



**CONSOLIDATED ADVANCE UNITED HOLDINGS INC.**

**(formerly Ripper Resources Ltd.)**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FROM THE THREE MONTH PERIOD ENDING MARCH 31, 2021**

**(EXPRESSED IN CANADIAN DOLLARS)**



# Consolidated Advance United Holdings Inc.

## Management's Discussion and Analysis

For the Three Month Period ended March 31, 2021

Discussion dated: May 31, 2021

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### Introduction

The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of the operation of Consolidated Advance United Holdings Inc. (the "Company" or "Advance United") constitutes management's review of the factors that affected the Company's financial and operating performance for the three month period ending March 31, 2021. This MD&A was written to comply with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the audited financial statements of the Company from the date of incorporation on May 28, 2020 to December 31, 2020, together with the notes thereto and the audited financial statements of Talisker Gold Corp. Results are reported in Canadian dollars, unless otherwise noted. The Company's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Information contained herein is presented as of May 31, 2021 unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Advance United common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A contains forward-looking information as further described in the "*Cautionary Note Regarding Forward-Looking Information*" at the end of this MD&A. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "*Risks and Uncertainties*" section below.

### Description of Business

The Company was incorporated under the *Business Corporations Act* (British Columbia) on May 28, 2020. The Company is currently engaged in the acquisition, exploration and development of mineral properties. Effective January 13, 2021, the Company amalgamated with Talisker Gold Corp and 2796446 Ontario Inc. in a three cornered amalgamation changing its name from Ripper Resources Inc to Advance United Holdings Inc. The Company's head office, principal address and registered and records office is located at 372 Bay Street, Suite 301, Toronto, Ontario, M5H 2W9.

The Company's financial year ends on December 31.

### Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.



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Forward-looking statements	Assumptions	Risk factors
<p>Regardless of whether the Company discovers a significant precious or base metal deposit, its working capital of \$517,973 at March 31, 2021 is anticipated to be adequate for it to continue operations for the twelve month period ending March 31, 2022</p>	<p>The operating and exploration activities of the Company for the three-month period ending March 31, 2021, and the costs associated therewith, will be consistent with the Company's current expectations; and equity markets, exchange and interest rates and other applicable economic conditions will be favourable to the Company</p>	<p>Unforeseen costs to the Company will arise; ongoing uncertainties relating to the COVID-19 pandemic; any particular operating cost increase or decrease from the date of the estimation; changes in operating and exploration activities; changes in economic conditions; timing of expenditures</p>
<p>The Company's properties, once acquired, may contain economic deposits of minerals</p>	<p>The actual results of the Company's exploration and development activities will be favourable; operating, exploration and development costs will not exceed the Company's expectations; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the price of applicable commodities and applicable interest and exchange rates will be favourable to the Company; no title disputes exist or will arise with respect to the Company's properties; and the Company has or will obtain adequate property rights to support its exploration and development activities</p>	<p>Commodity price volatility; ongoing uncertainties relating to the COVID19 pandemic; uncertainties involved in interpreting geological data and confirming title to acquired properties; inability to secure necessary property rights; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other applicable legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions</p>
<p>The Company's anticipated business plans, including costs and timing for future exploration on its property interests and acquisitions of additional mineral resource properties or interests therein</p>	<p>The exploration activities of the Company and the costs associated therewith, will be consistent with the Company's current expectations; and equity markets, exchange and interest rates and other applicable economic conditions will be favourable to the Company; financing will be available for the Company's exploration and development activities on favourable terms; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; the price of applicable commodities will be favourable to the Company; no title disputes exist or will arise with respect to the Company's properties; the Company has or will obtain adequate property rights to support its exploration and development activities; and the Company will be able to successfully identify and negotiate new acquisition opportunities</p>	<p>Commodity price volatility; ongoing uncertainties relating to the COVID19 pandemic; changes in the condition of debt and equity markets; timing and availability of external financing on acceptable terms may not be as anticipated; the uncertainties involved in interpreting geological data and confirming title to acquired properties; inability to secure necessary property rights; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other applicable legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company may be unable to retain and attract skilled staff; receipt of applicable permits is subject to governmental and/or regulatory approvals; the Company does not have control over the actions of its joint venture partners and/or other counterparties</p>
<p>Management's outlook regarding future trends and exploration programs</p>	<p>Financing will be available for the Company's exploration and operating activities; the price of applicable commodities will be favourable to the Company; the actual results of the Company's exploration and development activities will be favourable; management is aware of all applicable environmental obligations</p>	<p>Commodity price volatility; ongoing uncertainties relating to the COVID19 pandemic; changes in the condition of debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions; the possibility that future exploration results will not be consistent with the Company's expectations; changes in environmental and other applicable legislation and regulation</p>



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Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

## Financial and Operating Highlights

### Corporate

On May 28, 2020, the Company was incorporated in British Columbia, issuing 100 shares at a price of \$0.01.

In August 2020, the Company issued 10,000,000 common share units at \$0.02 per share to Founders of the Company for gross proceeds of \$200,000.

In October 2020, the Company issued 4,200,000 common share units at \$0.05 per share for gross proceeds of \$410,000. Each unit consists of one common share and one common share purchase warrant, exercisable at \$0.10 for a period of 24 months. The warrants were valued at \$73,320 using the Black Scholes valuation model.

On January 13, 2020, the Company completed a business combination transaction with Talisker Gold Corp. ("Talisker") which resulted in the acquisition by the Company of the business of Talisker and its mineral exploration properties, namely the Doyle, Buck Lake properties and Paint Lake JV all located in Northern Ontario. The transaction was completed by way of a three cornered amalgamation among Talisker, the Company (formerly Ripper Resources Ltd.) ("Ripper") and the Company's wholly owned subsidiary 2796446 Ontario Inc. ("Newco") pursuant to the terms on an amalgamation agreement. On closing of this transaction:

- (i) all of the outstanding securities of Talisker were exchanged for securities of the Company, such that 22,289,606 common shares, 1,250,000 consideration stock options (1,000,000 exercisable at \$0.10 until April 17, 2023 and 250,000 exercisable at \$0.10 until December 23, 2024), 500,000 substitution common share purchase warrants exercisable at \$0.10 until August 21, 2024, and 175,000 warrants exercisable at \$0.30 until 18 months after the Company became a reporting issuer on May 28, 2021, were issued;
- (ii) Newco and Talisker amalgamated to form an amalgamated company named "Talisker Gold Corp.", a wholly owned subsidiary of the Company;
- (iii) Ross Ewaniuk resigned as the sole director and officer of the Company, and Jim Atkinson, David McDonald, Kevin Wright and Walter Henry became directors of the Company; and
- (iv) Ripper changed its name to "Advance United Holdings Inc."



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## Trends and Economic Conditions

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Global precious or base metal prices;
- Demand for precious or base metal and the ability to explore for precious or base metal;
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labour availability and supply lines;
- Availability of government supplies, such as water and electricity;
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of this MD&A, the Canadian federal government and the provincial government of Ontario have not introduced measures that have directly impeded the operational activities of the Company. Management believes the business will continue and, accordingly, the current situation has not impacted management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Apart from these and the risk factors noted under the heading "*Risks and Uncertainties*", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

See "*Cautionary Note Regarding Forward-Looking Information*" above.

## Outlook

The Company intends to continue exploring properties that have the potential to contain precious and base metals. In addition, management will review project submissions, and conduct independent research, for projects in such jurisdictions and commodities as it may consider prospective.

There is no assurance that equity capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "*Risks and Uncertainties*" below.



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### Selected Annual Financial Information

The following is selected financial data derived from the unaudited condensed consolidated interim financial statements of the Company at March 31, 2021, for the three month period March 31, 2021.

	Three month period ending March 31, 2021
<b>Total revenues</b>	\$nil
<b>Net Income (loss)</b>	\$(380,193)
<b>Net Income (loss) per share – basic</b>	\$(0.01)
<b>Net Income (loss) per share – diluted</b>	\$(0.01)
	As at March 31, 2021
<b>Total assets</b>	\$921,250
<b>Distribution or cash dividends</b>	\$nil

- The net loss for the three month period March 31, 2021 of \$380,193, consisted (i) professional fees \$77,626, as the Company completed its listing on the Canadian Stock Exchange, (ii) non-cash expenses of \$200,750 to market to market investments and \$59,658 of share-based compensation on stock options issued to replace the Talisker options cancelled in the January 13, 2021 three cornered transaction.

As the Company has no revenues, its ability to fund its operations is dependent upon securing further financing. See "Trends" and "Risk Factors".

### Environmental Contingency

The Company does not currently have mining and exploration activities that would be subject to various laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and are generally becoming more restrictive. As of March 31, 2021, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

### Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.



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## Recent Transactions

On January 13, 2020, the Company completed a business combination transaction with Talisker which resulted in the acquisition by the Company of the business of Talisker and its mineral exploration properties, namely the Doyle, Buck Lake properties and Paint Lake JV all located in Northern Ontario. The transaction was completed by way of a three cornered amalgamation among Talisker, Ripper and Newco pursuant to the terms on an amalgamation agreement. On closing of this transaction:

- (i) all of the outstanding securities of Talisker were exchanged for securities of the Company, such that 22,289,606 common shares, 1,250,000 consideration stock options (1,000,000 exercisable at \$0.10 until April 17, 2023 and 250,000 exercisable at \$0.10 until December 23, 2024), 500,000 substitution common share purchase warrants exercisable at \$0.10 until August 21, 2024, and 175,000 warrants exercisable at \$0.30 until 18 months after the Company becomes a reporting issuer, were issued;
- (ii) Newco and Talisker amalgamated to form an amalgamated company named "Talisker Gold Corp.", a wholly owned subsidiary of the Company;
- (iii) Ross Ewaniuk resigned as the sole director and officer of the Company, and Jim Atkinson, David McDonald, Kevin Wright and Walter Henry became directors of the Company; and
- (iv) Ripper changed its name to "Advance United Holdings Inc."

## Selected Quarterly Information

		Profit or Loss		
Three Months Ended	Total Revenue (\$)	Total (\$)	Basic and Diluted Loss Per Share (\$)	Total Assets (\$)
From the date of incorporation on May 28, 2020 to June 30, 2020	\$Nil	(3,363) <sup>(1)</sup>	(0.00)	169,985
Quarter ended September 30, 2020	\$Nil	(28,162) <sup>(2)</sup>	(0.00)	405,592
Quarter ended December 31, 2020	\$Nil	(48,353) <sup>(3)</sup>	(0.00)	378,475
Quarter ended March 31, 2021	\$Nil	\$(380,193) <sup>(4)</sup>	(0.01)	921,250

(1) Net loss of \$3,363 principally relates to professional fees of \$3,363 to set up the Company and prepare subscriptions.

(2) Net loss of \$28,162 principally relates to professional fees of \$28,162 to follow-up on subscriptions and due diligence on the Talisker transaction.

(3) Net loss of \$48,353 principally relates to professional fees of \$48,353 relating to Talisker transaction and year end audit fees.

(4) Net loss of \$380,193 principally relates to professional fees of \$77,626 to set up the Company and prepare subscriptions and non-cash transaction related to Mark to Market of investments \$200,750 and share-based compensation on replacement options granted as per terms of the January 13, 2021 amalgamation.



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### Financial Highlights

Three months ended March 31, 2021 does not have comparatives as the Company was incorporated May 28, 2020.

The Company's net loss totaled \$380,193 for the three months ended March 31, 2021, with basic and diluted loss per share of \$(0.01). The net loss was principally due to:

- An unrealized mark to market loss of \$200,750
- Legal costs related to the Talisker transaction and audit fees.
- Share-based compensation on Options Granted to replace cancelled Talisker options.
- All other expenses related to general working capital purposes.

### Three month period ending March 31, 2021

The Company's net loss totaled \$380,193 for three month period ending March 31, 2021 with basic and diluted income per share of \$(0.01). The net loss was principally due to:

- A non-cash unrealized mark to market loss of \$200,750.
- Legal costs related to the Talisker transaction and audit fees.
- Non-cash share-based compensation on Options Granted to replace cancelled Talisker options.

The Company's total assets at March 31, 2021 were \$921,250 against total liabilities of \$53,512. The assets consist of cash on hand, HST receivable and properties and the liabilities relate to professional fees owing at period end. The Company has a working capital surplus at March 31, 2021 of \$517,973.

### Liquidity and Capital Resources

From management's point of view, the Company's cash and cash equivalents balance of \$558,290 at March 31, 2021 and \$483,607 as of this report date, May 31, 2021, which management believes is adequate to cover current expenditures and exploration expenses for the next twelve months.

The Company will, from time to time, when marketing and financing conditions are favourable, proceed with fundraising to fund exploration and property acquisition projects.

The activities of the Company, principally the acquisition and exploration of properties that have the potential to contain precious and base metals, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options. There is no assurance that equity capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "*Risks and Uncertainties*" below.

As of March 31, 2021, and to the date of this MD&A, the cash resources of \$483,607 are held with certain Canadian chartered banks.

At March 31, 2021, the Company had cash and cash equivalents balance of \$558,290. The cash was raised with the closing of two financings in 2020.





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Regardless of whether the Company acquires a property, discovers a significant precious or base metal deposit, its working capital of \$517,973 at March 31, 2021 is anticipated to be adequate for it to continue operations for the twelve-month period ending March 31, 2022.

### **Mineral Exploration Properties**

The Company currently has two properties in the Batchawana Bay and a Joint Venture agreement on the Paint Lake property in Northwestern Ontario. The Company added those properties by completing a three corner amalgamation with Talisker Gold Corp. and 2796446 Ontario Inc. on January 13, 2021.

#### ***Doyle Property***

The Doyle Property is in Runnells Township approximately 92km southeast of Wawa, Ontario and approximately 86 km north of Sault Ste. Marie, Ontario. The Doyle Property is accessible via a series of all-weather roads, logging roads and ATV trails. Several overgrown logging roads within the Doyle Property provide access to various points within the claim group.

The property is in good standing until 2022 and further assessment work being filed will extend the period by at least one year – to 2023.

The earliest recorded exploration on the Doyle Property dates to 1953. Prior to 1953, this area of the Batchawana Greenstone Belt would have been prospected for gold and copper as the Wawa Gold Camp was taking form.

Past work in the vicinity of the Doyle Property, and in this part of the Batchewana Greenstone Belt, was limited in part due to poor access and mineral rights ownership of many the surrounding townships by the Algoma Central Railway (ACR). These townships have been withdrawn from staking for several decades. Thus, historical exploration in the area has been mostly confined to Runnalls Township.

Several early-stage exploration programs were carried on and in the vicinity of the Doyle Property, but the most significant work done by Tri Origin Exploration from 1989 to 1999. The work included over 100 km of line cutting, 25 km of IP geophysics and 37 drill holes totaling 8,053 m. The best gold intersections included 49.58 g/t Au over 1.0 m, 2.28 g/t Au over 9 .0 m including 17.5 g/t Au over 1.0 m and 7.2 g/t Au over 0.53m.

The geological setting of the Doyle Property has been compared with that of the Hemlo deposit (22 million ounces of gold)

No further work was completed on the property until acquired by Talisker in 2018. Talisker Gold subsequently completed ground and airborne geophysical surveys in 2019 and 2020. All of the original data generated by Tri Origin was obtained by Talisker in 2020 and data compilation and interpretation are underway.



### ***Buck Lake Property***

The Buck Lake Property lies in Lunkie Township in the Algoma District of Central Ontario approximately 50 kilometers northeast of Sault Ste. Marie and approximately 30 km NE of the village of Searchmont.

The property is in good standing until May 2022.

HBOG Mining completed some exploration to the north and northwest of the present property in 1976. The only work reported on the present property was completed by Noranda in 1983. The company completed ground magnetic and HLEM surveys and identified a strong Electromagnetic anomaly (EM) with locally corresponding magnetic signature over a length of approximately 3500 metres. One diamond drill hole is reported in the government Assessment Files which encountered sulphide in breccia and massive sulphide with chalcopyrite and traces of sphalerite. No assays are reported.

In 2017 the property vendor completed a soil sampling program over the suspected location of the EM anomaly and detected a strong copper and zinc anomaly. Concomitant geological mapping identified the location of the EM anomaly and the soil anomaly to be at or near the contact between mafic and felsic volcanic units. A classic location for volcanic massive sulphide (VMS) deposits.

No follow-up work has been completed on the property.

### **Capital Disclosure and Management**

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis. The Company's ability to continue to carry out its planned exploration activities is uncertain and dependent upon securing additional financing.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. The Company's capital management objectives, policies and processes have remained unchanged during the three month period ended March 31, 2021. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body and has adequate working capital or financial resources to maintain operations and cover general and administrative expenses for a period of 12 months.



## **Financial Instrument and Risk Management**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The fair value of the Company's accounts payables and accrued liabilities, and due to related parties approximate their carrying value. The Company's other financial instrument, being cash and cash equivalents, is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

### **(a) 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's primary exposure to credit risk is on its cash and cash equivalents held in bank accounts. The Company has deposited the cash and cash equivalents with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

### **(b) 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 and due to related parties are due within the current operating period. The Company has a sufficient cash and cash equivalents balance to settle current liabilities.

### **(c) Market risk:**

The Company is exposed to price risk with respect to equity prices and commodity prices. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity prices or general movements in the level of stock market. Commodity price risk is defined as the potential adverse impact and economic value due to commodity price movements and volatilities.

### **(d) 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 exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on deposit with financial institutions and management actively negotiates favourable market related interest rates.



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## Major Shareholders and Related Party Disclosures

### Major shareholders

To the knowledge of the directors and senior officers of the Company, as at March 31, 2021, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than set out below:

Name	Number of common shares	Percentage of outstanding common shares
John Ross Quigley	4,405,556	12.07%
David Garfield Burry	4,008,333	10.98%

None of the Company's major shareholders have different voting rights than other holders of the Company's common shares.

### Related party disclosures

Related parties include the members of the Board of Directors, officers of the Company, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

### Share Capital

As at the date of this MD&A, the Company had a total of 36,489,706 common shares issued and outstanding. An additional 4,875,000 common shares are subject to issuance from warrants outstanding. Each warrant will be exercisable to acquire one common share at prices between \$0.10 and \$0.30 per common share with an expiry dates of October 31, 2022 and August 21, 2024. An additional 1,250,000 options to purchase common shares are exercisable at \$0.10 per common share with expiry dates between April 17, 2023 and December 23, 2024.

### Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that the financial statements (i) do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, and (ii) fairly present in all material respects the financial condition, results of operations and cash flow of the Company, in each case as of the date of and for the periods presented by such statements.

### Risks and Uncertainties

The exploration, development and mining of mineral resources are highly speculative in nature and are subject to significant risks. In addition to the usual risks associated with an investment in a business at an early stage of development, management and the directors of the Company believe that, in particular, the following risk factors should be considered by prospective investors. It should be noted that this list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.



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## Development Stage Company and Exploration Risks

The Company is a junior resource company focused primarily on the acquisition, exploration and development of mineral properties located in Canada. The Company's properties have no established mineral reserves. There is no assurance that any of the Company's projects can be mined profitably. Accordingly, it is not assured that the Company will realize any profits in the short to medium term, if at all. The exploration and development of mineral deposits involves a high degree of financial risk over a significant period of time that even a combination of management's careful evaluation, experience and knowledge may not eliminate. While discovery of ore-bearing structures may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. It is impossible to ensure that the current exploration and development programs of the Company will result in profitable commercial mining operations. The profitability of the Company's operations will be, in part, directly related to the cost and success of its exploration and development programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral reserves that are sufficient to support commercial mining operations and to construct, complete and install mining and processing facilities on those properties that are actually developed.

## Reliability of Mineral Resource Estimates

Mineral resources are estimates based on sampling of the mineralized material in a deposit. Such estimates may not be found to be accurate. Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimation of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues. Inferred resources, including those discussed in this MD&A, are ones for which there has been insufficient exploration to define an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.

Unless otherwise indicated, mineralization figures presented in this MD&A and in any National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* technical reports filed by the Company are based upon estimates made by geologists and the Company's personnel. Although the mineral resource figures set out in this MD&A and in such technical reports have been carefully prepared and reviewed or verified by qualified persons, these amounts are estimates only and no assurance can be given that an identified mineral resource will ever become a mineral reserve or in any way qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, all of which may prove to be unreliable. Furthermore, there are risks related to the reliability of analytical results and unforeseen possible variations in grade or other considerations.



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## Commodity Markets

The price of the Company's securities, its financial results, and its access to the capital required to finance its exploration activities may in the future be adversely affected by declines in the price of precious and base metals. Precious metal prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of precious metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection, and international political and economic trends, conditions and events. If these or other factors adversely affect the price of the precious and base metals that are the subject of the Company's exploration efforts, the market price of the Company's securities may decline.

## Market Fluctuation and Commercial Quantities

The market for minerals is influenced by many factors beyond the Company's control, including without limitation the supply and demand for minerals. In addition, the metals industry in general is intensely competitive and there is no assurance that, even if apparently commercial quantities and qualities of metals (such as chromite) are discovered, a market will exist for their profitable sale. Commercial viability of precious and base metals and other mineral deposits may be affected by other factors that are beyond the Company's control, including particular attributes of the deposit such as its size, quantity and quality, the cost of mining and processing, proximity to infrastructure, the availability of transportation and sources of energy, financing, government legislation and regulations including those relating to prices, taxes, royalties, land tenure, land use, import and export restrictions, exchange controls, restrictions on production, and environmental protection. It is impossible to assess with certainty the impact of various factors that may affect commercial viability such that any adverse combination of such factors may result in the Company not receiving an adequate return on invested capital or having its mineral projects be rendered uneconomic.

## Option and Joint Venture Agreements

The Company has and may continue to enter into option agreements and/or joint ventures as a means of acquiring property interests. Any failure of any partner to meet its obligations to the Company or other third parties, or any disputes with respect to third parties' respective rights and obligations could have a material adverse effect on the Company's rights under such agreements. Furthermore, the Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact on the strategic value of the underlying mineral claims.

## Property Titles

The principal property interests that the Company owns, controls or has the right to acquire by option or agreement come variously under the *Mining Act* (Ontario), the *Registry Act* (Ontario) or the *Land Titles Act* (Ontario), each of which has its own registration and management systems. Although the Company has either obtained title opinions or reviewed title for the material properties that it owns, controls or has the right to acquire by option or agreement, there is no guarantee that title to such mineral property interests will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers, and title may be affected by undetected defects. The Company may also experience challenges in effecting the transfer of title to certain of its mineral properties. There may be valid challenges to the title of the mineral property interests which, if successful, could impair development and/or operations.



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## Financing Risks

Although the Company currently has significant cash and cash equivalents, the Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects. Further exploration and development of the Company's properties may be dependent upon its ability to obtain financing through equity or debt, and although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's projects.

## Mining Risks and Insurance

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, catastrophic equipment failures, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability. Although the Company maintains insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards that may not be insured against or that it may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

## Government Regulations, Permitting and Taxation

The Company's exploration operations are subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In order for the Company to carry out its activities, its various licenses and permits must be obtained and kept current. There is no guarantee that the Company's licenses and permits will be granted, or that once granted will be extended. In addition, the terms and conditions of such licenses or permits could be changed and there can be no assurances that any application to renew any existing licenses will be approved. There can be no assurance that all permits that the Company requires will be obtainable on reasonable terms, or at all. Delays or a failure to obtain such permits, or a failure to comply with the terms of any such permits that the Company has obtained, could have a material adverse impact on the Company. The Company may be required to contribute to the cost of providing the required infrastructure to facilitate the development of its properties. The Company will also have to obtain and comply with permits and licenses that may contain specific conditions concerning operating procedures, water use, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that the Company will be able to comply with any such conditions. Future taxation of mining operators cannot be predicted with certainty so planning must be undertaken using present conditions and best estimates of any potential future changes.



## **Health, Safety and Community Relations**

The Company's operations are subject to various health and safety laws and regulations that impose various duties on the Company's operations relating to, among other things, worker safety and obligations in respect of surrounding communities. These laws and regulations also grant the relevant authorities' broad powers to, among other things, close unsafe operations and order corrective action relating to health and safety matters. The costs associated with the compliance with such health and safety laws and regulations may be substantial and any amendments to such laws and regulations, or more stringent implementation thereof, could cause additional expenditure or impose restrictions on, or suspensions of, the Company's operations. The Company has made, and expects to make in the future, significant expenditure to comply with the extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, mine development and protection of endangered and other special status species, and, to the extent reasonably practicable, to create social and economic benefit in the surrounding communities near the Company's mineral properties.

## **Environmental Protection**

The mining and mineral processing industries are subject to extensive governmental regulations for the protection of the environment, including regulations relating to air and water quality, mine reclamation, solid and hazardous waste handling and disposal and the promotion of occupational health and safety, which may adversely affect the Company or require it to expend significant funds. There is also a risk that environmental and other laws and regulations may become more onerous, making it more costly for the Company to remain in compliance with such laws and regulations.

## **Reliance on Key Personnel**

The Company's development to date has largely depended and in the future will continue to depend on the efforts of key management and other key personnel. Loss of any of these people, particularly to competitors, could have a material adverse effect on the Company's business. Further, with respect to future development of the Company's projects, it may become necessary to attract both international and local personnel for such development. The marketplace for key skilled personnel is becoming more competitive, which means the cost of hiring, training and retaining such personnel may increase. Factors outside the Company's control, including competition for human capital and the high level of technical expertise and experience required to execute this development, will affect the Company's ability to employ the specific personnel required. The failure to retain or attract a sufficient number of key skilled personnel could have a material adverse effect on the Company's business, results of operations and financial condition. The Company has not taken out and does not intend to take out 'key person' insurance in respect of any directors, officers or other employees.

## **Competitive Industry Environment**

The mining industry is highly competitive, both domestically and internationally. The Company's ability to acquire properties and develop mineral reserves in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for mineral exploration, of which there is a limited supply. The Company may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company.

The Company may also encounter competition from other mining companies in its efforts to hire experienced mining professionals. Competition could adversely affect the Company's ability to attract necessary funding or acquire





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suitable producing properties or prospects for mineral exploration in the future. Competition for services and equipment could result in delays if such services or equipment cannot be obtained in a timely manner due to inadequate availability, and could also cause scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project development, exploration or construction costs and result in project delays.

### Global Financial Conditions

Recent global financial conditions have been characterized by increased volatility and access to public financing, particularly for junior mineral exploration companies, has been negatively impacted. These conditions may affect the Company's ability to obtain equity or debt financing in the future on terms favourable to the Company or at all. If such conditions continue, the Company's operations could be negatively impacted.

### Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, power sources and water supply are important determinants affecting capital and operating costs. Unusual or infrequent weather phenomena, sabotage, 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.

### Covid-19 Risks

The worldwide emergency measures taken to combat the COVID-19 pandemic may continue, could be expanded, and could also be reintroduced in the future following relaxation. As governments implement monetary and fiscal policy changes aimed to help stabilize economies and capital markets, we cannot predict legal and regulatory responses to concerns about the COVID-19 pandemic and related public health issues and how these responses may impact our business. The COVID-19 pandemic, actions taken globally in response to it, and the ensuing economic downturn has caused significant disruption to business activities and economies. The depth, breadth and duration of these disruptions remain highly uncertain at this time. Furthermore, governments are developing frameworks for the staged resumption of business activities. As a result, it is difficult to predict how significant the impact of the COVID-19 pandemic, including any responses to it, will be on the global economy and our business. We have outlined these risks in more detail below.

### Strategic & Operational Risks

The ongoing COVID-19 pandemic could adversely impact our financial condition in future periods as a result of reduced business opportunities via acquisitions and dispositions of exploration and development properties. The uncertainty around the expected duration of the pandemic and the measures put in place by governments to respond to it could further depress business activity and financial markets. Our strategic initiatives to advance our business may be delayed or cancelled as a result.

To date, our operations have remained stable under the pandemic but there can be no assurance that our ability to continue to operate our business will not be adversely impacted, in particular to the extent that aspects of our operations which rely on services provided by third parties fail to operate as expected. The successful execution of business continuity strategies by third parties is outside our control. If one or more of the third parties to whom we outsource critical business activities fails to perform as a result of the impacts from the spread of COVID-19, it could have a material adverse effect on our business and operations.



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## Liquidity risk and capital management

Extreme market volatility and stressed conditions resulting from COVID-19 and the measures implemented to control its spread could limit our access to capital markets and our ability to generate funds to meet our capital requirements. Sustained global economic uncertainty could result in more costly or limited access to funding sources. In addition, while we currently have sources of liquidity, such as cash balances, there can be no assurance that these sources will provide us with sufficient liquidity on commercially reasonable terms in the future. Extreme market volatility may leave us unable to react in a manner consistent with our historical practices.

## Market Risk

The pandemic and resulting economic downturn have created significant volatility and declines in financial and commodity markets. Central banks have announced emergency interest rate cuts, while governments are implementing unprecedented fiscal stimulus packages to support economic stability. The pandemic could result in a global recessionary environment with continued market volatility, which may continue to impact our financial condition.

## Subsequent Events

There are no subsequent events to report.