

The following Management's Discussion and Analysis ("MD&A") is prepared as at November 29, 2022 in accordance with National Instrument 51-102F1, and should be read together with the unaudited condensed interim financial statements for the nine months ended September 30, 2022 and related notes, and the audited financial statements for the year ended December 31, 2021 and related notes, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information regarding the Company will be available through the SEDAR website at [www.sedar.com](http://www.sedar.com).

Certain information included in this MD&A may constitute forward-looking statements. Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in disputes and litigation, the assumption that the Company will become fully compliant with regulatory filing and continued listing requirements, in addition uncertainty as to timely availability of permits and other government approvals and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.

It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward looking statements contained herein are as of the date of the MD&A and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors such as those described above and in "Risks and Uncertainties" below. The Company has no policy for updating forward looking information beyond the procedures required under applicable securities laws.

All dollar figures are stated in Canadian dollars unless otherwise indicated.

### **The Company's Business**

The Company is a mineral property exploration company whose common shares trade on the Canadian Securities Exchange ("CSE"). On April 28, 2020, the Company received a receipt from the British Columbia Securities Commission for its long -form prospectus dated April 27, 2020 and commenced trading on the CSE on May 4, 2020 under the trading symbol "MAKA".

The Company was incorporated on September 17, 2019 in British Columbia. The head office of the Company is located at 409 Granville Street, Suite 1000, Vancouver, British Columbia, Canada, V6C 1T2 and its registered and records office is located at 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4N7.

Mineral properties

	Rude Creek Property	Win Property	Idaho Property	Davis and Paradise Properties	Total
<u>Deferred costs</u>					
Balance, December 31, 2020	\$ 50,000	\$ 36,000	\$ 43,000	\$ 205,101	\$ 334,101
Cash payment	25,000	-	10,000	30,402	65,402
Shares issued	495,000	-	20,500	-	515,500
Staking cost	8,209	-	-	-	8,209
Impairment	-	-	-	(235,503)	(235,503)
Balance, December 31, 2021	\$ 578,209	\$ 36,000	\$ 73,500	\$ -	\$ 687,709
Cash payment	25,000	-	20,000	-	45,000
Shares issued	87,500	-	7,000	-	94,500
Staking cost	-	24,567	-	-	24,567
Balance, September 30, 2022	\$ 690,709	\$ 60,567	\$ 100,500	-	\$ 851,776

Summary of active exploration expenditures for the nine months ended September 30, 2022 and for the year ended December 31, 2021.

	Total cumulative expenditure to December 31, 2020	Exploration Expenditures to December 31, 2021	Total cumulative expenditure to December 31, 2021	Exploration Expenditures to September 30, 2022	Total cumulative expenditure to September 30, 2022
<u>Rude Creek and Win Properties</u>					
Exploration expenditures					
Assays	\$ 123,895	\$ -	\$ 123,895	\$ -	\$ 123,895
Drilling	374,585	-	374,585	-	374,585
Field and miscellaneous	15,514	93,964	109,478	31,500	140,978
Geological	142,296	-	142,296	7,553	149,849
Geological report	16,000	3,513	19,513	-	19,513
Maintenance payments	-	17,745	17,745	19,110	36,855
	672,290	115,222	787,512	58,163	845,675
<u>Idaho Property</u>					
Exploration expenditures					
Assays	4,168	-	4,168	-	4,168
Contractors and suppliers	32,171	-	32,171	-	32,171
Field and miscellaneous	3,966	7,566	11,532	-	11,532
Labour	15,981	-	15,981	-	15,981
Surveying	-	24,000	24,000	-	24,000
Supervision fees	3,388	-	3,388	-	3,388
	59,674	31,566	91,240	-	91,240
<u>Davis and Paradise Claims</u>					
Exploration expenditures					
Assays	347	-	347	-	347
Drilling	7,991	89,394	97,385	-	97,385
Field and miscellaneous	9,458	-	9,458	-	9,458
Geological	22,814	-	22,814	-	22,814

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Reclamation cost	-	11,021	11,021	-	11,021
Supervision	6,468	-	6,468	-	6,468
Surveying	24,146	-	24,146	-	24,146
	71,224	100,415	171,639	-	171,639
<b>Total</b>	<b>\$ 803,188</b>	<b>\$ 247,203</b>	<b>\$ 1,050,391</b>	<b>\$ 58,163</b>	<b>\$ 1,108,554</b>

Rude Creek Gold Property

By a mineral property option agreement dated May 11, 2020, the Company may acquire up to a 70% interest in the Rude Creek Gold Property. This property consists of 204 mineral claims covering 4,157 hectares in the Whitehorse Mining District in the Yukon Territory. As consideration, the Company will pay cash of \$125,000, issue 3,750,000 common shares of the Company and fund aggregate expenditures of \$3,175,000 as follows:

- a) Cash payment of \$50,000 on the effective date (paid);
- b) Complete a going public transaction and fund expenditures on the property of at least \$175,000 (incurred) on or before September 30, 2020;
- c) Cash payment of \$25,000 (paid) and issue 1,000,000 common shares (issued) on or before March 1, 2021;
- d) Fund expenditures on the property of at least \$500,000 on or before September 30, 2021 (incurred);
- e) Cash payment of \$25,000 (paid) and issue 1,250,000 common shares (issued) on or before March 1, 2022;
- f) Fund expenditures on the property of at least \$1,000,000 on or before September 30, 2022. The Company is currently re-negotiating new terms on this commitment;
- g) Cash payment of \$25,000 and issue 1,500,000 common shares on or before March 1, 2023; and
- h) Fund expenditures on the property of \$1,500,000 on or before September 30, 2023.

Should the Company acquire 70% of the property, the optionor will retain a 3% net smelter returns royalty, 1% of which may be purchased by the Company for \$2,000,000.

The property consists of claims totaling 4,157 hectares located in west-central Yukon which lies approximately 160 km south of Dawson City and 135 km northwest of Carmacks.

The project, which comprises 204 Royal, Ann and Poker claims within the Whitehorse Mining district, is bisected by Rude Creek within the Dawson Range of the unglaciated portion of the Yukon Plateau.

Regionally the project is located within the Dawson Range gold district, 45 km southeast of Goldcorp Inc.'s Coffee orogenic type gold deposit and 80 km south southeast of the recent Vertigo discovery and 72 km southeast of the Golden Saddle deposit, both orogenic type gold systems owned by White Gold Corp.

On July 7, 2020, the Company announced that it has completed its phase one exploration program. Field crews were mobilized to the Rude Creek project area on June 19. Work included the collection of 171 soil samples (in the C-horizon) over a close-spaced grid measuring 750 metres by 250 metres (along five lines 750 metres long, spaced 50 metres apart and sampled every 25 metres along each line; plus a sixth line 750 metres long and sampled every 50 metres).

After soil sampling was completed, a ground geophysical survey consisting of induced polarization and resistivity (IP/resistivity) was conducted over the same grid. IP/resistivity is a tool commonly used in mineral exploration to detect electrical chargeability and conductivity in the subsurface.

At the Northeast anomaly, it is hoped that anomalous levels of gold in the soil will be detected and those anomalies will coincide with areas of conductivity or resistivity, suggesting the presence of gold-related faults.

A drone-based lidar (a laser-based tool used for generating very detailed topographic maps) survey may also be conducted later this summer. This tool could also greatly aid in the detection of potentially gold-bearing fault structures.

On August 4, 2020, the Company announced plans to conduct a 2,000 meter reverse circulation ("RC") drill program. Rude Creek hosts an orogenic gold occurrence that has strong geological similarities to Newmont's nearby Coffee Creek gold deposit. This year's fieldwork at Rude Creek will focus on the large northeast prospect, consisting of a 1,000 m by 1,600 m gold-in-soil anomaly. As announced on July 27, 2020, recent close-spaced, follow-up soil sampling at the northeast prospect returned a strong 150 m by 300 m gold-in-soil anomaly (open to the south) with values up to 1,167 ppb Au.

RC drilling will total 2,000 metres within up to 20 holes (ranging in depth from 100 m to 150 m). The focus of the drilling will be to test the northwest trend identified by recent soil sampling. The northern end of this trend was initially drilled in 2019, returning 9.15 m of 1.42 grams per tonne gold and 20 g/t silver (ROY-RC-19-09); however, the rest of the trend remains untested.

Midnight Sun has been retained for the 2,000-metre RC drilling program at Rude Creek. Midnight Sun is an experienced, Yukon-based drill contractor with expertise in fly-in, reverse circulation drilling.

Geological logging of the Rude Creek reverse circulation (RC) drill holes has been completed. The alteration of the granodiorite host rock first seen in the limited 2019 RC drilling program continues to be observed in the 2020 drilling. The Company is waiting for the assay information from the laboratory in Vancouver and initial results from the large number of samples submitted are expected near the end of November, 2020. Although the assay results will be correlated directly with the drill logs, the company will be seeking additional detail on the geology and widespread alteration and will engage Corescan Pty. Ltd. for further detailed mineralogical mapping of the RC chips. Corescan's expertise is in (i) data acquisition, core photography, 3-D laser profiling and hyperspectral imaging, (ii) data processing, mineral identification, mineral mapping and spectral parameters through hyperspectral measurements covering a spectral range of 450 nanometre to 2,500 nm at a spectral resolution of four nm.

Integration of the Company's contiguous Idaho property data and the Company's Win claims with Rude Creek data is under way as the company plans the 2022 Yukon projects program.

#### Win Property

On September 21, 2020, the Company staked 127 claims (Win Claims) which is contiguous with the southern boundary to the Rude Creek Property for a total of \$36,000. On September 30, 2021, the Company staked an additional 13 claims for a total of \$1,950. During the period ended September 30, 2022, the Company staked additional claims for a total of \$24,567.

#### Idaho Property

By a property option agreement dated August 19, 2020 and as amended on October 13, 2021, the Company may earn a 100% interest in the Idaho property. The property consists of 58 mineral tenures located in the Whitehorse Mining District in the Yukon Territory. As consideration, the Company will pay of \$150,000, issue 750,000 common shares of the Company and incur aggregate expenditures of \$2,000,000 as follows:

- a) Cash payment of \$5,000 (paid) and issuance of 25,000 common shares (issued) of the Company upon execution of this agreement;
- b) Incur \$50,000 in exploration expenditures on or before December 1, 2020 (incurred);
- c) Cash payment of \$10,000 (paid) and issuance of 50,000 common shares of the Company on or before May 1, 2021;
- d) Incur an additional \$25,000 in exploration expenditures on or before December 1, 2021 (incurred);

- e) Cash payment of \$20,000 (paid) and issuance of 100,000 common shares of the Company (issued) on or before May 1, 2022;
- f) Incur an additional \$225,000 in exploration expenditures on or before December 1, 2022;
- g) Cash payment of \$25,000 and issuance of 250,000 common shares of the Company on or before May 1, 2023;
- h) Incur an additional \$500,000 in exploration expenditures on or before December 1, 2023;
- i) Cash payment of \$90,000 and issuance of 325,000 common shares of the Company on or before May 1, 2024; and
- j) Incur an additional \$1,200,000 in exploration expenditures on or before December 1, 2024.

Should the Company acquire 100% of the property, the optionor will retain a 2% net smelter returns royalty, 1% of which may be purchased by the Company for \$1,000,000.

The Company has agreed that if it does not incur the \$300,000 in exploration expenditures on or before December 1, 2022, the Company will pay the optionor the difference on or before December 15, 2022.

The Company is currently working on its upcoming 2022 work program for the Idaho property to meet its work commitments.

#### Davis and Paradise Properties

By an option agreement dated September 10, 2020, the Company may earn a 60% interest in the Davis and Paradise Valley claim blocks located in Nye county, Nevada from Almadex Minerals Ltd. ("Almadex") The property encompasses 900 hectares consisting of two contiguous parcels of land comprising of 34 Davis claims and 79 Paradise Valley claims. As consideration, the Company will pay US\$25,000 and reimburse annual claim fees, issue 3,500,000 common shares of the Company and incur aggregate expenditures of US\$3,500,000 as follows:

- a) Pay to the Optionor US\$25,000 (paid) on the effective date and satisfy all underlying obligations, including payment of annual claim fees due in September 2020 (paid) and issue 100,000 common shares of the Company on the effective date (issued);
- b) Issuance of 400,000 common shares of the Company on or before the 1<sup>st</sup> anniversary date;
- c) Issuance of 500,000 common shares of the Company on or before the 2<sup>nd</sup> anniversary date;
- d) Issuance of 500,000 common shares of the Company on or before the 3<sup>rd</sup> anniversary date;
- e) Issuance of 500,000 common shares of the Company on or before the 4<sup>th</sup> anniversary date;
- f) Issuance of 1,500,000 common shares of the Company on or before the 5<sup>th</sup> anniversary date.
- g) Incur exploration expenditures of not less than an aggregate of US\$250,000 in exploration expenditures on or before the 1<sup>st</sup> anniversary date and must incur not less than an aggregate US\$250,000 in exploration expenditures on or before each successive anniversary date and not less than an aggregate US\$3,500,000 in exploration expenditures on or before the 5<sup>th</sup> anniversary date.

Management decided that it will not continue with the Davis and Paradis Properties and as a result, an impairment charge of \$235,503 was recognized during the year ended December 31, 2021.

#### Selected Annual Financial Information

The table below sets out certain selected financial information regarding the operations of the Company for the period indicated. The selected financial information has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements and related notes.

	For the year ended December 31,	For the year ended December 31,	Period from September 17, 2019 to December 31,

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	2021	2020	2019
Revenue	\$ -	\$ -	\$ -
Net loss and comprehensive loss	\$ 1,964,373	\$ 5,053,145	\$ 54,256
Loss per share	\$ 0.05	\$ 0.20	\$ 0.01
Total assets	\$ 790,695	\$ 862,468	\$ 380,236

The Company was incorporated on September 17, 2019 and December 31, 2019 was the Company's first fiscal year end. The Company did not record any revenues in the period ended December 31, 2019 and incurred a net loss of \$54,256. The net loss of \$54,256 in the period is largely attributed to consulting fees, general exploration cost and share-based compensation which was recorded in conjunction with the October 4, 2019 private placement. The Company's total assets as at December 31, 2019 were \$380,236, which is mainly comprised of cash and cash equivalents and exploration and evaluation assets.

During the year ended December 31, 2020, the Company recorded a net loss of \$5,043,145 which is mainly comprised of \$3,597,095 in consulting fees and \$900,533 in exploration expenditures. The Company's total assets as at December 31, 2020 were \$862,468, which mainly comprised of cash and cash equivalents of \$447,352 and exploration and evaluation assets of \$334,101.

During the year ended December 31, 2021, the Company recorded a net loss of \$1,964,373 which is mainly comprised of \$304,453 in consulting fees, \$247,203 in exploration expenditures, \$895,191 in share-based payments and \$235,503 in impairment of exploration and evaluation assets. The Company's total assets as at ended December 31, 2021 were \$790,695, which mainly comprised of cash and cash equivalents of \$13,653 and exploration and evaluation assets of \$687,709.

The Company has not declared any dividends since its incorporation and does not anticipate paying cash dividends in the foreseeable future on its common shares and intends to retain any future earnings to finance internal growth, acquisitions and development of its business. Any future determination to pay cash dividends will be at the discretion of the board of directors of the Company and will depend upon the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors of deems relevant.

### **Selected Quarterly Financial Information**

A summary of results for the eight quarter since incorporation follows:

	Sep 30, 2022 Qtr 2	June 30, 2022 Qtr 2	Mar 31, 2022 Qtr 1	Dec 31, 2021 Qtr 4
Revenue	\$ -	\$ -	\$ -	\$ -
Net loss	\$ 290,522	\$ 278,516	\$ 143,652	\$ 655,943
Comprehensive loss	\$ 290,522	\$ 278,516	\$ 143,652	\$ 655,943
Loss per share	\$ 0.00	\$ 0.01	\$ 0.00	\$ 0.02

	Sep. 30, 2021 Qtr 3	June 30, 2021 Qtr 2	Mar 31, 2021 Qtr 1	Dec 31, 2020 Qtr 4
Revenue	\$ -	\$ -	\$ -	\$ -
Net loss	\$ 105,535	\$ 793,753	\$ 409,142	\$ 441,044
Comprehensive loss	\$ 105,535	\$ 793,753	\$ 409,142	\$ 441,044
Loss per share	\$ 0.00	\$ 0.02	\$ 0.01	\$ 0.01

During the three months ended December 31, 2020, the Company recorded a net loss of \$441,044 as compared to \$3,019,224 for the previous quarter. The decrease can be attributed to a reduction in consulting fees for marketing and media related cost. During the three months ended March 31, 2021,

the Company recorded a net loss of \$409,142 as compared to \$441,044 for the previous quarter. The decrease can be attributed to the recording of the impairment of \$40,000 on Kenora property and the recording of the share-based payment on stock options granted in the previous quarter. During the three months ended June 30, 2021, the Company recorded a net loss of \$793,753 as compared to \$409,142 for the previous quarter. The increase can be attributed to the recording of share-based payments and the recording of an impairment on the Davis and Paradise claims. During the three months ended September 30, 2021, the Company recorded a net loss of \$105,535 as compared to \$793,753 for the previous quarter. The decrease can be attributed to the recording of an impairment on Davis and Paradise claims and the recognition of share-based payments in the previous quarter. During the three months ended December 31, 2021, the Company recorded a net loss of \$655,943 as compared to \$105,535 for the previous quarter. The increase can be attributed to an increase in consulting fees and share-based payments. During the three months ended March 31, 2022, the Company recorded a net loss of \$143,652 as compared to \$655,943 for the previous quarter. The decrease can be attributed to year end adjustments made in the prior quarter. During the three months ended June 30, 2022, the Company recorded a net loss of \$278,516 as compared to the net loss of \$143,652. The increase can be attributed to an increase in legal fees and share-based payments. During the three months ended September 30, 2022, the Company recorded a net loss of \$290,522 which is consistent to the net loss of \$278,516 from the previous quarter.

### **Results of Operations**

During the three months ended September 30, 2022:

The Company recorded a net loss of \$290,522 as compared to \$105,535 for the comparable quarter ended September 30, 2021. The increase in net loss can be attributed to the following:

Consulting fees have increased to \$82,500 from \$23,000 in the comparable quarter, that consisted of payments to directors and officers of the Company.

Professional fees have increased to \$85,597 from \$Nil in the comparable quarter ended September 30, 2021. The majority of the professional fees represent legal costs associated with the preparation of the debt settlement agreements and the option agreement with Cape Trust & Investment Company.

Shareholder information have also increased to \$42,500 to \$Nil for the comparable quarter ended September 30, 2021. The shareholder information represents costs associated to investor relations.

During the nine months ended September 30, 2022:

The Company recorded a net loss of \$712,690 as compared to \$1,308,430 for the comparable period to date, a decrease of approximately \$596,000: The decrease can be attributed to the following:

Share-based payments of have decreased to \$158,739 from \$540,703 in the comparable period to date. Share-based payments in the current quarter relates to stock options vested and granted. Whereas in the comparable quarter there were stock options granted and RSU outstanding. Share-based payments is a non-cash transaction.

General exploration costs have decreased to \$58,163 as compared to \$196,994 in the comparable period to date. Nominal work was performed in the current period due to cash flow constraints.

In the comparable period to date, the Company also recorded an impairment of \$235,503 on the Davis and Paradise property as management decided not to continue with the project.

The decreases were offset by the increase in the following:

Consulting fees have increased \$251,384 from \$205,581 in the comparable period to date. The increase can be attributed to the increase in fees paid to directors and officers of the Company. See Related Party section for details.

Professional fees have increased to \$127,191 from \$41,457 in the comparable period to date. The majority of the professional fees represent legal costs associated to the preparation of the debt settlement agreements and the option agreement with Cape Trust & Investment Company.

Shareholder information have increased to \$73,468 from \$10,150 in the comparable period to date as the Company engaged CEO.ca Technologies Ltd. to provide investor relations services.

#### **Fourth Quarter**

N/A.

#### **Liquidity and Capital Resources**

The Company's cash position as at September 30, 2022 was \$21,827 (December 31, 2021 – \$13,653) with a working capital deficiency of \$398,630 (December 31, 2021 – working capital deficiency of \$263,278). Total assets as at September 30, 2022 was \$992,300 (December 31, 2021 – \$790,695).

The Company's budget is its working capital and believes that the current capital resources is not sufficient to pay overhead expenses and exploration program for the next twelve months and continues to raise additional funding to fund its future exploration program, marketing and general working capital and towards potential mineral projects, if such opportunities arise. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company may not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares or the exercise of options and warrants to fund ongoing operations and investment. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

On January 25, 2022, pursuant to the terms of two property option agreements, the Company issued an aggregate of 1,350,000 common shares fair valued at \$94,500.

On January 31, 2022, the Company issued 1,356,562 common shares to debt settle \$108,525 in debts with directors and officers of the Company, resulting in a gain on debt settlement of 6,783.

On May 18, 2022, the Company issued 1,664,286 common shares to debt settle \$83,215 in debts with directors and officers of the Company, resulting in a loss on debt settlement of \$8,321.

On May 31, 2022, the Company completed a private placement of 3,518,207 units at a price of \$0.075 per unit for total proceeds of \$263,865. Each unit consists of one common share and one share purchase warrant entitling the holder to purchase one common share at a price of \$0.09 per share expiring on May 31, 2024. The Company recorded \$14,566 in share issue cost.

On July 29, 2022, the Company issued 1,795,500 common shares to debt settle \$89,775 in debts with directors and consultants of the Company, resulting in a gain on debt settlement of \$17,955.

During the period ended September 30, 2022, pursuant to the Restricted Share Unit Plan, the Company issued an aggregate of 960,000 common shares fair valued at \$48,000. This amount is recorded in share-based payments.



The Company manages its capital structure in order to ensure sufficient resources are available to meet operational requirements and safeguard its ability to continue as a going concern. There are no externally imposed capital requirements on the Company. Management considers the items included in shareholders' equity (deficit) and working capital as capital. The Company manages the capital structure and makes adjustments in response to changes in economic conditions, including the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation of the Company. To secure additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing.

There were no changes to the Company's approach to capital management during the period ended September 30, 2022.

### **Going Concern**

The condensed interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At September 30, 2022, the Company has not achieved profitable operations, has accumulated losses of \$7,784,464 since inception and expects to incur further losses in the development of its business.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, the outbreaks of the coronavirus (COVID-19) pandemic, relations between NATO and Russian Federation regarding the situation in Ukraine, and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

The above material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

### **Off Balance Sheet Arrangements**

The Company does not have any off balance sheet arrangements.

### **Financial Instruments**

The Company's risk exposures and the impact on the Company's condensed interim financial statements are summarized below.

#### *Credit risk*

Financial instruments that potentially expose the Company to credit risk is cash. To minimize the credit risk on cash the Company places the instrument with a high credit quality financial institution. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.

#### *Interest rate risk*

The Company is not exposed to significant interest rate risk.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections.

The Company monitors its cash flows to meet the Company's normal operating requirements on an ongoing basis and its planned capital expenditures. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As at September 30, 2022, the Company had a working capital deficiency of \$398,630 (December 31, 2021 – working capital deficiency of \$263,278).

#### *Price risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

#### *Market Risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

### **Related Party Transactions**

Related party transactions are comprised of services rendered by directors and/or officers of the Company or by a company with a director and/or officer in common. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

#### Key Management Compensation

Key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and include the Company's executive officers and members of the Board of Directors. Key management compensation consisted of the following:

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	<b>For the nine months ended September 30,</b>	
	<b>2022</b>	<b>2021</b>
Consulting fees		
Andrew H. von Kursell, Former CFO and Director	\$ 51,000	\$ 18,000

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Grant Hendrickson, CEO and Director	69,000	42,000
Stefan Szary, Former Director	-	1,500
Hugh Maddin, CFO and Director	20,000	5,000
Jatinder Dhaliwal, Former Director	3,000	-
Spiral Investments Group, controlled by Gurcham Singh Deol, Former Director	18,000	-
Uranbileg Yondon, Director	9,000	-
	<u>179,000</u>	<u>66,500</u>
Exploration expenditures		
Uranbileg Yondon, Director	31,500	-
	<u>31,500</u>	<u>-</u>
Share-based payments		
Andrew H. von Kursell, Former CFO and Director	37,000	70,742
Grant Hendrickson, CEO and Director	44,001	317,645
Hugh Maddin, CFO and Director	31,493	20,901
Stefan Szary, Former Director	-	20,863
Uranbileg Yondon, Director	10,579	-
Jatinder Dhaliwal, Former Director	3,451	-
Gurcham Singh Deol, Former Director	3,451	-
	<u>129,975</u>	<u>430,151</u>
	<u>\$ 340,475</u>	<u>\$ 496,651</u>

Included in prepaid expenses at September 30, 2022, is \$2,254 (December 31, 2021 - \$2,254) paid to directors of the Company for advances on expenses and consulting fees. Included in accounts payable and accrued liabilities is \$59,056 (December 31, 2021 – \$76,456) owed to directors of the Company for unpaid consulting fees and expense reimbursements.

Included in due to related parties at September 30, 2022 is \$7,448 (December 31, 2021 - \$2,500) owing to directors of the Company for advances on working capital. These amounts are non-interest bearing, unsecured and payable on demand.

Included in the May 31, 2022, private placement two directors participated in the private placement for a total of 1,518,209 units at a price of \$0.075 per unit for total proceeds of \$113,866.

### **Proposed Transaction**

See subsequent events.

### **Events Subsequent to September 30, 2022**

Subsequent to September 30, 2022:

In August 2022, the Company entered into an option agreement with Cape Trust & Investment Company (the "Optionee") whereby the Company has agreed to grant to the Optionee the exclusive right to acquire up to a 40% interest in each of its Yukon properties (Win Property, Idaho Property and Rude Creek Property). As consideration, the Optionee is required to make aggregate cash payments of US\$700,000 with the first

US\$100,000 due within two days from the effective date which has been extended to November 30, 2022 and finance an aggregate of US\$27,000,000 in exploration expenditures on the properties over a six year period.

### **Outstanding Share Data**

Below is the summary of the Company's share capital as at September 30, 2022 and as of the date of this report:

Security description	As at	
	September 30, 2022	November 29, 2022
Common shares – issued and outstanding	49,186,731	49,186,731
Warrants issued in private placements	5,374,207	5,374,207
Share purchase options	2,617,500	2,617,500
Common shares – fully diluted	57,178,438	57,178,438

### **Critical Accounting Estimates and Judgments**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed in note 4 to the financial statements.

### **Business and Industry Risks**

There are a number of risk factors that could cause future results to differ materially from those described herein. The following sets out the principal risks faced by the Company. Additional risks and uncertainties, including those that the Company does not know about or that it currently deems immaterial, could also adversely impact the Company's business and results of operations.

### **Limited Operating History**

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on any properties in which the Company has an interest. There is no guarantee that economic quantities of mineral reserves will be discovered on any properties in which the Company has an interest in the near future or at all. If the Company does not generate revenue or is unable to raise further funds, it may be unable to sustain its operations in which case it may become insolvent and investors may lose their investment.

### **Speculative Nature of Mineral Exploration**

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a

profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

### **Financing Risks**

The Company has no history of earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its securities. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the properties owned by the Company.

While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of the Property, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to existing shareholders. At present it is impossible to determine what amounts of additional funds, if any, may be required.

### **COVID-19 Public Health Crisis**

The Company's business, operations and financial condition could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. To date, there have been a large number of temporary business closures, quarantines and a general reduction in consumer activity in Canada. The outbreak has caused companies and various governmental bodies to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend. Such public health crises can result in volatility and disruptions in the supply and demand for gold and other metals and minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect mineral prices, interest rates, credit ratings, credit risk, share prices and inflation. The risks to the Company of such public health crises also include slowdowns or temporary suspensions of operations in locations impacted by an outbreak, interruptions to supply chains and supplies upon which the Company relies, restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others, increased labor costs, regulatory changes, political or economic instabilities or civil unrest.

The Company has and will continue to take measures recommended by Health Canada and applicable regulatory bodies, as appropriate. To date, the Company has introduced a "work from home policy" affecting its two executive officers and has reduced travel and transitioned to virtual meetings where feasible. At this point, the extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

### **Ukraine Conflict**

The Company's business financial condition and results of operations may be further negatively affected by economic and other consequences from Russia's military action against Ukraine and the sanctions imposed in response to that action in late February 2022. While the Company expects any direct impacts, of the pandemic and the war in the Ukraine, to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect the business.

### **Property Interests**

If the Company loses or abandons its interest in the Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties. Unless the Company acquires additional property interests, any adverse developments affecting the Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

### **If the Company cannot raise additional equity financing, then it may lose some or all of its interest in the Property**

The Company is required to make cash payments to the optionor of the Property, and to incur work expenditures in order to maintain its interest in the Property. The Company's ability to maintain an interest in the Property may be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make periodic payments or expenditures required for the maintenance of the Company's interest in the Property and could result in a delay or postponement of further exploration and the partial or total loss of the Company's interest in the Property.

### **Commercial Ore Deposits**

The Property is in the exploration stage only and is without a known body of commercial ore. Development of the Property would follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

### **Uninsurable Risks**

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.