

## **GEOLOGICA RESOURCE CORP.**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**For the three Months Ended March 31, 2024**

#### **Overview**

This MD&A has been prepared as of May 30, 2024, and the following information should be read in conjunction with the Geologica Resource Corp. ("**Geologica**" or the "**Company**") un-audited financial statements for the three months ended March 31, 2024 and the audited consolidated financial statement and accompanying notes for the year ended December 31, 2023, together with the notes thereto. The Company's financial statements for the three (3) month period ended March 31, 2024 have been prepared in accordance with International Financial Reporting Standards ("**IFRS**").

This discussion contains forward-looking statements that involve certain risks and uncertainties. Statements regarding future events, expectations and beliefs of management and other statements that do not express historical facts are forward-looking statements. In this discussion, the words "believe", "may", "will", "estimate", "continue", "anticipate", "intend", "expect", "plan", "predict", "potential" and similar expressions, as they relate to the Company, its business and management, are intended to identify forward looking statements. Geologica Resource Corp. has based these forward-looking statements largely on its current expectations and projections about future events and financial trends affecting the financial condition of the business. Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. Forward-looking statements are based on information available at the time those statements are made and/or management's good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements.

Except as may be required by applicable law or regulation, the Company undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events. Accordingly, readers should not place undue reliance on forward-looking statements. If the Company updates one or more forward-looking statements, no inference should be drawn that additional updates will be made with respect to those or other forward-looking statements. Additional information relating to the Company, is available by accessing the SEDAR website at [www.sedar.com](http://www.sedar.com).

#### ***Business Overview and Strategy***

Geologica Resource Corp. was incorporated in British Columbia as a wholly owned subsidiary of Tower One Wireless Corp. ("**Tower One**") in order to facilitate a plan of arrangement with Tower One, a public Company whose common shares trade on the CSE. The plan of arrangement closed on October 13, 2016. As a result of the plan of arrangement, the Company became a reporting issuer in British Columbia.

The Company is a mineral exploration and resource development company engaged in the business of acquiring, exploring and evaluating natural resource properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is complete. As at the date of this MD&A, the Company has not earned any production revenue and is considered to be an exploration stage company.

## **Topley Landing Property**

Geologica Resource Corp. is a mineral explorer, building shareholder value through the acquisition of projects with significant technical merit. The Topley Landing Property consists of the Topley Claims, Rooster claims and the TAC Claim.

### **Topley Claims**

On October 19, 2020 the Company signed an option agreement for 100% of the mineral claims known as the Topley Claims. The property includes 6 claims totaling 2,669ha. and is located near the Granisle and Bell mine sites northwest of Prince George. The option agreement was amended on October 28, 2020 to add an additional claim to the optioned claims. In order to earn an interest in the property, the Company must make the following:

#### Cash payments:

- \$5,000 on signing the agreement (paid)
- \$50,000 by December 31, 2023

#### Share issuances:

- 250,000 on listing of the Company's shares
- 250,000 by December 31, 2021 (amended to on listing of the Company's shares)
- 250,000 by December 31, 2022 (issued)
- 250,000 by December 31, 2023 (outstanding)

#### Exploration expenditures:

- \$15,000 by November 7, 2020 (incurred)
- \$25,000 by December 31, 2020 (completed)
- 110,000 by December 31, 2021 (amended to May 30, 2023)

The option is subject to a 2% Net Smelter Return royalty, of which 1% can be repurchased by the Company for \$1,000,000.

### **TAC Claim Purchase and Sale Agreement**

On April 14, 2021, the Company entered into an agreement to purchase a 100% interest in a mineral property in British Columbia known as the TAC Claims. The property is strategically located within the Topley Claims and adds 37.4 hectares to the Company's land position. In order to earn an interest in the property, the Company must make the following:

#### Cash payment:

- \$2,500 on signing the agreement (paid)

#### Share issuances:

- Shares valued at \$5,000 by December 31, 2021 (issued)
- Shares valued at \$10,000 by December 31, 2022 (issued)
- Shares valued at \$15,000 by December 31, 2023 (outstanding)
- Shares valued at \$20,000 by December 31, 2024.

The number of shares to be issued is calculated based on the 10-day average closing price of the Company's

shares immediately preceding delivery of notice of the share issuance to the vendor. This property has now been transferred to Geologica.

### **Rooster Property Purchase and Sale Agreement**

On February 21, 2023, the Company entered into an agreement with Atkinson Resource Corp. to purchase a 100% interest in a mineral property in British Columbia known as the Rooster Claims. The claims are strategically located continuous with the western side of the Topley Claims and adds 709 hectares to the Company's land position. In order to purchase the claims, the Company must make the following:

Exploration Expenditure:

- Pay the Vendor \$20,000 for exploration expenditures during the year ended December 31, 2023 (paid)

Share issuances:

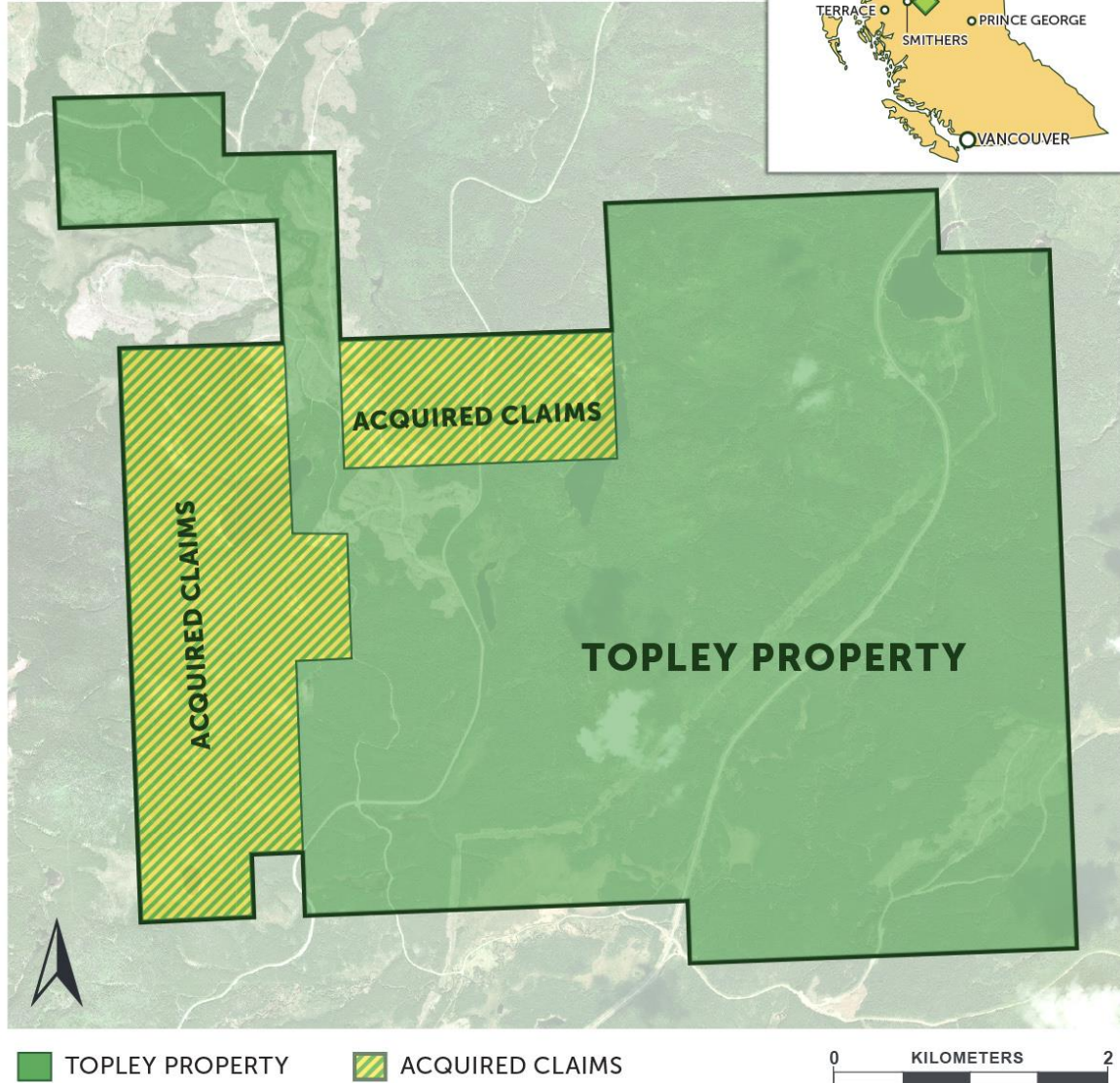
- 1,000,000 Shares to be issued to Atkinson Resource Corp. (issued)

	<b>Topley Property</b>
<b>Balance December 31, 2022</b>	<b>\$ 157,146</b>
Acquisition costs – Topley -shares	92,250
Exploration costs – Topley	
Data analysis, survey planning	
geophysics and geochemical surveys	21,299
Mining exploration tax credit	(5,658)
Property payment – Atkinson	10,000
Exploration costs - Atkinson	
Data analysis and survey	
planning	10,015
<b>Balance December 31, 2023 and March 31, 2024</b>	<b>\$ 285,052</b>

## Claims Map



### **TOPLEY PROPERTY** BABINE PORPHYRY MINING CAMP



### Topley Property

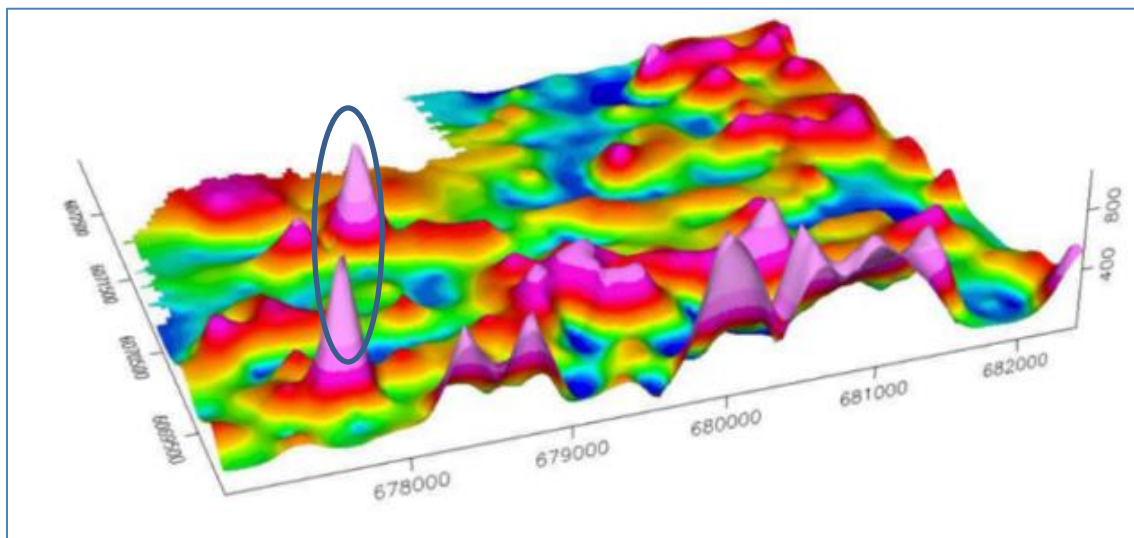
Geologica has decided to focus its exploration on the western side of the Topley Landing property and the Rooster Claims for the following reasons:

- Copper bearing float has been reported in the western region of the claims;
- Magnetics from previous area wide surveys suggest that this area is structurally complex with multiple circular magnetic features and a large magnetic high;

- The 2020 geochemistry survey identified a large redox center with corresponding gold and copper values;
- Drill results from holes just west of the claims when exploring the Fulton Lake area for VMS intersected intense epithermal alteration with Ag, Pb, and Zn mineralization;
- Potential epithermal/VMS system
- 3 percussion holes to test the top of bedrock (ie. 2- 3m beneath the till) within the current claims was drilled by previous owners, LLRC-13-001 intersected maroon xlitic tuff at 24m depth. LLRC-13-007 intersected pink intrusive rock at 19.5m depth. LLRC-13-008 assayed 200-300 ppm Cu in volcanics at 36m depth (*note: these values are similar to percussion top of bedrock holes drilled in the same program at the Lennac Lake copper porphyry deposit 6 km west*).
- Sporadic regional till samples in the area are in the 90<sup>th</sup>+ percentile for As, Sb, Pb, and Zn; and
- A small lake on the claims contains the highest regional lake sediment samples for molybdenum.

The 2020 geochemistry survey identified a rabbit ear copper anomaly in the western area of the Topley claims within the redox zone. The same geochemistry identified the Mount Milligan copper rich MBX zone rabbit ear anomaly. In addition the 2020 survey identified an apical gold anomaly in the same area.

Figure 1 Copper Geochemistry, Rabbit Ear Anomaly



### ***Overall Performance***

The Company has focused during the period ended March 31, 2024 on the Company’s mineral exploration business and business development.

February 28, 2024 – The Company announced that Mr. Bob McKnight P.Eng. resigned from the board of directors for personal reasons.

February 28, 2024 – The Company announced, Mr. Andy Saltis P.Eng. was appointed to the Company’s board of directors. Mr. Andrew Saltis P.Eng. has consented to join the Board. Andy Saltis has 47 years of

experience in mining operations, project and engineering management. His experience includes coal mining operations management in the UK, project manager at uranium, diamond and platinum/palladium mines in Canada and the USA. Andy is experienced in operations and mine management at the Meliadine and Brucejack gold projects in Canada. Engineering management for major civil engineering projects including Seymour-Capilano twin tunnels and more recently Resident Engineering Manager at BC Hydro's \$16B Site C clean energy project.

February 28, 2024 – Geologica announced, the board approved the issuance of 350,000 stock options to directors and consultants, exercisable for 5 years at an exercise price of \$0.05.

March 19, 2024 – Geologica Resource Corp. announced Mr. David Mark P. Geo. had consented to join the Board. Mr. Mark is a self-employed consulting geoscientist and a B.Sc. graduate from the University of British Columbia. Registered as a Professional Geoscientist with the Association of Professional Engineers and Geoscientists of the Province of British Columbia, in good standing since 1993, he has worked continuously as a geoscientist for fifty-three years, involved in exploration projects for gold (both placer and hard rock), base metals, diamonds, gravel, and silica sand in Canada, USA, Mexico, Cuba, Honduras, Mali, and Papua New Guinea. The type of work consists of field work including soil sampling, data interpretation, project management and authoring NI43-101 compliant reports. David is a "qualified person" as set out in National Instrument 43-101 ("NI 43-101").

March 19, 2024 – The Company announced the issuance of 100,000 stock options to Mr. David Mark. The options are for 5 years and may be exercised ofr \$0.05.

### **Selected Financial Information**

The financial information reported here has been prepared in accordance with IFRS. The Company uses the Canadian dollar (CDN) as its reporting currency. Selected un-audited financial data for interim operations of the Company for the three months ended March 31, 2024 and March 31, 2031 are presented:

#### ***Selected Statement of Operations Data***

<b>Period ended</b>	<b>Three Months Ended March 31, 2024</b>	<b>Three Months Ended March 31, 2023</b>
Total revenues	\$Nil	\$Nil
Net Income / (Loss)	\$(56,404)	\$(152,626)
Basic Income/(loss) per share	\$(0.00)	\$(0.01)
Diluted loss per share (Unaudited)	\$(0.00)	\$(0.01)
Weighted average shares	24,131,203	22,631,203

### *Selected Balance Sheet Data*

<b>As At</b>	<b>March 31, 2024</b>	<b>December 31, 2023</b>
Cash & Equivalents	\$37,939	\$7,175
Current Assets	\$57,460	\$24,806
Exploration and Evaluation Assets	\$285,052	\$285,052
Total Assets	\$342,512	\$309,858
Current liabilities	\$480,811	\$404,753
Non-Current liabilities	\$Nil	\$Nil
Total liabilities	\$480,811	\$404,753
Working Capital / (deficit)	\$(423,351)	(\$379,947)

### **Comparison of the Quarters ending March 31, 2024 and March 31, 2023**

#### *Revenues*

The Company had no revenues for the quarter ended March 31, 2024, or for the quarter ended March 31, 2023. The Company does not expect any revenues during the current fiscal year.

#### *Mineral Property Exploration and Evaluation*

During the 3 month period ended March 31, 2023 the Company spent \$146,000 on exploration and evaluation of mineral properties. During the 3 month period ended March 31, 2024 the Company spent \$Nil in exploration and evaluation of the Topley Property compared to \$127,906 during the fiscal year ended December 31, 2023.

	<b>Topley Property</b>
<b>Balance December 31, 2022</b>	<b>\$ 157,146</b>
Acquisition costs – Topley -shares	92,250
Exploration costs – Topley	
Data analysis, survey planning	
geophysics and geochemical surveys	21,299
Mining exploration tax credit	(5,658)
Property payment – Atkinson	10,000
Exploration costs - Atkinson	
Data analysis and survey	
planning	10,015
<b>Balance December 31, 2023 and March 31, 2024</b>	<b>\$ 285,052</b>

### ***General and Administrative Expenses***

General and administrative costs consist primarily of accounting costs and other professional and administrative costs associated with general corporate activities.

The general and administrative costs for the 3 month period ended March 31, 2024 was \$56,440 (March 31, 2023 - \$152,626). The decrease in general and administrative costs between the period ended March 31, 2024 compared to the period ended March 31, 2023 was due decreases in consulting fees, exploration costs, Marketing and investor relations, , share based compensation and transfer agent and filing fees.

### ***Interest Expense/(Income)***

The interest expense in the 3 month period ended March 31, 2024 was \$4,917. The interest expense in the 3 month period ended March 31, 2023 was \$4,455

### ***Profits***

At this time, the Company is not anticipating profit from operations. The Company will report an annual deficit and quarterly deficit and will rely on its ability to obtain equity/or debt financing to fund on-going operations. For information concerning the business of the Company, please see “*Business Overview and Strategy*”.

### ***Stock Based Compensation***

For the 3 month period ended March 31, 2024 stock based compensation was \$13,000 (March 31, 2023 - 35,425). This decrease was due to the Issuance of 50,000 stock options to consultants and 400,000 options to directors of the Company.

### **Selected Quarterly Information**

	<b>Three Months Ended March 31, 2024</b>	<b>Three Months Ended December 31, 2023</b>	<b>Three Months Ended September 30, 2023</b>	<b>Three Months Ended June 30, 2023</b>	<b>Three Months Ended March 31, 2023</b>	<b>Three Months Ended December 31, 2022</b>	<b>Three Months Ended September 30, 2022</b>	<b>Three Months Ended June 30, 2022</b>
	\$	\$	\$	\$	\$	\$	\$	\$
<b>Total Revenues</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Net Income (Loss)</b>	<b>56,440</b>	<b>(110,845)</b>	<b>(118,901)</b>	<b>(101,257)</b>	<b>(152,626)</b>	<b>(288,586)</b>	<b>(29,246)</b>	<b>(42,649)</b>



<b>Income (Loss) per Share basic and diluted</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>(0.01)</b>	<b>(0.00)</b>	<b>(0.01)</b>	<b>(0.02)</b>	<b>(0.00)</b>	<b>(0.00)</b>
<b>Cash</b>	<b>37,939</b>	<b>7,175</b>	<b>420</b>	<b>17</b>	<b>16</b>	<b>47,594</b>	<b>8,816</b>	<b>5,636</b>
<b>Exploration and Evaluation Assets</b>	<b>285,052</b>	<b>285,052</b>	<b>269,396</b>	<b>269,396</b>	<b>303,146</b>	<b>157,146</b>	<b>61,914</b>	<b>69,976</b>
<b>Total Assets</b>	<b>342,512</b>	<b>309,858</b>	<b>478,538</b>	<b>655,944</b>	<b>726,983</b>	<b>687,523</b>	<b>100,541</b>	<b>106,125</b>
<b>Non- Current Liabilities</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>68,724</b>	<b>59,969</b>

### *Liquidity and Capital Resources*

At March 31, 2024, the Company had cash and cash equivalents of \$37,939 (December 31, 2023, \$7,175) and a working capital deficit of \$423,351 (December 31, 2023, \$379,947). Working capital decreased by \$43,440 in the period ended March 31, 2024 when compared to the period ended December 31, 2023, mostly due to an increase in due to related parties..

The Company's Cash flows from financing activities for the three months ended March 31, 2024 and March 31, 2023 were as below.

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
<b>Financing Activities</b>		
Payment of loans payable	(2,000)	(10,300)
Change in due to related parties	73,701	1,687
Subscription received	-	-
Cash provided by financing activities	<u>71,701</u>	<u>(8,613)</u>
<b>Increase (decrease) in cash during the year</b>	30,764	(67,846)
<b>Cash, beginning of the year</b>	<u>7,175</u>	<u>73,019</u>
<b>Cash, net of excess of cheques written over deposits, end of the period</b>	<u>\$ 37,939</u>	<u>\$ 5,173</u>

Cash utilized in operating activities during the three months ended March 31, 2024 was \$40,937 (March 31, 2023 - \$94,272). The majority of the decrease in the period ended March 31, 2024 compared to the period ended March 31, 2023 was due to an decrease in Net Loss for the period ended March 31, 2024.

At March 31, 2023 share capital was 2,442,665 (December 31, 2023 - \$2,442,665) comprised of March 31, 2024 - 24,131,203, December 31, 2023 - 24,131,203) issued and outstanding Common Shares.

Warrant and Option Reserves at March 31, 2023 was \$635,006 (March 31, 2022 - \$514,277, March 31, 2021 - \$514,277). The majority of the increase in the period ended March 31, 2023 compared to the period ended December 31, 2022 was due to an increase in options issued during the three months ended March 31, 2023.

As a result of the net loss for the three months ended March 31, 2024 of \$56,440 (March 31, 2023 - \$152,626) the deficit at March 31, 2024 increased to \$3,252,042 from \$3,195,638 for the year ended December 31, 2023.

At present, the Company's operations do not generate cash inflows and its financial success after March 31, 2024 is dependent on the development of its mineral exploration operations which will not generate revenues for the foreseeable future.

In order to finance the Company's future administrative, development and overhead expenses in the coming years the Company may raise money through equity sales. Many factors influence the Company's ability to raise funds, including the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control. Should those risks fully materialize, it may not be able to raise adequate funds to continue its operations.

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

There are currently no off-balance sheet arrangements which could have an effect on current or future results or operations or the financial condition of the Company.

#### ***Transactions with Related Parties***

	<b>March 31, 2024</b>	<b>March 31, 2023</b>
Accounting fees to a Company related to the CFO and director	\$ 3,500	\$ 3,500
Consulting fees to the CFO and director	4,500	4,500
Management fees to the CEO and director	25,500	25,500
	<b>\$ 33,500</b>	<b>\$ 33,500</b>

#### **Additional Disclosure for Venture Issuers Without Significant Revenue**

The following table sets forth material cost for the Company, which has been derived from the Company's financial statements for the three month period ended March 31, 2022, March 31, 2021 and March 31, 2020. This summary should be read in conjunction with the Company's unaudited financial statements for the periods ended March 31, 2022, March 31, 2021 and March 31, 2020:

Material Costs	Quarter ended March 31, 2024	Quarter ended March 31, 2023
Consulting fees	\$4,500	\$10,577
Legal fees	\$Nil	\$Nil

Management fees	\$25,500	\$25,500
Share-based compensation		\$35,425
Total Expenses	\$51,790	\$152,626
Financing Fee	\$Nil	\$Nil
Net loss and comprehensive loss for the Quarter	\$(51,790)	\$(152,626)

### ***Subsequent Events***

There are no subsequent events to the date of this Management Discussion and Analysis, other than:

Geologica Resource Corp. announced the company intends to raise up to \$350,000 from the issuance of Units. The Company intends to issue 10,000,000 Units at \$0.035 per unit for total proceeds of \$350,000 (the “Units”) each Unit consists of a share and a whole warrant. Each warrant may be exercised for 1 (one) share for 2 (two) years from closing for \$0.05. A warrant holder must exercise the Warrant, within 30 days of the shares of the Company trading at a 20 day VWAP of \$0.20 or greater once the 4 month statutory hold has expired.

Pursuant to a Purchase and Sale Agreement dated April 12, 2024, the Company purchased a 100% interest in a mineral property in British Columbia known as the Topley West. To complete the purchase of the property, the Company must issue 2,000,000 shares on transfer of the property from an arms-length vendor.

### ***Proposed Transactions***

As at the date of this Management Discussion and Analysis there are no transactions currently contemplated by the Company.

### ***Financial Instruments and Other Instruments***

The Company’s financial instruments consist of cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities and amounts due to shareholders. Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from financial instruments. The fair value of cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities approximates their carrying value due to their short-term maturity or capacity for prompt liquidation.

### ***Disclosure of Outstanding Share Data***

As at March 31, 2024, the Company had an unlimited number of authorized common shares with 24,131,203 common shares issued and outstanding.

As at March 31, 2024 the Company had 2,875,000 options outstanding.

As at March 31, 2024 the Company had 1,427,700 warrants outstanding.

The following table shows the details for the outstanding warrants and options as of the date of this MD&A:

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Warrants 1 whole warrant exercisable at \$0.125 up until March 29, 2026	661,300	661,300
Warrants 1 whole warrant exercisable at \$0.10 up until October 25, 2024	336,400	336,400
Options exercisable at \$0.075 up until November 2, 2027	1,125,000	1,125,000
Options exercisable at \$0.125 up until March 2, 2025	400,000	400,000
Options exercisable at \$0.10 up until March 2, 2026	200,000	200,000
Options exercisable at \$0.075 up until March 16, 2028	100,000	100,000
Options exercisable at \$0.05 up until February 21, 2029	350,000	350,000
Options exercisable at \$0.05 up until March 14, 2029	100,000	100,000

## RISK FACTORS

The common shares should be considered highly speculative due to the nature of the Company's business and the present stage of its development. In evaluating the Company and its business, investors should carefully consider, in addition to the other information contained in the Company's Prospectus, the following risk factors.

These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations. There may be other risks and uncertainties that are not known to the Company or that the Company currently believes are not material, but which also may have a material adverse effect on its business, financial condition, operating results or prospects. In that case, the trading price of the Company's common shares could decline substantially, and investors may lose all or part of the value of the common shares held by them.

An investment in securities of the Company should only be made by persons who can afford a significant or total loss of their investment. There is currently no market through which these securities may be sold and purchasers may not be able to resell securities purchased under the Prospectus.

The possible sale of common shares released from escrow on each release date could negatively affect the market price of the Company's common shares and also result in an excess of sellers of common shares to buyers of common shares and seriously affect the liquidity of the common

shares.

### **No Ongoing Operations and No Production History**

The Company is a mineral exploration company and has no operations or revenue.

### **Limited Operating History**

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on the Company's properties. There is no assurance that the Company will ever discover any economic quantities of mineral reserves.

### **Negative Operating Cash Flow**

Since inception, the Company has had negative operating cash flow. The Company has incurred losses since its founding. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on the exploration programs on the properties and administrative costs. The Company cannot predict when it will reach positive operating cash flow.

### **Requirement for Further Financing**

The Company has limited financial resources and may need to raise additional funds to carry out exploration of its properties. There is no assurance the Company will be able to raise additional funds or will be able to raise additional funds on terms acceptable to the Company. If the Company's exploration programs are successful and favourable exploration results are obtained, the properties may be developed into commercial production. The Company may require additional funds to place the properties into production. The only sources of future funds presently available to the Company are the sale of equity capital, debt, or offering of interests in its properties to be earned by another party or parties by carrying out development work. There is no assurance that any such funds will be available to the Company or be available on terms acceptable to the Company. If funds are available, there is no assurance that such funds will be sufficient to bring the Company's properties to commercial production. Failure to obtain additional financing on a timely basis could have a material adverse effect on the Company, and could cause the Company to forfeit its interest in its properties and reduce or terminate its operations.

### **Exploration**

At present, there are no bodies of ore, known or inferred, on the properties and there are no known bodies of commercially recoverable ore on the properties. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore on the properties.

### **Development**

The business of exploration for precious metals involves a high degree of risk. Few exploration properties are ultimately developed into producing properties. The Company's properties are at the early exploration stage.

### **Title to Properties**

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated its title to the properties, for which it holds exploration licenses or exploration license applications, and the Company is satisfied with its review of the title to the properties, the Company cannot give an assurance that title to the properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under foreign law often are complex. The Company does not carry title insurance on the properties.

A successful claim that the Company does not have title could cause the Company to lose its rights to the properties, perhaps without compensation for its prior expenditures relating to the properties.

### **Management**

The success of the Company is largely dependent upon the performance of its management. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. There is no assurance that the Company can maintain the service of its management or other qualified personnel required to operate its business.

### **Requirement for Permits and Licenses**

The Company has obtained certain licenses and permits from applicable authorities and is pending receipt of approval of certain licenses and permits. Further, the Company will be applying for all necessary licenses and permits under applicable laws and regulations to carry on the exploration activities which it is currently planning in respect of the properties, and the Company believes it will comply in all material respects with the terms of such licenses and permits.

However, such licenses and permits are subject to changes in regulations and in various operational circumstances. A substantial number of additional permits and licenses will be required should the Company proceed beyond exploration. There can be no guarantee that the Company will be able to obtain such licenses and permits.

### **Environmental Risks and other Regulatory Requirements**

The current or future operations of the Company, including the exploration activities and commencement of production on the properties, will require permits from various federal and local governmental authorities, and such operations are and will be governed by laws and

regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Company may require for its facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulations would not have a material adverse effect on any exploration and development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.

Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing the operations and activities of mineral companies, or more stringent enforcement thereof, could have a material adverse impact on the Issuer and cause increases in capital expenditure or exploration and development costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

### **Uninsurable Risks**

Exploration of mineral properties involves numerous risks, including unexpected or unusual geological conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company. The Company does not maintain insurance against environmental risks.

### **Currency Risks**

As the Company raises its capital in Canadian dollars and uses Canadian dollars as the presentation currency in its financial statements, and as the Company currently incurs exploration expenditures in Australian dollars and has obligations in Australian dollars, currency fluctuations could have a material effect on its operations. The Company may incur realized foreign exchange losses as a result of currency exchange fluctuations.

### **Competition**

Significant and increasing competition exists for mineral opportunities in the State of Western Australia. There are a number of large established mineral exploration companies with substantial capabilities and greater financial and technical resources than the Company.

The Company may be unable to acquire additional mineral properties or acquire such properties on terms it considers acceptable. Accordingly, there can be no assurance that the Company's exploration programs will yield any reserves or result in any commercial mineral operations.

### **Economic Conditions**

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

### **Conflicts of Interest**

Directors of the Company may, from time to time, serve as directors of, or participate in ventures with other companies involved in natural resource development. As a result, there may be situations that involve a conflict of interest for such directors. Each director will attempt not only to avoid dealing with such other companies in situations where conflicts might arise but will also disclose all such conflicts in accordance with the *Business Corporations Act* (British Columbia) and will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

### **Litigation**

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit. The Company does not know of any such pending or actual material legal proceedings as of the date of this MD&A.

### **No Cash Dividends**

The Company has not declared any cash dividends to date. The Company intends to retain any future earnings to finance its business operations and any future growth. Therefore, the Company does not anticipate declaring any cash dividends in the foreseeable future.

### **Ore Reserves and Reserve Estimates**

The Company's business relies upon the ability to determine whether a given property has commercial quantities of recoverable minerals. No assurance can be given that any discovered mineral reserves and resources will be recovered or that they will be recovered at the rates estimated. Mineral reserve and resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative. Mineral reserve and resource estimates may require revision (either up or down) based on actual production experience.

### **Fluctuating Mineral Prices**

The mining industry is heavily dependent upon the market price of the metals or minerals being



mined or explored for. There is no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for their sale. There can be no assurance that mineral prices will be such that the Company's properties can be mined at a profit. Factors beyond the Company's control may affect the marketability of any minerals discovered. The prices of base and precious metals have experienced volatile and significant price movements over short periods of time, and are affected by numerous factors beyond the Company's control. The market price of metals and minerals is volatile and cannot be controlled by the Company. Metal prices have fluctuated widely, particularly in recent years.

Factors beyond the control of the Company may affect the marketability of minerals or concentrates produced, including quality issues, impurities, deleterious elements, government regulations, royalties, allowable production and regulations regarding the importing and exporting of minerals, the effect of which cannot be accurately predicted.