TOCVAN VENTURES CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Nine Months Ended May 31, 2024

The following Management's Discussion and Analysis ("MD&A") of Tocvan Ventures Corp. (the "Company" or "Tocvan") has been prepared by management, in accordance with the requirements of National Instrument 51-102 as of July 29, 2024, and should be read in conjunction with the condensed interim consolidated financial statements for the three and nine months ended May 31, 2024, and the related notes contained therein, which have been prepared under International Financial Reporting Standards ("IFRS"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. The Company is presently a "Venture Issuer" as defined in NI 51-102.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting currency of the Company, unless specifically noted. The Company's functional currency is Canadian Dollar, and the Company's wholly-owned subsidiary's functional currency is also Canadian Dollar.

Additional information related to the Company is available on the Company's website at https://tocvan.com, or on SEDAR+ at www.sedarplus.ca.

Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements include statements regarding the future price of metals, the timing and amount of estimated future production, costs of production, capital expenditures, the success of exploration activities, permitting timelines, currency fluctuations, the requirements of future capital, drill results and the estimation of mineral resources and reserves. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements contained in this report should not be unduly relied upon. These statements speak only as of the date of this report. 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 report. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about general business and economic conditions; the supply and demand for, deliveries of, and the level and volatility of prices of gold ore and other commodities; the availability of financing for the Company's exploration programs; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; and the ability to attract and retain skilled staff.

These forward-looking statements involve risks and uncertainties relating to, among other things, changes in commodity and, particularly, gold prices, access to skilled mining development personnel, results of exploration and development activities, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, actual performance of facilities, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors hereinabove. Additional risk factors are described in more detail hereinafter. **Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The forward-looking statements contained in this report are expressly qualified by this cautionary statement.** The Company intends to discuss in its quarterly and annual reports referred to as the Company's management's discussion and analysis documents, any events and circumstances that occurred during the year to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this management discussion and analysis.

Qualified Person

Brodie Sutherland, P. Geo, a director and CEO of the Company, is a Qualified Person as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* and has reviewed and approved all technical information in this management's discussion and analysis.

Description of Business

Tocvan was incorporated on May 23, 2018, under the Alberta Business Corporations Act. The Company's shares are traded on the Canadian Securities Exchange (the "CSE") under the symbol "TOC". The Company's head office address is Suite 820 – 1130 West Pender St., Vancouver, British Columbia V6E 4A4, Canada. The registered and records office address is Suite 1150 – 707 7 Avenue SW, Calgary, Alberta T2P 3H6, Canada.

On September 15, 2020, the Company incorporated, under the laws of Mexico, a wholly-owned subsidiary, Burgencio S.A. de C.V. ("Burgencio"). Burgencio's office address is Blvd. Morelos No. 639, locales 13 y 14, Col. Bachoco, C.P. 83148, Hermosillo, Sonora, Mexico.

As of the date of this MD&A, the Company is focused on the exploration and development of its two projects, the Pilar Gold Project ("Pilar Project") and El Picacho Project ("El Picacho Project").

Pilar Project

Pilar Property is located near the town of Suaqui Grande in Sonora, Mexico, and originally consisted of two concessions, the Guadalupana concession and La Sonora concession, totaling 105 hectares ("ha"). In October of 2023 the Company signed an option agreement to acquire additional concessions contiguous to the original Pilar Property expanding the size of Pilar Project to 2,278 ha.

On September 22, 2019, the Company signed an option agreement with Colibri Resource Corp. ("Colibri") to acquire 51% of the Pilar Property in exchange for series of payments consisting of $425,000 cash, $2,000,000 spent on exploration work on the Pilar Property, and by issuing 5,000,000 common shares of the Company. On September 18, 2023, the Company made the final payment required under the option agreement and acquired the 51% ownership. To acquire the remaining 49% interest in the Pilar Property, the Company was required to make an additional $2,000,000 cash payment within a six-month period from the exercise of the Option. In order to preserve its cash, the Company chose to enter into a joint venture with Colibri, as following the expansion of the Pilar Project (see below), the Pilar Property as acquired under the agreement with Colibri, represents only 4.6% of the total size of the Pilar Project.

As a result of the exploration programs on the Pilar Property, the Company's management saw it advantageous to expand the Pilar Project by acquiring additional concessions in the vicinity of the Pilar Property. On October 17, 2023, the Company signed an option agreement with Suaqui Verde Properties, S.A. de C.V. ("SVP") to acquire an additional 2,173 ha in exchange for the series of payments that are described in *Commitments* section of this MDA.

The Pilar Project shows NW-SE trends of gold and silver mineralization with significant grades in several locations. The Company has not yet determined whether the Pilar Project contains ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production from the mineral properties or proceeds from the disposition of the mineral properties.

El Picacho Project

El Picacho Project is located 140 kilometers north of Hermosillo in Sonora, Mexico, known as Caborca Orogenic Gold Belt, and is fully accessible by road. El Picacho consists of 12 mining concessions totaling 2,395 ha.

On June 7, 2021, the Company signed a letter of commitment with Recursos Millrock S. de R.L. de C.V. ("Millrock") to purchase El Picacho Property. On signing of the letter of commitment the Company made an initial payment of $94,196 (US$78,000). On September 15, 2021, the Company entered into an assignment agreement with Millrock for an initial five-year option to acquire El Picacho Property from the property owners, Suarez Brothers, in exchange for a series of payments consisting of a cash payment totaling US$1,985,600 and an additional payment of US$60,000 to gain surface rights to use the Picacho Ranch.

El Picacho Project is interpreted as an orogenic gold system within the regional Caborca Orogenic Gold Belt known for producing gold mines that include La Herradura and San Francisco. The Company has not yet determined if El Picacho Project contains ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production from the mineral properties or proceeds from the disposition of the mineral properties.

Overall Performance

During the nine-month period ended May 31, 2024, the Company incurred a net and comprehensive loss of $1,236,748 (2023 – $1,474,824). The Company had no revenues, and the operating expenses were associated primarily with share-based payments, advertising and promotion activities, management and consulting fees.

At May 31, 2024, the Company had cash of $393,128 (2023 – $20,825) and a working capital deficit of $1,749,160 (2023 – $2,046,018). The working capital deficit decreased as a result of a decrease in fair value of convertible debenture from $1,958,304 at August 31, 2023, to $832,621 at May 31, 2024.

To date, the Company's sole source of financing has been derived from the issuance of common shares and convertible debt.

During the period ended May 31, 2024, and up to the date of this MD&A, the Company issued the following shares:

Non-brokered private placements

On November 28, 2023, the Company closed the first tranche of a non-brokered private placement of 820,000 units at $0.45 per unit for gross proceeds of $369,000. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share at a price of $0.60 expiring on November 28, 2025, subject to accelerated expiry provisions. The warrants were valued at $8,200.

In relation to the first tranche of the private placement, the Company paid a total of $32,399 in cash finders' fees, $7,500 in legal fees, and issued 72,000 finders' warrants. Each finders' warrant entitles the holder to acquire one additional common share at a price of $0.45 expiring on November 28, 2025. These finders' warrants were valued at $12,360 using Black Scholes Option Pricing Model.

On December 11, 2023, the Company closed the second and final tranche of the non-brokered private placement issuing 680,333 units at $0.45 per unit for gross proceeds of $306,150. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share at a price of $0.60 expiring on December 11, 2025, subject to accelerated expiry provisions. The warrants were valued at $23,812.

In relation to the second tranche of the private placement, the Company paid $5,550 in legal fees and $15,165 in finders' fees; in addition, the Company issued 33,700 finders' warrants. Each finder's warrant is exercisable at a price of $0.45 per common share expires on December 11, 2025. These finders' warrants were valued at $5,363 using Black Scholes Option Pricing Model.

On April 24, 2024, the Company closed the first tranche of a non-brokered private placement issuing 5,999,514 units at $0.35 per unit for gross proceeds of $2,099,830. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share at a price of $0.50 exercisable within 36 months from the closing of the first tranche, subject to accelerated expiry provisions. The Company paid a total of $52,885 in cash finders' fees and issued 151,000 finders' warrants exercisable at $0.35 per common share expiring on April 24, 2027. The finders' warrants were valued at $26,935 using Black Scholes Option Pricing Model.

Included in the private placement, were 4,285,714 units issued to Sorbie Bornholm LP ("Sorbie") in exchange for $1,500,000, which were deposited with a third-party escrow agent and will be delivered in monthly tranches of $62,500 over the 24-month period pursuant to the terms and conditions of a sharing agreement between the Company and Sorbie dated June 28, 2022, as amended on April 5, 2023, and further amended on April 24, 2024. The monthly payouts will be measured against a benchmark price of $0.48 per share. In addition, Sorbie received an additional 300,000 units on the same terms as April Units in lieu of a $105,000 corporate finance fee.

On May 8, 2024, the Company closed its second and final tranche of the non-brokered private placement issuing 1,201,600 units for a gross proceeds of $420,560 at $0.35 per unit. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share at a price of $0.50 exercisable within 36 months from the closing date, subject to accelerated expiry provisions. The Company paid $11,641 in cash finders' fees and issued 33,260 finders' warrants exercisable at $0.35 per common share expiring on May 8, 2027. The finders' warrants were valued at $5,923 using Black Scholes Option Pricing Model.

Other share issuances

On November 1, 2023, the Company issued 854,000 common shares for a total consideration of $700,280 to Sorbie pursuant to the exercise of 700 Sorbie Notes with each note convertible into 1,220 common shares. The total interest of $2,397 accrued on the 700 Sorbie Notes up to November 1, 2023, was converted into 5,387 common shares at a deemed price of $0.445. These shares were issued on December 12, 2023.

On December 19, 2023, the Company issued 525,000 common shares valued at $210,000 to Colibri in accordance to Section 9 *(Anti-Dilution Clause)* of Pilar Agreement.

On February 2, 2024, the Company issued 826,600 common shares valued at $680,272 to Sorbie upon exercise of 680 Sorbie Notes and an additional 10,977 common shares to settle accrued interest of $4,061.

On April 17, 2024, the Company recorded $275,880 (US$200,000) payable to SVP and an obligation to issue 250,000 common shares valued at $86,250 pursuant to the SV Agreement to acquire additional concessions which were added to Pilar Project.

Commitments

Pilar Gold Project

On September 22, 2019, the Company signed an option agreement ("Pilar Agreement"), as amended on August 31, 2021, to acquire 51% of the Pilar Gold Project in the state of Sonora, Mexico (the "Pilar Project") from Colibri Resource Corp. To acquire 51% of the Pilar Project the Company was required to pay a cash deposit to Colibri of $25,000, which the Company paid on September 18, 2019. After satisfactory due diligence was completed, the Company decided to proceed with the fulfillment of its initial commitment pursuant to the Pilar Agreement, which included the following:

	Cash payment	Exploration work	Common shares
September 22, 2019	$125,000 (paid)	$Nil	2,000,000 (issued)
September 21, 2020	$125,000 (paid)	$175,000 (completed)	1,000,000 (issued)
September 21, 2021	$25,000 (paid)	$425,000 (completed)	1,000,000 (issued)
September 21, 2022	$75,000 (paid)	$400,000 (completed)	1,000,000 (issued)
September 21, 2023	$75,000 (paid)	$500,000 (completed)	
September 21, 2024		$500,000 (completed)	
TOTAL	**$425,000**	**$2,000,000**	**5,000,000**

On September 18, 2023, the Company submitted an exercise notice to Colibri to confirm its 51% ownership of the Pilar Project as the Company fulfilled its initial commitment under the covenants of the Pilar Agreement.

The Pilar Agreement gave the Company an option to acquire the remaining 49% interest in the Pilar Project within a six-month period after the Company acquires 51% ownership, or establish a joint venture agreement with Colibri. The option to acquire the additional interest required a $2,000,000 cash payment and granting Colibri a 2% net smelter return royalty ("NSR"), 1% of which can be repurchased for an additional cash payment of $1,000,000. In March of 2024 the Company elected to enter into a joint venture arrangement with Colibri instead of acquiring the remaining 49% of the Pilar Project. The management of the Company decided that the funds allocated for land acquisition will provide more benefit if used for further exploration activities as the optioned property is too small for mine development and represents only 4.6% of the total land area of Pilar Project.

Pilar Landholding Expansion

On October 18, 2023, the Company signed a definitive agreement (the "SV Agreement") with Suaqui Verde Properties, a private title owner, for the acquisition of 100% ownership of 2,173 ha adjacent and north of its Pilar Project. The additional area acquired expanded the Company's holdings for the Pilar Project from 105 ha to a total of 2,278 ha.

Under the terms of the SV Agreement, the Company is required to pay a total of US$4,000,000 in cash, issue 2,500,000 Common Shares and spend US$1,000,000 in exploration work on the property within a five-year period. SVP will retain a 2% NSR on the property acquired. After the five-year period, the Company can elect to extend the SV Agreement by another 10 years by starting advance royalty payments or purchase full title ownership through additional payment of US$500,000. On December 1, 2023, the Company paid $204,705 (US$150,000) as a partial payment of the first cash payment which was due on execution of the SV Agreement. On December 18, 2023, the Company paid the remaining balance of $136,470 (US$100,000).

A summary of the commitments to be fulfilled on the acquisition is as follows:

	Cash payment	Exploration work	Shares
Closing	US$250,000(paid)	US$Nil	Nil
Six months after closing(1)	US$200,000 (accrued)	US$Nil	250,000
1st anniversary	US$Nil	US$100,000	500,000
2nd anniversary	US$1,050,000	US$150,000	500,000
3rd anniversary	US$1,150,000	US$250,000	750,000
4th anniversary	US$650,000	US$250,000	250,000
5th anniversary	US$700,000	US$250,000	250,000
TOTAL	**US$4,000,000**	**US$1,000,000**	**2,500,000**

(1) *As at May 31, 2024, the shares required to be issued on the six-month anniversary were recorded as an obligation to issue shares valued at $86,250, and $275,880 (US$200,000) cash payment was recorded as payable to SVP.*

El Picacho Project

On June 7, 2021, the Company signed a letter of commitment to purchase El Picacho Project from Recursos Millrock S. de R.L. de C.V. ("Millrock") a Mexican corporation. On signing of the letter of commitment the Company made an initial payment of $94,196 (US$78,000). On September 15, 2021, the Company entered into an assignment of option agreement with Millrock, which transferred to the Company the initial 5-year option to acquire El Picacho Project.

To acquire 100% interest in El Picacho Project, the Company is required to pay US$1,985,600 and an additional payment of US$60,000 will be required to gain surface rights to use the Picacho Ranch. Both payments are to be paid in series of instalments ending on April 1, 2026. Millrock is to retain a 2% NSR with option for the Company to purchase back 1%NSR for US$1,000,000. Upon full execution of the Option Agreement and completion of all cash payments, an Annual Advance Minimum Royalty ("AAMR") of US$25,000 will be paid to Millrock, doubling each year until the start of production. AAMR payments will be subtracted from royalty payments on commencement of production.

A summary of the commitments on El Picacho option agreement and surface rights is as follows:

	Option payment	Surface rights payment
Closing	US$5,000 (paid by Millrock)	US$6,000 (paid by Millrock)
Six months after closing	US$Nil	US$6,000 (paid)
1st anniversary	US$21,400 (paid)	US$6,000 (paid)
Six months after 1st anniversary	US$21,400 (paid)	US$6,000 (paid)
2nd anniversary	US$21,400 (paid)	US$6,000 (paid)
Six months after 2nd anniversary	US$21,400 (paid)	US$6,000 (paid)
3rd anniversary	US$250,000	US$6,000 (paid)
Six months after 3rd anniversary	US$Nil	US$6,000
4th anniversary	US$650,000	US$6,000
Six months after 4th anniversary	US$Nil	US$6,000
5th anniversary	US$1,000,000	US$6,000
TOTAL	**US$1,990,600**	**US$66,000**

Exploration Projects

Total costs incurred on exploration and evaluation assets ("E&E assets") are summarized as follows:

Period ended May 31, 2024	Pilar	El Picacho	Total
Acquisition costs			
Balance, August 31, 2023	**$ 2,640,000**	**$ 196,789**	**$ 2,836,789**
Cash and acquisition payments accrued	693,675	27,128	720,803
Shares issued	210,000	–	210,000
Shares to be issued	86,250	–	86,250
Balance, May 31, 2024	3,629,925	223,917	3,853,842
Deferred exploration expenditures			
Balance, August 31, 2023	**2,965,862**	**523,494**	**3,489,356**
Geologist fees and assays	646,358	46,471	692,829
Other exploration expenses	1,190	39,380	40,570
Balance, May 31, 2024	3,613,410	609,345	4,222,755
Total E&E assets, May 31, 2024	**$ 7,243,335**	**$ 833,262**	**$ 8,076,597**

Year ended August 31, 2023	Pilar	El Picacho	Total
Acquisition costs			
Balance, August 31, 2022	**$ 1,915,000**	**$ 135,687**	**$ 2,050,687**
Cash	75,000	61,102	136,102
Shares issued	650,000	–	650,000
Balance, August 31, 2023	2,640,000	196,789	2,836,789
Deferred exploration expenditures			
Balance, August 31, 2022	**2,116,564**	**153,177**	**2,269,741**
Geologist fees and assays	835,480	295,628	1,131,108
Other exploration expenses	13,818	74,689	88,507
Balance, August 31, 2023	2,965,862	523,494	3,489,356
Total E&E assets, August 31, 2023	**$ 5,605,862**	**$ 720,283**	**$ 6,326,145**

Pilar Gold Project

The Pilar Gold-Silver property has returned some of the regions best drill results. Coupled with encouraging gold and silver recovery results from metallurgical test work, Pilar Project is primed to be a potential near-term producer. Pilar is interpreted as a structurally controlled low-sulphidation epithermal system hosted in andesite rocks. Initially three primary zones of mineralization were identified on the original property from historic surface work and drilling and are referred to as the Main Zone, North Hill, and 4-T. The potential connection of some of these areas underground still in process of being verified. Each trend remains open to the southeast and north and new parallel zones have been discovered. Structural features and zones of mineralization within the structures follow an overall NW-SE trend of mineralization. Mineralization extends along a 1.2-km trend, with only half of that trend drill tested as of the date of this MD&A.

As of the date of this MD&A, over 23,000 meters of drilling has been completed. In 2023, a pilot heap leach test was completed with bulk sample extracted from surface. In October of 2023, the Pilar Gold Project was expanded from 105 hectares to 2,278 ha with the acquisition of adjacent claims. The expansion area hosts several prospective zones that have seen limited exploration to date. Initial surface sampling and mapping across the expansion area has begun to define a 3.3 by 1.5-kilometer trend with gold values up to 5.6 g/t Au and 1,225 g/t Ag. Closer to past drilling and recent placer mining activity rock samples have returned values up of to 7.3 g/t Au and 389 g/t Ag.

The Company plans to drill up to 7,000 meters at the Pilar Main Zone during the 2024 calendar year, of which 3,300 meters has been completed.

Project highlights include:

- 2019 and earlier : 15,000m of Historic Core & RC drilling. Highlights include:
  - 61.0m @ 0.8 g/t Au
  - 16.5m @ 53.5 g/t Au and 53 g/t Ag
  - 13.0m @ 9.6 g/t Au
  - 9.0m @ 10.2 g/t Au and 46 g/t Ag

- 2020 Phase I RC Drilling Highlights include (all lengths are drilled thicknesses):
  - 94.6m @ 1.6 g/t Au, including 9.2m @ 10.8 g/t Au and 38 g/t Ag
  - 41.2m @ 1.1 g/t Au, including 3.1m @ 6.0 g/t Au and 12 g/t Ag
  - 24.4m @ 2.5 g/t Au and 73 g/t Ag, including 1.5m @ 33.4 g/t Au and 1,090 g/t Ag

- 2021 Phase II RC Drilling Highlights include (all lengths are drilled thicknesses):
  - 39.7m @ 1.0 g/t Au, including 1.5m @ 14.6 g/t Au
  - 47.7m @ 0.7 g/t Au including 3m @ 5.6 g/t Au and 22 g/t Ag
  - 29m @ 0.7 g/t Au
  - 35.1m @ 0.7 g/t Au

- 2022 Phase III diamond Drilling Highlights include (all lengths are drilled thicknesses)
  - 116.9m @ 1.2 g/t Au, including 10.2m @ 12 g/t Au and 23 g/t Ag
  - 108.9m @ 0.8 g/t Au, including 9.4m @ 7.6 g/t Au and 5 g/t Ag
  - 63.4m @ 0.6 g/t Au and 11 g/t Ag, including 29.9m @ 0.9 g/t Au and 18 g/t Ag

- 2024 Phase IV RC Drilling Highlights include (all lengths are drilled thicknesses)
  - 56.4m @ 1.0 g/t Au, including 9.2m @ 5.3 g/t Au
  - 42.7m @ 1.0 g/t Au, including 3.1m @ 10.9 g/t Au
  - 152.5m @ 0.3 g/t Au and 3 g/t Ag, including 16.8m @ 0.8 g/t Au and 19 g/t Ag

Pilar Metallurgy Highlights

- 2021 Bottle Roll Results SGS (Durango) – Main Zone RC Drill Hole Composites (from JES-20-32, 94.6m at 1.6 g/t Au)
  - Sample 494801 – 1.15 g/t Au Head Grade, 91.6% Recovery of Au
  - Sample 494804 – 0.63 g/t Au Head Grade, 90.6% Recovery of Au

- 2022 Column Leach Study
  - Four (4) Column Leach Samples from Surface Trenches across Main Zone and 4T Trend
  - Head Grade Range: 0.4 g/t Au to 5.0 g/t Au*
  - Gold Recovery Range: 88.9% to 96.9%*

  **Important Note – Testing was completed by a local private producer and contractor based in Sonora, Mexico. The facility used to calculate head-grade and recovery is not a certified lab.*

- 2023 Diagnostic Leach Study
  - Five (5) composite samples were submitted to LTM (Hermosillo) for diagnostic leach study to determine the characteristics and mineral association of gold and silver
  - Diagnostic Leach Study Reports High-Percentage of Recoverable Gold and Silver (Au: 95 to 99%; Ag: 73 to 97%)
  - Head screen assays report high-grade gold and silver (2.7 to 24.9 g/t Au and 8.8 to 74.2 g/t Ag)
  - Gravity Concentrate Assays for Gold and Silver range from 35.6 to 290.3 g/t Au and 53 to 1,152 g/t Ag
  - Majority of Gold and Silver can be Recovered with Gravity Concentration and Agitated Cyanide Leach

- 2023 Bulk Sample

  - Over 1,400 tonnes of oxide-gold material were extracted from select areas exposed at surface across the project area, focusing on the Main Zone and 4-T Trends where preliminary column leach studies have returned promising head-grade and recovery results. Bulk Sample material was prepared for processing by heap-leach method at a private mining operation less than 25 kilometers to the west of Pilar. Information from the sample aims to provide a more detailed account of expected head-grade and recovery percentage of gold along with providing key information to optimize future production facilities.
  - Over 800 tonnes of material were processed through heap leach, an additional 350 tonnes of crushed material and 250 tonnes of raw-bulk sample are available for gravity recovery and later agitated leach testing.
  - The leaching process was active for 44 days, extracting gold and silver from over 800 tonnes of bulk sample material. Sampling of the Bulk Sample material was completed in May, (News Release, May 16, 2023) results from ALS (Hermosillo) provided an average grade of 1.9 g/t Au and 12.7 g/t Ag. An onsite laboratory was used to sample the pregnant and barren solution during the program with weekly duplicate samples sent to certified labs LTM (Hermosillo) and SGS (Durango).
  - Final bulk tests reported a 62% recovery of gold, achieved over 46-day leaching period. Final results indicated that recovery could be improved extending the leaching time.
  - 62% recovery of gold; head grade calculated at 1.9 g/t Au and 7 g/t Ag; extracted grade calculated at

1.2 g/t Au and 3 g/t Ag

- In addition to the bulk sample an Agitated Bottle Roll Test returned rapid and high recovery returning 80% recovery of gold and 94% recovery of silver after rapid 24-hour retention time (News Release August 22, 2023).
- Dore bar poured from first bulk sample material extracted from Pilar. The bar weighs 1.487 kilograms in total, with assays from local certified laboratory LTM returning 17.5% of gold and 69% of silver (News Release November 30, 2023).

El Picacho

El Picacho Gold-Silver Property is interpreted as an orogenic gold system within the regional Caborca Orogenic Gold Belt known for producing gold mines that include La Herradura and San Francisco. The project is 140 kilometers north of Hermosillo and totals 2,395.33 hectares. Six primary zones of mineralization have been identified across the property totaling over six kilometers of prospective trends. Surface sampling has identified high-grade gold and silver values. Surface geological and structural mapping has been completed by Tocvan in 2022 adding a new target area which was previously identified.

During the period ended November 30, 2023, the Company carried out a maiden drill program targeting the shallow targets defined at the San Ramon Prospect, an area approximately 500-meters by 500-meters in size where two extensive underground workings have returned high-grade gold with silver. San Ramon represents one prospect of currently seven prospect areas across the $24km^2$ property that are defined by artisanal underground workings (adits and shafts) that coincide with high grade gold and silver mineralization.

2023 El Picacho Project Highlights

- Surface Sampling, Mapping and Data Compilation Defining Key Target Areas

  - San Ramon Prospect – 500-meter trend, highlighted by two underground workings, up to 22 g/t Au (see news release September 13, 2022)
  - Murcielago Prospect – 450-meter trend, highlighted by 7.2 g/t Au, 36 g/t Ag and 4.4% Pb in silicified brecciated limestone (see news release July 6, 2022)
  - Jabali Prospect – 500-meter trend, highlighted by average sample grade of 3.2 g/t Au, up to 32 g/t Au
  - Initial drill targeting at San Ramon Prospect was completed in December of 2022, totaling 1,075.1-meters. (See news releases January 10, 2023 and January 17, 2023)
  - Drill results are highlighted by hole SRA-22-003 which returned 27.5-meters of 0.5 g/t Au, including 12.2m of 1.1 g/t Au and hole SRA-22-010 which returned 44.2-meters of 0.6 g/t Au, including 12.2m of 2.0 g/t Au.
  - Ongoing surface sampling returning values of gold up to 15.9 g/t Au and up to 31.7 g/t Ag along a well-defined mineralized trend, which extend for 1.6 km, in NW-SE direction along El Exito area.

Selected Annual Information

The Company is providing the following selected information with respect to the Company's audited consolidated financial statements for the last three fiscal years ended August 31, 2023, 2022 and 2021. The audited consolidated financial statements for these fiscal periods were prepared in accordance with International Financial Reporting Standards and are expressed in Canadian dollars.

Statement of Comprehensive Loss Data	**Year ended August 31, 2023**	**Year ended August 31, 2022**	**Year ended August 31, 2021**
	$	$	$
Total revenue	–	–	–
Operating expenses	(2,244,886)	(1,325,893)	(1,440,071)
Other gain/(loss)	484,398	(873,290)	–
Net loss and comprehensive loss	(1,760,488)	(2,199,183)	(1,440,071)
Basic and diluted loss per share	(0.05)	(0.07)	(0.05)

Balance Sheet Data	**As at August 31, 2023**	**As at August 31, 2022**	**As at August 31, 2021**
	$	$	$
Total assets	7,901,256	7,639,985	2,836,618
Total liabilities	3,621,129	4,052,562	82,388
Total equity	4,280,127	3,587,423	2,754,230

Results of Operations

Three Months ended May 31, 2024 and 2023

During the three-month period ended May 31, 2024, the Company incurred a net and comprehensive loss of $685,754 (2023 – $538,093). The operating expenses for the periods ended May 31, 2024 and 2023 were as follows:

Operating expenses	**Three months ended May 31, 2024**	**Three months ended May 31, 2023**
	$	$
Advertising and promotion	43,180	141,375
Audit and accounting	3,084	1,138
Consulting	302,096	46,461
Investor relations	6,136	–
Legal	21,789	11,989
Management fees	12,000	15,000
Meals and entertainment	–	4,380
Office and miscellaneous	12,074	10,101
Registration and transfer agent fees	15,271	15,543
Share-based compensation	8,106	140,336
Travel	4,340	8,738
Total operating expenses	**428,076**	**395,061**

The Company's operating expenses for the three-month period ended May 31, 2024, were $428,076 (2023 – $395,061). The increase in operating expenses was mainly due to an increase in consulting fees of $255,635 from $46,461 incurred during the three months ended May 31, 2023, to $302,096 incurred during the three months ended May 31, 2024; increase in legal fees of $9,800 from $11,989 to $21,789, increase in investor relations from $Nil to $6,136. These increases were in part offset by decreases in share-based compensation from $140,336 during the three months ended May 31, 2023, to $8,106 for the three months ended May 31, 2024; a decrease in advertising and promotions from $141,375 to $43,180 and a decrease in travel expenses from $8,738 to $4,340.

Decreased advertising and promotion expenses and other operating expenses were due to decreased corporate activities; consulting fees increased as a result of more consultants being contracted for the period; decreased share-based compensation resulted from timing of vesting periods for stock options granted to the Company's directors, officers, and consultants in the previous year, and no stock options granted during the three months ended May 31, 2024.

Other items for the three-month periods ended May 31, 2024 and 2023 included the following:

Other gain (loss)	**Three months ended May 31, 2024**	**Three months ended May 31, 2023**
	$	$
Foreign exchange gain (loss)	(34,045)	83,938
Interest expense	(4,143)	(8,558)
Realized loss on financial assets	(267,725)	(102,745)
Unrealized gain on financial assets	569,102	355,992
Unrealized loss on debenture payable	(165,621)	(394,103)
Unrealized loss on warrants payable	(355,246)	(77,556)
Other items	**(257,678)**	**(143,032)**

For the three-month period ended May 31, 2024, the Company recognized other losses of $257,678 (2023 – $143,032), which included $267,725 (2023 – $102,745) in realized loss in financial asset from revaluation of monthly Sorbie settlements received during the period as compared to their initial recognition; $165,621 (2023 – $394,103) in unrealized loss on debenture payable, which resulted from the revaluation of Sorbie convertible notes; $355,246 (2023 – $77,556) in unrealized loss on warrants payable from the revaluation of the warrants to their fair market value at May 31, 2024. These losses were in part offset by realized gain of $569,102 (2023 – $355,992) on the fair value valuation of financial assets.

Nine Months ended May 31, 2024 and 2023

During the nine-month period ended May 31, 2024, the Company incurred a net and comprehensive loss of $1,236,748 (2023 – $1,474,824). The operating expenses for the periods ended May 31, 2024 and 2023 were as follows:

Operating Expenses	**Nine months ended May 31, 2024**	**Nine months ended May 31, 2023**
	$	$
Advertising and promotion	130,707	$722,311
Audit and accounting	32,206	49,265
Consulting	530,096	113,249
Financing fee	–	3,675
Investor relations	6,136	–
Legal	47,722	44,185
Management fees	36,000	47,000
Meals and entertainment	959	15,882
Office and miscellaneous	36,036	25,739
Registration and transfer agent fees	47,256	46,768
Share-based compensation	287,350	621,924
Travel	17,808	30,023
Total operating expenses	**1,172,276**	**1,720,021**

The Company's operating expenses for the period were $1,172,276 (2023 – $1,720,021). The decrease in operating expenses was mainly due to a decrease in advertising and promotion expenses of $591,604 from $722,311 the Company incurred during the nine months ended May 31, 2023, to $130,707, which the Company incurred during the nine months ended May 31, 2024; a decrease in share-based compensation of $334,574 from $621,924 to $287,350 for the nine months ended May 31, 2024, decrease in audit and accounting fees of $17,059 from $49,265 for the nine months ended May 31, 2023, to $32,206 for the nine months ended May 31, 2024, decrease in meals and entertainment of $14,923 from $15,882 to $959, a decrease in management fees of $11,000 to $36,000 (2023 – $47,000) and a decrease in travel expenses of $12,215 to $17,808 (2023 – $30,023).

These decreases were in part offset by an increase in consulting fees of $416,847 from $113,249 for the nine months ended May 31, 2023, to $530,096 for the nine months ended May 31, 2024, an increase in office and miscellaneous expenses of $10,297 from $25,739 to $36,036 for the nine months ended May 31, 2024, an increase of $6,136 in investor relations from $Nil to $6,136, and an increase in regulatory fees from $46,768 to $47,256 for the nine months ended May 31, 2024.

Decreased advertising and promotion and other expenses were due to decreased corporate activities; consulting fees increased as a result of more consultants being contracted during the nine months ended May 31, 2024; decreased share-based compensation resulted from timing of vesting periods for stock options granted to the Company's directors, officers, and consultants in previous year, and no stock options granted during the nine months ended May 31, 2024.

Other items for the nine months ended May 31, 2024 and 2023, included the following:

Other gain (loss)	**Nine months ended May 31, 2024**	**Nine months ended May 31, 2023**
	$	$
Foreign exchange loss	(46,078)	(52,212)
Interest expense	(15,543)	(22,488)
Realized loss on financial assets	(800,800)	(420,026)
Unrealized gain on financial assets	790,433	308,015
Unrealized gain on debenture payable	447,008	–
Realized loss on debenture payable	(693,570)	–
Unrealized gain on warrants payable	254,078	431,908
Other items	**(64,472)**	**245,197**

In addition to the regular operating expenses, the Company recorded other loss of $64,472 (2023 – $245,197 gain), which included unrealized gain from the fair value valuation of warrants payable totaling $254,078 (2023 –$431,908), unrealized gain of $447,008 on revaluation of convertible notes (2023 – $Nil), unrealized gain of $790,433 on revaluation of present value of remaining monthly Sorbie settlements to be received (2023 – $308,015). These gains were offset by $800,800 realized loss on monthly settlements the Company received from Sorbie during the nine months ended May 31, 2024 (2023 – $Nil), and realized loss of $693,570 from conversion of 1,380 Sorbie Loan Notes and accrued interest of $6,458 to 1,699,964 common shares (2023 – $Nil).

Summary of Quarterly Results

The following sets out a summary of the Company's quarterly results for the eight most recently completed quarters. All periods listed below were prepared in accordance with International Financial Reporting Standards and are expressed in Canadian dollars.

Three months ended	May 31, 2024	February 29, 2024	November 30, 2023	August 31, 2023
	$	$	$	$
Total assets	10,185,517	7,837,602	8,028,433	7,901,256
Working capital (deficit)	(1,749,160)	(1,025,517)	(1,397,051)	(2,046,018)
Shareholders' equity	7,000,892	6,219,923	5,423,005	4,280,127
Comprehensive loss	685,754	407,458	143,536	285,664
Loss per share	0.01	0.01	0.00	0.01

Three months ended	May 31, 2023	February 28, 2023	November 30, 2022	August 31, 2022
	$	$	$	$
Total assets	8,447,220	7,680,935	7,586,863	7,639,985
Working capital (deficit)	(1,561,921)	(1,340,727)	1,484,068	(1,756,511)
Shareholders' equity	4,394,911	4,475,085	4,213,398	3,587,423
Comprehensive loss	538,093	590,943	345,788	837,237
Loss per share	0.01	0.02	0.01	0.02

Liquidity and Capital Resources

To date, the Company has not yet realized profitable operations and has relied on equity financing and trade credit to fund the losses. The Company does not have sufficient funds to satisfy its exploration expenditure plans for the current fiscal year and will be required to raise capital through the equity markets.

The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, or other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing.

		May 31, 2024		August 31, 2023
Working capital deficit	$	(1,749,160)	$	(2,046,018)
Deficit	$	7,000,892	$	6,769,646

At May 31, 2024, the Company had cash of $393,128 (2023 – $20,825) and a working capital deficit of $1,749,160 (2022 – $2,046,018). The working capital deficit decreased as a result of a decrease in fair value of convertible debenture from $1,958,304 at August 31, 2023, to $832,621 at May 31, 2024.

Cash Flow Analysis

During the period ended May 31, 2024, the Company used $1,178,458 (2023 – $936,215) to cover its operating activities. The cash was used to cover the Company's cash operating expenses of $884,926 (2023 – $1,041,309), which were determined as the Company's net loss of $1,236,748 (2023 – $1,474,824) adjusted for non-cash items of $351,822 (2023 – $433,515), to increase its receivables by $5,108 (2023 – $105,280 decrease), to increase its prepaids by $18,899 (2023 – $178,251 decrease), and to decrease its accounts payable and accrued liabilities by $298,390 (2023 – $45,238 increase). These uses of cash were in part offset by an increase to the amounts due to related parties of $28,865 (2023 – $223,675 decrease).

Net cash provided by financing activities during the period ended May 31, 2024, was $2,517,241 (2023 – $1,517,890). Of this amount $1,570,399 (2023 – $553,482) was generated on issuance of shares on closing of the non-brokered private placement financing net of cash share issuance costs, and $946,842 (2023 – $947,085) received from the Monthly Settlements with Sorbie. During the comparative period ended May 31, 2023, the Company received an additional $17,323 on exercise of options and warrants; the Company did not have similar sources of cash inflow during the nine months ended May 31, 2024.

Net cash used in investing activities during the period ended May 31, 2024, was $966,480 (2023 – $630,179) of this amount $341,175 (US$250,000) was paid to SVP in relation to the SV Agreement dated October 18, 2023, for Pilar land expansion, $75,000 was paid to Colibri as the last cash option payment to acquire 51% of the Pilar Project, $5,885 was paid to Colibri as part of an annual payment required to gain surface and mining rights on the Pilar Project and the balance was used for exploration–related expenditures.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be unable to continue operating. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

As at the date of this MD&A, the Company has sufficient funds to cover anticipated administrative expenses and continue to conduct exploration activities throughout the current fiscal year. It will continue to focus on actively exploring its mineral properties.

Sensitivity Analysis on Sorbie Transactions

The following table illustrates the impact of a 10 % increase and a 10% decrease in the Company's share price on the fair value of the financial assets and financial liabilities from Sorbie transactions:

Transactions	**Fair Market Value As at May 31, 2024**	**10% Share Price Increase**	**10% Share Price Decrease**
June '22 Sorbie Settlements	83,166	83,326	82,840
April '23 Sorbie Settlements	–	–	–
April '24 Sorbie Settlements	1,405,538	1,545,016	1,274,508
Warrants @$1.20	(54,275)	(78,338)	(35,474)
Warrants @$1.30	(22,836)	(33,428)	(14,690)
Warrants @$1.40	(18,072)	(26,807)	(11,453)
Warrants @$0.68	(77,402)	(93,629)	(62,293)
Warrants @$0.50	(1,028,979)	(1,192,464)	(871,115)
	287,140	**203,676**	**362,323**

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the nine-month periods ended May 31, 2024 and May 31, 2023 was as follows:

Description	May 31, 2024	May 31, 2023
Consulting fees	$ 9,000	$ –
Deferred exploration expenditures	249,520	174,974
Management fees	36,000	47,000
Share-based compensation	40,683	289,095
	$ 335,203	**$ 511,069**

Related party balances

At May 31, 2024, $13,500 (2023 – $54,143) was owed to the Company's CEO and a company controlled by the CEO including $7,643 owed for reimbursable expenditures covering office and miscellaneous travel-related expenses. During the nine-month period ended May 31, 2024, the Company incurred $36,000 in management fees to the CEO (2023 - $36,000), including $9,000 in deferred exploration expenditures with a company controlled by the CEO (2023 - $9,000).

At May 31, 2024, $624,943 was owed to a company controlled by a director of the Company (2023 – $225,359). During the nine-month period ended May 31, 2024, the Company incurred $240,520 in deferred exploration expenditures with the company controlled by the director of the Company (2023 – $165,974).

At May 31, 2024, $Nil (2023 – $Nil) was owed to the CFO of the Company. During the nine-month period ended May 31, 2024, the Company incurred $9,000 in consulting fees to the CFO (2023 – $9,000, which were recorded as part of management fees).

All amounts due to related parties are unsecured, non-interest bearing, and with no fixed repayment terms.

Changes in Accounting Policies

The accounting policies set out below and in the Company's consolidated financial statements for the year ended August 31, 2023, have been applied consistently to all periods presented in the condensed interim consolidated financial statements.

Material Accounting Policies

The condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, the condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The functional currency of the Company is the Canadian dollar. The functional currency of Burgencio is also the Canadian dollar, which is determined to be the currency of the primary economic environment in which Burgencio operates. All amounts in the consolidated financial statements are expressed in Canadian dollars, the Company's reporting currency.

All significant accounting policies adopted by the Company have been described in Note 2 to the consolidated financial statements for the year ended August 31, 2023.

Financial Instruments

Fair Values

The Company's financial instruments consist of cash, GST, VAT and other receivable, accounts payable and accrued liabilities and amounts due to related parties. The fair values of these financial instruments approximate their carrying values because of their current nature. Financial assets at fair value through profit and loss are revalued at each reporting date based on the three levels of a fair value hierarchy.

The following table summarizes the carrying values of the Company's financial instruments:

	May 31, 2024	August 31, 2023
Financial assets at amortized cost (i)	$ 537,130	$ 155,684
Financial assets at fair value through profit and loss (ii)	$ 1,488,704	$ 1,355,240
Financial liabilities at amortized cost (iii)	$ 1,150,442	$ 885,390
Financial liabilities at fair value through profit and loss (iv)	$ 2,034,184	$ 2,735,739

(i) *Cash and amounts receivable*
(ii) *Monthly Settlements resulting from Sorbie Transactions*
(iii) *Due to related parties, accounts payable and accrued liabilities*
(iv) *Sorbie Notes, and warrants payable issued to Sorbie as a result of Sorbie Transactions*

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, which is held with a high credit quality financial institution and GST receivable from the Government of Canada and amounts due from a related party. As such the Company's credit risk exposure is minimal.

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 manages liquidity risk through the management of its capital structure and financial leverage as outlined above.

The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuances when required. The Sorbie Notes mature on June 28, 2025, however, Sorbie may convert to shares at any time. The warrants payable can only be settled in shares. The Company's other financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company has financial risk arising from fluctuations in foreign exchange rates as the Company, through its wholly owned subsidiary, does own foreign currency denominated financial assets and liabilities.

Interest Rate Risk

Interest rate risk is the risk that arises from fluctuating interest rates. The Company is not exposed to significant interest rate risk.

Equity Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals and the stock market to determine the appropriate course of action to be taken by the Company. The Company has exposure to equity price risk since the settlement amounts from Sorbie transactions are affected by the movement of the Company's share price. Marketable securities (Cascade Shares) and dividends payable, however, will have no price risk impact as the securities have been distributed to its shareholders before the fiscal year-end.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at May 31, 2024.

Additional Disclosure for Venture Issuers without Significant Revenue

Please refer to Note 3 in the condensed interim consolidated financial statements for the nine months ended May 31, 2024 and 2023, for a description of the capitalized exploration and development costs on the Pilar and El Picacho Properties. For a description of the general and administrative expenses, please refer to the statement of comprehensive loss contained in the condensed interim consolidated financial statements for the nine months ended May 31, 2024 and 2023.

Outstanding Share Data

The following table summarizes the outstanding share capital as of the date of the MD&A:

	Number of shares issued or issuable
Common shares	51,222,019
Stock options	3,162,500
Warrants	17,480,734
Total	71,865,253

Business Risks

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks, but the Company is not fully insured against all risks, nor are all such risks insurable.

- Financial risks include commodity prices, interest rates and the Canada/United States/Mexico exchange rates, all of which are beyond the Company's control.

- Inflation and other economic factors beyond the Company's control may cause an increase in costs and expenses, resulting in the Company being unable to complete its objectives with its currently available funds, if at all, which may have an adverse impact on the Company's operations.

- Regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to acquire and maintain its exchange listing.

- The Company currently does not have adequate cash for planned exploration expenditures and general and administrative expenses in the next fiscal year and will require financing in the future to continue in business. There can be no assurance that such financing will be available or, if available, that it will be on reasonable terms. If financing is obtained by issuing common shares from treasury, control of the Company may change and investors may suffer additional dilution. To the extent financing is not available, lease payments, work commitments, rental payments and option payments, if any, may not be satisfied and could result in a loss of property ownership or earning opportunities for the Company.

Internal Controls over Financial Reporting

Management has designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Lack of optimal segregation of duties has been observed due to the relatively small size of the Company, but management believes that these weaknesses have been adequately mitigated through management and director oversight.

Management's Responsibility for Financial Statements

The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the interim condensed financial statements.

Further Information

Additional information relating to the Company can be found on SEDAR+ at www.sedarplus.ca.