



## **Management Discussion & Analysis for the Three Months Ended December 31, 2022**

The following discussion and analysis of the financial position and results of operations for Core Assets Corp. should be read in conjunction with the condensed interim statements for the **three months ended December 31, 2022**, which are prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”).

The effective date of this report is February 17, 2023.

All financial figures presented herein are expressed in Canadian Dollars (CDN\$) unless otherwise specified.

### **Nature of Business**

Core Assets Corp. (“Core” or the “Company”) was incorporated on April 20, 2016, under the Business Corporations Act (*British Columbia*) and is in the business of acquiring, exploring, developing and evaluating mineral resource properties. The Company is in the exploration stage and has interests in properties located in British Columbia (“BC”), Canada.

The head office, principal address and registered and records office of the Company are located at 1450 – 789 West Pender, Vancouver, BC, Canada, V6C 1H2. The technical information included in this Management Discussion & Analysis (“MD&A”), unless otherwise stated, has been reviewed by Nicholas Rodway B.Sc, P. Geo, who is a Qualified Person under National Instrument 43-101 (“NI 43-101”).

On July 8, 2020, the Company received a final receipt from the British Columbia Securities Commission for its Long Form Prospectus dated July 7, 2020. On July 27, 2020, the Company’s shares were listed for trading on the Canadian Securities Exchange (“CSE”) under the symbol “CC”. The Company’s shares also trade on the OTCQB under the symbol “CCOOF” and on the Frankfurt Stock Exchange under the symbol “A2QCCU”.

### **Corporate Activities**

On October 11, 2022, the Company announced the intersection of nearly continuous porphyry-style sulphide mineralization over 471m at the Sulphide City Target and that the Company had rushed analyses for select CRD intervals from multiple holes at the Silver Lime Porphyry-CRD Project.

On October 31, 2022, the Company announced assay results from selected high-grade carbonate replacement mineralization (CRD) encountered in two drill holes located 2km apart at the Silver Lime Porphyry-CRD Project.

On December 9, 2022, 710,000 stock options priced at \$0.10 were exercised for gross proceeds of \$71,000 and 60,000 stock options priced at \$0.10 expired unexercised.

On January 9, 2023, the Company announced assay results for channel samples collected from Pete's CRD Target– a newly discovered high-grade carbonate replacement Target located 1.25 KM north-northwest of the Grizzly CRD Target at the Silver Lime Porphyry-CRD Project.

On January 16, 2023, the Company announced that it intends to offer 6,976,745 charity flow through units of the Company (the "Charity FT Units") at a price of C\$0.43 per Charity FT Unit (the "Offering Price") for gross proceeds of approximately C\$3,000,000 (the "Offering"). Each Charity FT Unit shall be comprised of one common share of the Company to be issued as a "flow through share" within the meaning of the Income Tax Act (Canada) (each, a "FT Share") and one half of one common share purchase warrant (each whole such warrant, a "Warrant") issued on a non-flow through basis. Each Warrant shall be exercisable into one common share of the Company (each, a "Warrant Share") at a price of C\$0.47 at any time on or before the date which is 24 months after the closing date of the Offering. All securities issued in connection with the Offering will be issued pursuant to one or more prospectus exemptions available to the Company, and will be subject to a hold period of four months and one day from the date of issuance as required under applicable securities laws. The Offering is expected to close on or about February 15, 2023, or such other earlier or later date as may be determined by the Company. Closing of the Offering will be subject to customary closing conditions including applicable CSE approval. The gross proceeds of the Offering will be used by the Company to incur eligible "Canadian exploration expenses" that will qualify as "flow-through mining expenditures" as such terms are defined in the Income Tax Act (Canada) (the "Qualifying Expenditures") related to the Company's Blue Property located in British Columbia, Canada on or before December 31, 2024. All Qualifying Expenditures will be renounced in favour of the subscribers effective December 31, 2023.

### **Selected Annual Information**

The following is a summary of the financial data of the Company for the last three completed fiscal year ends and are derived from the audited annual financial statements of the Company:

	For the years ended September 30,		
	2022	2021	2020
	\$	\$	\$
Total Revenues	Nil	Nil	Nil
Loss from continuing operations	2,222,331	1,070,376	159,499
Loss from continuing operations (per share, basic and diluted)	0.03	0.03	0.01
Net loss	2,222,331	1,070,376	159,499
Net loss (per share, basic and diluted)	0.03	0.03	0.01
Net comprehensive loss for the year	2,222,331	1,070,376	159,499
Total assets	7,101,757	3,041,059	532,341
Total long-term financial liabilities	Nil	Nil	Nil
Cash dividend declared per share	Nil	Nil	Nil

The Company has recorded losses in each of its three most recently completed fiscal years and expects to continue to record losses until such time as an economic resource is identified, developed, and brought into profitable commercial operation on one or more of the Company's properties or otherwise disposed of at a profit.

## **Business of the Company**

The principal business carried on and intended to be carried on by the Company is the exploration of mineral resources on the Company's principal property, being the Blue Property, which is in the exploration stage.

To date, the Company has raised \$8,139,901 through the sale of common shares.

## **Blue Property**

### Property Acquisition Details

On December 10, 2018, the Company signed an agreement with Zimtu Capital Corp. ("Zimtu"), a related party, whereby the Company can earn a 100% interest in and to the Blue Property, in British Columbia. For its participation in the transaction, the Company will pay \$100,000 (paid) and issue 3,000,000 common shares of the Company in staged payments (1,000,000 shares with a fair value of \$50,000 issued during the year ended September 30, 2019, and 2,000,000 with a fair value of \$225,000 were issued during the year ended September 30, 2021). Zimtu will retain a 2% Net Smelter Return (NSR) royalty. The Company has the right to buy back 1% of the NSR within 5 years of the agreement by paying \$1,000,000. The original agreement was amended June 10, 2021, to change the date of the final payment from December 10, 2021 to June 15, 2021. On January 7, 2022, the Company and Zimtu signed an agreement to remove the 2% NSR royalty from the original and amended agreements.

In August 2020, the Company acquired 8 additional claims in and around the Company's Blue and Silver Lime properties from Zimtu. The cost to acquire the claims amounted to the cost of staking paid by Zimtu (\$23,025). Zimtu will retain a 2% NSR royalty, of which the Company shall have the right to buy back 1% within 5 years of the agreement by paying \$1,000,000. The addition of these claims expanded and consolidated the Blue Property and the Silver Lime Property into one contiguous property that will continue to be called the Blue Property. On January 7, 2022, the Company and Zimtu signed an agreement to remove the 2% NSR royalty from the original and amended agreements.

In June 2021, the Company acquired 6 additional claims in and around the Company's Blue and Silver Lime properties from Zimtu. The cost to acquire the claims amounted to the cost of staking paid by Zimtu of \$26,095 plus 20% interest for a total of \$31,314.

During the year ended September 30, 2021, the Company staked an additional 82,257 ha of land, increasing its land package to approximately 108,337 ha. The cost of the staking was \$140,950.

On April 6, 2022, the Company acquired a 100% interest in two mineral tenures, consisting of approximately 3,311 Ha, known as the Atlin Lake Claims, at a cost of \$10,000 (paid) from an individual. The two tenures cover the western side of the Willison glacier which is thought to potentially be the extension of the causative intrusion at the Silver Lime Project.

### Exploration update

On January 9, 2023, the Company announced assay results for channel samples collected from Pete's CRD Target – a newly discovered high-grade carbonate replacement Target located 1.25 KM north-northwest of the Grizzly CRD Target at the Silver Lime Porphyry-CRD Project.

On October 31, 2022, the Company announced assay results from selected high-grade carbonate replacement mineralization (CRD) encountered in two drill holes located 2km apart at the Silver Lime Porphyry-CRD Project.

On October 11, 2022, the Company announced the intersection of nearly continuous porphyry-style sulphide mineralization over 471m at the Sulphide City Target and that the Company had rushed analyses for select CRD intervals from multiple holes at the Silver Lime Porphyry-CRD Project.

On September 14, 2022, the Company announced the intersection of significant massive and semi-massive sulphide carbonate replacement and skarn mineralization in every drill hole completed at the Grizzly Target, part of the Silver Lime Porphyry-CRD Project.

On August 12, 2022, the Company announced the intersection of significant CRD mineralization in every drill hole completed to-date and the discovery of an extensive Mo-Cu-bearing porphyry at the Sulphide City Target, part of the Silver Lime Porphyry-CRD Project. Diamond drilling at the Sulphide City Target also intersected a Mo-Cu-bearing porphyry believed to be the source feeding the >250 high-grade carbonate replacement mineralization (CRM) occurrences observed at surface throughout the Silver Lime Porphyry-CRD Project. The newly discovered porphyry has been affected by high temperature potassic alteration overprinted by intense, texturally destructive phyllic alteration and hosts impressive Mo±Py±Cu porphyry-type mineralization and veining that increases with depth.

On August 8, 2022, the Company announced assay results from the first two diamond drill holes completed at the Laverdiere Fe-Cu-Au Skarn- Porphyry Project.

On July 19, 2022, the Company announced the completion of 1,299 metres of HQ-sized diamond drilling at the Jackie Ag-Pb-Zn-Cu Carbonate Replacement (CRD) Target, part of the Silver Lime Project.

On June 17, 2022, the Company announced the completion of two diamond drill holes totalling 671 metres at the Laverdiere Skarn-Porphyry Project. On June 29, 2022, the Company announced the completion of three additional diamond drill holes totalling 784 metres at the South Adit area of the Laverdiere Skarn-Porphyry Project. On July 7, 2022, the Company announced the completion of its Phase I diamond drilling campaign at the Laverdiere Skarn-Porphyry Project. 1,806 metres of HQ-sized diamond drilling over six holes were completed at the Laverdiere Skarn-Porphyry Project during the 2022 Phase I campaign. 2022 drilling efforts successfully confirmed and extended high-grade Fe-Cu-Au skarn, Cu-Mo endoskarn, and associated Cu-Mo porphyry style mineralization for 850 metres along the western flank of Hoboe Creek, and up to 400 metres depth, situated between the historic North and South Adits.

On May 31, 2022, the Company mobilized crews for the Company's inaugural 5,000 metre diamond drilling campaign at its district scale Blue Property, targeting high-grade mineralization over numerous drill sites at the Laverdiere Skarn- Porphyry Project.

On May 17, 2022, the Company announced results and interpretations from the 2021 versatile time-domain electromagnetics (VTEM) geophysical survey completed at the Silver Lime carbonate replacement project on the central Blue Property in the Atlin mining district of northwest British Columbia.

On April 22, 2022, the Company announced results and interpretations from the 2021 Versatile Time Domain Electromagnetics (VTEM) Geophysical Survey completed at the Laverdiere Fe-Cu-Au Skarn-Porphyry Project.

On April 6, 2022, the Company announced the discovery of a mineralized copper occurrence observed during a property accessibility assessment carried out in late March of 2022 at the Laverdiere Project.

On March 14, 2022, the Company announced results from six backpack (25mm diameter) drill holes completed during 2021 Phase 2 exploration efforts at the Sulphide City (Whaleback) and Jackie targets on the Company's Blue Property.

On February 28, 2022, the Company announced assay results from the remaining rock samples collected during Phase 2 of 2021 and awarded Dorado Drilling the 2022 diamond drilling contract for the Blue Property.

On February 14, 2022, the Company announced channel sample results from 10 carbonate replacement and skarn, massive-to-semi massive sulphide occurrences at the Sulphide City and Grizzly Targets during Phase 2 of the 2021 Exploration Program carried out at the Blue Property (the "**Property**"), Atlin Mining District of British Columbia:

On January 31, 2022, the Company announced channel sample results from five outcropping carbonate replacement massive sulphide occurrences at the Jackie Target, part of the 6.6km long by 1.8km wide Silver Lime carbonate replacement deposit ("**CRD**") prospect within the Company's 100% controlled Blue Property (the "**Property**"), in the Atlin Mining District of British Columbia. Sawn channel samples were collected as part of the Company's 2021 maiden field campaign at Silver Lime. Additional 2021 channel sampling results from the nearby Grizzly Discovery Zone and Sulphide City Target are expected to return in February 2022.

As a first pass attempt to evaluate the grade of replacement sulphide mineralization at Jackie, five sulphide bodies, all outcropping within an area measuring 400 x 380 meters, were channel sampled at an average sample interval of 0.5m. All five sulphide bodies yielded high-grade base metal-silver results.

The remaining 2021 channel sampling results from the Grizzly Discovery Zone and Sulphide City, both CRD targets nearby Jackie, are expected to be released in February 2022.

On December 21, 2021, the Company reported that petrographic analysis indicated a multi-stage Zn-Pb-Ag-Cu-Bi Carbonate Replacement System and has begun drill tendering at the Blue Property.

### **About the Blue Property**

The Blue Property consists of two main historical mineral prospects ('Laverdiere' and 'Silver Lime') in a total contiguous land package of approximately 111,648.8 ha (~1,116 km<sup>2</sup>). The project is located 48 km southwest of the town of Atlin, British Columbia. In 2018, the Company sent a geological team to the Blue Property for preliminary surface sampling. Three areas of skarn exposure with massive and disseminated sulphide were observed along the western side of the Llewellyn Fault Zone, known as the Laverdiere Prospect. A total of 28 grab samples were collected and sent for analysis with values of up to 8.46% copper, 1.57 g/t gold and 46.5 g/t silver reported.

The Silver Lime Prospect is located just 10 km southwest of the Laverdiere Prospect, and encompasses two significant historical mineral occurrences, the Falcon and Jackie Showings. The Falcon Showing was discovered by Carmac Resources in 1990 and consists of several northwest trending limestone beds and the Jackie showing consists of a series of altered quartz veins. Mineralization often consists of galena, sphalerite, pyrite, chalcopyrite, arsenopyrite and stibnite. The system is exposed in multiple areas on the

property with one more significant outcrop that is visible for 25 metres with strike extensions covered by talus. Individual mineralization can be seen up to 2.2 metres wide. To the northwest, a quartz-feldspar porphyry breccia contains smaller quartz veins with semi-massive arsenopyrite and stibnite. Sample 88339 taken from a 2.20 metre vein system assayed 3.3 g/t gold, 2,641 g/t silver, 0.15% copper, 2.5% lead and 3.32% zinc, 5.0% arsenic and 2.56% antimony (ARIS 21162\*).

In 2018, the Company, as part of a helicopter reconnaissance program, prospected the Silver Lime Prospect and collected 8 samples. The results confirmed the historic work of Carmac (1990), having returned values of 1.16 g/t gold, 913 g/t silver, 12.45% zinc and >20.0% lead.

The Silver Lime Prospect has the potential to represent a carbonate replacement deposit model (CRD). Massive sulphide mineralization occurs in limestone and biotite-muscovite-sericite schists near the contacts between the units. Large zones of limonite alteration, cut by alaskite and hornblende porphyry dikes, surround these occurrences. The lenses appear to be widest near the porphyry dikes. Several faults follow the general direction of the dikes, suggesting structural control on the mineralization. Sulphides at the Jackie Showing often comprise galena, sphalerite, chalcocopyrite, pyrrhotite and pyrite. The mineralization can be up to 30 metres long and 6 metres wide. The smaller occurrences host sphalerite and galena mineralization and the larger occurrences vary mineralogically along length. Galena, quartz and calcite dominate the northwest changing to pyrrhotite, chalcocopyrite and pyrite in the centre and border areas (Minfile 104M 031\*).

The 2021 prospecting and sampling programs have focused on resampling the Silver Lime Prospect and evaluating the newly staked ground by Core Assets Corp. to the west of the prospect to better understand how the mineralization is zoned with regards to the source. (See news release dated June 11, 2021).

Nicholas Rodway, P. Geo, is President, CEO and a Director of the Company, and Qualified Person as defined by National Instrument 43-101. Mr. Rodway supervised the preparation of the technical information in this report.

## **Overall Performance**

### **Financings**

During the three months ended December 31, 2022:

- i. On December 9, 2022, 710,000 stock options priced at \$0.10 were exercised for gross proceeds of \$71,000.

During the year ended September 30, 2022:

- i. On January 21, 2022, the Company completed a non-brokered private placement (the "Offering") of 6,657,752 units (each, a "Unit") at a price of \$0.24 per Unit for gross proceeds of \$1,597,860. Each Unit is comprised of one common share (each, a "Share") in the capital of the Company and one whole transferable Share purchase warrant (each, a "Warrant"). Each Warrant will entitle the holder to purchase one additional Share (each, a "Warrant Share") for a period of two years from the closing date (the "Closing Date") at an exercise price of \$0.39 per Warrant Share. In connection with the Offering, Crescat Capital LLC ("Crescat Capital") has agreed to make a strategic investment in the Company of \$1,275,000 (the "Crescat Capital Investment"). Following the completion of the Crescat Capital Investment, Crescat Capital has an option to participate in

future financings of the Company to maintain its interest in the Company for so long as it holds greater than 3% of the issued and outstanding Common Shares. All securities issued in connection with the Offering are subject to a four month hold as required under applicable securities laws and, in addition, are subject to an 18 month hold from the Closing Date split up into 3 releases of one third (1/3) of the securities issued under the Offering every six months from the Closing Date. Cash finder's fees of \$4,101 were paid to eligible finders in connection with the Offering.

- ii. On August 25, 2022, the Company completed a non-brokered private placement offering (the "Offering") of 2,722,123 units (each, a "Unit") at a price of \$0.61 per Unit for gross proceeds of \$1,660,495. Each Unit is comprised of one common share (each, a "Share") in the capital of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant will entitle the holder to purchase one additional Share (a "Warrant Share") for a period of two years from the closing date of the Offering at a price of \$0.85 per Warrant Share. All securities issued in connection with the Offering will be subject to a hold period of four months and one day from the date of issuance as required under applicable securities laws. The Company did not pay any finder's fees in connection with the Offering.
- iii. During the year ended September 30, 2022, 8,287,292 share purchase warrants priced at \$0.15 and 150,000 share purchase warrants priced at \$0.25 were exercised for gross proceeds of \$1,280,594.
- iv. During the year ended September 30, 2022, 1,065,000 stock options priced at \$0.10 and 325,000 stock options priced at \$0.14 were exercised for gross proceeds of \$152,000.

For additional details regarding the Company's recent financings, please refer to Notes 7 and 8 of the Company's audited financial statements for the year ended September 30, 2022.

#### General and Administrative

Net loss for the three months ended December 31, 2022 was \$195,812, compared to a net loss during the three months ended December 31, 2021 of \$139,462, for a difference of \$56,350. The significant expenses include:

- Administrative fees (2022: \$37,500, 2021: \$37,500)
- Advertising expenses (2022: \$73,351; 2021: \$39,373)
- Salaries and consulting fees (2022: \$73,341; 2021: \$44,173)
- Transfer agent and filing fees (2022: \$7,890; 2021: \$8,166)
- Legal fees (2022: \$2,909, 2021: \$7,730)
- Office, telephone and miscellaneous (2022: \$4,614, 2021: \$3,461) and
- Interest income (2022: \$3,793, 2021: \$941).

The main reasons for the change in loss for the period are due to the increase in advertising expenditures and consulting fees and salaries due to the Company's increased business activities.

## **Summary of Quarterly Results**

The following is a summary of the results from the eight previously completed financial quarters:

	<b>December 31, 2022</b>	<b>September 30, 2022</b>	<b>June 30, 2022</b>	<b>March 31, 2022</b>
Revenues	Nil	Nil	Nil	Nil
Net income (loss) from continuing operations	(195,812)	(1,173,400)	(256,823)	(652,646)
Net income (loss) and comprehensive income (loss)	(195,812)	(1,173,400)	(256,823)	(652,646)
Basic and diluted net income (loss) (per share)	(0.00)	(0.02)	(0.00)	(0.01)

	<b>December 31, 2021</b>	<b>September 30, 2021</b>	<b>June 30, 2021</b>	<b>March 31, 2021</b>
Revenues	Nil	Nil	Nil	Nil
Net income (loss) from continuing operations	(139,462)	(154,147)	(612,533)	(138,254)
Net income (loss) and comprehensive income (loss)	(139,462)	(154,147)	(611,636)	(138,254)
Basic and diluted net income (loss) (per share)	(0.00)	(0.00)	(0.02)	(0.01)

During the quarter ended June 30, 2021, stock option and bonus shares were granted for share-based payments of \$191,568 and \$280,000 respectively. During the quarter ended March 31, 2022, stock options were granted for share-based payments expense of \$481,666. During the quarter ended September 30, 2022, stock options were granted for share-based payments expense of \$945,890.

## **Liquidity and Capital Resources**

As of the date of this report, the Company has raised \$8,139,901 to further the Company's mineral properties and for general working capital.

The Company will continue to require funds to further the exploration of its resource properties. As a result, the Company may have to continue to rely on equity and debt financing. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

The Company's financial success will be dependent on the economic viability of its resource properties and the extent to which it can discover and develop new mineral deposits. Such development may take several years to complete and the amount of resulting income, if any, is difficult to determine.

All of the Company's properties are in the exploration or development stage only. Development of one or both of the properties will only follow upon obtaining satisfactory results. Exploration and development of natural resources involve a high degree of risk and few properties which are explored are ultimately developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.



The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of copper, cobalt, silver and gold from the properties. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control such as international, economic and political trends, expectations of inflation, currency exchange fluctuations and interest rates.

As at December 31, 2022, the Company has total assets of \$6,663,208 (September 30, 2022: \$7,101,757). The primary assets of the Company are cash of \$482,116 (September 30, 2022: \$1,140,779), exploration and evaluation assets of \$5,847,698 (September 30, 2022: \$5,692,258), prepaid expenses of \$240,804 (September 30, 2022: \$42,170), reclamation bonds of \$37,200 (September 30, 2022: \$37,200), promissory notes of \$38,717 (September 30, 2022: \$38,717), and sales tax and other receivables of \$16,673 (September 30, 2022: \$150,633). The Company has no long-term liabilities and has working capital of \$713,295 (September 30, 2022: \$994,247) as at December 31, 2022.

*Cash Provided Used in Operating Activities:* Cash used in operating activities during the three months ended December 31, 2022 was \$284,271, compared with \$185,749 used in operating activities during the three months ended December 31, 2021. Cash was mostly spent on advertising expenses, transfer agent and filing fees, administration fees, legal fees, and salaries and consulting fees.

*Cash From Financing Activities:* Total cash from financing activities during the three months ended December 31, 2022 was \$70,300, comprised of \$71,000 provided from the issuance of common shares (2021: \$63,000), \$700 used in share issuance costs (2021: \$nil), and \$nil used for share subscriptions (2021: \$31,500).

*Cash Used in Investing Activities:* Total cash used in investing activities during the three months ended December 31, 2022 was \$444,692 used in exploration and development of its mineral properties (2021: \$36,105).

### **Transactions with Related Parties**

During the three months ended December 31, 2022 and 2021, the Company incurred the following transactions with officers or directors of the Company or companies with common directors:

<b>Key management compensation*</b>	<b>Three months ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
Exploration and evaluation asset expenditures	\$ 32,500	\$ -
Wages to key management	60,000	40,500
Administrative fees	37,500	37,500
Advertising	-	37,500
<b>Total</b>	<b>\$ 130,000</b>	<b>\$ 115,500</b>

\* Key management includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including the Company's executive officers and certain members of its Board of Directors.

On June 11, 2021, the Company granted 1,920,000 bonus shares to two directors. Per Canada Revenue Agency requirements, all payroll taxes for the bonus shares were due on July 15, 2021. The Company paid the payroll taxes of \$81,970 due by the directors and issued promissory notes for reimbursement of these

taxes. During the three months ended December 31, 2022, \$nil (September 30, 2022 - \$43,253) was repaid to the Company.

As at December 31, 2022, there was \$12,245 (September 30, 2022: \$82,682) due to related parties of the Company.

Zimtu Capital Corp. (“Zimtu”) is a company with common directors and management. Zimtu provides key management services and investor relations services to the Company and at September 30, 2022 holds 11.1% (2021 – 14%) of the Company’s shares. On August 1, 2020, the Company entered into a twelve-month Management Services Agreement (“Agreement”) with Zimtu. Under the terms of the Agreement, Zimtu will provide the Company with administrative and managerial services, including corporate maintenance, continuous disclosure services, rent, and office space, at a rate of \$12,500 per month. On August 1, 2021 and August 1, 2022, the Agreement was renewed for an additional twelve months.

On October 1, 2021, the Company engaged Zimtu Capital Corp. to provide marketing services as part of a cooperative marketing program. In consideration, the Company made monthly payments of \$12,500. On January 1, 2023, the Company entered into a new agreement with Zimtu to provide marketing services for a 12-month period at a rate of \$9,000 + GST per month.

The terms and conditions of these transactions with key management and their related parties were no more favourable than those available, or which might reasonably be expected to be available, or similar transactions to non-key management related entities on an arm’s length basis.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

### **Other MD&A Requirements**

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

As the Company has not had significant revenue from operations in either of its last two financial years, the following is a breakdown of the material costs incurred:

	<b>Year Ended September 30, 2022</b>	<b>Year ended September 30, 2021</b>
Capitalized Exploration and Evaluation Asset Costs	\$5,692,258	\$1,307,716
Capitalized Mining Rights	\$nil	\$nil
General and Administration Expenses	\$2,222,331	\$1,070,376

## Disclosure of Outstanding Share Capital

The following is a breakdown of the share capital of the Company, on an annual basis and the date of this report:

	<b>February 17, 2023</b>	<b>December 31, 2022</b>	<b>September 30, 2022</b>
Common Shares	77,784,646	77,784,646	77,074,646
Stock Options	5,550,000	5,550,000	6,320,000
Warrants	15,266,480	15,266,480	15,266,480
Fully Diluted Shares	98,601,126	98,601,126	98,661,126

For additional details of outstanding share capital, refer to Notes 7 and 8 of the condensed interim financial statements for the three months ended December 31, 2022.

## **Global Risks**

In early 2020, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. The Company's ability to raise the additional capital required for Phase II may be affected by the current uncertainties of the global market.

## **Industry and Economic Factors Affecting Performance**

As a mineral exploration and development company, Core's performance is affected by a number of industry and economic factors and exposure to certain environmental risks and regulatory requirements. These include metal prices, competition amongst exploration firms for attractive mineral properties, the interest of investors in providing high-risk equity capital to exploration companies, and the availability of qualified staff and equipment such as drilling rigs to conduct exploration.

## **Competitive Conditions**

The mineral exploration industry is competitive, with many companies competing for the limited number of precious and base metals acquisition and exploration opportunities that are economic under current or foreseeable metals prices, as well as for available investment funds. Competition is also high for the recruitment of qualified personnel and equipment. Significant and increasing competition exists for mineral opportunities in the Province of British Columbia. There are a number of large established mineral exploration companies in British Columbia with substantial capabilities and greater financial and technical resources than the Company.

## **Government Regulation**

Mining operations and exploration activities are subject to various laws and regulations which govern prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters.

## **Environmental Regulation**

The Company's mineral exploration activities are subject to various federal and provincial laws and regulations governing protection of the environment. In general, these laws are amended often and are becoming more restrictive.

## **Other Property Interests and Mining Claims**

The Company may in the future acquire new mineral exploration properties or interests but has not entered into any agreements to acquire such properties or interests other than the Blue Property and the Silver Lime Property.

## **Trends**

As a junior mining issuer, the Company is subject to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

The Company's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of the Company.

## **Forward Looking Statements**

This Management Discussion & Analysis may contain forward-looking information and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ from those projected in the forward-looking statements.

*Readers can identify many of these statements by looking for words such as "believes", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof.*

Forward-looking information is based on the opinions and estimates of management and its consultants at the date the information is given. It is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. The information is based on reasonable assumptions which include but are not limited to those regarding actual costs for mining and processing and their impact on the cut-off grade established, actual capital costs, forecasts of mine production rates, the timing and content of upcoming work programs, geological interpretations, potential process methods and mineral recoveries, the availability of markets for the products produced, market pricing for the products produced, etc.

Factors that could cause actual results to differ materially from those in forward-looking statements include market prices for metals, the conclusions of detailed feasibility and technical analyses, lower than expected grades and quantities of resources, mining rates and recovery rates and the lack of availability of necessary capital, which may not be available to the Company on terms acceptable to it or at all.

Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. There can be no assurance that the plan, intentions or expectations upon which these forward-looking statements are based will occur. Forward looking statements are subject to risks, uncertainties and assumptions. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements should not be in any way construed as guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements.

Readers are cautioned not to put undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements that are contained herein, except in accordance with applicable securities laws.

### **Approval**

The Board of Directors of Core Assets Corp. has approved the disclosure contained in this MD&A.

### **Additional Information**

Additional information related to the Company can be found on the Company's website at [www.coreassetscorp.com](http://www.coreassetscorp.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).