

# **Lode Metals Corp.**

## **Management Discussion and Analysis**

### **For the Six Months Ended July 31, 2023 and 2022**

This management's discussion and analysis ("MD&A") is management's interpretation of the financial condition and results of operations of Lode Metals Corp. (the "Company" or "Lode Metals") for the six months ended July 31, 2023 and 2022.

This MD&A should be read in conjunction with the condensed consolidated interim financial statements for the six months ended July 31, 2023 and the audited financial statements for the year ended January 31, 2023, prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This MD&A complements and supplements, but does not form part of, the Company's financial statements.

This MD&A contains forward-looking statements. Statements regarding the adequacy of cash resources to carry out the Company's exploration programs or the need for future financing are forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language included in this MD&A. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

All dollar amounts contained herein are expressed in Canadian dollars unless otherwise indicated. This MD&A has been prepared as of September 28, 2023.

#### **BUSINESS OVERVIEW AND OPERATIONS**

Lode Metals Corp. is a gold focused Canadian exploration company. The Company's registered office is located at 885 West Georgia Street, Vancouver, BC, V6C 3E8.

On April 12, 2021, Lode Metals acquired all of the outstanding shares of 2262496 Alberta Ltd. ("226") by way of share exchange agreement (the "Transaction"). 226 holds the option to acquire a 100% interest in the Cracker Creek Gold Property located in Oregon. 226 was identified for accounting purposes as the acquirer, and accordingly the Company is considered to be a continuation of 226, and the net assets of Lode Metals at the date of the reverse acquisition are deemed to have been acquired by 226. The Transaction provided the Company with business operations for the purposes of the listing of the Company's common shares on the Canadian Securities Exchange ("CSE"). On March 23, 2022, the Company received final receipt from the British Columbia Securities Commission of the Company's Long Form Prospectus dated March 22, 2022 and the Company's common shares were listed on the CSE under the symbol LODE.

The Company made certain Board and management changes since year end. In March 2023, John Bey was appointed to the Board and as President and Chief Executive Officer to replace Ken Tullar, who will continue as Chief Operating Officer and remains on the Board. Dave Patterson resigned as a Director and was replaced by Blair Jordan. In August 2023, Sean McGrath replaced Gavin Cooper as Chief Financial Officer and Corporate Secretary of the Company. Backgrounds on these additional appointments are contained in the Company's news releases dated March 15, 2023, March 30, 2023 and August 17, 2023 available on SEDAR at [www.SEDAR.com](http://www.SEDAR.com).

On May 9, 2023, the Company entered into a definitive assignment and assumption agreement (the "Definitive Agreement") with Angold Resources Ltd. ("Angold") and two of its wholly-owned subsidiary companies (collectively, the "Subsidiaries"). Pursuant to the terms of the Definitive Agreement, the Subsidiaries have assigned (the "Assignment") to Elkhorn Gold Exploration LLC, a wholly-owned subsidiary of the Company, all rights to the contractual arrangements (collectively, the "Option Agreements") pursuant to which the Subsidiaries hold the rights to acquire the Iron Butte Project, located in Lander County, Nevada and the Hope Butte Project, located in Malheur County, Oregon. In consideration for the Assignment, the Company has issued 10,000,000 common shares (the "Consideration Shares") to Angold, and has assumed all obligations of the Subsidiaries with respect to the Option Agreements. The Consideration Shares are subject to an escrow arrangement until May 18, 2024, during which time they may not be traded. For full details, please refer to the Company's news releases of May 11, 2023 and May 18, 2023 which can be viewed on SEDAR at [www.sedar.com](http://www.sedar.com).

The Company's ability to continue its operations is dependent on its success in raising equity through share issuances, suitable debt financing and/or other financing arrangements. While the Company has been successful in raising equity in the past, there can be no guarantee that it will be able to raise sufficient funds to fund its activities and general and administrative costs in the future. Many factors influence the Company's ability to raise funds, including the health of the capital market, the climate for mineral exploration investment and the Company's track record. Actual funding requirements may vary from those planned due to a number of factors, including the acquisition of new projects. There is no guarantee that the Company will be able to secure additional financings in the future at terms that are favourable, or at all.

## EXPLORATION AND EVALUATION ASSET

	Butte Projects		Cracker Creek		Total
<b>Acquisition Costs</b>					
Balance, January 31, 2022, and July 31, 2022	\$	-	\$	501,308	\$ 501,308
Additions		-		265,106	265,106
Balance, January 31, 2023	\$	-	\$	766,414	\$ 766,414
Additions		218,614		82,414	301,028
<b>Balance, July 31, 2023</b>	<b>\$</b>	<b>218,614</b>	<b>\$</b>	<b>848,828</b>	<b>\$ 1,067,442</b>
<b>Deferred Exploration Costs</b>					
Balance, January 31, 2022	\$	-	\$	1,169,231	\$ 1,169,231
Consulting		-		367,872	367,872
Land maintenance		-		34,302	34,302
Geophysics		-		93,586	93,586
Other		-		378,152	378,152
Balance, January 31, 2023	\$	-	\$	2,043,143	\$ 2,043,143
Consulting		-		49,611	49,611
Land maintenance		-		584	584
Geophysics		-		1,071	1,071
Other		-		6,452	6,452
Balance, July 31, 2023	\$	-	\$	2,100,861	\$ 2,100,861
<b>Total</b>					
Balance, January 31, 2023	\$	-	\$	2,809,557	\$ 2,809,557
<b>Balance, July 31, 2023</b>	<b>\$</b>	<b>218,614</b>	<b>\$</b>	<b>2,949,689</b>	<b>\$ 3,168,303</b>

### *Cracker Creek Gold Property, Oregon, USA*

On November 9, 2020, 226 entered into an Exploration and Purchase Option Agreement (the "Option Agreement") with Cracker Creek Gold Corporation ("Cracker Creek") whereby 226 has the option (the "Option") to acquire an undivided 100% legal and beneficial right, title and interest in and to the Cracker Creek Gold Property (the "Property") located in Bourne, Oregon, USA for a total purchase price of US\$3,000,000 (the "Purchase Price").

To maintain the Option Agreement in good standing, 226 must:

- i) Pay US\$100,000 in cash upon signing (paid \$131,503 during the period ended January 31, 2021); and
- ii) Pay US\$60,000 every six months after the signing date until the date that 226 exercises the Option as provided under the Option Agreement or until the date that the Option Agreement is terminated according to its terms ((\$159,516 paid during the year ended January 31, 2023; \$149,017 paid during the year ended January 31, 2022). On May 26, 2023, the Company paid US\$60,000.

If the Option Agreement has been maintained in good standing, 226 may exercise its option to purchase the Property at any time after the signing date as follows:

- i) On or before May 1, 2024, deliver notice to Cracker Creek of 226's decision to exercise the Option (the "Exercise Notice");
- ii) Concurrently with 226's delivery of the Exercise Notice to Cracker Creek, pay Cracker Creek by wire transfer US\$300,000 immediately as a deposit towards the Purchase Price; and
- iii) Perform certain closing requirements including payment in full of the remaining balance of the Purchase Price.

The Property is subject to a 2.5% net smelter returns ("NSR") royalty held by Cracker Creek.

On November 21, 2020, 226 entered into a Services Agreement (the "Services Agreement") with Minefinders LLC ("Minefinders") for services provided by Minefinders related to the signing of the Option Agreement with Cracker Creek. As consideration for services rendered, 226 has agreed to make certain payments to Minefinders and to grant to Minefinders a 0.5% NSR royalty (the "Minefinders NSR") at the commencement of commercial production at the Property. 226 shall have the option (the "Royalty Option") to purchase the Minefinders NSR at any time within two years of signing the Services Agreement for US\$500,000.

The payments for services rendered shall be made by 226 as follows:

- i) US\$40,000 in cash upon signing (paid \$68,797 during the period ended January 31, 2021);
- ii) US\$40,000 every six months after the signing date until the earlier of (i) the date that 226 exercises its Option as provided under the Option Agreement, (ii) the date that the Option Agreement is terminated according to its terms and (iii) May 1, 2024 (paid \$53,288 during the period ended January 31, 2021, \$98,703 during the year ended January 31, 2022, \$105,590 paid during the year ended January 31, 2023 and \$Nil paid during the three months ended April 30, 2023);
- iii) Unless the Royalty Option has been exercised by 226, US\$500,000 on the date that commercial production is achieved; and
- iv) Unless the Royalty Option has been exercised by 226, US\$500,000 on the date that is 12 months from the date that commercial production is achieved.

*Iron Butte Project, Lander County, Nevada, USA*

On May 10, 2023, the Company obtained entered into a definitive assignment and assumption agreement (the “Definitive Agreement”), with Angold Resources Ltd. to obtain the legal rights and obligations of the Iron Butte Project (“Iron Butte”). In consideration for the Assignment, the Company has agreed to issue 10,000,000 common shares (the “Consideration Shares”) to Angold, and to assume all obligations of both Iron Butte and Hope Butte projects with respect to the Option Agreements. Following completion of the Assignment, Lode will hold the rights to acquire the Iron Butte Project pursuant to the Option Agreements, in consideration for completing the following cash payments and share issuances:

- i) \$150,000 USD in cash (or \$45,000 USD in common shares) on the date of or before December 21, 2023
- ii) \$200,000 USD in cash (or \$63,000 USD in common shares) on the date of or before December 21, 2024
- iii) \$300,000 USD in cash (or \$90,000 USD in common shares) on the date of or before December 21, 2025
- iv) \$500,000 USD in cash on the date of or before December 21, 2026

*Hope Butte Project, Malheur County, Oregon*

On May 10, 2023, the Company obtained entered into a definitive assignment and assumption agreement (the “Definitive Agreement”), with Angold Resources Ltd. to obtain the legal rights and obligations of the Hope Butte Project (“Hope Butte”). In consideration for the Assignment, the Company has agreed to issue 10,000,000 common shares (the “Consideration Shares”) to Angold, and to assume all obligations of both Hope Butte and Iron Butte projects with respect to the Option Agreements. Following completion of the Assignment, Lode will hold the rights to acquire the HopeButte Project pursuant to the Option Agreements, in consideration for completing the following cash payments and share issuances:

- i) \$75,000 USD in cash (or \$50,000 USD in common shares) on the date of or before October 12, 2023
- ii) \$150,000 USD in cash (or \$75,000 USD in common shares) on the date of or before October 12, 2024
- iii) \$200,000 USD in cash on the date of or before October 12, 2025
- iv) \$250,000 USD in cash on the date of or before October 12, 2026

**FINANCIAL REVIEW**

For a discussion of the factors affecting the Company’s losses see “Summary of quarterly results” and “Results of operations” below.

**Results of operations for the three months ended July 31, 2023 and 2022**

The Company incurred a net and comprehensive loss of \$292,304 for the three months ended July 31, 2023 compared to \$155,984 for the comparative period in the prior year. Operating expenses have remained mostly consistent throughout the comparative quarters as the Company has maintained its activity following the completion of its public listing in April, 2022. The Company incurred financial consulting fees in the comparative period, with no such fees in 2023. General and administrative costs increased as a result of increased activity since listing.

	<b>Three months ended July 31, 2023</b>	Three months ended July 31, 2022
Consulting fees	\$ 19,833	\$ 30,000
Foreign exchange loss (gain)	(905)	(763)
General and administrative costs	52,244	41,437
Management fees	72,000	-
Marketing fees	8,251	-
Professional fees	74,375	62,013
Stock-based compensation	57,860	21,672
Transfer agent, regulatory and listing fees	8,646	1,625
<b>Net and comprehensive loss</b>	<b>\$ 292,304</b>	<b>\$ 155,984</b>

## Results of operations for the six months ended July 31, 2023 and 2022

The Company incurred a net and comprehensive loss of \$405,551 for the six months ended July 31, 2023 compared to \$355,514 for the comparative period in the prior year.

	Six months ended July 31, 2023	Six months ended July 31, 2022
Consulting fees	\$ 19,833	\$ 87,000
Foreign exchange loss	(641)	2,262
General and administrative costs	108,485	74,742
Management fees	90,000	-
Marketing fees	8,251	14,723
Professional fees	96,419	96,389
Stock-based compensation	71,791	66,940
Transfer agent, regulatory and listing fees	11,413	13,458
Net and comprehensive loss	\$ 405,551	\$ 355,514

## Summary of quarterly results

The following table provides a summary of financial data for the Company since October 31, 2021:

Quarter ended	Revenue	Loss before other income and expenses	Total comprehensive loss	Basic and diluted income (loss) per common share
Q2/24 July 31, 2023	\$ -	\$ (292,304)	\$ (292,304)	\$ (0.01)
Q1/24 April 30, 2023	\$ -	\$ (113,247)	\$ (113,247)	\$ (0.00)
Q4/23 January 31, 2023	\$ -	\$ (62,736)	\$ (62,736)	\$ (0.00)
Q3/23 October 31, 2022	\$ -	\$ (137,933)	\$ (137,933)	\$ (0.00)
Q2/23 July 31, 2022	\$ -	\$ (155,984)	\$ (155,984)	\$ (0.00)
Q1/23 April 30, 2022	\$ -	\$ (199,003)	\$ (199,003)	\$ (0.00)
Q4/22 January 31, 2022	\$ -	\$ (171,901)	\$ (171,901)	\$ (0.01)
Q3/22 October 31, 2021	\$ -	\$ (136,561)	\$ (136,561)	\$ (0.00)

## LIQUIDITY AND CAPITAL RESOURCES

These financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and settle its liabilities in the normal course of business. At July 31, 2023, the Company had cash of \$24,745 and its current liabilities exceed its current assets by \$382,304. The Company currently has no active business and is not generating any revenues. It has incurred losses since inception and had an accumulated deficit of \$2,751,099 as at July 31, 2023. Whether and when the Company can obtain profitability and positive cash flows from operations is uncertain. These uncertainties may cast significant doubt on the ability of the Company to continue as a going concern.

On May 25, 2023, the Company entered into a promissory note loan agreement with TY & Sons Investments Inc. ("TY & Sons"), where an advance of \$100,000 was made upon the execution of the promissory note. On July 21, 2023, a further \$50,000 was advanced to the Company within the same promissory note agreement. On August 9, 2023, the Company settled the outstanding indebtedness of \$150,000 promissory note through the issuance of 1,500,000 units at a deemed price of \$0.10 per unit.

On August 9, 2023, the Company closed a non-brokered private placement which issued 3,950,000 units at a price of \$0.10 per unit for gross proceeds of \$395,000. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase on additional common share at a price of \$0.16 until August 9, 2025. Concurrently with the completion of the private placement, the Company settled the outstanding indebtedness of \$150,000 promissory note through the issuance of 1,500,000 units at a deemed price of \$0.10 per unit.

On September 21, 2023, the Company entered into a promissory note loan agreement with TY & Sons Investments Inc. ("TY & Sons"), where an advance of \$50,000 was made upon the execution of the promissory note. Any further advances are to be made by mutual agreement between the Company and TY & Sons. The initial advances and all subsequent advances shall be due and payable on demand. The unpaid principal amount of the note shall accrue interest at a rate of ten percent (10%) annually.

On September 21, 2023, the Company entered into a promissory note loan agreement with Carrera Capital International Ltd., where an advance of \$50,000 was made upon the execution of the promissory note. Any further advances are to be made by mutual agreement between the Company and Carrera Capital International Ltd. The initial advances and all subsequent advances shall be due and payable on demand. The unpaid principal amount of the note shall accrue interest at a rate of ten percent (10%) annually.

The Company's ability to continue its operations is dependent on its success in raising equity through share issuances, suitable debt financing and/or other financing arrangements. While the Company has been successful in raising equity in the past, there can be no guarantee that it will be able to raise sufficient funds to fund its activities and general and administrative costs in the next twelve months and in the future. These financial statements do not give effect to the required adjustments to the carrying amounts and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

#### **Cash flows**

- Cash used in operating activities for the six months ended July 31, 2023 was \$137,913 (July 31, 2022: \$536,751).
- Cash used in investing activities for the six months ended July 31, 2023 was \$110,688 (July 31, 2022: \$408,911). Investing activities related to acquisition and exploration costs for the Cracker Creek Gold Property in both periods.
- Cash provided by financing activities for the six months ended July 31, 2023 was \$160,000 (July 31, 2022: \$15,466 used).

#### **TRANSACTIONS WITH RELATED PARTIES**

During the normal course of business, the Company enters into transactions with its related parties that are considered to be arm's length transactions and made at normal market prices and on normal commercial terms.

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

During the six months ended July 31, 2023, the Company incurred total consulting fees of \$28,329 to the COO (2022 - \$86,736). The amount was capitalized in exploration and evaluation assets as it relates to project management on the property.

During the six months ended July 31, 2023, the Company incurred management fees of \$90,000 to the CEO (2022 - \$Nil) and \$24,000 in fees to the CFO (2022 - \$Nil) (recorded in General and administrative costs).

As at July 31, 2023, the Company owed a total of \$21,000 to the CFO (2022 - \$Nil), \$51,032 to the CEO (2022 - \$Nil) and \$21,772 to the COO (2022 - \$Nil). All amounts have been included within accounts payable and accrued liabilities as at July 31, 2023.

During the six months ended July 31, 2023, the Company recognized stock-based compensation expense related to options and RSU's granted to directors and officers of \$43,977 (2022 - \$30,402).

#### **NEW ACCOUNTING STANDARDS AND ACCOUNTING STANDARDS NOT YET EFFECTIVE**

None.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company does not have any off-balance sheet arrangements which may affect the Company's current or future operations or conditions.

#### **PROPOSED TRANSACTIONS**

On August 17, 2023 the Company announced that it had entered into a letter of intent ("LOI") with Jao Francisco, pursuant to which it will evaluate a series of mineral claims (Comenco Property) located in the Aracuai region of Minas Gerais, Brazil. In the event the Company is satisfied with its review of the Property, the LOI contemplates that the Company would be granted an option to acquire the Property in consideration for completing a series of cash payments totaling US\$100,000 and incurring at least US\$1,000,000 in exploration expenditures on the Property over a 24 month period. It is also contemplated that the Vendor will be entitled to receive additional bonus payments based on the successful exploration results on the Property.

## FINANCIAL INSTRUMENTS AND RELATED RISKS

### Classifications

The Company's financial assets and liabilities are classified as follows:

	July 31, 2023	January 31, 2023
<b>Financial assets:</b>		
<b><i>Fair value through profit and loss</i></b>		
Cash and restricted cash	\$ 24,745	\$ 113,346
<b>Financial liabilities:</b>		
<b><i>Amortized cost</i></b>		
Accounts payable	\$ 263,321	\$ 57,154
Loan payable	151,973	-

The fair values of the Company's accounts payable and loan payable approximate their carrying amounts due to the short-term nature of these instruments.

### Financial instrument risk exposure

The Company's financial instruments expose the Company to certain financial risks, including credit risk, liquidity risk, interest rate risk and foreign currency risk.

#### 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. At July 31, 2023, the Company was exposed to credit risk on its cash.

The Company's cash is held with a high credit quality financial institution as at July 31, 2023, management considers its exposure to credit risk to be low.

#### Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining adequate cash and managing its capital and expenditures.

At July 31, 2023, the Company had cash of \$24,745 (January 31, 2023 – \$113,346) and current liabilities of \$477,119 (January 31, 2023 – \$84,977) with contractual maturities of less than one year. The Company did not have sufficient cash to meet its current liabilities at July 31, 2023, therefore the Company assessed its liquidity risk as high as at July 31, 2023.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's financial assets and financial liabilities are not exposed to interest rate risk due to their short-term nature and maturity. The Company is not exposed to interest rate risk at July 31, 2023.

#### Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that it has monetary assets and liabilities denominated in foreign currencies. As at July 31, 2023, management considers its exposure to foreign currency risk to be low.

## RISKS AND UNCERTAINTIES

The Company's business remains mineral property acquisition, exploration and development business and as a result it may be exposed to a number of operational, financial, regulatory and other risks and uncertainties that are typical in the natural resource industry and common to other companies in the exploration and development stage. These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial could adversely impact the Company's business, results of operations, and financial performance in future periods.

## **OUTSTANDING SHARE CAPITAL DATA**

At the date of this MD&A, the Company had 63,119,461 common shares issued and outstanding.

The Company has authorized an unlimited number of common shares without par value.

At the date of this MD&A, the Company has 3,542,500 stock options and 5,450,000 share purchase warrants outstanding.

## **CONFLICTS OF INTEREST**

The Company's directors and officers may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, the Company will follow the provisions of the BC *Business Corporations Act* ("BCBCA") dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the Province of British Columbia, the directors and officers of Lode Metals are required to act honestly, in good faith, and in the best interest of Lode Metals.

## **CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION**

This MD&A includes "forward-looking statements" and "forward-looking information" within the meaning of Canadian securities legislation. All statements included in this MD&A, other than statements of historical fact, are forward-looking statements. When used in this MD&A, words such as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate", "scheduled", "forecast", "predict", "foresee" and other similar terminology, or sentences/statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance.

These statements reflect the Company's current expectations regarding future events, performance and results, and is accurate only at the time of this MD&A, and may be superseded by more current information. Forward-looking statements also involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company or its mineral projects to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or information.

In making such statements, the Company has made assumptions regarding, among other things: general business and economic conditions; the availability of additional; the supply and demand for, inventories of, and the level and volatility of the prices of metals;; the timing and receipt of governmental permits and approvals; changes in regulations; political factors; the accuracy of the Company's interpretation of the geology of the Company's properties and prospective properties; the availability of equipment, skilled labour and services needed for the exploration of mineral properties; and currency fluctuations.

Although the forward-looking statements or information contained in this MD&A are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. They should not be read as guarantees of future performance or results. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to: the factors discussed below and under "Risks and Uncertainties"; unanticipated changes in general business and economic conditions or conditions in the financial markets; fluctuations in the price of metals; stock market volatility; the availability of exploration capital and financing generally; changes in national and local government legislation; changes to taxation; changes in interest or currency exchange rates; loss of key personnel; inaccurate geological assumptions; competition; unavailability of materials and equipment; government action or delays in the receipt of permits or government approvals; and unanticipated events related to health, safety and environmental matters, including the impact of epidemics.

Forward-looking information is designed to help readers understand management's current views of the Company's near and longer-term prospects, and it may not be appropriate for other purposes. The Company will not update any forward-looking statements or forward-looking information unless required to by applicable securities laws.