GOLDEN SHIELD RESOURCES INC.

Management's Discussion and Analysis

For the years ended July 31, 2023 and 2022

(Expressed in Canadian dollars)

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") of Golden Shield Resources Inc. (the "Company") supplements but does not form part of the consolidated financial statements and the notes thereto for the years ended July 31, 2023 and 2022 (collectively referred to hereafter as the "financial statements").

The financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. Other information contained in this document has been prepared by management and is consistent with the information contained in the financial statements.

The Company's certifying officers are responsible for ensuring that the financial statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated, or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the financial statements together with the other financial information included in the filings fairly present, in all material respects, the financial condition, financial performance and cash flows of the Company as of the date of, and for the periods presented in the filings.

In this MD&A, the words "we", "us", or "our", collectively refer to Golden Shield Resources Inc. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The years ended July 31, 2023 2022, and 2021 are referred to as "FY 2023", "FY 2022", and "FY 2021" respectively. All amounts are presented in Canadian dollars, the Company's functional and presentation currency, unless otherwise stated. References to "$" are to Canadian dollars and references to "US$" are to United States dollars.

The Company's Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approves the financial statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee, which meets periodically to review all financial reports, prior to filing.

The following MD&A has been prepared by management, in accordance with the requirements of NI 51-102 as of November 22, 2023.

TECHNICAL DISCLOSURES

All scientific and technical information in this MD&A has been reviewed and approved by Mr. Leo Hathaway, P Geo., Executive Chair of the Company. Mr. Hathaway is a qualified person for the purposes of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101"). Mr. Hathaway has verified the sampling, analytical, including its quality assurance and quality control procedures, and analytical results underlying the information or opinions contained herein by reviewing original data certificates or reviewing the data collection protocols. For additional information regarding the Company's Marudi Gold Project, please see the technical reports entitled "Independent Technical Report for the Marudi Gold Project, Rupununi Mining District, Guyana" dated effective March 31, 2021 and revised on November 10, 2021 on the Company's profile at www.sedarplus.ca.

The Historical Resource Estimate at the Marudi Gold Project referred to below, was reported by G. Mosher, P. Geo., 2018. "Marudi Property Mazoa Hill Mineral Resource Estimate", NI 43-101 technical report prepared for Guyana Goldstrike Inc.

The Historical Resource Estimate was based on the following assumptions: (a) open pit resources were stated as contained within a conceptual open pit above a 0.50 g/t Au cut-off; (b) pit constraints were based on an assumed gold price of US$1,500/oz., mining cost of US$2.30/t and processing cost of US$16.80/t; (c) assay grades were capped at 30 g/t Au; (d) mineral resource tonnage and contained metal were rounded to reflect the accuracy of the estimate, and numbers may not add due to rounding; (e) mineral resource tonnage and grades were reported as undiluted; and (f) contained Au ounces are in-situ and did not include recovery losses.

TECHNICAL DISCLOSURES (continued)

Readers are cautioned that the Historical Resource Estimate is considered historical in nature and as such is based on prior data and reports prepared by a previous property owner. A qualified person has not done sufficient work to classify the Historical Resource Estimate as a current resource and the Company is not treating the Historical Resource Estimate as a current resource. Significant data compilation, re-drilling, re-sampling and data verification may be required by a qualified person before the Historical Resource Estimate can be classified as a current resource. There can be no assurance that the historical mineral resource, in-whole or in part, will ever become economically viable. In addition, mineral resources are not mineral reserves and do not have demonstrated economic viability. Even if classified as a current resource, there is no certainty as to whether further exploration will result in any inferred mineral resources being upgraded to an indicated or measured mineral resource category.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this document constitute forward-looking information under applicable securities legislation. Forward-looking information typically contains statements with words such as "anticipate", "believe", "estimate", "will", "expect", "plan", "intend", or similar words suggesting future outcomes or an outlook. Forward-looking information in this document includes, but is not limited to:

- our business plan and investment strategy; and
- general business strategies and objectives.

Such forward-looking information is based on a number of assumptions which may prove to be incorrect. Assumptions have been made with respect to the following matters, in addition to any other assumptions identified in this document which includes, but is not limited to:

- taxes and capital, operating, general & administrative and other costs;
- general business, economic and market conditions;
- the ability of the Company to obtain the required capital to finance its investment strategy and meet its commitments and financial obligations;
- the ability of the Company to obtain services and personnel in a timely manner and at an acceptable cost to carry out activities; and
- the timely receipt of required regulatory approvals.

Although the Company believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on them as there can be no assurance that such expectations will prove to be correct. Forward-looking information is based on expectations, estimates and projections that involve a number of risks and uncertainties which could cause actual results to differ materially than anticipated and described in the forward-looking information.

The material risks and uncertainties include, but are not limited to:

- meeting current and future commitments and obligations;
- general business, economic and market conditions;
- the uncertainty of estimates and projections relating to future costs and expenses;
- changes in, or in the interpretation of, laws, regulations or policies;
- the ability to obtain required regulatory approvals in a timely manner;
- the outcome of existing and potential lawsuits, regulatory actions, audits, and assessments; and
- other risks and uncertainties described elsewhere in this document.

The foregoing list of risks is not exhaustive. For more information relating to risks, see the section titled "Risk Factors" herein. The forward-looking information contained in this document is made as of the date hereof and, except as required by applicable securities law, the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise.

(Expressed in Canadian dollars, except where noted)

BUSINESS OVERVIEW

a) Nature of operations

The Company was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on January 29, 2018. The Company completed a reverse takeover transaction on February 15, 2022, as further described below. The Company is in the business of acquiring, exploring, and developing mineral properties, primarily those containing gold and associated base and precious metals. The Company is listed on the Canadian Securities Exchange ("CSE") under the stock symbol "GSRI".

b) Reverse takeover

Virgin Gold Corp. ("Virgin Gold") was incorporated under the Business Corporations Act (British Columbia) on November 27, 2020.

On April 19, 2021, the Company entered into a definitive agreement with Virgin Gold, pursuant to which the Company will acquire all of the issued and outstanding shares of Virgin Gold (the "Transaction"). The Transaction was completed by way of a three-cornered amalgamation under the Business Corporations Act (British Columbia), whereby Virgin Gold amalgamated with 1294320 B.C. Ltd., a wholly owned subsidiary of the Company (the "Amalgamation").

Pursuant to the Transaction on February 15, 2022, Virgin Gold completed the Amalgamation with 1294320 B.C. Ltd. under the Business Corporations Act (British Columbia) to form 1348135 B.C. Ltd., a wholly owned subsidiary of the Company. In connection with the Transaction, the Company changed its name to "Golden Shield Resources Inc." As part of the Amalgamation, shareholders of Virgin Gold exchanged their shares of Golden Shield Resources Inc. on a one-to-one basis, which resulted in the reverse takeover of the Company.

For accounting purposes, Virgin Gold is treated as the accounting acquirer (legal subsidiary). As Virgin Gold was deemed to be the acquirer for accounting purposes, its assets, liabilities, and operations since incorporation are included in the financial statements at their historical carrying values. The Company's results of operations are included from the date of the Transaction on February 15, 2022.

Effective February 15, 2022, any unexercised stock options and warrants of the Company were cancelled. Prior to closing of the Transaction, the Company consolidated its common shares on a two to one basis. As a result, all information relating to basic and diluted loss per share, issued, and outstanding common shares, and per share amounts in the financial statements have been restated retroactively to reflect the share consolidation.

SUMMARY OF QUARTERLY RESULTS

A summary of the Company's quarterly results is as follows:

	Q4 2023	Q3 2023	Q2 2023	Q1 2023
	$	$	$	$
Net loss and comprehensive loss	**2,785,793**	1,352,664	1,267,168	2,417,009
Basic and diluted loss per common share	**(0.04)**	0.03	0.03	0.06

	Q4 2022	Q3 2022	Q2 2022	Q1 2022
	$	$	$	$
Net loss and comprehensive loss	1,865,658	4,254,516	1,998,182	1,453,047
Basic and diluted loss per common share	0.06	0.15	0.10	0.08

All the Company's exploration and evaluation assets are in the exploration stage. The Company has not had revenue from inception and does not expect to have revenue in the near future. The Company's operating results are not seasonal in nature and have been mainly due to the amount of exploration activities in each quarter, except for Q3 2022 where the Company incurred $2,922,312 listing expense as a result of the reverse takeover and impairments of exploration and evaluation assets in Q4 2023 and Q3 2022 of $1,208,769 and $122,201 respectively.

(Expressed in Canadian dollars, except where noted)

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

The following financial data is derived from the Company's financial statements:

	FY 2023	FY 2022	FY 2021
	$	$	$
Exploration and evaluation assets	**1,538,739**	2,288,739	50,000
Land option deposit	**-**	-	154,520
Total assets	**5,935,076**	8,454,174	773,068
Total liabilities	**183,305**	234,309	282,703
Working capital surplus	**3,503,872**	5,931,126	285,845

The Company has earned no revenue and made no distributions or cash dividends to date.

A summary of the Company's results of operations for the three months ended and years ended July 31, 2023 and 2022 is as follows:

	Q4 2023	Q4 2022	**FY 2023**	FY 2022
Operating expenses	**$**	$	**$**	$
Bank fees	**962**	1,220	**5,433**	5,620
Consulting fees	**99,500**	48,021	**178,450**	135,394
Director and management fees	**19,451**	23,501	**88,629**	76,001
Exploration and evaluation expenditures	**833,897**	1,048,274	**4,039,890**	4,229,660
Filing fees	**13,900**	33,663	**59,140**	102,794
General and administrative	**67,472**	51,155	**206,587**	226,495
Insurance	**26,965**	16,892	**101,635**	145,924
Marketing	**61,034**	223,451	**384,325**	494,368
Professional fees	**128,014**	14,028	**279,943**	375,689
Share-based compensation	**297,679**	390,628	**1,182,258**	716,152
	1,548,874	1,850,833	**6,526,290**	6,508,097
Other income (expenses)				
Change in fair value of securities held for trading	**(2,500)**	10,000	**(7,500)**	(7,500)
Foreign exchange loss	**(25,650)**	(9,825)	**(80,075)**	(11,293)
Impairment of exploration and evaluation assets	**(1,208,769)**	-	**(1,208,769)**	(122,201)
Listing expense	**-**	(15,000)	**-**	(2,922,312)
Net loss and comprehensive loss	**(2,785,793)**	(1,865,658)	**(7,822,634)**	(9,571,403)
Net loss per share:				
Basic and diluted	**(0.04)**	(0.06)	**(0.16)**	(0.39)
Weighted average number of shares:				
Basic and diluted	**66,028,720**	32,582,790	**49,645,158**	24,479,031

Three months ended July 31, 2023 and 2022:

The Company reported a net loss and comprehensive loss of $2,785,793 compared to $1,865,658 in the prior year comparable period. The primary drivers of this increase in net loss were as follows:

- Professional fees increased to $128,014 compared to $14,028 in the prior year comparable period due to costs associated with the audit of FY 2023 compared to when the Company was a private entity in the prior year comparable period.
- Impairment of exploration and evaluation assets increased to $1,208,769 compared to $nil in the prior year comparable period due to impairment of the Arakaka and Fish Creek Projects in the current period.

(Expressed in Canadian dollars, except where noted)

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS (continued)

Partially offsetting the increase in net loss and comprehensive loss were decreases to expenses as follows:

- Exploration and evaluation expenditures decreased to $833,897 compared to $1,048,274 in the prior year comparable period due to decreased exploration and evaluation activities conducted on the Arakaka and Fish Creek Projects as a result of the impairment of the assets during the current period.
- Filing fees decreased to $13,900 compared to $33,663 in the prior year comparable period due to additional filing activities to support the Transaction in the prior year comparable period.
- Marketing decreased to $61,034 compared to $223,451 in the prior year comparable period due to increased investor relations activities including news releases, conferences, and brand awareness associated with private placements in the prior year comparable period.

Years ended July 31, 2023 and 2022:

The Company reported a net loss and comprehensive loss of $7,822,634 compared to $9,571,403 in the prior year comparable period. The primary drivers of this decrease in net loss and comprehensive loss were as follows:

- Filing fees decreased to $59,140 compared to $102,794 in the prior year comparable period due to additional filing activities to support the Company post Transaction in the prior year.
- Professional fees decreased to $279,943 compared to $375,689 in the prior year comparable period due to legal costs associated with the Transaction in the prior year.
- Listing expense decreased to $nil compared to $2,922,312 in the prior year comparable period due to the Transaction in the prior year.
- Exploration and evaluation expenditures decreased to $4,039,890 compared to $4,229,660 in the prior year comparable period due to decreased exploration and evaluation activities conducted on the Marudi and Arakaka Projects during the current period.
- Marketing decreased to $384,325 compared to $494,368 in the prior year comparable period due to decreased investor relations activities associated with the private placement in the current period.

Partially offsetting the decrease in net loss and comprehensive loss were increases to expenses as follows:

- Impairment of exploration and evaluation assets increased to $1,208,769 compared to $122,201 in the prior year comparable period due to the impairment of Arakaka Project and Fish Creek Project in the current year.
- Share-based compensation increased to $1,182,258 compared to $716,152 in the prior year comparable period due to the vesting of stock options granted to officers and employees of the Company in the current year.

A summary of the Company's exploration and evaluation expenditures for the year ended July 31, 2023 is as follows:

	Marudi Project	**Arakaka Project**	**Total**
	$	$	$
Assaying	231,903	-	231,903
Camp costs	1,042,730	58,739	1,101,469
Drilling	645,070	38	645,108
General and administrative	702,487	70,922	773,409
Geological consulting	1,212,856	12,191	1,225,047
Property expenses	23,065	39,889	62,954
	3,858,111	**181,779**	**4,039,890**

(Expressed in Canadian dollars, except where noted)

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS (continued)

A summary of the Company's exploration and evaluation expenditures for the year ended July 31, 2022 is as follows:

	Marudi Project	Arakaka Project	Fish Creek Project	Sardine Hill Project	Total
	$	$	$	$	$
Assaying	28,277	884	-	-	29,161
Camp costs	838,231	62,030	2,005	944	903,210
Drilling	1,266,086	6,279	778	366	1,273,509
General and administrative	500,395	24,620	3,052	1,437	529,504
Geological consulting	892,420	69,896	25,579	12,043	999,938
Project management	165,218	10,479	1,299	612	177,608
Property expenses	227,036	89,694	-	-	316,730
	3,917,663	**263,882**	**32,713**	**15,402**	**4,229,660**

EXPLORATION AND EVALUATION ASSETS

a) Marudi Project

The Marudi Project, located in the Rupununi District of southwestern Guyana, currently covers an area of 5,336 hectares. The "historical" Marudi Project was a Mining License, ML1/2009, covering an area of 5,464 hectares, held by Romanex Guyana Exploration Limited ("Romanex").

A historical mineral resource estimate of mineralization at the Mazoa Hill prospect spoke to an indicated resources of 259,100 ounces of gold and inferred resources of 86,200 ounces of gold.

On March 10, 2021, the Company signed an option agreement with the shareholders of Romanex to acquire 100% of the right, title, and interest in Romanex (the "Romanex Option Agreement"). Romanex owns 100% of the Marudi Project. During the period from November 27, 2020 (incorporation) to July 31, 2021, the Company paid a non-refundable exclusivity payment to Romanex of $154,520 (US$120,000) in consideration for a twelve-month due diligence period and capitalized it as part of the acquisition costs.

Under the terms of the Romanex Option Agreement, the Company paid Romanex US$10,000 per month beginning April 1, 2021 until the satisfactory completion of the due diligence process as property maintenance fees. The Company paid a total of $75,190 (US$60,000) to Romanex. These amounts are expensed as exploration and evaluation expenditures in the statements of loss and comprehensive loss.

Upon satisfactory completion of the due diligence process, the Company elected to satisfy the option agreement for 100% of right, title, and interest in Romanex through the option payment of US$800,000 in a combination of cash and shares as follows:

- $516,374 (US$400,000) in cash (paid on December 23, 2021); and
- US$400,000 as consideration shares of the resulting issuer following an initial public offering or a reverse takeover transaction, with the number of consideration shares issued to be calculated based on the pricing terms of the resulting issuer's shares on the date of the final payment. An additional US$400,000 consideration shares of the resulting issuer were issued (issued 1,212,074 common shares at a price of $0.72 per common share with the fair value of $867,845 on March 22, 2022).

<u>Geological exploration</u>

In early 2022, the Company's geologists undertook an extensive data compilation of all available historical exploration data. Some drill cores are preserved at the core shack on site at the Marudi camp; some of these cores were examined and or relogged. The data compilation exercise was supplemented by a selective field mapping and sampling program, involving a series of traverses across prospective areas identified from the interpretation of geophysical data.

The Marudi Project is geologically located within the Southern Guyana regional greenstone belt, more specifically within the Marudi Formation of metavolcanics and metasediments. At the property scale the historical Marudi gold mineralization appears to be hosted predominantly within a metasedimentary unit locally called Quartz Meta-Chert or QMC, or more recently, Ferruginous Quartzite or FQ. Gold is associated with zones of more intense silicification, with pyrite and pyrrhotite present, within the QMC.

a) Marudi Project (continued)

Geological mapping work by Specialized Geological Mapping took place in November and December last year. In addition, a 25 km2 IP-resistivity survey was conducted in October and November. In the three months ended April 30, 2023, surface sampling and trenching work has been continuing and results will be updated as they arrive.

In order to efficiently screen and rank diamond drill targets, Golden Shield has purchased an Air-Core drill rig from Multi-Power Products Limited, in Canada and this will be mobilized to Marudi in July or August.

Preliminary drilling of five short reconnaissance holes at the Throne and July prospects has yielded narrow gold intercepts including 1.5m grading 3.14 g/t gold from 154.10m in hole TH-22-35 at Throne and 2.4m grading 0.72 g/t gold from 133m in hole JU-22-38 at July.

Phase One Drilling

During the year ended July 31, 2022 the Company completed an initial, mostly confirmatory but some new target testing, diamond drill program at Marudi, consisting of 13 drill holes, totaling 2,364 metres at Mazoa Hill and Toucan Creek.

As part of the Phase One drilling program, seven holes (1,516 metres) were drilled at the Mazoa Hill zone of the Marudi Project ("Mazoa Hill"). The Company's geologists interpret mineralization at Mazoa Hill to occur in a series of en-echelon zones and recent drilling infilled areas of sparse drilling within these zones, as well as stepping out into the footwall to the east. In addition, six holes (848 metres) were drilled at the Toucan Creek zone (Toucan Creek), in the Marudi Prospecting License, where no previous drilling had taken place.

The Phase One drilling resulted in the extension of mineralized zones outside of the historical resource at Mazoa Hill; significant mineralized drill intersections included 50m at 9.10g/t, 12m at 5.47g/t, 18m at 4.20g/t, 9.75 metres at 11.9 g/t gold, 5m at 8.79g/t and 43 metres at 1.39 g/t. Exploratory, first time ever, diamond drilling at Toucan Creek intersected multiple gold mineralized intervals in four of the six holes; highlight intersections include 6 metres at 4.84 g/t gold and 7 metres at 2.58 g/t gold. All reported intervals are hosted within QMC, similar to the QMC host rock to gold mineralization at Mazoa Hill.

Golden Shield geologists were drawn to the Toucan Creek area by outcrops of QMC that are visibly mineralized with free gold panned from outcrops and oxidized pyrite samples returning anomalous gold values in surface grab sampling.

Phase Two Drilling

On September 13, 2022, the Company announced the assay results from the final four holes of the Company's eleven-hole 3,100-metre Phase Two drill program and recent trenching results at the Marudi Project. The Phase Two drill program was designed to test the extension of mineralization at depth and laterally at the previously identified Mazoa Hill prospect. Results highlights include 10m at 2.68 g/t gold, including 3m at 5.12 g/t gold, and 4m at 7.77 g/t gold.

Phase Three Drilling

On November 7, 2022, the Company announced the assay results from three holes from the Company's ongoing Phase III drill program at the Marudi Project. The Phase Three drill program comprises approximately 3,000m, with six holes designed to test the southern and depth extension of the Mazoa Hill deposit and five drill holes dedicated to testing the July and Throne targets.

Highlights included the following:

- 13.40m grading 12.24 g/t gold, 4.3m grading 8.68 g/t gold and another 13.40 metres grading 2.54 g/t gold including 6.0 grading 4.93 g/t gold confirm continuation of high-grade mineralization at depth at Mazoa Hill.
- 19.6m at 1.06 g/t gold encountered in new, upper lens of mineralized host Quartz-Metachert Unit.
- The intersections in all three holes are outside the currently defined resource at Mazoa Hill and both zones remain open along strike and down-plunge. Results are awaited for three further holes on a further step out section to the SE with host rock Quartz-Metachert Unit identified in all.

(Expressed in Canadian dollars, except where noted)

a) Marudi Project (continued)

Future Plans

The Company has purchased a drill rig capable of drilling reverse circulation and si core drill holes. This will be used to penetrate the saprolite and sample fresh rock beneath. This will be used to target future diamond drilling.

b) Arakaka Project

On May 26, 2021, the Company signed an agreement to acquire StrataGold Guyana Inc. and Manticore Resources Inc., which are 100% owned entities of Alicanto Minerals Limited ("Alicanto"). These two entities make up the Arakaka Gold Project in Guyana ("Arakaka Project").

In consideration for the purchase of the Arakaka Project the Company has agreed to the following terms:

- To pay $50,000 in cash within five business days of execution of the agreement (paid on June 6, 2021);
- To pay $700,000 in cash on completion of the listing capital raise (paid on February 15, 2022);
- To issue common shares of the Company with a value of $1,000,000 value upon the satisfaction of every resource target set out in the table below (which amounts to the sum of any resources issued by the Canadian Securities Administrator's NI 43-101) delineated on the tenements, the designated area or a combination of the tenements and the designated area in the two years (the "Deferred Consideration Shares").

A summary of the Company's Deferred Consideration Shares that will be issued upon achieving the resource targets is as follows:

Resources targets - Million ounces of gold ("Moz Au")	**Shares equivalent**
	$
0.50 Moz Au	1,000,000
0.75 Moz Au	1,000,000
1.00 Moz Au	1,000,000
2.00 Moz Au	1,000,000
	4,000,000

- the Deferred Consideration Shares will be issued by the Company to Alicanto within 60 days of the date that the Company announces the relevant resource to the market (not met);
- the Deferred Consideration Shares will be issued at the price equal to the volume weighted average price of the listed entity's common shares as traded on the CSE in the ordinary course of trade over the 30 trading days following the release of a new resource estimate to the market by the listed entity; and
- In the event that there is a consolidation or share split of listed entity's shares prior to completion, the number of Deferred Consideration Shares will be adjusted by the same ratio.

During the year ended July 31, 2023, the Arakaka Project was fully impaired. Management has decided to focus its resources and efforts on the Marudi Project. The Company recorded $750,000 as an impairment of exploration and evaluation assets in accordance with IFRS. All subsequent exploration and evaluation expenditures have been expensed.

c) Fish Creek Project

On December 29, 2020, the Company and its subsidiary Aurous Guyana Inc. ("AGI") entered into a joint venture and option agreement with Guiana Shield Resources ("GSR") ("Fish Creek Agreement"), a related party private company controlled by a director of the Company with regards to the Fish Creek prospecting license, which is owned and controlled by GSR. There are no liens, mortgages, or encumbrances on or conflicting claims of ownership or right to ownership of the property or the mineral rights. The mineral rights are in good standing.

The Company, through its subsidiary AGI, will be responsible for paying all rentals or other fees that become due during the term of the agreement to keep the mineral rights in good standing with the Guyana Geology and Mines Commission. The term of the agreement is for five years with possible extensions.

(Expressed in Canadian dollars, except where noted)

c) Fish Creek Project (continued)

If the Company provides payment of such amount indicated in the table below, the term of the agreement is automatically extended for an additional year:

Date (to be paid on or before the anniversary of the initial payment date)	Payment
	US$
Within 6 months of December 29, 2020 (paid $192,360)	150,000
First anniversary (paid $266,409)	200,000
Second anniversary	200,000
Third anniversary	200,000
Fourth anniversary	300,000
	1,050,000

During the year ended July 31, 2022, the Company and GSR agreed to defer the payments to a mutually agreeable schedule. During the year ended July 31, 2023, the Company made payments in total of $458,769 (US$350,000) to GSR in connection to the Fish Creek Agreement.

During the year ended July 31, 2023, the Fish Creek Project was fully impaired. Management has decided to focus its resources and efforts on Marudi Project going forward. The Company recorded $458,769 as an impairment of exploration and evaluation assets in accordance with IFRS. All subsequent exploration and evaluation expenditures have been expensed.

d) Sardine Hill Property

On May 24, 2021, the Company, through its subsidiary AGI, signed an exclusive right and option agreement ("Letter of Agreement") with the property owners of the Mariwa property ("Sardine Hill Property"). AGI has paid an exclusivity payment of $1 (US$1) to begin the due diligence process and will enter into a definitive agreement with the property owners within 60 days of the Letter of Agreement. As of July 31, 2023, the Company has decided not to pursue this project any further.

e) Copper Canyon Property

On April 25, 2018, the Company entered into an option agreement to acquire a 100% interest in the Copper Canyon Property, located in the Nicola Mining Division of British Columbia.

During the year ended July 31, 2022, the Company decided to discontinue further exploration of the Copper Canyon Property. It was determined that the value in use of the property was $nil, and the Company impaired all of the costs incurred on the property in the amount of $122,201 in accordance with level 3 of the fair value hierarchy.

SHARE CAPITAL HIGHLIGHTS

During the year ended July 31, 2023, the Company completed the following transactions:

- On April 18, 2023, the Company completed a private placement for gross proceeds of $4,600,000 through the issuance of 23,000,000 units at $0.20 per unit. Each unit consists of one common share and one half of a share purchase warrant. Each whole share purchase warrant entitles the holder thereof to purchase one common share until April 18, 2025, at an exercise price of $0.30 until April 18, 2024 and thereafter the exercise price will increase to $0.40 for the remaining term of the share purchase warrants. As the fair value of the common shares issued exceeded the cash proceeds, there was $nil residual value allocated to the share purchase warrants. In connection with the private placement, the Company paid cash finder's fees of $295,528 and 1,043,863 broker warrants to the finders. Each broker warrant allows the holder to acquire one common share at an exercise price of $0.30 per share until April 18, 2025. In addition, the Company incurred consulting fees of $60,000, professional fees of $67,077, and filing fees of $5,113 in connection with the private placement, which were classified as share issuance costs.

SHARE CAPITAL HIGHLIGHTS (continued)

During the year ended July 31, 2022, the Company completed the following equity transactions:

- On September 16, 2021, the Company completed a private placement for gross proceeds of $4,106,423 through the issuance of 4,831,086 units at $0.85 per unit. Each unit consists of one common share and one half of a share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one common share until September 16, 2023 at a price of $1.35. Gross proceeds were allocated between share capital and reserves using the residual value method. As a result, $3,393,833 was allocated to share capital and $712,590 residual value allocated to the share purchase warrants.
- On December 23, 2021, the Company completed a private placement for gross proceeds of $2,583,476 through the issuance of 3,039,383 units at $0.85 per unit. Each unit consists of one common share and one half of a share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one common share until December 23, 2023 at a price of $1.35. Gross proceeds were allocated between share capital and reserves using the residual value method. As a result, $2,133,368 was allocated to share capital and $450,108 residual value allocated to the warrants.
- On February 15, 2022, as consideration in the Transaction, the Company issued 4,500,000 common shares with a fair value of approximately $0.709 per share resulting in an increase to share capital of $3,192,009 and was included in listing expense in the consolidated statements of loss and comprehensive loss.
- On February 15, 2022, the Company granted 2,525,000 incentive stock options to certain directors, officers, and consultants of the Company. The stock options are exercisable at a price of $0.85 per share, until February 15, 2027 and will vest over a period of 24 months, with a total grant date fair value of $1,500,013. As a result, the Company recognized share-based compensation of $716,152 relating to the vesting of stock options during the year ended July 31, 2022. The remaining $783,861 will be recognized as share-based compensation in future reporting periods.
- On February 18, 2022, an escrow agreement (the "Escrow Agreement") between the Company and certain shareholders of the Company has been completed resulting in 7,586,250 common shares being deposited in escrow. Pursuant to the Escrow Agreement, 10% of the Escrowed Shares were released from escrow on the Escrow Agreement date (the "Initial Release") and an additional 15% is to be released every six months thereafter following the Initial Release. These Escrowed Shares may not be transferred, assigned, or otherwise dealt without the consent of the regulatory authorities.
- On March 22, 2022, pursuant to option agreement with Romanex, Golden Shield issued 1,212,074 common shares at the fair value of $0.716 per share to the shareholders of Romanex for a total fair value of $867,845.
- On July 5, 2022, the Company completed a private placement for gross proceeds of $6,288,450 through the issuance of 14,624,302 units at $0.43 per unit. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to acquire one common share in the capital of the Company until July 5, 2024 at a price of $0.60. Gross proceeds were allocated between share capital and warrants reserve using the residual value method. As a result, $5,557,235 was allocated to share capital and $731,215 residual value allocated to the warrants. In connection with the issuance, the Company paid cash share issuance costs of $453,452 and issued 691,412 broker warrants with a fair value of $169,015. Each broker warrant allows the holder to acquire 691,412 shares of the Company at an exercise price of $0.43 per share for a period of two years.

USE OF PROCEEDS AND MILESTONES

On September 16, 2021, the Company completed a private placement for gross proceeds of $4,106,423 through the issuance of 4,831,086 units at $0.85 per unit.

On December 23, 2021, the Company completed a private placement for gross proceeds of $2,583,476 through the issuance of 3,039,383 units at $0.85 per unit.

On July 5, 2022, the Company completed a private placement for gross proceeds of $6,288,450 through the issuance of 14,624,302 units at $0.43 per unit.

On April 18, 2023, the Company completed a private placement for gross proceeds of $4,600,000 through the issuance of 23,000,000 units at $0.20 per unit.

(Expressed in Canadian dollars, except where noted)

USE OF PROCEEDS AND MILESTONES (continued)

A summary of the Company's private placement budget is as follows:

	April 18, 2023	July 5, 2022	December 23, 2021	September 16, 2021
	$	$	$	$
Total proceeds	4,600,000	6,288,450	2,583,476	4,106,423
Allocation of proceeds:				
Acquisition of Arakaka Project	-	-	700,000	-
Acquisition of Marudi Project	-	-	-	1,384,219
Exploration and evaluation expenditures	2,500,000	5,660,000	1,625,000	2,310,000
Fish Creek payment	250,000	-	-	-
General working capital expenses	1,850,000	628,450	258,476	412,204

The Company achieved its business objectives and milestones through the use of proceeds raised from the private placements to identify exploration and evaluation opportunities and perform due diligence testing on potential mineral exploration properties. In addition, the Company was able to maintain liquidity while meeting operating expenditure obligations and adequate levels of funding to continue as a going concern and support its exploration of mineral claims.

Considering the current uncertainty as to the general market and competitive conditions, the Company continues to maintain its fiscally responsible approach to its mineral exploration activities. In particular, the Company continues to evaluate market conditions on an ongoing basis, with the goal of, among other things: (i) identifying the appropriate time to initiate certain business objectives; and (ii) exploring potential alternative, viable opportunities to further develop and expand the Company's business.

As such, the Company notes that there may be circumstances where, for sound business reasons, the Company may be required to reallocate funds, including due to demands for shifting focus or investment in mining exploration and/or development activities, requirements for accelerating, increasing, reducing, or eliminating initiatives in response to changes in market, regulations and/or developments in the mining sector generally and in the price of copper, unexpected setbacks, and strategic opportunities, such as partnerships, strategic partners, joint ventures, mergers, acquisitions, and other opportunities.

LIQUIDITY AND CAPITAL RESOURCES

As at July 31, 2023, the Company had cash of $3,474,363 (July 31, 2022 - $5,712,597) and a net working capital of $3,503,872 (July 31, 2022 - $5,931,126).

During the year ended July 31, 2023, the Company's cash used in operating activities was $5,951,747 (2022 - $6,172,114), cash used in investing activities was $458,769 (2022 - $1,204,048), and cash provided by financing activities was $4,172,282 (2022 - $12,524,897).

The Company's cash flows from operations are negative as it is an exploration stage company with no revenue. The cash used in investing activities is mainly due to acquisition of exploration and evaluation assets. The cash provided by financing activities are due to proceeds from private placement offset by share issuance costs.

The Company is actively looking to acquire an interest in a business or assets, and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavors and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of equity. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

LIQUIDITY AND CAPITAL RESOURCES (continued)

This outlook is based on the Company's current financial position and is subject to change if opportunities become available based on exploration program results and/or external opportunities. At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company will need to raise funds through equity sales, from the exercise of convertible securities, debt, deferral of payments to related parties, or other forms of raising capital. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the short and long term; however, recognizes that there will be risks involved which may be beyond its control.

GOING CONCERN

The financial statements have been prepared based on accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company is a resource exploration stage company, which does not generate any revenue and has been relying on equity-based financing to fund its operations.

The Company has recurring losses since inception and had an accumulated deficit of $17,826,599 as at July 31, 2023 (July 31, 2022 - $10,093,288). The Company may require additional financing, either through equity or debt financing, sale of assets, joint venture arrangements, or a combination thereof to meet its administrative costs and to continue to explore and develop its exploration and evaluation assets. There is no assurance that sufficient future funding will be available on a timely basis or on terms acceptable to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt on the Company's ability to meet its obligations as they come due, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern is in significant doubt. Accordingly, the financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern, and these adjustments may be material.

CONTRACTUAL OBLIGATIONS

The Company has certain remaining contractual obligations with respect to the Fish Creek Agreement, Romanex Option Agreement, and the purchase of the Arakaka Project. For more information relating to contractual obligations, see the section titled "Exploration and Evaluation Assets".

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 executive and non-executive members of the Company's Board of Directors and Corporate Officers.

The Company and its subsidiary, AGI, are parties to a joint venture and option agreement in connection with the Fish Creek Project with GSR, a related party being controlled by a director of the Company. During the year ended July 31, 2023, the Company paid $458,769 in option payments relating to Fish Creek Project (2022 - $nil).

As at July 31, 2023, there was $1,240 (July 31, 2022 - $105,033) due to related parties included in accounts payable and accrued liabilities. The amounts due are unsecured, due on demand and are non-interest bearing.

(Expressed in Canadian dollars, except where noted)

RELATED PARTY TRANSACTIONS (continued)

A summary of the Company's related party transactions for the years ended July 31, 2023 and 2022 is as follows:

	2023	2022
	$	$
Consulting fees	**40,000**	114,632
Director and management fees	**87,458**	76,001
Exploration and evaluation expenditures	**739,769**	1,381,303
Professional fees	**95,000**	87,500
Share-based compensation	**826,396**	595,612
	1,788,623	2,255,048

OFF BALANCE SHEET ARRANGEMENTS

As at July 31, 2023 or at the date of this MD&A, the Company has no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

As at July 31, 2023 or at the date of this MD&A, the Company has no proposed transactions.

SIGNIFICANT ACCOUNTING POLICIES, ESTIMATES, AND JUDGEMENTS

All significant accounting policies, estimates, and judgements are fully disclosed in the notes of the annual audited consolidated financial statements for the year ended July 31, 2023.

FINANCIAL INSTRUMENTS

Fair value

The Company's financial instruments consist of cash, securities held for trading, and accounts payable and accrued liabilities.

IFRS 13 *Fair Value Measurement* establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs used in making fair value measurements as follows:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 - Inputs that are not based on observable market data.

The carrying value of cash, and accounts payable and accrued liabilities are measured at amortized cost.

As at July 31, 2023, securities held for trading were measured at fair value using Level 1 inputs. The fair value of securities held for trading was measured based on the quoted market price of the related common shares at each reporting date, and changes in fair value are recognized in profit or loss.

FINANCIAL INSTRUMENTS (continued)

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

a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the Company to incur a financial loss. The Company's primary exposure to credit risk is on its cash. The Company manages its credit risk relating to cash through the use of a major financial institution which has a high credit quality as determined by rating agencies. As at July 31, 2023, the Company had cash of $3,474,363 (July 31, 2022 - $5,712,597) held with large established banks in Canada and Guyana. The Company has minimal cash held with banks in Guyana. The Company assesses its credit risk as low.

b) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet its obligations under financial instruments. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company has no sources of revenue and has obligations to meet its exploration and evaluation commitments and to settle amounts payable. As at July 31, 2023, the Company had a working capital surplus of $3,503,872 (July 31, 2022 - $5,931,126). The Company assesses liquidity risk as low.

c) Market risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of the changes in the foreign exchange rates. The Company is exposed to foreign currency risk, as certain monetary financial instruments are denominated in US dollar and Guyanese dollar. A summary of the Company's financial assets and liabilities that are denominated in US dollar and Guyanese dollar is as follows:

	July 31, 2023	July 31, 2022
	$	$
Cash	**322,566**	166,474
Accounts payable and accrued liabilities	**(42,428)**	(78,676)
	280,138	87,798

The Company has not entered any foreign currency contracts to mitigate this risk. Assuming all other variables constant, an increase or a decrease of 10% of the US dollar and Guyanese dollar against the Canadian dollar, would result in approximately $28,014 impact to the Company.

Price risk is the risk of the Company realizing a loss as a result of a decline in value with respect to its equity investments. The Company is exposed to price risk through its securities held for trading.

d) Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk.

OUTSTANDING SHARE DATA

The Company has the following securities issued and outstanding:

	July 31, 2023	At the date of this MD&A
	#	#
Common shares	66,028,720	66,028,720
Warrants	30,059,537	27,643,994
Broker warrants	1,735,275	1,735,275
Stock options	6,359,000	6,359,000

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The significant components of operating expenses are presented in the financial statements. Significant components of mineral property expenditures are included in the section titled "Overall Performance and Results of Operations".

ADDITIONAL INFORMATION

Additional information relating to the Company is available at www.sedarplus.ca.

RISK FACTORS

The business of the Company is subject to a variety of risks and uncertainties. An investment in the Company should be considered highly speculative and involves a high degree of risk due to the nature of the Company's business and the present stage of development, and the location of its properties. In addition to the other information in this MD&A, an investor should carefully consider each of, and the cumulative effect of, the risk factors listed below.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not listed in order of importance, nor are they inclusive of all the risks and uncertainties the Company may be subject to, and therefore other risks may apply.

Negative operating cash flow

The Company does not generate revenue from ongoing operations and has recorded significant accumulated losses. Based upon current plans, the Company expects to incur operating losses in future periods due to ongoing expenses associated with the holding, exploration, and development of the Company's mineral property interests.

The continued operations of the Company are dependent on its ability to generate future cash flow and obtain additional financing. The Company has traditionally financed its cash requirements through the issuance of common shares. If the Company is unable to generate cash from operations or obtain additional financing its ability to continue as a going concern could be impeded.

There is no assurance that additional funding from this or other sources will be available to the Company when needed for further exploration and development of its projects. Further exploration and development of one or more of the Company's projects may be dependent upon the Company's ability to obtain financing through equity or debt financing or other means. Failure to obtain this financing could result in delay or indefinite postponement of further exploration and development of its projects which could result in the loss of one or more of its properties. Securities markets have at times in the past experienced a high degree of price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration stage companies such as the Company, have experienced wide fluctuations in share prices which have not necessarily been related to their operating performance, underlying asset values or prospects. There can be no assurance that these kinds of share price fluctuations will not occur in the future, and if they do occur, how severe the impact may be on the Company's ability to raise additional funds through equity issues or the value of the Company's equity and derivative investments and corresponding effect on the Company's financial position.

Exploration and development

Resource exploration is a speculative business and involves a high degree of risk. The property interests owned by the Company are in the exploration stage only, are without known bodies of commercial mineralization and the Company has no ongoing mining production at any of them. The Company's mineral exploration activities may not result in any discoveries of commercial bodies of mineralization. Although the discovery of an ore body may result in substantial rewards, few properties explored are ultimately developed into producing mines.

The known mineralization of the properties has not been determined to be economic ore and there can be no assurance that a commercially mineable ore body exists on the properties. Such assurance will require completion of final comprehensive feasibility studies and, possibly, further associated exploration and other work that concludes a potential mine is likely to be economic. In order to carry out exploration and development programs of any economic ore body and place it into commercial production, the Company may be required to raise substantial additional funding.

It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be compelled to look for other exploration projects or cease operations.

The exploration for and development of mineral deposits involves significant risks. These risks include, but are not limited to, social and political strife, litigation, labour stoppages, the inability to obtain adequate power, water, and labour, including consultants or other experts, as well as suitable machinery and equipment. In addition, the Company may be unable to acquire or obtain such necessities as water and surface rights, which may be critical for the continued advancement of exploration and development activities on its mineral property rights.

Renewals of required permits and licenses

In the ordinary course of business, the Company may be required to obtain new governmental permits as well as renew permits for exploration and development activities and any ultimate development, construction, and commencement of mining operations. Obtaining or renewing necessary permits can be a complex and time-consuming process, which at times may involve several political jurisdictions and different government agencies that may not have the expertise, resources or political disposition needed for efficient and timely processing and may require public hearings and costly undertakings on the Company's part. The duration and success of the Company's efforts to obtain and renew permits are contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by permitting authorities, the expertise and diligence of civil servants, challenges presented by social and political actors, and the timeframes for agency decisions.

The Company may not be able to obtain or renew permits that are necessary to its operations, or the cost to obtain or renew permits may exceed what the Company believes it can recover from a given property once in production. Any unexpected delays or costs associated with the permitting process could slow exploration and/or development or impede the eventual operation of a mine and might adversely impact the Company's operations and profitability.

Title of mineral properties

There is no assurance that the Company's title to its properties will not be challenged. Title to and the area of mineral properties may be disputed. While the Company has diligently investigated title to its properties, it may be subject to prior unregistered agreements or transfers or indigenous land claims to which title may be affected. Consequently, the boundaries may be disputed.

In addition, governmental expropriation may result in the total loss of the Company's mineral property interests without any compensation to the Company. Similarly, expropriation or shutdown of financial institutions or other entities the Company does business with could impact operations. Further, expropriation of other businesses, in mining or other industries, could impact the Company's ability to operate and obtain financing, as well as its strategic options. Finally, expropriation need not be outright, there are many forms of creeping expropriation, through taxation and other mechanisms, that if applied could negatively impact the Company's operations and prospects.

Limited history of mineral production

The Company has never had an interest in a mineral producing property. There can be no assurance that any property of the Company will ever be brought to a stage where mineral resources can profitably be produced thereon. Factors which may limit the ability of the Company to find or develop additional mineral resources or mineral reserves and produce from its properties include, but are not limited to, the price of the relevant commodity, availability of additional capital and financing, and the nature of any mineral deposits.

Option agreements

The Company is currently earning some of its interests in its mineral properties through option agreements and acquisition of title to the property is only completed when the option conditions have been met. These conditions generally include making option payments and incurring exploration expenditures on the properties. If the Company does not satisfactorily complete its option conditions in the time frame laid out in the option agreement, the Company's title to the mineral property will not vest and the Company will have to write-down the previously capitalized costs related to that property.

Unknown environmental risks for past activities

Exploration and mining operations involve a potential risk of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated and the risk of environmental contamination from present and past exploration or mining activities exists for mining companies. Companies may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. However, no assurance can be given that potential liabilities for such contamination or damages caused by past activities at these properties do not exist.

Foreign operations

Investments in mining companies conducting business in foreign and/or emerging countries are subject to certain risks including political and social unrest; changes in laws or policies, including those relating to royalties, duties, imports, exports and currency; corruption; the cancellation or renegotiation of contracts; the imposition of royalties, net profits payments, tax increases or other claims by government entities; delays in obtaining or the inability to obtain necessary governmental permits or the reimbursement of refundable tax from fiscal authorities; and government regulations that favour or require the awarding of a contract to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Operations in Guyana are governed by mineral agreements with local governments that establish the terms and conditions under which the Company's affairs are conducted. The Company may need to negotiate such agreements in due course.

Political regulatory risks

Any changes in government policy may result in changes to laws affecting ownership of assets, mining policies, monetary policies, taxation, rates of exchange, environmental regulations, labour relations, repatriation of income and return of capital. This may affect both the Company's ability to undertake exploration and development activities in respect of present and future properties in the manner currently contemplated, as well as its ability to continue to explore, develop and operate those properties in which it has an interest or in respect of which it has obtained exploration and development rights to date. The possibility that future governments may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out.

Protection of mining rights in Guyana

The Company's mineral rights in Guyana are guaranteed by the Constitution and applicable laws. Mineral rights in Guyana are governed by the Mining Act of 1989 and applicable mining regulations. The applicable legislation includes several legal recourses for the exercise of rights to seek protection against third parties, which include, among others, illegal miners and squatters and include the forcible removal of such third parties from the areas of the Company's mineral rights, either through the regulatory authority or the Guyanese courts. However, the effective protection of the Company's mineral rights and the capability or willingness of Guyanese authorities to enforce the Company's rights cannot be assured. Lack of governmental or judicial enforcement of the Company's mineral rights may have an adverse impact on the Company's business, financial condition, and results of operations. Where the Company's mineral rights are neighbouring, overlapping or otherwise affecting an indigenous community the Company may not be allowed to operate without the consent of the respective indigenous community. While the members of the indigenous community are unlikely to pose a physical danger to the Company or its property, their objections could be an obstacle towards the Company's continued use of its mineral rights.

Economic growth in Guyana

The Guyanese economy continues to grow very rapidly, supported by the government's modernization plans. Emerging-market investment generally poses a greater degree of risk than investment in more mature market economies because of the increased risk of destabilization resulting from domestic and international developments. There can be no assurance that any financial crises or geo-political crises will not negatively affect investor confidence in emerging markets and economies such as Guyana.

Compliance with applicable laws

The Company's assets and activities are subject to both extensive Guyana mining and other laws, Canadian federal, provincial, territorial, and local laws and regulations governing various matters. The costs associated with legal and regulatory compliance can be substantial. Existing and future changes to laws and regulations, or more stringent or modified application and enforcement of current laws and regulations by local or nations governmental or judicial authorities could generate additional expenses, capital expenditures, delays in the development of the Company's properties, and even restrictions on or suspensions of Company operations. Existing or future relevant local laws and regulations may allow governmental authorities and/or private parties to bring complaints or lawsuits against the Company based upon alleged damage to property and/or injury to persons resulting from the environmental, health and safety impacts of the Company's past and current operations, or possibly even actions or inaction by third parties, including those from whom the Company acquired its properties, and could lead to the imposition of substantial financial judgments, fines, penalties or other civil or criminal sanctions. In this industry in which the Company operates it is an ongoing challenge to comply strictly with all the norms which might apply or be applied to the Company. The Company seeks to retain competent and trained staff, professionals, attorneys, advisors, and consultants in the different jurisdictions in which it does business. Even so, there is no certainty that the Company and its contractors will continuously be compliant with all applicable laws and regulations.

While the Company seeks to fully comply with applicable laws, regulations and local practices, failure of the Company or government officials to comply fully with applicable laws, regulations, and local practices, including those relating to mineral rights applications and tenure, could result in loss, reduction, cancellation or expropriation of entitlements, or the imposition of local or foreign parties as joint venture partners with carried or other interests. Any such loss, reduction or imposition of partners could have a material adverse impact on the Company's operations or business. Furthermore, unreasonableness, increasing complexity or novel judicial or regulatory interpretations of mining laws and regulations may render the Company incapable of strict compliance.

Health, safety, environmental and community concerns

The Company's exploration and development activities are, or may become, subject to extensive laws and regulations governing the protection of the environment, waste disposal, worker and community safety, employee health, mine development, water, preservation of archaeological remains and endangered and protected species, as well as extensive reporting and community engagement requirements, and more. The Company's ability to obtain permits and other approvals and to successfully operate locations may be adversely impacted by real or perceived detrimental events associated with the Company's activities or those of other mining companies or associations, or even artisanal or illegal miners, affecting the environment, water, wildlife, human health, or the safety of nearby communities, both within and outside of Canada and Guyana.

Delays in obtaining or failure to secure government permits and approvals, or to secure evictions of illegal miners or other invaders, may adversely affect the Company's ability to access, explore or develop its properties. The Company has made, and expects to make in the future, significant expenditures to comply with laws and regulations and to the extent reasonably possible, generate social and economic benefit in nearby communities.

On occasion, areas in the Company's mineral properties are, or may become, occupied by illegal miners, and these incidents are reported and dealt with by the Company using procedures available to it under Canadian or Guyana law as may be the case. The Company, however, may be required to remediate areas on its concessions impacted by its own activities or those of third parties. Future changes to environmental laws, regulations and permitting processes or changes in their enforcement or regulatory interpretation could have an adverse impact on the Company's operating and financial condition.

All phases of the Company's consolidated operations are subject to environmental regulation in Guyana. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage, and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines, and penalties for non-compliance, including potential loss of title, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties.

Government approvals, approval of indigenous people and permits are currently and may in the future be required in connection with the operations of the Company. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing its mining operations or from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, 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 mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs, reductions in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Dilution

Additional financing needed to continue funding exploration of the Company's properties may require the issuance of additional securities of the Company. The issuance of additional securities and the exercise of stock options and other convertible securities will result in dilution of the equity interests of shareholders.

Metal price volatility

Metal prices fluctuate widely and are affected by numerous factors beyond the Company's control, such as worldwide economic and political events. The exploration and development of the Company's projects and future financial results of the Company is dependent to a large extent on the market price of metals, such as gold.

Currency exposure

The Company's operations are subject to foreign currency fluctuations, including the Guyanese and the US dollar. Such fluctuations may materially affect the Company's financial position and results of operations.

Inflation

General inflationary pressures may affect the Company's labour and other operating costs, which could have a material adverse effect on, among other things, the Company's financial condition, results of operations and the capital expenditures required for exploration of the Company's properties. Emerging markets, like Guyana, often experience fluctuating rates of inflation. There can be no assurance that any governmental action will be taken to control inflationary or deflationary cycles, that any governmental action taken will be effective or whether any governmental action may contribute to economic uncertainty. Governmental action to address inflation or deflation may also affect currency values. Accordingly, inflation and any governmental response thereto may have a material adverse effect on the Company's business, results of operations, financial condition, and share price.

Global Financial Conditions

Current global financial conditions have been subject to increased volatility and access to financial markets has been severely restricted. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the value and the price of the Company's common shares could continue to be adversely affected. A weak or declining economy could strain our suppliers, possibly resulting in supply disruptions, or cause delays in payments for our services by third-party payors. Any of the foregoing could harm our business and we cannot anticipate all of the ways in which the current our future economic climate and financial market conditions could adversely impact our business.

Application of Anti-Bribery Laws

The Company is required to comply with anti-corruption and anti-bribery laws, including the Canadian Corruption of Foreign Public Officials Act, as well as similar laws in Guyana. If the Company or any of its representatives becomes subject to an enforcement action or is found to be in violation of any such laws, significant penalties, fines and/or sanctions may be imposed on the Company, and the Company's global reputation could be impacted, any of which could have a material adverse effect on the Company.

Failure to comply with the applicable legislation and other similar foreign laws could expose the Company and its senior management to civil and/or criminal penalties, other sanctions and remedial measures, legal expenses, and reputational damage, all of which could materially and adversely affect the Company's business, financial condition, and results of operations.

Application of Anti-Bribery Laws (continued)

Likewise, any investigation of any alleged violations of the applicable anti-corruption legislation by Canadian or foreign authorities could also have an adverse impact on the Company's business, financial condition, and results of operations.

In addition, the Extractive Sector Transparency Measures Act ("ESTMA"), which became effective June 1, 2015, requires public disclosure of payments to governments by mining companies engaged in the commercial development of minerals who are either publicly listed in Canada or with business or assets in Canada. Mandatory annual reporting is required for extractive companies with respect to payments made to foreign and domestic governments at all levels, including entities established by two or more governments. ESTMA requires reporting on the payments of any taxes, royalties, fees, production entitlements, bonuses, dividends, infrastructure improvement payments, and any other prescribed payment over $100,000. Failure to report, false reporting, or structuring payments to avoid reporting may result in fines of up to $250,000 (which may be concurrent). If the Company becomes subject to an enforcement action or is in violation of ESTMA, this may result in significant penalties, fines and/or sanctions, which may have a material adverse effect on the Company's reputation.

Competition

The Company competes with many companies, including those possessing greater financial resources and technical capabilities, for the acquisition of mineral concessions, claims, leases, other mineral interests, and equipment required to conduct its activities as well as for the recruitment and retention of qualified employees, and contracting of attorneys, consultants, and technical experts. Guyana is an emerging mining country and as a result mining expertise is limited and competition for qualified nationals is particularly intense.

Litigation

All industries, including the exploration industry, are subject to legal claims, with and without merit. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company Gold may become subject could have a material adverse effect on the Company's business, prospects, financial condition, and operating results. Defense and settlement of costs of legal claims can be substantial.

Reliance on key personnel

The Company will be dependent upon the continued support and involvement of a small number of key management personnel. The loss of the services of one or more of such personnel could have a material adverse effect on the Company. The Company's ability to manage its exploration activities and, hence, its success, will depend in large part on the efforts of these individuals. The Company faces intense competition for qualified personnel and there can be no assurance that the Company will be able to attract and retain such personnel. The number of persons skilled in the acquisition of, exploration of exploration and evaluation assets is limited and competition for such persons is intense.

The success of the Company will be largely dependent upon the performance of its management and key employees. In assessing the risk of an investment in Company, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of the management of the Company. The Company does not, nor does it foresee that it will, maintain life insurance policies in respect of its key personnel. The Company could be adversely affected if such individuals do not remain with the Company. Guyana is an emerging market where mining expertise is limited and competition for qualified nationals is particularly intense.

Possible conflicts of interest

Certain of the directors and officers of the Company also serve as directors, officers and/or advisors of and to other companies involved in natural resource exploration and supporting services. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. The Company expects that any decision made by any of such directors and officers involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders, but there can be no assurance in this regard. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest with or which are governed by the procedures set forth in applicable law.