

**PNG Copper Inc.**

**Management's Discussion and Analysis Form 51-102F1**  
*For the Three and Nine months Ended September 30, 2021 and 2020*  
*November 25, 2021*

## **Introduction**

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of PNG Copper Inc. ("PNG Copper" or the "Company") has been prepared by management as at November 25, 2021 and should be read in conjunction with the interim financial statements of the Company for the three months ended September 30, 2021 and September 30, 2020 (the "Financial Statements") and related notes.

The Financial Statements have been prepared by management in accordance with IAS 34 Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All amounts are expressed in Canadian dollars unless otherwise stated. Other information contained in this document has also been prepared by management and is consistent with the data contained in the interim 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.

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.

## **Forward-Looking Statements**

Certain statements contained in this document constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Company's future financial position and results of operations, strategy, proposed acquisitions, plans, objectives, goals and targets, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to risks associated with: geological risks, limited operating history; inability to generate earnings or pay dividends for the foreseeable future; no current assets other than cash; uncertain ability to raise additional funds when required; reliance on a small number of key managers lacking backup; potential conflicts of interest among directors and officers of the Company; lack of liquidity for shareholders of the Company; ability to secure needed permits; ability to physically access and work the Company's property assets; availability of skilled labor; timing and amount of capital expenditures; future currency exchange and interest rates; and market risk consisting of fluctuations in the Company's share price, metal prices, credit market conditions and investor appetite for early stage exploration companies. See "Risks and Uncertainties".

Management provides forward-looking statements because they believe such statements deliver useful guidance and information to readers when considering their investment objectives. Though management believes such statements to be as accurate as possible in the context of the information available to management at the time in which they are made, management cautions readers that the guidance and information contained in such statements may rapidly be superseded by subsequent events. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments suggested by such forward-looking statement will be realized or, even if substantially realized, that they will have the expected results, or effects upon, the Company. These forward-looking statements are made as of the date of this MD&A and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including assumptions regarding business and operating strategies.

## **Description of the Business**

PNG Copper was incorporated on October 4, 2017 under the Canada Business Corporations Act (the "Act") as Golden Birch Resources Inc.. The name was changed to PNG Copper on August 12, 2021. The principal business of the Company is the acquisition, exploration and development of mineral property interests in Papua New Guinea. The Company is a public company incorporated in Canada with limited liability under the legislation of Canada. The Company's shares trade on the Canadian Securities Exchange under the symbol PNGC. The Company's portfolio is comprised of an option to acquire an 85% interest in two mineral concessions located in Papua New Guinea, called the Keveri Project (the "Keveri Project").

Both the registered and head office of the Company is located at 66 Wellington Street West, Suite 4100, Toronto, ON Canada M5K 1B7.

Pursuant to an option and joint venture agreement with Papuan Mineral Pty Ltd. ("PMPL") and its wholly owned subsidiary Papuan Minerals Ltd. ("PML") dated August 28, 2018, which agreement was replaced by a definitive option agreement amongst the parties dated March 20, 2020, the Company has an option to acquire 85% of the issued and outstanding shares of PML. PML is the legal and beneficial owner of 100% of the licenses which make up the Keveri Project in Papua New Guinea.

The Company is in the exploration stage and is subject to the same risks and challenges as other companies in a comparable stage of development. These risks include, but are not limited to, the dependence on key individuals, successful exploration, and the ability to secure adequate financing to meet the minimum capital expenditure required to successfully complete its planned work programs on mineral properties. The financial statements for the period ended September 30, 2021, have been prepared using accounting policies applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves and the Company's ability to dispose of its interests on an advantageous basis.

PNG Copper is at an early stage of exploring, evaluating and acquiring copper and gold properties and, as is common with many small companies, it carries out equity financing for its exploration and acquisition activities in discrete tranches. The Company had a working capital deficiency of \$122,802 at September 30, 2021. For the nine months ended September 30, 2021, the Company had a net loss and comprehensive loss of \$2,696,396 (nine months ended September 30, 2020 - loss of \$1,929,524). These circumstances may affect the Company's ability to continue as a going concern and, accordingly, the ultimate use of accounting principles applicable to a going concern.

The Company's ability to continue as a going concern is dependent upon obtaining additional equity financing and eventually achieving profitable production in the future. The Company is currently evaluating various options in order to address its financing needs. There can be no assurance that the Company's future financing activities will continue to be successful or sufficient.

Longer term, the Company may pursue opportunities to raise additional capital through equity markets; however, there can be no assurance it will be able to raise funds in the future. The ultimate ability of the Company to remain a going concern and complete exploration and development of properties, if properties are proven successful, is dependent upon successfully raising additional equity capital.

## **Highlights – Q3 September 30, 2021**

### Corporate

During the quarter the Company closed two tranches of its previously announced financing. Details are as follows:

- (i) August 12, 2021 – 3,333,333 units were subscribed for and gross proceeds of \$500,000 were received
- (ii) September 2, 2021 – 2,498,333 units were subscribed for and gross proceeds of \$374,750 were received.

On September 28, 2021 Mr. Iain Martin resigned as director and interim-CEO of the Company. Dr. David Lindley was appointed as acting CEO on the same date. As well, Mr. Steve Balch resigned as a director of the Company and became a senior advisor on September 28, 2021.

### Exploration

Drillhole WAKD001 was collared at the Waki prospect, immediately east of the Omu prospect, to test a high-grade copper result obtained during mapping and sampling and to explore at depth an interpreted magnetic anomaly. The target depth of the hole was 250 m. The hole encountered difficult, highly fractured and broken ground conditions during most of its length and drilling was abandoned at 96.0 m in mid-September. It is thought by onsite geologists that the hole likely drilled through an unmapped fault zone.

A short programme of drilling of the Doriri nickel-palladium-platinum lode has been devised by the incoming interim CEO. Doriri is a unique low temperature (epithermal) accumulation of these metals. The proposed programme will see the completion of 4 cored drill holes for a total of 235 m. The nickel-rich chlorite+magnetite+sulphide lode at its exposed southern end is 10-15 m wide and is associated with an intense ground magnetic anomaly. During exploration of the lode completed by the interim CEO between 2007-2008, and using magnetics and costeaning, the lode was traced in a northerly direction for 525 m. The proposed round of drilling will expand upon the 10 mineralised costean and 4 mineralised intersections from 4 drill holes obtained from exploration of the lode between 2007-2012. Discussions are presently underway with a drilling contractor with regards planning for a programme commencing in late January 2022.

## Selected Quarterly Financial Information

Transactions for the nine months ended September 30, 2021 and the year ended December 31, 2020 on the Keveri project are as follows:

Category	September 30, 2021 \$	December 31, 2020 \$
Accommodations	30,337	28,746
Accounting services	42,308	19,635
Administration	10,393	22,561
Assays	9,015	1,669
Communications	11,434	16,259
Community support	2,098	nil
Drilling	117,831	139,433
Employment services	203,550	nil
Field supplies	107,470	73,915
Geologists	119,169	149,674
Helicopter chartering	435,925	135,209
In-country logistics	69,133	62,476
Landowner compensation	29,590	
Option payments	296,985	667,305
Other	10,418	22,023
Petrological services	Nil	6,212
Professional fees	nil	2,634
Road maintenance	(9,365)	51,758
Sampling	nil	1,347
Site meal services	52,261	39,613
Storage	(3,265)	Nil
Travel	71,049	70,986
Wages	162,592	309,7221
<b>TOTAL</b>	<b>1,768,928</b>	<b>1,821,177</b>

## Results of Operations

### Three months ended September 30, 2021 compared to three months ended September 30, 2020:

The following is a summary of general and administrative expenses of the Company for the three months ended September 30, 2021 and 2020:

Category	Three months ended September 30,	
	2021 \$	2020 \$
Management fees	189,583	43,750
Investor relations	1,729	20,603
Professional fees	77,364	60,701
Salaries and employee benefits	43,750	43,750
Share based payment	25,893	19,081
All others	40,238	39,710
<b>TOTAL</b>	<b>378,557</b>	<b>227,595</b>

Management fees increased due to the settlement of the Company's contract with Mr. Alan Martin.

Investor relations costs decreased as the advent of the pandemic has curtailed these costs.

Professional fees increased due to costs incurred with the departure of the Company president.

Share based payments represent the Black-Scholes value of the options vested in 2021.

### Nine months ended September 30, 2021 compared to nine months ended September 30, 2020:

The following is a summary of general and administrative expenses of the Company for the nine months ended September 30, 2021 and 2020:

Category	Nine months ended September 30,	
	2021 \$	2020 \$
Management fees	277,083	131,250
Consulting services	34,509	32,045
Investor relations	6,519	62,736
Professional fees	262,045	224,648
Salaries and employee benefits	135,662	135,347
Share based payments	91,222	51,995
Transfer agent and filing fees	26,469	50,907
Travel	174	6,338
All others	93,785	50,007
<b>TOTAL</b>	<b>927,468</b>	<b>745,273</b>

Investor relations decreased due to the curtailment of these activities with the onset of the pandemic.

Transfer agent and filing fees decreased related to the one-time costs incurred with the Company's shares became listed in March of 2020.

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Professional fees increased due to costs incurred with the departure of the Company president

The following table sets out selected quarterly results of the Company for the eight quarters prior to the effective date of this report. The information contained herein is drawn from the unaudited interim financial statements of the Company.

Calendar Year	2021	2021	2021	2020
Quarter	September 30	June 30	March 31	December 31
Revenue	\$nil	\$nil	\$nil	\$nil
Loss	(1073,768)	\$(451,171)	\$(1,171,457)	\$(934,585)
Loss per Share (Basic)	(0.01)	\$(0.00)	\$(0.01)	\$(0.01)
Loss per Share (Diluted)	(0.01)	\$(0.00)	\$(0.01)	\$(0.01)
Total assets	337,858	388,338	630,895	1,599,202

Calendar Year	2020	2020	2020	2019
Quarter	September 30	June 30	March 31	December 31
Revenue	\$nil	\$nil	\$nil	\$nil
Loss	\$(450,739)	\$(407,936)	\$(1,070,849)	\$(444,273)
Loss per Share (Basic)	\$(0.01)	\$(0.01)	\$(0.01)	\$(0.01)
Loss per Share (Diluted)	\$(0.01)	\$(0.01)	\$(0.01)	\$(0.01)
Total assets	1,885,543	1,740,416	1,199,919	1,692,856

Notes:

(1) Net loss per share on a diluted basis is the same as basic net loss per share as all factors which were considered in the calculation are anti-dilutive.

## Related Party Transactions

PNG Copper entered into the following transactions with related parties during the nine month periods ended September 30, 2021 and September 30, 2020:

With Directors of the Company:	2021	2020
	\$	\$
Management fees to Mr. Alan Martin	277,083	131,250
Management fees/wages to Mr. Iain Martin	135,992	135,347
Share-based Payments made to Mr. Alan Martin	nil	7,865
Share-based Payments made to Mr. Iain Martin	23,418	7,865
Share-based Payments made to David Drinkwater, a director of the Company	44,476	30,605
Rent paid to a person related to a director of the Company	7,750	5,000
Option payments to a company controlled by two directors of the Company	nil	667,305

Accounts payable and accrued liabilities as at September 30, 2021 include amounts owing to directors and officers in the amount of \$183,899 (September 30, 2020 - \$14,391). These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

The directors of the company are the chairman of the board, Mr. David Drinkwater, the Chief Executive Officer and President, Mr. Alan Martin (until May 18, 2021), the Chief Executive Officer, Mr. Iain Martin (until September 27, 2021), Mr. Steve Balch (until September 28, 2021) and non-executive directors representing PMPL Mr. Stephen Grey and Mr. Chris Cornelius.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including directors (executive or non-executive) of the Company.

## **Liquidity, Capital Resources, and Outlook**

The Company is an exploration-stage company and does not generate revenues. As such, it finances all of its operations and the exploration of its mineral properties entirely through the issuance of share capital. Although PNG Copper has to date been successful in its attempts to raise capital, there can be no assurance that its future efforts will likewise be successful. The mineral exploration business is high risk and the vast majority of exploration projects will not result in producing mines. The success of future financings will depend on a variety of factors including geological success – i.e. obtaining superior results from exploration; a positive investment climate encompassing strong metal prices, solid stock market conditions, and a “risk-on” appetite among investors; and the Company’s track record and the ability and experience of management. If such financing is unavailable, PNG Copper may be unable to retain its mineral interests and execute its business plans.

As at September 30, 2021, the Company had working capital deficiency of \$122,802.

## **Off-Balance Sheet Arrangements**

The Company had no off-balance sheet arrangements at September 30, 2021.

## **Critical Accounting Estimates and Policies**

The Company’s significant accounting policies and the adoption of new accounting policies are disclosed in Notes 2(b) 3 to the interim financial statements prepared for the three months ended September 30, 2021.

Critical accounting estimates used in the preparation of the financial statements include the Company’s estimate of the value of stock-based compensation and income tax accounts. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company’s control.

## **Future Accounting Changes**

The Company has not yet adopted certain new International Financial Reporting Standards (“IFRS”) standards, amendments and interpretations to existing standards, which have been published but are only effective for its annual periods beginning on or after January 1, 2021.

## **Novel Coronavirus**

The outbreak of the novel coronavirus (“COVID-19”), has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. The Company delayed work on the access road to the Keveri project, implemented daily health and safety meetings and has been reinforcing safety practices and social distancing as a result of the virus. The duration and impact of the COVID-19 pandemic is unclear at this time and as a result it is not possible for management to estimate the severity of the impact it may have on the financial results and operations of the Company in future periods. It is management’s assumption that the Company will continue to operate as a going concern.



## **Commitments and Contingencies**

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

## **Capital Management**

The capital of the Company consists of common shares, treasury shares, warrants and options. The Company manages and adjusts its capital structure based on available funds in order to support the acquisition, exploration and development of its exploration and evaluation assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, seek debt financing, or acquire or dispose of assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company is not subject to any externally imposed capital requirements. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There have been no significant changes in the risks, objectives, policies and procedures in 2019 or 2020.

The Company's Keveri Project is in the exploration stage and it has neither revenues nor profits. As such the Company is wholly dependent on external financing to fund its planned exploration programs and administration costs. The Company will therefore spend its existing working capital and raise additional amounts when conditions permit it to do so.

Management has chosen to mitigate the risk and uncertainty associated with raising additional capital in current economic conditions by:

- (i) ensuring cost-effective deployment of existing funds, generally through competitive bidding;
- (ii) avoiding project "overstretch" – i.e. too many properties and projects, and too many commitments;
- (iii) minimizing discretionary disbursements;
- (iv) reducing or eliminating exploration expenditures that are of limited value;
- (v) maintaining a liquidity cushion in order to address any potential disruptions or industry downturns; and
- (vi) exploring alternative sources of liquidity.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate.

The Company is not presently subject to any capital requirements imposed by a regulator or lending institution body.

## **Disclosure of Outstanding Share Data (as at November 25, 2021)**

The following is a description of the outstanding equity securities and convertible securities previously issued by the Company:

### ***Common Shares***

Authorized: Unlimited number of Class A shares. Outstanding: 97,012,455 Class A shares.

### **Options**

A summary of the Company's options outstanding and exercisable as of November 25, 2021 is presented below:

<b>Exercise price</b>	<b>Options outstanding</b>	<b>Options exercisable</b>	<b>Expiry date</b>
\$0.10	3,000,000	3,000,000	October 3, 2022
\$0.25	3,154,995	3,154,995	June 30, 2023
\$0.15	714,965	714,965	October 21, 2024
\$0.15	505,035	476,977	March 2, 2024
\$0.20	1,125,000	562,500	October 26, 2024
\$0.20	419,000	104,750	June 23, 2025
\$0.15	600,000	150,000	November 25, 2026
<b>Total</b>	<b>9,518,995</b>	<b>8,164,187</b>	

A summary of the Company's warrants outstanding as of November 25, 2021 is presented below:

<b>Exercise price</b>	<b>Warrants outstanding</b>	<b>Expiry date</b>
\$0.15	8,250,000	May 14, 2025
\$0.15	4,056,676	July 30, 2025
\$0.15	303,335	August 27, 2025
\$0.20	3,556,666	January 4, 2026
\$0.15	6,000	January 4, 2026
\$0.20	1,833,332	June 22, 2026
\$0.15	166,666	June 22, 2026
\$0.20	3,666,666	August 12, 2026
\$0.15	333,333	August 12, 2026
\$0.20	2,631,666	September 2, 2026
\$0.15	133,333	September 2, 2026
<b>Total</b>	<b>24,771,007</b>	

### **Events after the Reporting Period**

#### ***Exploration Funding Agreement***

On November 25, 2021, the Company entered into an agreement with a current Director of the Company, pursuant to which he has agreed to fund certain exploration related expenses of the Company in PNG, including the proposed Doriri drill program. The Company has agreed to reimburse these expenses and has the option to do so by the issuance of common shares in lieu of cash.

#### **Amendment of Option Agreement**

The Company has reached an agreement to amend the existing Option Agreement relating to the property to provide that the cash payments of A\$150,000 payable by the Company in March 2022 and March of 2023 may be satisfied by the issuance of shares in lieu of cash. In addition the date by which 3000 metres are to be drilled to exercise the Stage 1 option under the Option Agreement has been extended from August 2022 to August 2023. The Company believes these changes will materially assist the Company in pursuing its opportunities under the Option Agreement.

## **Grant of Options**

On November 25, 2021, the Company granted 600,000 stock options to directors and officers of the Company, which options are exercisable into Class A shares of the Company at a price of \$0.15 per share. Subject to the rule of the Canadian Securities Exchange and the Company's stock option plan, the options vested in four equal instalments, being at the date of grant and the end of each six-month period thereafter and have a term of five years.

## **Risks and Uncertainties**

The Company's securities should be considered high risk and highly speculative due to the nature of its business.

### ***Substantial Number of Authorized but Unissued Shares***

The Company has an unlimited number of Common Shares that may be issued by the Board without further action or approval of the Company's shareholders. While the Board is required to fulfill its fiduciary obligations in connection with the issuance of such shares, the shares may be issued in transactions with which not all shareholders agree, and the issuance of such shares will cause dilution to the ownership interests of the Company's shareholders.

### ***Dilution***

The financial risk of the Company's future activities will be borne to a significant degree by purchasers of the Common Shares. If the Company issues Common Shares from its treasury for financing purposes, control of the Company may change and purchasers may suffer additional dilution.

### ***Negative Cash Flow from Operating Activities***

The Company has no history of earnings and had negative cash flow from operating activities since inception. The Keveri Property is in the exploration stage and there are no known mineral resources or reserves and the proposed exploration program on the Keveri Property is exploratory in nature. Significant capital investment will be required to achieve commercial production from the Company's existing projects. There is no assurance that the Keveri Property will generate earnings, operate profitably or provide a return on investment in the future. Accordingly, the Company will be required to obtain additional financing in order to meet its future cash commitments.

### ***Current Market Volatility***

The securities markets in the United States and Canada have recently experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company. The value of the Common Shares distributed hereunder will be affected by such volatility.

### ***Use of Funds***

The Company has prepared a detailed budget setting out the way in which it proposes to expend the funds. However, the quantum and timing of expenditure will necessarily be dependent upon receiving positive results from the Company's exploration activities on the Keveri Property. As the Company conducts its exploration program, it is possible that results and circumstances may dictate a departure from the pre-existing budget. Further, the Company may, from time to time as opportunities arise, utilise part of its financial resources to participate in additional opportunities that arise and fit within the Company's broader objectives, as a means of advancing shareholder value.

### ***No Production History***

The Keveri Property is not a producing property and its ultimate success will depend on its operating ability to generate cash flow from producing properties in the future. The Company has not generated any revenue to date and there is no assurance that it will do so in the future. The Company's business operations are at an early stage of development and its success will be largely dependent upon the outcome of the exploration programs that the Company proposes to undertake.

### ***Limited Operating History***

The Company has no properties producing positive cash flow and its ultimate success will depend on its ability to generate cash flow from producing properties in the future. The Company has not earned profits to date and there is no assurance that it will do so in the future. Significant capital investment will be required to achieve commercial production from the Company's existing projects. There is no assurance that the Company will be able to raise the required funds to continue these activities.

### ***Exploration, Mining and Operational Risks***

The business of exploring for and mining minerals involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, the Keveri Property does not have any known mineral resources or reserves and the proposed exploration and drilling programs are an exploratory search for such mineral resources or reserves.

The Company's operations are subject to all the hazards and risks normally associated with the exploration, development and mining of minerals, any of which could result in risk to life, to property, or to the environment. The Company's operations may be subject to disruptions caused by unusual or unexpected formations, formation pressures, fires, power failures and labour disputes, flooding, explosions, cave-ins, landslides, the inability to obtain suitable or adequate equipment, machinery, labour or adverse weather conditions. The availability of insurance for such hazards and risks is extremely limited or uneconomical at this time.

In the event the Company is fortunate enough to discover a mineral deposit, the economics of commercial production depend on many factors, including the cost of operations, the size and quality of the mineral deposit, proximity to infrastructure, financing costs and Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting minerals and environmental protection. The effects of these factors cannot be accurately predicted, but any combination of these factors could adversely affect the economics of commencement or continuation of commercial mineral production.

### ***Mining Claims***

The operations of the Company will require licenses and permits from various governmental authorities in Papua New Guinea ("PNG"). There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out the exploration and development of its projects in a timely manner or at all.

The activities of the Company will be subject to government approvals, various laws governing prospecting, development, land resumptions, production taxes, a gold export license, labour standards and occupational health, mine safety, toxic substances and other matters. Although the Company intends to carry out its activities in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development.

The Company's operations will also be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A

breach of such legislation may result in imposition of fines and penalties.  
There are several permits required for mining operations in PNG, including:

- License to keep, store or possess explosives;
- Permit for persons using explosives;
- Conveyance of explosives and dangerous goods;
- License to keep, or register premises to store inflammable liquids;
- Approval to recruit non-citizens;
- Gold export license;
- Export consignment form;
- Establishing foreign bank accounts to meet exchange control requirements;
- Tax clearance certificates for transfer of funds out of PNG.

The Company does not have any of these permits in a current or useable form, and will be required to apply for and obtain all necessary permits as required to mine, process and sell product. There is no guarantee the Company will be able to obtain the necessary permits in a timely manner or at all. Delays in obtaining permits could materially delay the Company's operations, and failure to obtain any necessary permit could materially restrict the Company's future operations.

### ***Country Risks***

The Company's mineral properties are located in and its activities will be conducted in PNG and as such the Company will be exposed to various levels of political, economic and other risks and uncertainties associated with carrying on business in PNG. These risks include but are not limited to, political instability, an unpredictable legal system, civil unrest, inconsistent and unsophisticated land tenure system, government land policy and government ownership of or participation in mining projects, high levels of corruption, significant delays in permitting and approvals, fluctuations in currency exchange rates, high rates of inflation, excessive import duties and taxes on the importation of equipment, expropriation and nationalization, restrictions on foreign ownership, possible future restrictions on foreign exchange and repatriation, changes in taxation, labour and mining regulations and policies, and changing political conditions, currency controls, and government regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ local citizens.

Changes, if any, in mining or investment policies, or shifts in political attitude in PNG, may adversely affect the Company's operations or profitability. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications, and tenure, could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

One potential cost of care and maintenance to be incurred by the Company will be for security personnel. The Company will have to maintain a minimum level of security to protect its assets and personnel; however, there is no guarantee that such measures will provide an adequate level of protection for the Company.

### ***Corruption and Bribery***

The Company must comply with anti-corruption and anti-bribery laws, including the Canadian Corruption of Foreign Public Officials Act as well as similar laws in the countries in which the Company conducts its business. Such laws apply to all directors, officers, employees, consultants and agents of the Company and each subsidiary thereof. If the Company finds itself subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions imposed on the Company, which may have a material adverse effect on it.

### ***Mining Decision***

The Company may choose to initiate mining operations on any part of the Keveri Property, without basing its production decision on a feasibility study, pre-feasibility study, preliminary economic assessment or mining study of mineral reserves demonstrating economic and technical viability, and therefore be subject to a higher risk of uncertainty. There is no assurance, given all of the known and potentially unknown risks associated with the Keveri Property that the Company will be able to profitably carry on mining operations. In addition, there is no assurance continued exploration of the Keveri Property will demonstrate adequate additional mineralization which can be mined economically, such that mining operations on the Keveri Property may not be sustainable beyond currently estimated resources.

### ***Royalties***

The PNG Mining Act 1992 provides that all minerals at or below the surface of any land are the property of the State. As a result, the tenements underlying the Keveri Property are subject to royalties and interests in favour of the government of PNG in accordance with that Act. The holder of a mining lease or a special mining lease under that Act is required to pay a royalty to the State equal to 2% of either: (i) the free on board value of the minerals, if they are exported without smelting or refining in PNG; or (ii) the net smelter return from the minerals, if they are smelted or refined in PNG. In addition to royalty costs, the PNG government also imposes a second cost on mining project in PNG in the form of a 0.25% levy of mine revenue.

### ***State Participation Right***

The PNG government has the right to participate in mining operations by acquiring up to a 30% interest in a mining licence. It is uncertain whether the PNG government will choose to exercise this right with regards to the Keveri Property, however the risk remains that the government could seek to impose and exercise such right, which could result in, among other things, material and costly negotiations as to the fair market value of such right and the terms of payment. Upon exercise of the government's option, the state would fund its share of capital and ongoing costs and the Company repaid its share of sunk costs.

### ***Foreign Enterprise Carrying on Business in PNG***

Foreign companies carrying on business in PNG are required to obtain a certificate under the Investment Promotion Act (PNG) permitting such activity. Papuan Minerals Ltd. had the necessary certificate under that Act, however there is a requirement for foreign companies to recertify in the event of a change in the ownership, shareholder or beneficial ownership or control of the foreign enterprise. The Company will be required to seek recertification under that Act upon exercise of the Company's option to acquire of 51% of the shares of Papuan Minerals Ltd. pursuant to the Keveri Option Agreement. There is no assurance such re-certifications will be granted, failure of which will adversely impact on, or may preclude, the Company's ability to carry on business in PNG.

### ***Assurance of Title***

The Company has taken all reasonable steps to attempt to ensure that proper title to the Keveri Property has been obtained and that all grants of such rights thereunder, if any, have been registered with the appropriate public offices. Despite the due diligence conducted by the Company, there is no guarantee that title to such Keveri Property will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or aboriginal land claims and title may be affected by undetected defects.

### ***Possible Loss of Interests in Keveri Property***

The Keveri Option Agreement pursuant to which the Company acquired its interest in the Keveri Property requires the Company to make a series of payments in cash and to issue Common Shares over certain time periods and expend certain minimum amounts on the exploration of the Keveri Property. If the Company fails to make such payments or expenditures within the prescribed time periods, the Company

may lose its interest in the Keveri Property without any recourse.

### ***Possible Failure to Obtain Mining Licenses***

Even if the Company does complete the required exploration activities on the Keveri Property, it may not be able to obtain the necessary licences or permits to conduct mining operations, and thus would realize no benefit from such exploration activities.

### ***Competition***

The Company competes with numerous other companies and individuals possessing greater financial resources and technical facilities than itself in the search for, and acquisition of, mineral claims, leases and other mineral interests, as well as the recruitment and retention of suitably qualified individuals.

### ***Conflicts of Interest***

Some of the Company's directors and officers act as directors and/or officers of other mineral exploration companies. As such, the Company's directors and officers may be faced with conflicts of interests when evaluating alternative mineral exploration opportunities. In addition, the Company's directors and officers may prioritize the business affairs of another Company over the affairs of the Company.

### ***Personnel***

The Company has a small management team and the loss of any key individual could affect the Company's business. Additionally, the Company will be required to secure other personnel to facilitate its exploration program on the Keveri Property. Any inability to secure and/or retain appropriate personnel may have a materially adverse impact on the business and operations of the Company.

### ***Volatility of Commodity Prices***

The market prices of commodities are volatile and are affected by numerous factors, which are beyond the Company's control. These factors include international supply and demand, consumer product demand, international economic trends, currency exchange rate fluctuations, interest rates, inflation, global or regional political events, as well as a range of other market forces. Sustained downward movements in commodity prices could render less economic, or uneconomic, some or all of the exploration activities to be undertaken by the Company.

### ***Environmental Risks and Other Regulatory Requirements***

Inherent with mining operations is an environmental risk. The current or future operations of the Company, including exploration and development activities and commencement of production on the Keveri Property, require permits from various governmental authorities. Such operations are governed by laws and regulations that govern prospecting, mining, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production as a result of needing to comply with applicable laws, regulations and permits. There can be no assurance that all permits that the Company requires for future, exploration, development, construction and operation of mining facilities and the conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on the operations of the Company.

The legal framework governing this area is constantly developing, therefore the Company is unable to fully ascertain any future liability that may arise from the implementation of any new laws or regulations, although such laws and regulations are typically strict and may impose severe penalties (financial or otherwise). The proposed activities of the Company, as with any exploration, may have an environmental impact which may result in unbudgeted delays, damage, loss and other costs and obligations including, without limitation, rehabilitation and/or compensation. There is also a risk that the Company's operations and financial position

may be adversely affected by the actions of environmental groups or any other group or person opposed in general to the Company's activities and, in particular, the proposed exploration and mining by the Company within the Republic of PNG.

### ***Uninsured Risks***

The Company, as a participant in exploration and mining programs, may become subject to liability for hazards such as unusual geological or unexpected operating conditions that cannot be insured against or against which it may elect not to be so insured because of high premium costs or other reasons. The Company is currently uninsured against all such risks as such insurance is either unavailable or uneconomic at this time. The Company also currently has no key man insurance or property insurance as such insurance is uneconomical at this time. The Company will obtain such insurance once it is available and, in the opinion of the Board, economical to do so. The Company may incur a liability to third parties (in excess of any insurance coverage) arising from pollution or other damage or injury.

The Company is not insured against most environmental risks. Insurance against environmental risks has not been generally available to companies within the mining and exploration industry. Without such insurance, and if the Company does become subject to environmental liabilities, the costs of such liabilities would reduce or eliminate the Company's available funds or could result in bankruptcy. Should the Company be unable to fully fund the remedial costs of an environmental problem, it may be required to enter into interim compliance measures pending completion of the required remedy.

### ***Health and Safety Risks***

A violation of health and safety laws, or the failure to comply with the instructions of relevant health and safety authorities, could lead to, among other things, a temporary cessation of activities on the Keveri Property or any part thereof, a loss of the right to prospect for minerals, or the imposition of costly compliance procedures. This could have a material adverse effect on the Company's operations and/or financial condition.

### ***Tax Issues***

Income tax consequences in relation to the securities offered will vary according to the circumstances of each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisers prior to subscribing for the securities.

### ***Additional Requirements for Capital***

Substantial additional financing will be required if the Company is to be successful in pursuing its ultimate strategy of discovering and extracting mineral resources. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future operations. Commodity prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses, geological results and the political environment are all factors which will have an impact on the amount of additional capital that may be required. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, forfeit its interest in the Keveri Property, incur financial penalties, or reduce or terminate its operations.

### ***Smaller Companies***

The share price of publicly traded smaller companies can be highly volatile. The value of the Common Shares may go down as well as up and, in particular, the share price may be subject to sudden and large falls in value given the restricted marketability of the Common Shares.



### ***Liquidity of the Common Shares***

Listing on the Exchange should not be taken as implying that there will be a liquid market for the Common Shares. Thus, an investment in the Common Shares may be difficult to realise. Investors should be aware that the value of the Common Shares may be volatile. Investors may, on disposing of Common Shares, realise less than their original investment, or may lose their entire investment. The Common Shares, therefore, may not be suitable as a short-term investment.

The market price of the Common Shares may not reflect the underlying value of the Company's net assets. The price at which the Common Shares will be traded, and the price at which investors may realise their Common Shares, will be influenced by a large number of factors, some specific to the Company and its proposed operations, and some that may affect the sectors in which the Company operates. Such factors could include the performance of the Company's operations, large purchases or sales of the Common Shares, liquidity or the absence of liquidity in the Common Shares, legislative or regulatory changes relating to the business of the Company, and general market and economic conditions.

### ***General***

Although management believes that the above risks fairly and comprehensibly illustrate all material risks facing the Company, the risks noted above do not necessarily comprise all those potentially faced by the Company as it is impossible to foresee all possible risks.

### **Disclosure of Internal Controls**

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the audited annual financial statements do not contain any untrue statement of 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 is made, as of the date of and for the periods presented by the audited annual financial statements and (ii) the audited annual financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the years presented.

The Company is not required to certify the design and evaluation of the Company's disclosure controls and procedures ("**DC&P**") or its internal control over financial reporting ("**ICFR**"). There are inherent limitations on the ability of the certifying officers of the Company to design and implement on a cost-effective basis DC&P and ICFR for the Company, which may result in risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports required under applicable securities legislation."

### **Additional Information**

Additional information relating to the Company is available at <https://pngcopper.ca/>