ALMA GOLD INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THIRD QUARTER ENDED AUGUST 31, 2023

INTRODUCTION

This Management Discussion and Analysis ("**MD&A**") provides a detailed analysis of the business of Alma Gold Inc. (the "**Company**" or "**Alma Gold**") and describes its financial results for the period ended August 31, 2023. The MD&A should be read in conjunction with the audited consolidated financial statements of the Company for the year ended November 30, 2022 and related notes, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). The Company's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars. This MD&A is dated October 27, 2023.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

FORWARD LOOKING STATEMENTS

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of metals, and in particular, gold; (ii) that there are no material delays in the optimization of operations of the exploration and evaluation assets; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (see also "Risks and Uncertainties") and the Company's annual information form contain information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

COMPANY OVERVIEW

Alma Gold was incorporated on May 21, 2020 under the laws of British Columbia (Canada) as a wholly-owned subsidiary of Red Lake Gold Inc. ("**RGLD**" or "**Red Lake Gold**"), and was later a party to a plan of arrangement between the Company and RGLD. The address of the Company's corporate office and its principal place of business is Suite 810-789 West Pender Street, Vancouver, British Columbia, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets both within Canada and internationally.

On June 30, 2022, the Company completed a 10 to 1 share consolidation of its outstanding shares (the "Consolidation"). These financial statements have been retroactively restated for the effects of the Consolidation.

As at August 31, 2023, the Company had not yet determined whether the Company's mineral property asset contains mineral reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

On December 20, 2022, the Company closed a private placement of 6,265,000 units at an exercise price of $0.10 per unit and raised gross proceeds of $626,500. Each unit consists of one common share and one transferable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional share at a price of $0.15 for a period of 24 months from closing. In connection to the private placement, the Company paid cash finder's fees of $27,305.

On December 21, 2022, the Company announced that it has granted an aggregate of 600,000 stock options to its directors, officers and consultants at a price of $0.12 per common share for a period of five years from grant, pursuant to its Stock Option Plan.

The financial disclosure, along with all of Company's continuous disclosure documents, may be found online on SEDAR at www.sedarplus.ca.

MANAGEMENT TEAM UPDATES

On January 28, 2022, following the Company's Annual General and Special Meeting (AGSM), Lauren McCrae was appointed as a Director of the Company. Following the AGSM, Mr. Greg Isenor, Mr. Eugene Hodgson, Mr. Maurice Giroux, Ms. Lauren McCrae, and Mr. Paul Teniere will serve on the board of directors.

On January 5, 2023, the Company announced the appointment of Mr. Jean-Marc Gagnon to the Corporation's board of directors effective immediately.

Mr. Gagnon has more than 35 years of professional experience in the mining exploration sector. Mr. Gagnon has been involved in the management, evaluation and development of mining exploration projects for gold, mainly in West Africa (Mali, Burkina Faso & Guinea). He has exercised his profession as a country manager, exploration manager and consulting geologist for a number of junior mining companies, including RoscanGold Corporation, MerrexGold Inc., Frontline Gold Corporation, Jilbey Gold Exploration Ltd., Ressources Incanore Ltee, EAG Inc. and Gold Star Resources Ltd.

ACQUISITION OF KARITA GOLD CORP.

On February 9, 2021, the Company entered into an arm's-length share purchase agreement with the shareholders of Karita Gold Corp. ("Karita Gold"), whereby the Company agreed to purchase all the issued and outstanding shares of Karita Gold. The Company issued to Karita Gold's shareholders 3,000,000 common shares of the Company in exchange for 100% the issued and outstanding common shares of Karita Gold, such shares of the Company being at a deemed value of $0.50 per share. Karita Gold is a gold exploration company with offices in Bedford, Nova Scotia and it holds various mineral exploration licenses in Guinea (the "Karita Licenses"), which are subject to certain royalty obligations.

The Karita Licenses commence at an adjacent license boundary to a gold exploration project containing the Karita gold deposit being advanced and owned by IAMGOLD Corporation. Effective February 19, 2021, the Company closed its acquisition of Karita Gold.

EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets comprise the following accumulated expenditures:

	Guinea Property	Clarence Stream North	Total
	$	$	$
Balance at November 30, 2021	**1,758,732**	**107,850**	**1,866,582**
Acquisition costs			
Permit	26,324	-	26,324
Exploration costs			
Administration	217,071	-	217,071
Geological	224,491	-	224,491
Transportation	97,618	-	97,618
Balance at November 30, 2022	**2,324,236**	**107,850**	**2,432,086**
Acquisition costs			
Permit	82,279	-	82,279
Exploration costs			
Administration	70,908	-	70,908
Geological	94,939	-	94,939
Transportation	12,067	-	12,067
Balance at August 31, 2023	**2,584,429**	**107,850**	**2,692,279**

Clarence Stream North Gold Project

The Company owns a 100% interest in certain mineral licenses located in New Brunswick, Canada which together comprise the Clarence Stream North Gold Project. Crown license fees of $9,120 were paid by RGLD, then the corporate parent, to the Government of New Brunswick and the project is held free and clear of any royalty obligations.

To-date, various exploration efforts have conducted at the Clarence Stream North Gold Project by the Company and its consultants. Those exploration efforts have delineated gold-in-soil anomalies that may be significant when viewed from a regional context and which require follow-up exploration work on by the Company, currently being considered in 2023 as weather and ground conditions permit.

Guinea Gold Property

Pursuant to the acquisition of Karita Gold, the Company indirectly holds four mineral property permits from the Ministry of Mines and Energy of Guinea ("MME"), which were first acquired by a subsidiary of Karita Gold through a series of license payments to the MME. The Company is obligated to pay certain nominal renewal fees annually to the MME to keep the licenses in good standing. The licenses plus an area of mutual interest are subject to a 1% GSR with no right to repurchase and a 1% NSR with a right to repurchase.

Subject to forward-moving exploration opportunities found to be available at the Guinea Gold Project (and depending upon the availability of market financing in relation to same), the Company anticipates that it may allocate increasing levels of managerial focus to the ongoing exploration of this project.

On November 14, 2022, the Company announced the initiation of a program of permit acquisition and land package assembly in the northeast Guinea area of the prospective Siguiri Basin.

On June 7, 2023, the Company announced that it has recently acquired three exploration licences or "Autorisation de Reconnaissance" near the town of Dialakoro in the Mandiana Prefecture in northeast Guinea (the "Dialakoro Project"). A fourth exploration licence located 30 km to the south is still pending and expected to be granted by the Guinea government shortly

These four exploration licences are located within the Upper Birimian to Lower Tarkwa Group of sedimentary rocks of the world-class orogenic gold producing district known as the Siguiri Basin in northeast Guinea. The Dialakoro Project is considered an extension of the Niaoulini – Kobada – Sanankoro gold-hosted regionalstructural corridor crossing the Guinea-Mali border. Combined, these four exploration licences total approximately 314 km2 in size.

On September 12, 2023, the Company provide a corporate update, exploration plans and a report on its exploration permits comprising the Dialakoro Project ("Dialakoro") in northeast Guinea. The permits of Dialakoro are presently covered by an ''Autorisation de Reconnaissance''.

Further to the Company's news release dated June 7, 2023, Alma Gold is now in the process of receiving the final grant (Permis de Recherches) for the three contiguous exploration permits in the Northern part of the Dialakoro Project from the Guinean government. These permits grants are valid for a period of three years from the date of issue and can be renewed twice. Combined, these three permits are approximately 215 km2 in size. The fourth permit (99 km2), 30 km to the south, will continue to be covered by an ''Autorisation de Reconnaissance'' valid for 6 months and renewable twice.

RESULTS OF OPERATIONS

The following discussion explains the variations in the key components of the Company's operating results but, as with most junior mineral exploration companies, the results of operations are not the main factor in establishing the financial health of the Company. Of far greater significance are the exploration and evaluation assets in which the Company has, or may earn, an interest, its working capital and how many shares it has outstanding. Quarterly results can vary significantly depending on whether the Company has abandoned any properties or granted any stock options. For details on the results of work on and other activities in connection with the Company's exploration and evaluation assets, see "Exploration and Evaluation Assets".

Results for the nine months ended August 31, 2023

For the nine months ended August 31, 2023, the Company incurred a net loss of $304,029 (2022 - $161,204). Some of the significant charges to operations are as follows:

- The Company incurred consulting fees of $102,247 (2022 - $45,777). The Company relies on geological, technical, and general corporate consultants to carry out the exploration and evaluation of its assets and to provide management services. The increase relates to the management agreements entered into to manage the Company's operations.

- The Company incurred office and administration of $78,556 (2022 - $16,062). The increase is due to an overall steady increase in business activity during the period.

- The Company incurred professional fees of $41,712 (2022 - $78,597). The decrease is due to higher legal fees relating to the Karita mineral properties incurred during the prior period ended August 31, 2022.

- The Company incurred share-based compensation of $62,295 (2022 - $Nil). The increase relates to 600,000 options being granted on December 21, 2022 with an exercise price of $0.12 per share expiring on December 21, 2027.

Results for the three months ended August 31, 2023

For the three months ended August 31, 2023, the Company incurred a net loss of $29,886 (2022 - $37,544). Some of the significant charges to operations are as follows:

- The Company incurred consulting fees of $15,050 (2022 - $17,603) in relation to general corporate services of the Company.

- The Company incurred professional fees of $11,406 (2022 - $9,583). The increase is due to higher legal fees relating to the Karita mineral properties incurred during the current period ended August 31, 2023 as compared to August 31, 2022.

Summary of Quarterly Results

	August 31, 2023	May 31, 2023	February 28, 2023	November 30, 2022
Total revenue	$ Nil	$ Nil	$ Nil	$ Nil
Net loss	(29,886)	(63,199)	(210,944)	(124,530)
Net loss per share	(0.00)	(0.01)	(0.02)	(0.01)
Exploration and evaluation assets	2,692,279	2,606,763	2,556,346	2,432,086
Total assets	2,773,379	2,750,212	2,805,200	2,687,135
Long term liabilities	Nil	Nil	Nil	Nil
Total liabilities	531,390	478,337	470,126	566,607
Shareholders' equity	2,241,989	2,271,875	2,335,074	2,120,528
	August 31, 2022	**May 31, 2022**	**February 28, 2022**	**November 30, 2021**
Total revenue	$ Nil	$ Nil	$ Nil	$ Nil
Net loss	(37,544)	(95,894)	(27,766)	(67,705)
Net loss per share	(0.01)	(0.01)	(0.00)	(0.00)
Exploration and evaluation assets	2,402,757	2,323,388	2,258,154	1,866,582
Total assets	2,417,857	2,419,307	2,500,202	2,449,385
Long term liabilities	Nil	Nil	Nil	Nil
Total liabilities	408,799	372,705	357,706	279,123
Shareholders' equity (deficit)	2,009,058	2,046,602	2,142,496	2,170,262

Fluctuations in net loss quarter over quarter is a result of the Company's share of losses in Company's subsidiary, Karita Gold Corp and Guimor SARL, increased activity associated with exploration in subsidiaries and fluctuations in certain non-cash expenses such as write downs. Fluctuations in total assets in 2021 were mostly due to investments made into Karita Gold Corp.

During the period ended February 28, 2023, net loss increased compared to the previous quarters due to the Company closing financings during the quarter.

During the period ended May 31, 2023, the Company's net loss decreased compared to February 28, 2023. The main contribution towards the decrease in expenses are $nil share-based compensation and decrease in consulting and professional fees as compared to prior period of $27,193 and $14,546 respectively.

During the period ended August 31, 2023, the Company's net loss decreased compared to May 31, 2023. The main contribution towards the decrease in expenses are decrease in consulting and professional fees as compared to prior period of $15,050 and $27,193 respectively and office and administration of $Nil and $14,518 respectively.

CAPITAL RESOURCES AND LIQUIDITY

The Company is in the exploration stage and has no revenue or income from operations. The Company has limited capital resources and has to rely upon the sale of equity and/or debt securities for cash required for exploration and development purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its equity or debt securities or joint venture agreements to raise capital. It follows that there can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company.

The Company's consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain the necessary financing to meet its ongoing commitments and further its mineral exploration programs.

The Company may encounter challenges sourcing future financing given economic conditions, capital market conditions and risks associated with the Company and its properties. The junior resource industry in which the Company operates is high-risk in nature and speculative thereby limiting the number of potential investors which may find the Company suitable for investment. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful in sourcing future financings and investors are appropriately cautioned as to same.

As of the date of this MD&A, the Company's plan is to complete shares for debt transaction to reduce liabilities and raise additional financings through either a private placement or other share transaction.

As of August 31, 2023, the Company had working capital deficit, calculated as current assets less current liabilities, of $450,290 (November 30, 2022 – working capital of $311,558) which primarily consisted of cash of $2,531 (November 30, 2022 - $229,566), amounts receivable of $45,617 (November 30, 2022 - $16,490) and prepaid expenses of $32,952 (November 30, 2022 - $8,993). Current liabilities, being accounts payable and accrued liabilities of $475,317 (November 30, 2022 - $497,424) and due to related party of $56,073 (November 30, 2022 - $69,183).

On December 20, 2022, the Company closed a private placement of 6,265,000 units ("Units") of the Corporation at an issue price of $0.10 per Unit and raised gross proceeds of $626,500.

RELATED PARTY BALANCES

The Directors and Executive Officers of the Company are as follows:

Gregory Isenor	Chief Executive Officer, President & Corporate Secretary
James Henning	Chief Financial Officer
Eugene Hodgson	Director
Lauren McCrae	Director
Paul Ténière	Director
Jean-Marc Gagnon	Director

The Company's related parties consist of its key management personnel, including its directors and officers.

During the normal course of business, the Company enters into transactions with its related parties at normal market prices and on normal commercial terms.

	August 31, 2023	August 31, 2022
	$	$
Consulting fees paid to a Company controlled by the Chief Financial Officer	**4,500**	4,250
Consulting fees paid to directors	**76,300**	16,475
Share based compensation	**38,934**	-
Professional fees paid to the former Chief Financial Officers	**-**	2,500
	119,734	23,225

As at August 31, 2023, the Company has a balance outstanding of $56,073 (2022 - $96,073) to the Chief Executive Officer of the Company.

As at August 31, 2023, the Company has a balance outstanding of $4,700 (2022 - $3,650) to the Chief Financial Officer of the Company, all of which was included as accounts payable and accrued liabilities.

As at August 31, 2023, the Company has a balance outstanding of $57,118 (2022 - $11,500) to the Director of the Company.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at August 31, 2023 because of the short-term nature of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash, accounts payable and accrued liabilities. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is negligible.

The foreign exchange risk is therefore manageable and not significant. The Company does not currently use any derivative instruments to reduce its exposure to fluctuations in foreign exchange rates.

(ii) Interest rate risk

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

(iii) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is not exposed to any significant credit risk.

(iv) 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 approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period, generally carrying net 30 terms. The Company will need to receive additional funding to continue to fund operations and to settle its obligations.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 13,039,560 common shares, 6,265,000 warrants and 643,700 stock options issued and outstanding issued and outstanding.

RISKS AND UNCERTAINTIES

All of the below factors, and other factors not detailed herein, may impact the viability of Company, including its subsidiaries, and/or its projects, and include listed and additional factors which are not possible to predict with certainty. The Company is exposed to both risks foreign and domestic risks.

The Company is exposed to a large multitude of risks and uncertainties, which include, among other factors not herein listed, the following:

Exploration and Development

Resource exploration and development 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 Company’s projects are at an early stage of development. The Company has not defined any economic ore bodies since inception. There is no assurance that the Company’s mineral exploration and development activities or projects will result in any discoveries of commercial bodies of minerals, metals or resources of value. The long-term profitability and viability of the Company’s operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by numerous unforeseeable factors.

The business of exploration for minerals and mining involves a high degree of risk and frequently results in the loss of capital. Whether a mineral deposit can be commercially viable depends upon numerous factors, including, but not limited to, the particular attributes of the deposit, including size, grade and proximity to infrastructure; metal prices which can be highly variable; and government regulations, including environmental and reclamation obligations. Few properties that are explored are ultimately developed into profitable and/or producing mines.

Substantial expenditures are required to establish the continuity of mineralized zones through exploration and drilling and to develop and maintain the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for any proposed development of the Company’s properties can be obtained on a timely basis.

The marketability of any minerals acquired or discovered by the Company in the future 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 may result in the Company not receiving an adequate return on investment capital.

There is no assurance that any regulatory authority having jurisdiction over the Company will, to the extent applicable, approve the acquisition of any additional properties by the Company, whether by way of option or otherwise.

Financial Capability and Additional Financing

The Company has limited financial resources and has no assurance that additional funding will be available to it for further exploration and/or development of its projects or for working capital purposes. There can be no assurance that it will be able to obtain adequate financing in the future to carry out exploration and development work on its projects. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company.

Management

The success of the Company is currently largely dependent on the performance of its officers. The loss of the services of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Mining Titles

There is no guarantee that the Company's title to or interests in the Company's property interests will not be challenged or impugned. The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. The Company has not surveyed the boundaries of its properties and consequently the boundaries may be disputed. There can be no assurance that the Company's rights will not be challenged by third parties claiming an interest in the properties. In order to retain mining tenure, the Company is obligated to perform certain annual work assessment requirements. A failure to perform adequate exploration work on specific mineral tenure claims would, in the absence of any permitted cash deposits in lieu of, be expected to result in the loss of such tenure.

Conflicts of Interest

Certain directors and officers of the Company are, and are expected to continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships, joint ventures and other financial and/or mining interests which are potential competitors of the Company and/or which may otherwise be adverse in interest. It is understood and accepted by the Company that certain directors and officers of the Company may continue to independently pursue opportunities in the mineral exploration industry. Situations may arise in connection with potential acquisitions, operational aspects, or investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the applicable corporate and securities legislation, regulation, rules and policies and the particulars of any agreements made between the Company and the applicable director or officer.

Dilution

If the Company is successful in raising additional funds through the sale of equity securities, shareholders will have their investment diluted. In addition, if warrants and options are issued in the future, the exercise of such options and warrants may also result in dilution to the Company's shareholders. The Company intends to issue additional equity in the future.

History of Losses and No Assurance of Profitable Operations

The Company has incurred a loss since inception. There can be no assurance that the Company will be able to operate profitably during future periods. If the Company is unable to operate profitably during future periods, and is not successful in obtaining additional financing, the Company could be forced to cease its exploration and development plans as a result of lacking sufficient cash resources.

The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions may occur. These unexpected or unusual conditions may include, but are not limited to, rock bursts, cave-ins, fires, flooding and earthquakes. 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.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may adversely affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore. the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches.

Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or non-compliance with environmental laws or regulations.

Reliance on Exploration Service Companies

The Company relies significantly on the utilization of third-party exploration service providers. The availability of services from and/or personnel of such providers, as well as pricing changes related thereto, may have a material impact on the Company.

Title Assertions

The Company operates in Canada where various and/or conflicting First Nations title assertions that may impact the operations of the Company and/or its interests. In addition, the Company indirectly holds mineral licenses in Guinea through Karita Gold, which may be subject to additional title uncertainty.

Civil Unrest

The Company operates in jurisdictions that may be subject to increased incidents of civil unrest which could affect the timing and/or certainty of the Company’s operations and/or interests.

Government Policy Concerning Climate

The Company is subject to a range of government climate policies which may impact the Company and/or its operations. In addition, the Company is subject to various tax policies affecting the resource industry with regard to carbon emissions that may be adverse to the Company and/or its interests.

Fluctuating Commodity Prices

The Company's revenues, should any result, are expected to be in large part derived from the sale of commodities which are set in large part in world markets. The prices of commodities, and in particular spot prices related to gold and other precious metals, have fluctuated widely in recent years and are affected by factors beyond the control of the Company which may include, but not be limited to, economic and political trends, pandemics, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply due to new mine developments, mine closures, and advances in various production and technological uses for commodities being explored for by the Company. All of these factors, and other factors not detailed herein, may impact the viability of Company projects, and include factors which are not possible to predict with certainty.

Inadequate Infrastructure May Affect the Company's Operations

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Competitive Conditions

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical capabilities. Competition in the mining industry is primarily for mineral properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labour to operate the properties; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine for metals and minerals, but also conduct refining and marketing operations on a world-wide basis and most of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or source the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other private or publicly held mining companies for these mineral deposits could have a material adverse effect on the Company's results.

Price Volatility of Publicly Traded Securities

In recent years, North American securities markets have experienced high levels of price and volume volatility, and the market prices of securities of many companies, particularly junior mining exploration 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. While the Company is not presently listed for trade on an exchange, any future quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flow, or exploration success. In addition to risks relating to the Company, any share equity positions that may be held by the Company, now or in the future, are also subject to market volatility and liquidity challenges that may negatively impact their future market or realizable value.

Results of Nearby Exploration Companies

The Company is exposed to mining camps, including but not limited to exploration projects near Clarence Stream, Brunswick and in West Africa (Guinea) in which there are other private and public exploration companies exploring for minerals, particularly precious metals and base metals. Unfavorable exploration results from the Company's exploration projects as well as from adjacent and/or proximal exploration companies may in turn have a negative impact on the Company from a capital markets perspective.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

None.

NEW ACCOUNTING POLICIES AND PRONOUNCEMENTS

Please refer to the Company's November 30, 2022 audited consolidated financial statements available on www.sedarplus.ca under the Company's profile, for new accounting policies as well as future accounting pronouncements.