low temperature using an exothermic reaction, with a short, one-hour residency time for the liberation of metals from complex pyritic wastes and smelter wastes. For most waste, the technology will not require fine grinding to optimize metal recovery from complex ores, and the acid acts as a catalyst in a self-sustaining chain reaction, and little of it is consumed ("the EnviroGold Process").

The Company's business model generates profits from the recovered metals and aims to reduce the long-term liabilities associated with the closure of tailings storage facilities and the storage of other wastes. Profits are shared between the Company, the metal recovery plant operators (as applicable), and the asset owners. Importantly, the time between site identification, development, and operations is considerably shorter than typical mining projects. This should allow the Company to generate revenues from sites faster, providing opportunities for scaling.

As of September 30, 2023, the Company acquired reprocessing rights to two mine tailings sites - one in North America and one in Australia - and it is actively expanding its tailings reprocessing pipeline with two projects (nickel mine tailings and smelter waste) under MOU with ongoing laboratory testing for base metal and previous metal recovery. Under the BHP Think and Act Differently (TAD) program, EnviroGold is expecting to start laboratory testing on several tailings samples in Q4 2023.

Key components of the Company's operational model:

Phase 1 - Opportunity Identification & Development: Using mine and smelter production and processing data, we identify, evaluate, and analyze key asset characteristics related to grade, metallurgy (including refractory components within the tailings), volume / tonnes, infrastructure, geopolitical risk, environmental and social benefits, state of project readiness, and socioeconomic and governance factors.

Qualified reprocessing opportunities undergo an in-depth, scoping-level evaluation for formal management review, including an initial regulatory / permit review aiming to understand timing and costs. The Company engages with the asset owner to obtain access to the available, site-specific data, and full site access.

Where this initial scoping assessment proves positive, the Company negotiates an MOU and then signs a commercial agreement with the asset owner. This commercial agreement secures the remediation and reprocessing access rights to the metal and mineral-bearing material.

The Company does not assume ownership of the asset and the environmental liabilities; post-processing by the Company, the asset and the environmental liabilities remain with the site owner. Compensation for the tailings or resource owner is negotiated by way of an arrangement to share the net profits from mineral and metal concentrates produced from the resource reprocessing or through a licensing arrangement linked to a royalty.

The Company conducts a more detailed project evaluation to refine metallurgical and technical approaches to resource recovery including material analysis, laboratory metallurgical testing, and engagement with the regulator and other stakeholders. This work allows the Company to select an optimized process flow sheet for metal recovery, prepare any required approval submissions jointly with the owner, develop operational plans, and complete any required detailed engineering. This work culminates in a risk-based assessment to provide the Company's leadership with the required information for a go/no go review.

Phase 2 - Implementation and Production: The construction, installation, and commissioning of the metal recovery plant following Phase 1. Operational data, including metallurgical accounting, will be captured and analyzed, providing counterparties with transparent, periodic status reports throughout the operational period. The Company will continue to evaluate additional metal recovery options for the specific project to, wherever technical and economically possible, reduce the environmental liabilities and increase metal recovery. Depending on the agreed-to model, the Company or the owner may build the metal recovery plant.

Phase 3 - Closure: Following the completion of operations, if appropriate, the Company will demobilize its reprocessing equipment consistent with regulatory requirements and environmental best practices. Following the rehabilitation of the site, there is a final review of the plant footprint before it is handed back to the site owners.

Highlights for the Reporting Period

During the nine months ended September 30, 2023, and subsequent to the date of this MD&A the Company:

- Announced the settlement of $231,835 in debt through the issuance of 1,448,970 common shares to a related party;
- Received $306,965 (AUD$451,079) tax offset in accordance with the Research and Development Tax Incentive program of the Australian government;
- Closed an oversubscribed non-brokered private placement of unsecured convertible notes (the "Notes") for gross proceeds of $3,700,758 (CAD$5,000,000);
- Extended the expiry date of an aggregate of 6,218,095 outstanding share purchase warrants issued in three tranches in April 2022 by an additional eighteen months so that all three tranches of the warrants now expire on October 22, 2024;
- Granted an aggregate of 6,088,013 restricted share units ("RSUs") to directors, officers, and employees of the Company. The RSUs will vest in tranches, 662,500 RSUs vested on March 31, 2023, 1,904,350 RSUs vest on March 31, 2024 and the remaining 3,521,163 RSUs being earned over a period of three years will vest on March 31, 2025;

- Granted 160,797 options to its Chief Operating Officer;
- Successfully completed pilot plant test work for the Hellyer Project with positive preliminary test results and improved gold recovery rates; and
- Signed a Memorandum of Understanding with Luca Mining Corp (“Luca”) to process tailings at Luca’s 100% owned Campo Morado Mine in Guerrero State, Mexico.

Objectives for the next 12 months are subject to ongoing project-specific and corporate level financing, and are outlined as follows:

- Continue the development of the EnviroGold Process for the recovery of critical, strategic, and precious metal for the eight current projects.
- Update the Hellyer Technical Report and complete the optimization for the Hellyer Project.
- Advance at least one other project to a preliminary economic assessment and then prefeasibility study.
- Continue to advance the projects under the BHP Think and Act Differently (TAD) program.
- Further expand the metal recovery project pipeline.

Updates – Operations

As of September 30, 2023 and to the date of this MD&A, the Company is working on the evaluation of several projects including the recovery of strategic metals from nickel tailings and smelter residues. The Company continues negotiations and works on several projects with detailed techno-economic modelling and laboratory testing. The focus for the Company is threefold: strategic metal recovery from nickel tailings and smelter residues, advancing the BHP TAD projects, and continuing the work on the Hellyer Project. The company made a strategic decision to suspend work on the Buchans Project until clear ownership is defined.

Strategic Metal Recovery

Following the signing of MOUs with two global metal producers, the Company started testing its proprietary process, along with conventional processes, on the recovery of strategic metals from nickel tailings and smelter residues. The initial work indicates that the Company’s leach process can recover the required metals into a pregnant leach solution (PLS). Additional ongoing test work will focus on the recovery of the metals from the PLS, producing a saleable iron product, and recovering gold and platinum group metals.

BHP TAD Metal Recovery from Mine Wastes

The Company continues to work with the BHP TAD consortium and expects to start work on the recovery of metals from wastes provided by three major mining companies. The work has been divided into three phases with the first stage providing an opportunity for the Company to fully understand the nature of the wastes before testing upgrading options and initiating metal recovery tests. The BHP TAD consortium members cover all the costs for this work. Following the completion of the Phase 1 work, the members will evaluate the Phase 2 testing program.

Hellyer Tailings Reprocessing Project

On February 18, 2022, the Company announced the execution of a binding, definitive agreement with Hellyer Gold Mines Pty Ltd (“Hellyer Gold Mines” or “HGM”) to reprocess the tailings owned by HGM at the Hellyer Gold Mine, Tasmania, Australia.

On October 24, 2022, the Company published the 43-101 Technical Report with the mineral resource estimate and preliminary economic assessment for the Hellyer Project.

During the nine months ended September 30, 2023, the Company has successfully completed the pilot plant testing for the Hellyer Project (at the ALS Laboratory in Perth, Australia). The test results confirmed excellent liberation of critical and precious metals using the Company's proprietary hydrometallurgical process and supported the designed process flowsheet. The average gold and silver recoveries were both above 90%, with additional metals (copper and zinc) reporting to the pregnant leach solution, where it is available for conventional recovery processes.

Further bench scale optimization work to allow an update to the 43-101 Technical Report and the front-end engineering design is ongoing. Subsequently, it is planned that the Hellyer Project will move to detailed engineering to a go / no go decision in 2024 with the Company working directly with Hellyer Metals to define the requirements to advance the Hellyer Project to Pre-feasibility.

Other Projects

During the nine months ended September 30, 2023, the Company has received the Jarosite and Jarofix wastes materials from HZL for the initial testing to at the Company's laboratory near Brisbane, Australia. Phase 1 testing focused on the recovery of silver and zinc from the waste materials, which are generated from HZL's smelting operations. The initial data were provided to HZL, along with a proposal for Phase 2 testing. Subsequent to the quarter-end, HZL advised the Company that it has decided to stop Jarosite production. The Company tested the EnviroGold Process on the Jarofix waste. However, the high cement content of the material made the process not viable for this highly modified waste. No further work on these waste materials is planned at this stage.

During the three months ended September 30, 2023, the Company executed the Memorandum of Understanding with Luca Mining Corp. to process the tailings at Luca's 100% owned Campo Morado mine in Mexico. The scope of the initial project is to evaluate the reprocessing of the historical Campo Morado tailings that are currently being stored in the original tailings storage facility. A positive outcome from this initial stage could lead to applying similar technologies to the current plant and tailings stream at the mine. As of September 30, 2023, EnviroGold and Luca are working together to develop a definitive processing agreement that will provide a stage-gated approach to the development of the project.

RESULTS OF OPERATIONS

A summary of selected financial information for the nine months period ended September 30, 2023, is as follows:

	September 30, 2023	September 30, 2022	September 30, 2021
Net loss for the period	**$4,704,154**	$5,034,145	$7,225,082
Total assets	**2,033,254**	3,424,417	6,338,507
Cash flow from/(used in) operations	**(2,653,618)**	(3,772,507)	(2,239,817)
Loss per share (basic and diluted)	**$0.02**	$0.03	$0.16

The Company has not recorded any revenues from its projects for the three and nine months ended September 30, 2023.

Financial Results

Year to Date 2023 Financial Results

For the nine months ended September 30, 2023 and 2022, the Company reported net loss of $4,704,154 and $5,034,145, respectively. The major changes to the period over period decrease in loss were caused by:

- Decrease of $30,460 on project development costs, including resource confirmation and permitting expenses in relation to the Company's projects;
- Decrease of $566,240 in office and administration expenses. The Company continues to cut administrative costs where possible;
- Increase of $396,742 in interest and financing cost. The Company recorded interest expense of $423,865 on the Convertible Notes, offset by interest income received on its deposits;
- Decrease of $80,974 in non-cash share-based compensation;
- Increase of $606,965 in other income. During the nine months ended September 30, 2023, the Company received $306,965 (AUD$451,079) tax offset in accordance with the Research and Development Tax Incentive program of the Australian government. The proceeds of the offset were recorded as Other Income. In Q1, 2022, the Company joined a consortium to submit a bid to purchase Keen Pacific, the holding company for Hellyer Mines Pty Ltd, from the UK administrator. As a part of the bid conditions, the Company paid a $300,000 non-refundable deposit to the UK Administrator. In early June, 2022, it became known that the consortium of which the Company was a part, had not won the bid. Consequently, the Company has recognized the $300,000 non-refundable deposit as Other Loss in Q2 2022.

The following table provides additional information on the Company's material components of the office and administration expenses for the nine-month period:

	September 30, 2023	September 30, 2022
Management fees and salaries	**$1,030,912**	$1,120,738
Legal	**260,929**	412,442
Investor's relations	**139,717**	-
Marketing	**62,951**	236,631
Contract services	**37,785**	69,810
Travel	**34,171**	146,896
Insurance	**26,593**	59,353
Audit and taxes	**41,324**	56,092
Office expenses	**37,003**	128,979
IT Expenses	**31,201**	37,885
	$1,702,586	$2,268,826

Third quarter 2023 financial results

For the three months ended September 30, 2023, and 2022, the Company reported net loss of $1,674,699 and $877,524, respectively. The major changes to the period over period increase in loss of $381,584 were caused by:

- Decrease of $60,919 in office and administration expenses due to reduced management fees and salaries expenses, offset by:
- Increase of $411,197 in non-cash share-based compensation;
- Increase of $115,884 on project development costs, including metallurgical studies and engineering expenses in relation to the Company's projects;
- Increase of $187,744 in interest and financing cost. The Company recorded interest expense of $206,488 on the Convertible Notes, offset by interest income received on its deposits;
- Increase of $164,195 of other income. On August 30, 2023, the Company received $164,195 (AUD$247,477) tax offset in accordance with the Research and Development Tax Incentive program of the Australian government. The proceeds of the offset were recorded as Other Income.

The following table provides additional information on the Company's material components of the office and administration expenses for the three-month period:

	September 30, 2023	September 30, 2022
Management fees and salaries	**$291,896**	$350,525
Legal	**105,347**	106,023
Investor's relations	**58,464**	-
Marketing	**27,333**	32,429
Contract services	**10,713**	16,838
Travel	**19,513**	41,222
Insurance	**10,712**	8,377
Audit and taxes	**14,658**	10,300
Office expenses	**13,001**	47,863
IT Expenses	**12,823**	11,802
	$564,460	$625,379

Selected Quarterly Financial Information

The following quarterly results for the most recent periods have been prepared in accordance with IFRS as listed below.

2022 - 2023	**Sep 30, 2023**	**June 30, 2023**	**March 31, 2023**	**Dec 31, 2022**
	$	$	$	$
Total assets	2,033,254	3,349,908	3,329,382	2,387,287
Net loss and comprehensive loss	(1,817,689)	(1,537,005)	(1,257,375)	(1,480,476)
Net loss per share – basic and diluted	(0.01)	(0.01)	(0.01)	(0.01)
Weighted average shares outstanding	198,488,766	199,536,636	197,401,391	196,000,720

2021 - 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021
	$	$	$	$
Total assets	3,424,417	4,839,443	5,246,092	4,720,456
Net loss and comprehensive loss	(1,335,070)	(2,645,066)	(1,618,653)	(3,080,384)
Net loss per share – basic and diluted	(0.01)	(0.01)	(0.01)	(0.02)
Weighted average shares outstanding	194,891,199	196,975,003	185,770,520	184,831,238

This summary of quarterly results should be read in conjunction with the Company's unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2023 and in conjunction with the Company's audited consolidated financial statements and annual MD&A for the year ended December 31, 2022 as filed on SEDAR.

Capital Resources and Liquidity

At September 30, 2023, the Company had working capital of $1,199,376 (December 31, 2022 - working capital deficiency of $118,623).

As of September 30, 2023, the Company held cash of $1,137,579 (December 31, 2022 - $162,191).

On June 5, 2023, the Company closed a non-brokered private placement of Notes for gross proceeds of $1,600,460 (CAD$2,150,000). The Notes mature twenty-four months from the date of issuance (the "Maturity Date") and bear interest at the rate of 8.0% per annum, calculated as simple interest accrued monthly in arrears. Pursuant to the terms of the Notes, the subscribers may at any time prior to the Maturity Date convert the principal amounts of the Notes into common shares of the Company, at a price of $0.18 (CAD$0.25) per common share. The accrued and unpaid interest is convertible into common shares at the average closing price on CSE for the 20 trading days immediately prior to the date of conversion.

On February 7, 2023, the Company closed two tranches of a non-brokered private placement of Notes for gross proceeds of $2,063,451 (CAD$2,800,000). The Notes mature twenty-four months from the date of issuance and bear interest at the rate of 8.0% per annum, calculated as simple interest accrued monthly in arrears. Pursuant to the terms of the Notes, the subscribers may at any time prior to the Maturity Date convert the principal amounts of the Notes into common shares of the Company, at a price of $0.18 (CAD$0.25) per common share. The accrued and unpaid interest is convertible into common shares at the average closing price on CSE for the 20 trading days immediately prior to the date of conversion.

On February 27, 2023, the Company settled $36,847 (CAD$50,000) in debt through the issuance of an unsecured convertible note to a related party.

During the year ended December 31, 2022, the Company closed three tranches of a non-brokered placement of 12,436,188 units ("Units") for gross proceeds of $4,026,042 (CAD$5,098,837). Each Unit consisted of one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitled the holder to purchase one share at a price of $0.37 (CAD$0.48) for a period of one year from issuance.

The proceeds of the offering were applied primarily towards project development, the payment of outstanding fees owed to the Company's consultants, professional fees and general working capital.

	Budget CAD$	Mar 31, 2023 CAD$	Budget US$	Mar 31, 2023 US$
Costs of raise	300,000	271,930	240,000	214,065
Business development expenses	450,000	393,491	360,000	302,496
General working capital	500,000	401,396	400,000	308,573
Professional and advisory services	480,000	598,955	380,000	466,950
Administration	800,000	1,038,788	633,000	809,847
Project development	2,120,000	2,153,514	1,680,000	1,678,895
Laboratory expenses	350,000	278,684	307,000	219,174
	$5,000,000	$5,136,758	$4,000,000	$4,000,000

During the year ended December 31, 2021, the Company closed a non-brokered private placement of 8,201,413 Units, for gross proceeds of $3,901,538. Each Unit was comprised of four common shares of the Company, and the Units were converted into 32,805,653 common shares of the Company. These funds were used to pay outstanding fees as well as operating and business development expenses in the period.

The proceeds from the offering were applied towards the payment of outstanding fees owed to the Company's auditors and consultants, filing fees, professional fees and general working capital.

	Budget CAD$	September 30, 2022 CAD$	Budget US$	September 30, 2022 US$
Costs of raise	$ 323,000	$97,175	315,049	94,783
CSE application	180,000	58,763	175,569	57,317
Operational costs	850,000	1,635,302	829,077	1,589,593
Administration	395,000	315,434	385,277	306,842
Business development	400,000	1,328,395	390,154	1,303,349
Equipment	1,250,000	42,071	1,219,231	41,035
General working capital	602,000	522,860	587,181	508,619
	$4,000,000	$4,000,000	$3,901,538	$3,901,538

The Company may need to access additional capital to expand more quickly or to fund its operations.

Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares with no par value. The following table provides the details of changes in the number of issued common shares.

Outstanding Share Data as of November 21, 2023	*Number, #*
Common shares	201,411,717
Share purchase options (i)	17,296,443
Restricted Share Units (ii)	10,936,859
Warrants (iii)	7,847,334

(i) Each share purchase option is exercisable into one common share of the Company

(ii) Each Restricted Stock Unit is redeemable for one common share of the Company.

(iii) Each warrant is exercisable into one common share of the Company.

Related Parties Transactions

Transactions with related parties were in the normal course of operations and were measured at the same value as if the transactions had occurred with non-related parties. The amount of consideration established and agreed to by the related party.

For the period ended September 30, 2023 and 2022, the Company incurred related party expenses with the following key management personnel: Chief Executive Officer, Chief Financial Officer, and independent directors:

	For the three months ended		For the nine months ended	
	Sep. 30, 2023	Sep. 30, 2022	**Sep. 30, 2023**	Sep. 30, 2022
Key management personnel compensation	**$240,266**	$216,750	**$700,977**	$586,500
Share-based compensation (stock options)	**-**	4,395	**9,099**	573,106
Share-based compensation (RSU)	**306,057**	-	**420,377**	-
	$546,323	$221,145	**$1,130,453**	$1,159,606

As at September 30, 2023 the Company held a cash non-interest-bearing loan from a director of the Company in the amount of $19,389 (2022 - $19,389).

The following table provides the details of amounts due to these related parties as of September 30:

	Sep. 30, 2023	Sep. 30, 2022
Key management personnel compensation	**$48,736**	$69,481
Loan from related parties	**19,389**	19,389
	$68,125	$88,870

Concurrently with the execution of the combination agreement (Note 8), the Company and 2706791 Ontario Inc. (“Holdco”), a company controlled by Mr. Allan Bezanson, a director and former CEO, entered into an investor rights agreement (the “Investor Rights Agreement”). Pursuant to the terms of the Investor Rights Agreement, the Company has agreed to provide Holdco, conditional and effective upon completion of the Transaction, with certain preemptive rights such that Holdco, together with its affiliates, including Mr. Bezanson, will be entitled to notice of and participation rights in respect of any equity financings the Resulting Issuer completes for a period of 18 months from the completion of the Transaction, such that Holdco and its affiliates will be able to maintain their proportional shareholdings in the Resulting Issuer. In connection with the closing of the Transaction, Mr. Bezanson resigned as a director and as the CEO of Holdco on March 26, 2021.

Mr. Bezanson was subsequently appointed as the Chair of the board of directors on August 31, 2022.

As disclosed in Note 10(a) of the Financial Statements, between March and April 2022, the Company closed three tranches of a non-brokered private placement with the sale of 12,436,188 Units issued at a price of $0.32 (CAD$0.41) per Unit for gross proceeds of $4,026,042 (CAD$5,098,837). Insiders of the Company subscribed for 421,049 Units for gross proceed of $307,903 (CAD$394,499) of the private placement.

As disclosed in Note 10(b) of the Financial Statements, related persons of the Company held 29,598,040 common shares as of September 30, 2023, which are subject to escrow restrictions.

On January 3, 2023, the Company announced the settlement of $231,835 in debt through the issuance of 1,448,970 common shares to a related party.

On February 27, 2023, the Company granted an aggregate of 4,764,450 RSUs to directors, officers and employees of the Company. The RSUs will vest in tranches, 662,500 RSUs vest on March 31, 2023, 2,636,884 RSUs vest on March 31, 2024, and the remaining 1,465,066 RSUs being earned over a period of three years will vest on March 31, 2025. The Company also announced the settlement of $50,000 in debt through the issuance of an unsecured Convertible Note to a related party.

All amounts due to related parties are unsecured, non-interest bearing and payable on demand.

Financial Risk Factors

The Company thoroughly examines the various financial risks to which it is exposed and assesses the impact and likelihood of those risks. Where material, these risks are reviewed and monitored by the Board of Directors.

Need for additional funding

Further funding may be required by the Company to continue as a going concern. There is no guarantee that the Company will be able to raise sufficient funds. In addition, any future financing may be dilutive to existing shareholders of the Company. Many factors influence the Company's ability to raise funds, including the health of the capital markets, the climate for the development stage investment and the Company's track record. Actual funding requirements may vary from those planned due to a number of factors, including the development of new projects. Management is continually assessing the Company's cash needs and potential sources of financing but recognizes there may be some difficulty obtaining such financing due to the current market conditions. There is no guarantee that the Company will be able to secure additional financing in the future at terms that are favorable, or at all.

Liquidity risk

The Company's exposure to liquidity risk is dependent on its ability to raise funds to meet purchase commitments and to sustain operations. The Company controls its liquidity risk by managing working capital and cash flows. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2023, the Company had a cash balance of $1,137,579 (compared with $836,119 as at September 30, 2022) to settle current liabilities of $112,565 (compared with $182,822 as at September 30, 2022). All of the Company's current liabilities have contractual maturities of less than 12 months and are subject to normal trade terms.

Going Concern Risk

The Financial Statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures and meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving profitability.

Foreign Currency Risk

In the normal course of operations, the Company is exposed to currency risk due to business transactions in foreign countries. Transactions related to the Company's activities are mainly denominated in USD and some in Canadian ("CAD") and Australian Dollars ("AUD"). Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of the changes in the foreign exchange rate. The Company has not entered into any derivative contracts to manage this risk. Monetary assets and liabilities denominated in foreign currencies are translated into USD at the period-end exchange rates.

As at September 30, 2023, the USD equivalent of the Company's foreign financial instruments, primarily denominated in CAD and AUS, is as follows:

	United States Dollar September 30, 2023	United States Dollar December 31, 2022
Cash	**$ 1,036,482**	$ 112,148
Other receivables	**48,279**	216,776
	1,084,761	328,924
Accounts payable and accrued liabilities	**(112,124)**	(484,836)
Net liabilities exposure	**$972,637**	$ (155,912)

Based on the above net exposures at September 30, 2023, a 10% depreciation or appreciation of the above currencies against the USD would result in an increase or decrease, respectively, in net loss by $88,420 (December 31, 2022 - $14,174).

Price Risk

The Company is exposed to commodity price risk. Declines in the market price of gold, silver and other minerals may adversely affect the Company's ability to raise capital in order to fund its ongoing operations.

Fair Value

IFRS requires that the Company disclose information about the fair value of its financial assets and liabilities. The carrying amounts for cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities on the Statements of Financial Position approximate fair value because of the limited term of these instruments. Fair value estimates are made at the statement of financial position date based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The book values of cash, other receivables, other financial assets, and accounts payable and accrued liabilities approximate their respective fair values due to the short-term nature of these instruments.

Critical Accounting Policies, Estimates and Accounting Changes

Critical Accounting Policies and Estimates

The Company's accounting policies are described in Note 3 to the consolidated 2022 annual financial statements. The preparation of the Company's consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Changes in Accounting Policies

At the date of approval of these Financial Statements for the three and nine months ended September 30, 2023, there were no new accounting policies issued that were expected to have a material impact on the Company.

Off-Balance Sheet Arrangements

As of September 30, 2023, there were no off-balance sheet arrangements.

Financial Instruments and Risk Management

The Company is required to disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet dates, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The Company's financial instruments recognized in the balance sheet consist of cash and cash equivalents, HST/GST receivable, and current liabilities. The fair value of these financial instruments approximates their carrying value due to the short maturity or current market rate associated with these instruments.

Other Risk Factors

There are a number of risks that could affect the Company's business prospects. They include the speculative nature and the ability to finance the exploration and development of the Company's mineral properties, operating hazards, environmental and other government regulations, competition in the marketplace and markets for the Company's securities. The Company's viability will depend on defining recoverable and economic resources and establishing positive comprehensive feasibility studies leading to production decisions. After completion of positive feasibility studies, the Company's success is dependent on maintaining the title and beneficial interest in the properties, obtaining the necessary governmental approvals and the successful financing, construction, and operation of a facility to profitably extract the contained metals.

The Company has no sources of revenue and has experienced losses and negative cash flows from operations for the periods ended September 30, 2023 and 2022. The continuation of the Company as a going concern is dependent upon successfully finding additional sources of financing. This circumstance indicates the existence of a material uncertainty which casts significant doubt as to the Company's ability to continue to operate as a going concern.

The Company is in the development stage and is subject to risks and challenges similar to other companies in a comparable stage of development. These risks include, but are not limited to, dependence on key individuals and successful project development. The application of going concern is dependent upon the Company's ability to attain commercial production and generate future profitable operations. Substantial expenditures are required to establish reserves, to develop processes to extract the resources and, in the case of new properties, to develop the processing facilities and infrastructure at any site chosen for extraction. The financing required to achieve this exceeds the Company's current financial resources. In the absence of cash flow from operations, relies on capital markets to fund its development activities. There can be no assurance that adequate funding will be available for those purposes when required.

The long-term profitability of the Company’s operations will be in part directly related to the cost and success of its project development programs, which may be affected by a number of factors. These factors include the particular attributes of tailings deposits including the quantity and quality of the gold and precisions metals, proximity to, or cost to develop, infrastructure for extraction, financing costs, access to capital, mineral prices and the competitive nature of the industry. Also, of key importance are governmental regulations including those relating to prices, taxes, royalties, land tenure and use, the environment and the importing and exporting of minerals. The effects of these factors cannot be accurately predicted, but any combination of them may result in the Company not receiving an adequate return on invested capital.

Capital Management

While the Company does not presently rely on revenues from operations given it is a development stage enterprise, it does rely solely on capital raised on the public equity markets in order to fund operations. The COVID-19 pandemic has created significant volatility on the equity markets and as such will have a foreseeable negative impact on capital raising initiatives moving forward as economic growth projections have contracted significantly. While the Company feels it can effectively manage its capital in the short term, there is no guarantee that future fundraising attempts will be successful. In this case, the Company would look to alternative sources of capital such as disposition or option of non-core exploration assets to reduce exposure and preserve capital.

No Revenues

To date, EnviroGold has not recorded any revenues from operations nor has the Company commenced commercial production on any property. There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company’s operating expenses, and capital expenditures may increase in subsequent years as consultants, personnel and equipment associated with advancing development and commercial production of the properties. The Company expects to continue to incur losses unless and until such time as it enters into commercial production and generates sufficient revenues to fund its continuing operations. The development of the property will require the commitment of substantial resources to conduct time consuming development. There can be no assurance that the Company will generate any revenues or achieve profitability.

Dependence on Outside Parties

The Company has relied upon consultants, engineers and others and intends to rely on these parties for development, construction and operating expertise. Substantial expenditures are required to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract the gold and other metals from the minerals. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

Key Personnel

The Company relies on a limited number of key consultants and senior management and there is no assurance that EnviroGold will be able to retain such key consultants or other senior management. The loss of one or more such key consultants or members of senior management, if not replaced, could have a material adverse effect on the Company’s business, financial condition, and prospects. Directors and management had previously accepted deferrals of remuneration in order to assist the Company through the economic turmoil; however, this potentially adds to the risk of losing experienced personnel.

Industry Risk

The Company's ability to continue funding its development program and possible future profitability is directly related to commodities market prices. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of and demand for mineral commodities, and exchange rate stability can all cause significant price fluctuation. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political development. The price of mineral commodities has fluctuated widely in recent years, and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition and results of operations.

Share Price Volatility

In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be development stage companies, has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the price of the Company's securities.

Shareholders' Interest in the Company may be Diluted in the Future

The Company will require additional funds for its planned activities. If the Company raises additional funding by issuing equity securities, such financing could substantially dilute the interests of its Shareholders. Sales of substantial amounts of common shares or the availability of securities for sale, could adversely affect the prevailing market prices for the Company's common shares. A decline in the market prices of common shares securities could impair the ability of the Company to raise additional capital through the sale of new common shares should the Company desire to do so.

The Company will do its best to minimize these business risks by employing management, technical staff and consultants with extensive industry experience; maintaining a low-cost structure; maintaining prudent financial practices; controlling timing and magnitude of operating and capital costs; and maintaining insurance in accordance with industry standards.

Approval

The Board of Directors of EnviroGold has approved the disclosure contained in this MD&A.

Additional Information

Additional information relating to the Company is on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com.