



**MONGOOSE**  
MINING LTD

**Management's Discussion and Analysis**

For the three and nine months ended September 30, 2023  
(in Canadian Dollars)

## **Mongoose Mining Ltd.**

Management's Discussion and Analysis

For the three and nine months ended September 30, 2023

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*Dated: November 22, 2023*

### **General**

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed interim consolidated financial statements and notes thereto of Mongoose Mining Ltd. ("Mongoose" or the "Company") for the three and nine months ended September 30, 2023, which are available under the Company's profile on [www.sedarplus.ca](http://www.sedarplus.ca).

All currency amounts in this MD&A are in Canadian dollars, unless otherwise indicated.

This MD&A contains forward-looking information.

### **Company Overview**

The Company is a mineral acquisition and exploration company with mineral rights in eastern Canada. The Company is principally focused on the exploration and evaluation of Iron-Oxide Copper Gold Cobalt ("IOCG") deposits in the Cobequid Highlands of central Nova Scotia. Additionally, the Company holds a gold exploration property in New Brunswick. As at the date of this MD&A, the Company had not yet determined whether its mineral interests involve potential that is economically recoverable.

The Company was incorporated on January 16, 2019 under the laws of the province of British Columbia. Effective August 12, 2022, the Company was continued to the laws of the province of Ontario under the Business Corporations Act (Ontario). The Company's registered address is 55 University Ave., Suite 1805, Toronto, Ontario, M5J 2H7.

On November 28, 2019, the Company completed its Initial Public Offering and commenced trading on the Canadian Securities Exchange under symbol "MNG".

On November 10, 2021, Mongoose completed a reverse takeover transaction (the "RTO") with Spark Minerals Inc. ("Spark"), a mineral exploration company with mineral rights in eastern Canada, whereby each Spark common share was exchanged for one post-consolidation share of Mongoose. Concurrent with completion of the RTO, Mongoose consolidated its common shares based on one post-consolidation common share for every 2.85 pre-consolidation common share. The RTO also included a concurrent equity private placement of 3,651,001 post-consolidation common shares, providing approximately \$1 million in equity. While Mongoose is the legal parent of the resulting issuer, Spark was considered the acquirer for accounting purposes, as the former shareholders of Spark owned a majority interest in the resulting issuer on completion of the RTO. Following the RTO, Mongoose carries on the business of Spark.

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### **Operations**

The Company, through its subsidiary Spark, is principally focused on the exploration and development of IOCG deposits in the Cobequid Highlands of central Nova Scotia (referred to herein as the "Property"). The Cobequid-Chedabucto Fault Zone ("CCFZ") is a large crustal fault system within the Cobequid Highlands.

The Property currently consists of 54 Licences in Nova Scotia containing 918 claims (14,871 hectares). Separately, the Company also holds 4 Licences in New Brunswick containing 80 claims (1,798 hectares) considered prospective for gold. All of the Company's Licences in Nova Scotia and New Brunswick are in good standing.

In 2007, Minotaur Exploration Limited ("Minotaur") identified the CCFZ and associated iron oxide deposits as an IOCG style system. Minotaur completed extensive work programs including regional gravity, VTEM, magnetic and geochemical surveys and successfully identified high-priority drill targets. Due to the impact caused by the 2008 financial crisis, Minotaur ceased exploration activities on the Property, leaving these targets yet to be drilled.

Building on a foundation of Minotaur's work, Mongoose has applied data from recent Nano Spectral Advanced Exploration Geophysics (new satellite technology) that further outlined anomalies believed to be subsurface gold and copper mineralized bodies. This work resulted in the generation of numerous new targets on the Property and an assessment of targets identified by Minotaur.

Additionally, utilizing a compilation of historical reports and Artificial Intelligence (AI) algorithms/machine learning from Mercator Geological Services, the Mongoose exploration team was able to generate new targets and to assess targets provided by Minotaur.

The (IOCG) model hosts a diverse suite of elements included in Canada's Critical Minerals Strategy (intended to boost the supply of critical minerals to grow domestic and global value chains for the green and digital economy), including various combinations of Cu, Gold, REE, F, P, Mo, Ag, Ba, Co and Ni. The principal characteristic features are hydrothermal ore styles, strong structural controls, and abundant Fe oxides with an Fe/Ti relationship. Recent drilling results demonstrate many of the characteristics for a potential IOCG discovery.

### **Recent Activities**

The Company was recently successful in being awarded two grants worth \$122,000 in total from the Nova Scotia Minerals Resources Development Fund to perform a UAV magnetic survey at Bass River and diamond drilling at Mt. Thom.

During the Month of October, EarthEx Geophysical Solutions Inc. completed the fieldwork for the magnetic survey at Bass River and are now working on interpreting the data. Results are expected before year end. Follow-up geophysics should be performed to better define the magnetic anomaly that follows the cobalt trend in that area. Field work prospecting and mapping is ongoing for the rest of the Nova Scotia claims.

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Permits have been filed with the Nova Scotia government for the drilling program at Mt. Thom. The company expects to start this work in late November. The IOCG-style copper/cobalt mineralization needs drilling to determine the extent of the known mineralization. With the discovery of the large-scale gravity anomaly adjacent to the known mineralized zone the drilling of this target needs to be completed to determine that the gravity anomaly may be a mineralized body.

In New Brunswick, follow-up exploration and mapping will target the previous known gold locations on the Sheba property. Follow-up ground field work of the new magnetic survey data will also be a priority.

### **Royalties, Advance Royalty Payments and Conditions**

The Bass River, Londonderry and East Folly Mountain IOCG Project and Sheba claims have a 2% royalty attached to them, with no buy-back clause, for the benefit of Technology Metals Inc., Gravel Developments Inc., and John Shurko Inc. The Mt. Thom claims have a 1.5% royalty attached to them, for the benefit of Ryan Kult, who is arms length to the Company.

### **Qualified Person**

Terence F. Coughlan, P.Geo, the Company's Chief Executive Officer and a Qualified Person as defined by National Instrument 43-101, has reviewed and approved the scientific and technical information in this MD&A.

### **Results of Operations**

During the three and nine months ended September 30, 2023, the Company recorded no revenue and was focused on its mineral exploration and evaluation activities in Nova Scotia and New Brunswick.

During the three months ended September 30, 2023, the Company recorded a net loss of (\$21,857), which included non-cash share-based compensation of (\$6,824). During the same three month period in the previous year, the Company reported a consolidated net loss of \$35,393, which included other income of \$31,537 related to the reversal of flow-through share premium liability and non-cash share-based compensation of \$31,012.

During the nine months ended September 30, 2023, the Company recorded a net loss of (\$119,697), which included non-cash share-based compensation of (\$30,859). During the same nine month period in the previous year, the Company reported a consolidated net loss of (\$161,839), which included other income of \$105,763 related to the reversal of flow-through share premium liability and non-cash share-based compensation of \$55,191.

During the nine months ended September 30, 2023, the Company invested \$69,799 in its mineral properties and received \$24,000 of exploration incentive grants.

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#### Summary of Quarterly Results

Expressed in \$000's, Except for per share amounts	Sept 30 2023 \$	June 30 2023 \$	March 31 2023 \$	Dec. 31 2022 \$	Sept 30 2022 \$	June 30 2022 \$	March 31 2022 \$	Dec. 31 2021 \$
Net (loss) income	(25)	(41)	(57)	(15)	(35)	(65)	(65)	(931)
Net (loss) income per share								
- basic and diluted	(0.001)	(0.001)	(0.002)	(0.001)	(0.001)	(0.002)	(0.002)	(0.040)
Total assets	1,512	1,530	1,545	1,613	1,618	1,707	1,665	1,791

#### Liquidity and Capital Resources

As at September 30, 2023, the Company had \$16,391 of cash and a working capital deficit of (233,069).

#### Share Capital

As at September 30, 2023 and the date of this MD&A, the Company had 32,150,295 common shares outstanding. Of these, 9,868,500 common shares held by related parties of Spark were subject to escrow at September 30, 2023, 3,289,500 of which will be released every nine months, with the next scheduled release date being November 19, 2023.

As at September 30, 2023 and the date of this MD&A, the Company had 1,585,544 stock options outstanding, of which 325,544 options are exercisable at \$0.285 until November 17, 2024, 360,000 options are exercisable at \$0.05 until September 30, 2025 and 900,000 options are exercisable at \$0.30 until June 1, 2027.

As at September 30, 2023 and the date of this MD&A, the Company had 2,500,000 warrants outstanding, each exercisable at \$0.25 until December 30, 2023.

#### Off-Balance Sheet Arrangements

The Company is not party to any off-balance sheet arrangements.

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#### Related Party Transactions

The following amounts were due to related parties as at September 30, 2023 and December 31, 2022. The balances are non-interest bearing, unsecured and have no fixed terms of repayment.

	September 30, 2023	December 31, 2022
	\$	\$
21Alpha	8,740	10,740
2501023 NS Ltd.	82,800	62,100
Cambridge Financial Services	58,771	58,771
Technology Metals Inc.	41,250	41,250
	<u>191,561</u>	<u>172,861</u>

During the nine months ended September 30, 2023, 2501023 NS Ltd., a company controlled by an officer and director of the Company, provided the Company \$18,000 of management and geological services (2022 - \$54,000). Of these services, \$9,000 (2022 - \$27,000) was capitalized as exploration and evaluation expenditures.

During the nine months ended September 30, 2023, Cambridge Financial Services, a company controlled by a director of the Company, provided the Company \$Nil of management services (2022 - \$14,000).

During the nine months ended September 30, 2023, Cambridge Financial Services also provided the Company \$Nil of financial administration services (2022 - \$46,920).

During the nine months ended September 30, 2023, John Shurko Inc., an entity affiliated with 21Alpha, a significant shareholder of the Company, provided the Company \$40,000 of geological services (2022 - \$45,000). These services were capitalized as exploration and evaluation expenditures.

#### Trends

The Company is a mineral exploration company, focused on the exploration and acquisition of mineral exploration properties.

The Company's future performance and financial success is largely dependent on whether the Company can discover mineralization and the economic viability of developing the Company's properties. The Company has not produced any revenues to date. The sales value of any minerals discovered by the Company is dependent on several factors that are not within the Company's control, such as the market value of the commodities produced.

Global economic conditions at this time are volatile and the Company foresees this to continue, reflecting ongoing concerns over the global economy. There are also uncertainties regarding commodity prices and the availability of financing for the purpose of exploration and development. The Company's future performance is connected to the development of its current assets and the

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overall global financial market. The Company strategy to mitigate this risk is to seek out prospective resource properties to acquire while monitoring the global economy.

Apart from these and risks disclosed in the Company's financial statements, the Company is not aware of any trends, commitments, events or uncertainties that would have a material impact on the Company's business, financial condition or operations.

### **Critical Accounting Judgements, Estimates and Policies**

The Company's critical accounting judgements, estimates and policies are described in notes 2 and 3 of its annual consolidated financial statements for the year ended December 31, 2022. Certain accounting policies are identified as critical because they require management to make judgements and estimates based on conditions and assumptions that are inherently uncertain, and because the estimates are of material magnitude to revenue, expenses, funds flow from operations, income or loss and/or other important financial results. These accounting policies could result in materially different results should the underlying conditions change or the assumptions prove incorrect.

Critical accounting estimates are those requiring management to make particularly subjective or complex judgements about inherently uncertain matters. Estimates and underlying assumptions are reviewed on an ongoing basis and any revisions to accounting estimates are recognized in the same period.

Management's assumptions are based on factors that, in management's opinion, are relevant and appropriate, and may change over time as operating conditions change.

### **Additional Information**

Additional information regarding the Company is available under the Company's profile on [www.sedarplus.ca](http://www.sedarplus.ca), including the audited annual consolidated financial statements for the year ended December 31, 2022 and the unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2023.

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#### **Forward-Looking Statements**

This document contains certain forward-looking statements. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could influence actual results or events and cause them to differ materially from those stated, anticipated or implied. Such forward-looking statements necessarily involve risks including, without limitation, those associated with mining exploration, property development, production, marketing and transportation, such as loss of markets, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, production declines, health, safety and environmental risks, competition from other producers and the ability to access sufficient capital from internal and external sources. Forward-looking information typically includes statements with words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "propose", "project", or similar words suggesting future outcomes. The Company cautions readers and prospective investors in the Company's securities not to place undue reliance on forward-looking information as, by its nature, it is based on current expectations regarding future events that involve a number of assumptions, inherent risks and uncertainties, which could cause actual results to differ materially from those anticipated by the Company.

Forward-looking information typically involves substantial known and unknown risks and uncertainties, certain of which are beyond the Company's control. Such risks and uncertainties include, without limitation: financial risk of marketing reserves at an acceptable price given market conditions; volatility in market prices; delays in business operations; the risk of carrying out operations with minimal environmental impact; industry conditions including changes in laws and regulations including the adoption of new environmental laws and regulations and changes in how they are interpreted and enforced; uncertainties associated with estimating gold reserves; risks and uncertainties related to oil and gas interests and operations on aboriginal lands; economic risk of finding and producing reserves at a reasonable cost; uncertainties associated with partner plans and approvals; operational matters related to non-operated properties; increased competition for, among other things, capital, acquisitions of reserves and undeveloped lands; competition for and availability of qualified personnel or management; incorrect assessments of the value of acquisitions and exploration and development programs; unexpected geological, technical, drilling, construction, processing and transportation problems; availability of insurance; fluctuations in foreign exchange and interest rates; stock market volatility; general economic, market and business conditions; uncertainties associated with regulatory approvals; uncertainty of government policy changes; uncertainties associated with credit facilities and counterparty credit risk; changes in income tax laws; and other factors, many of which are outside the Company's control. The Company's actual results, performance or achievements could, therefore, differ materially from those expressed in, or implied by, these forward-looking estimates and whether or not any such actual results, performance or achievements transpire or occur, there can be no certainty as to what benefits or detriments the Company will derive therefrom.

The forward-looking information included herein is expressly qualified in its entirety by this cautionary statement. It is made as of the date hereof and the Company assumes no obligation to update or revise any forward-looking information to reflect new events or circumstances, except as required by law.



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### **Corporate Information**

#### **BOARD OF DIRECTORS**

**Matthew Allas**

Toronto, Ontario

**Terence Coughlan**

Dartmouth, Nova Scotia

**Steve Cummings**

Bedford, Nova Scotia

**John van Driesum**

Victoria, British Columbia

**John Allan**

St. John's, Newfoundland and Labrador

**Gerasimos Sklavounos Jr.**

Montreal, Quebec

**David Alward**

Riceville, New Brunswick

#### **OFFICERS**

**Terence Coughlan**

Chief Executive Officer

**Richard Pinkerton**

Chief Financial Officer

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#### **HEAD OFFICE**

55 University Ave., Suite 1805

Toronto, Ontario

M5J 2H7

#### **AUDITOR**

McGovern Hurley LLP

Toronto, Ontario

#### **LEGAL COUNSEL**

Fogler, Rubinoff LLP

Toronto, Ontario