SECOVA

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE SIX-MONTH PERIOD ENDED DECEMBER 31, 2021

Introduction

This management's discussion and analysis (MD&A) of Secova Metals Corp. is the responsibility of management and covers the six-month period ended December 31, 2021. The MD&A takes into account information available up to and including February 28, 2022 and should be read together with the consolidated audited financial statements and accompanying notes for the year ended June 30, 2021 which are available on the SEDAR website at www.sedar.com.

Throughout this document the terms *we, us, our, the Company* and *Secova* refer to Secova Metals Corp. All financial information in this document is prepared in accordance with International Financial Reporting Standards ("IFRS") and presented in Canadian dollars unless otherwise indicated.

Additional information related to the Company is available for view on SEDAR at www.sedar.com.

Forward-Looking Statements

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Forward-looking information includes disclosure regarding possible or anticipated events, conditions or results of operations which are based on assumptions about future economic conditions and courses of action, and includes future oriented financial information with respect to prospective results of operations or financial position or cash flow that is presented either as a forecast or a projection. Forward-looking information is often, but not always, identified by the use of words such as seek, anticipate, believe, plan, estimate, expect and intend; statements that an event or result is due on or may, will, should, could, or might occur or be achieved; and other similar expressions.

Reserves and Resources

National Instrument 43-101 ("43-101") of the Canadian Securities Administrators – Standards of Disclosure for Mineral Projects – requires that each category of mineral reserves and mineral resources be reported separately. Readers should refer to Secova's continuous disclosure documents available at www.sedar.com for this detailed information, which is subject to the qualifications and notes therein set forth.

Description of Business

The Company is a Canadian exploration company focused on building a strong asset base through exploration of undervalued projects in Canada. Management has demonstrated expertise in advancing gold exploration projects into acquisition targets, most notably in the province of Quebec. The Company has 100% ownership of the Eagle River project which is adjacent to and on-trend to several gold projects in the Windfall Lake district of Urban Barry in Quebec and, during the six-month period ended December 31, 2021, has acquired the Montauban gold project from DNA Canada Inc. Secova will use its expertise in early stage exploration to create shareholder value by attempting to prove out the potential resource in these assets.

The Company's shares are currently listed on the Canadian Securities Exchange with the trading symbol CSE: SEK.

In March 2020, there was a global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and; specifically, the regional economies in which the Company operates. The pandemic could continue to have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. These factors, among others, could have a significant impact on the Company's operations. The Company has not been impacted significantly by COVID-19 to date.

Performance Summary and Subsequent Events

a) On December 30, 2019, the Company was the subject of a cease trade order by the British Columbia Securities Commission pending the filing of the Company's annual Audited Financial Statement and MD&A for the 2019 fiscal year. As a consequence of the Cease Trade Order, the British Columbia Securities Commission suspended the Company from trading until lifting of the Cease Trade Order. On February 17, 2021, the British Columbia Securities Commission issued a full revocation of the Company's failure-to-file cease trade order. The Company is in full compliance with the continuous disclosure requirements of the BCSC. On September 13, 2021, the Company's common shares were delisted from the TSX Venture Exchange and on October 6, 2021, the Company's shares were listed on the Canadian Securities Exchange (CSE) with the trading symbol CSE: SEK.

b) During the six-month period ended December 31, 2021, the Company continued to advance the Montauban project (see Exploration Summary - Montauban and Chavigny Townships, Quebec). The Company had incurred a total of $4,870,094 as at December 31, 2021 (year ended June 30, 2021: $789,816) which included the acquisition costs for the project, recording an asset retirement obligation, and engineering, legal, drilling programs and project management and travel costs, which will put the Montauban Project in a ready-mode to achieve management's objectives for the project. The acquisition of Montauban Project was completed during the month of September 2021. (Please refer to Note 4 in the Financial Statements).

c) On September 20, 2021, the Company completed a non-brokered private placement of 50,000,000 units of the Company's securities (the "Units") at a price of $0.05 per Unit for total consideration of $2,500,000 (the "Private Placement Offering"). Each Unit consists of one (1) Share and one (1) Share purchase warrant (the "Warrants"). Each Warrant will entitle the holder thereof to purchase one additional Share (the "Warrant Shares") at a price of $0.05 per Warrant Share for nine (9) months following the closing date of the Private Placement Offering (the "Closing Date"). All securities issued in the Offering are subject to a statutory hold period expiring four (4) months and one (1) day from the Closing Date. The Company paid a finder's fees or commission in connection with the Offering of $21,000. The Company intends to use the proceeds from the Offering to pay the Company's current liabilities, complete preliminary work on the Montauban Project, begin exploration on the Eagle River Project and for general corporate and administrative purposes.

d) During the three months ended December 31, 2021, the Company issued 10,740,000 Warrant Shares from the exercise of the Warrants with gross proceeds of $537,000.

e) On October 6, 2021, the board of directors of Secova granted an aggregate of 6,500,000 options and 7,000,000 restricted share units of the Company to certain directors, officers, employees and consultants of the Company. The options granted are exercisable to purchase a common share in the capital of the Company at the price of $0.15 per share. The options, restricted share units and any underlying shares will be subject to a four-month and one day hold period pursuant to the policies of the CSE. On October 6, 2021, the Company issued 7,000,000 common shares for the restricted shares units granted, valued at $0.115 per share. A total of 5,550,000 stock options and 5,700,000 restricted share units were issued to directors and officers of the Company.

f) In October 2021, the Company retained Relations Publiques Paradox Inc ("Paradox") as an investor relations consultant to provide shareholder and investor relations services to the Company. Paradox is a Montreal based full service communications firm and will help the Company with market awareness campaigns and provide valued industry exposure through its network of retail and institutional relationships. The initial term of the contract is for 12 months and may be extended for an additional 24-month term. The Company will pay a monthly retainer of $10,000 and will grant to Paradox 1,000,000 restricted share units which will vest and be exercisable in four equal quarterly tranches over a period of 12 months.

g) In December 2021, the Company raised gross proceeds of $2,356,923 by the issuance of 12,740,125 flow through common shares (the "Flow-Through Shares") at a purchase price of $0.185 per Flow-Through Share. All securities issued in connection with the Flow-through Shares Offering are subjected to a restricted hold period of four months a day from the date of closing of the Flow-through Shares Offering, under applicable securities legislation. In connection with the closing of the Flow-through Shares Offering, the Company paid an aggregate finders' fees of $141,590 in cash and issued 765,350 share purchase warrants (the "Finder's Warrants) to certain arms-length finders. Each Finder's Warrant entitles the holder thereof to purchase one common share of the Company at a price of $0.185 and expires nine (9) months from the date of closing of the Flow-through Shares Offering. The Company will use the proceeds from the sale of the Flow-Through Shares to incur flow-through expenditures in the province of Quebec which qualify as 100% Canadian Exploration Expense ("CEE") and will renounce said flow-through expenditures to the investors for the taxation year ended December 31, 2021.

There were no other significant events during the six-month period ended December 31, 2021 and the year ended June 30, 2021 or to the date of this report.

Exploration Summary

Eagle River property, Quebec

During the year ended June 30, 2017, the Company acquired 1084409 B.C. Ltd., 1106632 B.C. Ltd., 1107136 B.C. Ltd., and 1106541 B.C. Ltd. which owns the Eagle River project located in the Windfall Lake gold district, Quebec.

On December 15, 2020, the Company received an NI 43-101 Technical Report on the Eagle River Property and it is the Company's intention to execute Phase 1 of the proposed Exploration plan ("Phase 1"). The initial Phase 1 program with an expected budget of $364,590. Phase 1 is expected to consist of a basal-till sampling program, general prospecting, and a rock outcrop sampling program; up to 200 samples are expected to be collected during a five-week field program. The work would be completed by a four-person field crew based in fly-in camps; it is likely helicopter assistance would be required to access portions of the Property. All basal-till samples for Phase 1 will be collected by a worker-portable drill rig to reach the basal till layer wherever possible. In November 2021, as part of Phase 1, the Company mobilized a Quebec based drill contractor to commence additional overburden drilling, a program intended to provide a preliminary characterization of the property overburden nd test basal till for potentially gold anomalism.

In October 2021, the Company entered into a purchase agreement with 9093-6725 and Randon Ferderber to acquire a 100% interest in 10 claims totaling 565.3 hectares for cash consideration of $25,000 and a 2% net smelter return. The Company may buy back 1% of the net smelter return for $1 million and the remaining 1% net smelter return for $2 million. The claims are adjacent to the Company's current Eagle River property holdings and would form part of the Company's Eagle River Property.

In November 2021, the Company also commissioned a revised NI 43-101 Technical Report on the Eagle River Property to update for the additional work that were completed, title changes and the new claims that were acquired in October 2021.

Montauban and Chavigny Townships, Quebec

On December 12, 2019, the Company and DNA Canada Inc. ("DNA") entered into a purchase agreement whereby the Company has agreed to acquire 152 mining claims and concessions located in the Montauban and Chavigny townships, in the county of Portneuf, in the province of Quebec, as well as buildings, immovables, and other assets and operating permits located on, or with respect to, the property. The consideration to be paid to DNA will consist of the issuance of common shares of Secova (the "Shares") in three tranches:

(i) 15 million shares to be issued four months and one day following the closing;
(ii) 15 million shares to be issued eight months following the closing; and
(iii) 20 million shares to be issued one year following the closing of the acquisition.

As part of the purchase agreement, the Company will acquire some equipment and assumed liabilities totalling $190,000, , of which $152,409 had been settled in cash, and the balance of $37,591 is included in accounts payable and accrued liabilities as at December 31, 2021.

Completion of the acquisition is conditional upon, among other things, receipt of all necessary regulatory approvals, including approval of the TSX Venture Exchange. The Company submited the acquisition to the TSX Venture Exchange for approval and Secova received approval for the acquisition on November 23, 2020. The transaction was completed in September 2021.

During the six-month period ended December 31, 2021, the Company had incurred a total of $4,080,278 (during year ended June 30, 2021: $789,816) which included the acquisition costs for the project, recording an asset retirement obligation, and engineering, legal, drilling program and project management and travel costs.

In November 2021, the Company engaged JPL GeoService Inc., a Quebec based company, to produce a NI 43-101 Technical Report and Mineral Resource estimate on the Montauban project. The NI 43-101 Technical Report was completed in February 2022 and is available for view on SEDAR at www.sedar.com.

Results of Operations

Three-month period ended December 31, 2021 compared to December 31, 2020:

The Company had a net loss and comprehensive loss of $1,997,609 versus $159,553 in the comparative period, representing an increased loss of $1,838,056 or 1,152%. During the three-month period ended December 31, 2021, the Company had increases in stock based payments of $1,270,153, consulting fees of $408,182, exploration expenses of $69,190, marketing expenses of $49,873, investor relation expense of $30,000 offset by lower office and administration expenses incurred as a result of covid-19. The increase in consulting fees is directly related to the ramping up of of the Company's operations. The close of the Private Placement Offering in September 2021 and the Flow-through Shares Offering in December 2021 as well as the pending resumption of trading allowed the Company to engage consultants to advance both the Eagle River exploration program and the operational development of the Montauban Projects with the confidence that the Company will have access to the capital markets in the future. These fees include management fees (2021: $250,550, 2020: $45,000), directors fees (2021: $22,500, 2020: $7,500), project development and operations (2021:$186,944, 2020:$30,563) and marketing (2021: $31,250, 2020:$Nil). Stock based payments of $1,270,153 represents value of stock options, restricted share units and finders warrants granted to directors, officers, employees and consultants of the Company during the three months ended December 31, 2021.

The following expenses increased during the three-month period ended December 31, 2021: Stock based payments (2021: $1,270,153, 2020: $Nil), Consulting (2021: $491,244, 2020: $83,062), Exploration expenses (2021: $69,190, 2020: $Nil), Marketing Expenses (2021: $49,873, 2020: $Nil), Insurance (2021: $1,994, 2020: $Nil), Filing fees and transfer agent (2021: $42,922, 2020: $25,642), Investor relations (2021:

$30,000, 2020: $Nil), Travel (2021: $4,566, 2020: $3,286) and Office and sundry (2021: $11,425, 2020: $3,917).

The following expenses decreased during the three-month period ended December 31, 2021: Professional fees (2021: $22,806, 2020: $24,792), Rent expense (2021: $Nil, 2020: $13,500), and Meals and entertainment (2021: $3,435, 2020: $5,354).

Selected Annual Information

The financial information as at and for the years ended June 30, 2021, June 30, 2020 and June 30, 2019 have been prepared in accordance with IFRS.

	June 30, 2021	June 30, 2020	June 30, 2019
Total income	$ -	$ -	$ -
Comprehensive loss for the year	1,719,452	591,647	5,501,406
Basic and diluted loss per share	0.02	0.01	0.13
Total assets	3,160,411	2,502,262	2,601,915
Working capital (deficiency)	(1,813,438)	(724,386)	(549,070)

Six-month period ended December 31, 2021 compared to December 31, 2020

The Company had a net loss and comprehensive loss of $2,829,432 versus $329,555 in the comparative period, representing an increase in net loss of $2,499,877 or 759%.

The increase in net loss and comprehensive loss is primarily due to increases in stock based payments of $1,270,153, consulting fees of $856,341, exploration expenses of $169,825, marketing expenses of $120,575, and interest expenses of $75,600.

The increase in consulting fees is directly related to the ramping up of of the Company's operations. The close of the Private Placement Offering in September 2021 and the Flow-through Shares Offering in December 2021 as well as the pending resumption of trading allowed the Company to engage consultants to advance both the Eagle River exploration program and the operational development of the Montauban Projects with the confidence that the Company will have access to the capital markets in the future. These fees include management fees (2021: $457,331, 2020: $90,000), directors fees (2021: $45,000, 2020: $15,000), project development and operations (2021:$459,372, 2020:$32,863) and marketing (2021: $62,500, 2020:$Nil). Stock based payments of $1,270,153 represents the value of stock options, restricted share units and finders warrants granted to directors, officers, employees and consultants of the Company during the six-month ended December 31, 2021.

The following expenses increased during the six-month period ended December 31, 2021: Stock based payments (2021: $1,270,153, 2020: $Nil), Consulting (2021: $1,024,203, 2020: $167,862), Investor relations (2021: $30,000, 2020: $6,322), Insurance (2021: $9,107, 2020: $Nil), Filing fees and transfer agent (2021: $46,961, 2020: $35,284), Interest expense (2021: $75,600, 2020: $Nil), Office and Sundry (2021: $14,687, 2019: $7,289), Marketing expenses (2021: $120,575, 2020: $Nil), and Exploration expenses (2021: $169,825, 2020: $Nil).

Expense reductions occurred in Professional fees (2021: $53,849, 2020: $71,716), Rent expense (2021: $Nil, 2020: $21,000), Meals and Entertainment (2021: $4,776, 2020: $5,354), and Travel (2021: $9,696, 2020: $14,728).

Summary of Quarterly Results

	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021
Total assets	8,582,193	$7,198,540	$3,160,411	$2,995,817
Working capital (deficiency)	251,230	(1,054,451)	(1,813,438)	(903,247)
Shareholder's equity	6,413,724	4,307,665	239,489	1,575,616
Comprehensive loss	1,997,609	831,823	1,010,128	379,769
Loss per share	$0.01	$0.01	Nil	Nil

	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020
Total assets	$2,515,304	$2,515,682	$ $2,502,262	$ 2,759,907
Working capital (deficiency)	(992,941)	(833,388)	(724,386)	(545,281)
Shareholder's equity (deficiency)	1,473,685	1,633,238	1,742,240	1,956,776
Comprehensive loss	159,553	170,002	214,536	74,685
Loss per share	Nil	Nil	Nil	Nil

Other than noted above, there were no significant transactions during the three-month period ended December 31, 2021.

Liquidity and Capital Resources

Secova's exploration and evaluation asset activities do not provide a source of income and the Company therefore has a history of losses and an accumulated deficit. However, given the nature of our business, the results of operations as reflected in the net losses and losses per share do not provide meaningful interpretation of our valuation.

The Company has financed its operations to date primarily through the issuance of common shares. The Company will continue to seek capital through the issuance of common shares.

Operating activities: The Company does not generate any revenues and generally does not receive any cash from operating activities. Net cash used in operating activities during the six-month period ended December 31, 2021 increased to $1,792,765 compared to $331,466 during the comparative six-month period ended December 31, 2020. The increase in cash used is primarily due to payment of operating expenses and a working capital decrease.

Investing activities: Net cash used in investing activities during the six-month period ended December 31, 2021 was $1,997,211 compared to $Nil during the comparative six-month period ended December 31, 2020. This is entirely due to exploration costs incurred on the Company's projects.

Financing activities: Cash inflow from financing activities during the six-month period ended December 31, 2021 was $4,449,521 compared to $337,235 during the comparative six-month period ended December 31, 2020. The cash received in 2021 was mainly from net proceeds from share issuances of $5,466,017 offset by loans repaid of $1,016,496.

The condensed interim consolidated financial statements do not reflect adjustments, which could be material, to the carrying value of assets and liabilities, which may be required should the Company be unable to continue as a going concern.

Contractual Obligations

Except as described herein or in the Company's condensed interim consolidated financial statements as at December 31, 2021, the Company had no material financial commitments.

Off Statement of Financial Position Arrangements

At December 31, 2021, the Company had no material off statement of financial position arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

Capital Resources

The Company will continue to seek capital through public markets by issuing common shares pursuant to private placements. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

Outstanding Share Data

As at the date of this report the Company had 173,637,254 common shares issued and outstanding, and a total of 40,025,350 Share Purchase Warrants, and 6,500,000 share options outstanding. See Note 5 Share Capital and Reserves in the Financial Statements.

Related Party Transactions

Key management personnel comprise of the Chief Executive Officer, Chief Financial Officer, and the Directors of the Company.

a) Chief Executive Officer

The following transactions were conducted with a company controlled by Bradley Kitchen, the CEO and director of the Company:

	For the six-month period ended December 31, 2021	For the year ended June 30, 2021
Director fees	$ 15,000	$ 30,000
Consulting fees	240,000	322,500
Due from CEO	-	191,610

Amounts due from the CEO are unsecured, non-interest bearing until October 31, 2021 at which point the interest rate will be 0.5% of the outstanding balance per month, and has a repayment date of December 31, 2021. The amount due from CEO was fully settled in October 2021.

b) Chief Financial Officer

A total of $211,538 was included in the financial statements as earned by the Chief Financial Officer during the six-month period ended December 31, 2021 (2020: $Nil). Amount included in accounts payable was $1,872 (2020: $Nil).

c) Directors' fees

Directors' fees of $1,500 were earned during the six-month period ended December 31, 2021 (2020: $7,500) by Don Fuller, a director of the Company. Don Fuller resigned from the board of directors in July 2021. Amount included in accounts payable as at December 31, 2021 was $Nil (2020: $50,000).

Directors' fees of $15,000 were earned during the six-month period ended December 31, 2021 (2020: $Nil) by Jack Huang, a director of the Company. Amount included in accounts payable as at December 31, 2021 was $27,500 (2020: $Nil).

Directors' fees of $13,500 were earned during the six-month period ended December 31, 2021 (2020: $Nil) by Vikas Ranjan, a director of the Company. Consulting fees of $50,000 were earned by a company controlled by Vikas Ranjan during the six-month period ended December 31, 2021 (2020: $Nil). Amount included in accounts payable as at December 31, 2021 to Vikas Ranjan and the company controlled by him was $20,000 (2020: $Nil).

Financial Risk Factors

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to cash, receivables and advances. The Company's cash is held at a large Canadian financial institution in interest bearing accounts for which management believes the risk of loss to be minimal. Receivables consist of GST receivable from the government of Canada.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is have sufficient liquidity to meet liabilities when due.

As at December 31, 2021, the Company had a working capital of $251,230 (2020: $(992,941)) and current liabilities of $1,205,231 (2020: $1,041,619). While the Company has been successful in obtaining its required funding in the past there is no assurance that this financing will be extended or that any additional future financing will be available. The Company continues to investigate financing options, including private placements.

The Company manages liquidity risk through its capital management as outlined below. Accounts payable and accrued liabilities are due within one year.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices.

a) Interest rate risk

   Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

b) Price risk

   The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

c) Foreign currency risk

   The Company's foreign exchange risk arises from transactions denominated in other currencies, primarily through the Company's subsidiary located in the USA. Through this, the Company is exposed to foreign currency risk on fluctuations related to cash, accounts payable and accrued liabilities that are denominated in US Dollars. The Company does not use derivative instruments to reduce its exposure to foreign currency risk nor has it entered into foreign exchange contracts to hedge against gains or losses from foreign exchange fluctuations.

Risk Factors

Companies in the exploration stage face a variety of risks and, while unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible. The Company faces a variety of risk factors such as project feasibility and practically, risks related to determining the validity of mineral property title claims, commodities prices and environmental laws and regulations. Management monitors its activities and those factors that could impact them in order to manage risk and make timely decisions.

New standards not yet adopted.

The IASB issued the standards of *IAS 1 – Presentation of Financial Statements, amendment to IAS 16 – Property, Plant and Equipment, amendment to IAS 37 – Provisions, Contingent Liabilities and Contingent Assets, and amendment to IFRS 9 – Financial Instruments,* that have not been applied in preparing these consolidated financial statements as their effective date falls within periods beginning subsequent to the current reporting period. These standards are not expected to have a significant impact on the financial statements.

Leases

IFRS 16 distinguishes between leases and service contracts on the basis of whether the customer controls the asset being leased. For those contracts determined to meet the definition of a lease, IFRS 16 requires a lessee to recognize on the statement of financial position a lease asset along with the associated lease liability which reflects future lease payments, similar to current finance lease accounting. There are limited exceptions for leases with a term of less than 12 months or leases of assets which have a low value. As a result of the adoption of IFRS 16, operating leases which were previously only recognized in profit or loss will be recognized on the statement of financial position.

The purpose of the standard is to provide users of the financial statements with a more accurate picture of a company's leased assets and associated liabilities, while also improving the comparability of companies that lease assets to those that purchase them.

As at December 31, 2021 and June 30, 2021, the Company did not have any leases that would result in a right-of-use asset or lease liability.

Critical Accounting Policies and Estimates

The Company's accounting policies are described in Notes 2 and 3 of its condensed interim consolidated financial statements for the six-month period ended December 31, 2021. Management considers the following policies to be the most critical in understanding the judgments that are involved in the preparation of the consolidated financial statements and the uncertainties that could impact its results of operations, financial condition and cash flows:

Use of estimates and significant judgments

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the year. Actual results could differ from these estimates.
Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to:

The Company uses significant judgement in assessing for signs of impairment on the exploration and evaluation assets. Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, scoping and feasibility studies, accessible facilities and existing permits.

The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the good or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

The determination of deferred income tax assets and liabilities is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

Share-based payments is subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

The Company utilizes significant judgement in assessing its compliance with relevant flow through financing tax requirements including the determination of qualified eligible expenditures to reduce flow through spending obligations.

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital. Upon expiry or forfeiture, the recorded value is transferred to deficit.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Subsequent events

There were no significant subsequent events.