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These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States of America, its territories and possessions, any state of the United States or the District of Columbia (collectively, the "United States") or U.S. persons (as such term is defined in Regulation S under the U.S. Securities Act ("U.S. Persons")), unless exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws are available. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities within the United States or to, or for the account or benefit of, U.S. Persons.

Non-Offering Prospectus

September 18, 2023

PROSPECTUS



KO GOLD INC.

This non-offering long-form prospectus (the "**Prospectus**") of KO Gold Inc. (the "**Company**"), is being filed with the Ontario Securities Commission, as principal regulator, and the British Columbia Securities Commission (collectively the "**Qualifying Jurisdictions**") for the purposes of the Company becoming a reporting issuer pursuant to applicable securities legislation in the Province of Ontario and the Province of British Columbia.

Upon the final receipt of this Prospectus in the Qualifying Jurisdictions, the Company will become a reporting issuer in the Province of Ontario and the Province of British Columbia. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds.

There is no market through which the securities of the Company may be sold. This may affect the pricing of the Company's securities in the secondary markets; the transparency and availability of trading prices; the liquidity of the Company's securities and the extent of issuer regulations. See "Risk Factors" and "Forward-Looking Information".

The Canadian Securities Exchange (the "**CSE**") has conditionally approved the listing (the "**Listing**") of the common shares of the Company (the "**Common Shares**"). Listing is subject to the Company fulfilling all of the listing requirements of the CSE. See "*Description of Securities*".

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities. No underwriter has been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus. An investment in the securities of the Company is highly speculative due to various factors, including the nature and stage of development of the business of the

Company. The degree of risk in natural resource companies increases substantially where the company's properties are in the exploration stage as opposed to the development stage. All of the properties of the Company are in the exploration or pre-exploration stage and are without a known body of commercial ore. An investment in these securities should only be made by persons who can afford the total loss of their investment. Prospective investors should carefully consider the risk factors described under "*Risk Factors*" before purchasing securities of the Company.

Norman Stacey, a director of the Company, is resident outside of Canada. Although Mr. Stacey has appointed Irwin Lowy LLP, 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 as his agent for service of process in Canada, it may not be possible for investors to enforce judgments obtained in Canada against Mr. Stacey. See "*Enforcement of Judgments Against Foreign Persons*" and "*Risk Factors*".

Prospective investors are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding, or disposing of Common Shares.

Prospective investors should rely only on the information contained in this Prospectus. The Company has not authorized anyone to provide you with different information. Readers should assume that the information appearing in this Prospectus is accurate only as of the date of this Prospectus, regardless of its time of delivery. The Company's business, financial condition, results of operations, and prospects may have changed since the date of this Prospectus.

In this Prospectus, "we", "us", "our" and the "Company" refers to KO Gold Inc., a corporation existing pursuant to the *Business Corporations Act* (Ontario).

The registered and head office of the Company is located at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2, Phone: 902-832-5555. No person is authorized to provide any information or to make any representation in connection with this Prospectus, other than as contained in this Prospectus.

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GLOSSARY

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the financial statements of the Company and the MD&A of the Company included in, or appended to, this Prospectus may be defined separately and the terms defined below may not be used therein. This is not an exhaustive list of defined terms used in this Prospectus and additional terms are defined throughout. Words importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

"**Board**" means the board of directors of the Company.

"**CEO**" means chief executive officer.

"**CFO**" means chief financial officer.

"**Carrick Range Prospecting Permit**" means prospecting permit number 60727 comprising the Otago Gold Properties, as more particularly described in the Technical Report.

"**Common Shares**" means the common shares of the Company.

"**Company**" means KO Gold Inc., a company incorporated under the OBCA.

"**COVID 19**" means coronavirus disease 2019, an infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2).

"**CSE**" means the Canadian Securities Exchange.

"**Escrow Agent**" means TSX Trust Company.

"**Final Hyde-Smylers Expenditures**" has the meaning assigned thereto in the section entitled "*Description of the Business – Three Year History – Otago Project – Smylers Gold Properties*" in this Prospectus.

"**Glenpark Exploration Permit**" means exploration permit number 60129 comprising the Smylers Gold Properties, as more particularly described in the Technical Report.

"**Hyde Exploration Permit**" means exploration permit number 60702 comprising the Otago Gold Properties, as more particularly described in the Technical Report.

"**Hyde Resources**" means Hyde Resources Limited, a company formed under the laws of New Zealand, one of the Hyde-Smylers Optionors.

"**Hyde-Smylers Expenditures**" has the meaning assigned thereto in the section entitled "*Description of the Business – Three Year History – Otago Project – Smylers Gold Properties*" in this Prospectus.

"**Hyde-Smylers Option**" means the option granted by the Hyde-Smylers Optionors under the Hyde-Smylers Option Agreement to the Company to acquire a 100% interest in the Smylers Gold Properties.

"**Hyde-Smylers Option Agreement**" means the option agreement dated March 8, 2021, as amended on June 28, 2023, among the Company, KO New Zealand and the Hyde-Smylers Optionors relating to the Hyde-Smylers Option.

"**Hyde-Smylers Optionors**" means Hyde Resources and Smylers Gold collectively.

"**Hyde-Smylers Option Payment Shares**" has the meaning assigned thereto in the section entitled "*Description of the Business – Three Year History – Otago Project – Smylers Gold Properties*" in this Prospectus.

"**Hyde-Smylers Royalty**" means a 2% net smelter returns royalty retained by the Hyde-Smylers Optionors pursuant to the Hyde-Smylers Option Agreement relating to the Smylers Gold Properties, as more particularly described in

the section entitled "*Description of the Business – Three Year History – Otago Project – Smylers Gold Properties*" in this Prospectus.

"**KO New Zealand**" means KO Gold NZ Limited, a company formed under the laws of New Zealand, a wholly-owned subsidiary of the Company.

"**Listing**" means the listing of the Common Shares for trading on the CSE.

"**Listing Date**" means the date on which the Common Shares are listed for trading on the CSE.

"**MD&A**" means management's discussion and analysis of financial condition and operating results.

"**Named Executive Officers**" or "**NEOs**" has the meaning set forth under section entitled "*Executive Compensation*" in this Prospectus.

"**NI 41-101**" means National Instrument 41-101 – *General Prospectus Requirements* of the Canadian Securities Administrators.

"**NI 43-101**" means National Instrument 43-101 – *Standards of Disclosure for Mineral Properties* of the Canadian Securities Administrators.

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators.

"**NI 58-101**" means National Instrument 58-101 – *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators.

"**NP 46-201**" means National Policy 46-201 – *Escrow for Initial Public Offerings*.

"**NP 58-201**" means National Policy 58-201 – *Corporate Governance Guidelines* of the Canadian Securities Administrators.

"**NZP&M**" means New Zealand Petroleum & Minerals, a New Zealand governmental entity which manages New Zealand's Crown minerals estates.

"**OBCA**" means the *Business Corporations Act* (Ontario).

"**Options**" means options to purchase Common Shares issued pursuant to the Option Plan.

"**Option Plan**" means the Company's stock option plan adopted by the Board on September 30, 2022 which provides for the granting of incentive options to the Company's directors, officers, employees, and consultants.

"**Otago Gold Properties**" means the Tokomairiro Prospecting Permit, the Carrick Range Prospecting Permit, the Rough Ridge South Prospecting Permit and the Hyde Exploration Permit, collectively covering approximately 910 square kilometers located in the Otago region on the South Island in New Zealand, in which the Company has a 100% interest.

"**Otago Project**" means the Otago Gold Properties and the Smylers Gold Properties collectively.

"**Prospectus**" means this prospectus dated September 18, 2023.

"**Prospectus Receipt Date**" means the date that a receipt for a final prospectus of the Company is issued by the Ontario Securities Commission and the British Columbia Securities Commission.

"**Qualified Person**" or "**QP**" has the meaning given to it in NI 43-101.

"**Rough Ridge South Prospecting Permit**" means prospecting permit number 60705 comprising the Otago Gold Properties, as more particularly described in the Technical Report.

"**RRIF**" means registered retirement income fund.

"**RRSP**" means registered retirement savings plan.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval (www.sedar.com).

"**Smylers Exploration Permit**" means exploration permit number 60389 comprising the Smylers Gold Properties, as more particularly described in the Technical Report.

"**Smylers Gold**" means Smylers Gold Limited, a company formed under the laws of New Zealand, one of the Hyde-Smylers Optionors.

"**Smylers Gold Properties**" means the Glenpark Exploration Permit and the Smylers Exploration Permit, covering approximately 80 square kilometers located in the Otago region on the South Island in New Zealand, which are held by the Hyde-Smylers Optionors and are subject to the Hyde-Smylers Option Agreement.

"**Technical Report**" means the report dated May 29, 2023 and effective as of February 1, 2023 on the Otago Project entitled "*Technical Report on the Otago Region Gold Properties, New Zealand*" prepared by the Technical Report Author relating to the Otago Project.

"**Technical Report Author**" means René Sterk, FAusIMM CP(Geo) MAIG (RPGeo) MSEG MInstG of RSC Consulting Ltd., the author of the Technical Report.

"**Tokomairiro Prospecting Permit**" means prospecting permit number 60674 comprising the Otago Gold Properties, as more particularly described in the Technical Report.

"**Transfer Agent**" means TSX Trust Company, a trust company having an office in Toronto, Ontario and the Company's registrar and transfer agent.

"**United States or U.S.**" means the United States of America, its territories and possession, any state of the United States and the District of Columbia.

"**U.S. Securities Act**" has the meaning ascribed to such term on the cover page of this Prospectus.

LISTS OF ACRONYMS AND SYMBOLS

Acronym	Definition
4WD	Four Wheel Drive
AAS	Atomic Absorption Spectrometry
AGC	Automatic Grain Control
AS	Analytical Signal
ASTER	Advanced Spaceborne Thermal Emission and Reflection Radiometer
AusIMM	Australian Institute of Mining and Metallurgy
AVG	Average
BLEG	Bulk Leach Extractable Gold
CIM	Canadian Institute of Mining, Metallurgy and Petroleum
CP	Chartered Professional Geologist
COC	Change of Conditions
CRM	Certified Reference Material
CRS	Coordinate Reference System
DD	Diamond Drill
DDH	Diamond Drillhole
DEM	Digital Elevation Model
DOC	Department of Conservation
DQO	Data Quality Objectives
DSM	Digital Surface Model
DVG	Dunedin Volcanic Group
EL	Exploration Lease
EM	Electromagnetic
EOD	Extension of Duration
EOH	End of Hole
EP	Exploration Permit
GIS	Geographic Information System
GNS	Geological Nuclear Sciences
GPS	Global Positioning System
GSD	Ground Surface Distance
HMSZ	Hyde Macrae's Shear Zone
ICP-MS	Inductively Coupled Plasma Mass Spectrometry
ICP-OES/MS	Inductively Coupled Plasma–Optical Emission Spectrometry/Mass Spectrometry
IP	Induced Polarization
JORC	Joint Ore Reserves Committee
LMS	Land Mineral Status
LOQ	Limit of Quantification
MBIE	Ministry of Business Innovation and Employment
MR	Mineral Report
NZD	New Zealand Dollar
NZGVM	New Zealand Geodetic Vertical Marker
NZP&M	New Zealand Petroleum and Minerals
OGL	OceanaGold Ltd
ORC	Otago Regional Council
PL	Prospecting Licence
PP	Prospecting Permit
pXRF	Portable X-ray Fluorescence
QA	Quality Assurance
QC	Quality Control
QAT	Quality Acceptance Testing
QP	Qualified Person
QQ	Quantile-Quantile
RC	Reverse Circulation
RL	Reduced Level
RQD	Rock Quality Designation
RSC	RSC Consulting Ltd.
RTK	Real Time Kinematic
RTP	Reduction to Pole
SGM	Semi-Global Matching
SOP	Standard Operating Procedure
TMI	Total Magnetic Intensity

Symbol	Element
Ag	Silver
Al	Aluminium
As	Arsenic
Au	Gold
Bi	Bismuth
Co	Cobalt
Cr	Chromium
Cu	Copper
Fe	Iron
Li	Lithium
Mg	Magnesium
Mn	Manganese
Mo	Molybdenum
Na	Sodium
Ni	Nickel
Pb	Lead
PGMs	Platinum Group Metals
REE	Rare Earth Elements
Rb	Rubidium
Sb	Antimony
Sn	Tin
Sr	Strontium
Ta	Tantalum
Th	Thorium
Ti	Titanium
V	Vanadium
W	Tungsten
Y	Yttrium
Zn	Zinc
Zr	Zirconium

Symbol	Unit
Ha	hectare
km	kilometre
km/hr	kilometres per hour
m	metre
mm	millimetre
Moz	million ounces
°C	degree Celsius
oz	ounce
ppb	part per billion
ppm	part per million

FORWARD-LOOKING INFORMATION

Except for statements of historical fact relating to the Company, certain statements in this Prospectus may constitute forward-looking information, future oriented financial information, or financial outlooks (collectively "**forward-looking information**") within the meaning of Canadian securities laws. Forward-looking information may relate to this Prospectus, the Company's future outlook and anticipated events or results and, in some cases, can be identified by terminology such as "may", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue" or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to commodity prices, mineral resources, mineral reserves, realization of mineral reserves, existence or realization of mineral resource estimates, the timing and amount of future production, the timing of construction of any proposed mine and process facilities, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. The forward-looking information includes, among other things, statements relating to:

- the Listing;
- the Company's business plans focusing on the exploration and development of the Otago Project;
- the proposed work program on the Otago Project;
- costs and timing of future exploration and development activities;
- timing and receipt of approvals, consents and permits under applicable legislation;
- use of available funds and ability for the Company to raise additional funds;
- business objectives and milestones; and
- adequacy of financial resources.

Such forward-looking information is based on a number of material factors and assumptions. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to known and unknown risks, uncertainties and other factors. Such factors include, among others, risks related to:

- the limited operating history of the Company;
- no history of earnings;
- the speculative nature of mineral exploration;
- future acquisitions of additional mineral properties if the Company abandons the Otago Project;
- uninsurable risks;
- the receipt of all of the permits and licenses required to carry on operations;
- governmental regulation applicable to developing the Otago Project;
- compliance with environmental and safety laws and regulations;
- compliance with anti-corruption laws;
- interests of community groups;
- compliance with human rights laws;
- adequacy of key person insurance;
- title disputes or claims;

- surface rights;
- fluctuating mineral prices;
- climate change;
- the potential for litigation;
- competition in the mining industry;
- the Company's ability to retain key management to successfully operate the Company's business strategy;
- dependence on outside contractors;
- the Company's ability to raise necessary capital to finance continued exploration at the Otago Project;
- the Company having negative cash flow from operations;
- price volatility of publicly traded securities;
- potential conflicts of interest for the Company's directors and officers who are engaged in similar businesses;
- the effects of the COVID-19 pandemic, the Russian war in Ukraine and inflation risks and the expectation regarding their level of disruption at the Otago Project;
- increased expenses as a result of being a public company;
- the adequacy of the Company's internal controls over financial reporting;
- enforcement of legal rights; and
- future dividends not being granted;

See "*Risk Factors*". Forward-looking information is based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Company does not intend, and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

Upon becoming a reporting issuer, the Company intends to discuss in its quarterly and annual reports referred to as the Company's MD&A documents, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in the Prospectus. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking information.

Investors are cautioned against placing undue reliance on forward-looking information.

All of the forward-looking information contained in this Prospectus is expressly qualified by the foregoing cautionary statements. Investors should read this entire Prospectus and consult their own professional advisors to ascertain and assess the income tax, legal, risk factors and other aspects of their investment.

FINANCIAL INFORMATION

The Company prepares its consolidated financial statements, which are included in this Prospectus, in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

The historical consolidated financial statements of the Company included in this Prospectus are reported in Canadian dollars, and have been prepared in accordance with IFRS.

CURRENCY AND EXCHANGE RATE INFORMATION

Unless otherwise indicated, all references to "\$", "CDN\$" or "dollars" in this Prospectus refer to Canadian dollars. The Company's accounts are maintained in Canadian dollars.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS

Norman Stacey, a director of the Company, is resident outside of Canada. Mr. Stacey has appointed Irwin Lowy LLP, 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 as his agent for service of process in Canada. Investors are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that resides outside of Canada, even if that party has appointed an agent for service of process. See the section entitled "*Risk Factors – Enforcement of Legal Rights*" in this Prospectus.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. You should read this entire Prospectus carefully, especially the "Risk Factors" section of this Prospectus.

Company: The Company was incorporated under the OBCA on March 9, 2020 under the name "OK Gold Inc.". On June 19, 2020, the Company changed its name to "KO Gold Inc. ". The registered and head office of the Company is located at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2. See "*Corporate Structure*".

Business: The Company is an exploration stage company involved in the business of acquiring and exploring mineral properties in New Zealand. The Company's principal property is the Otago Project located in the Otago region on the South Island in New Zealand.

The Company's objective is to identify and develop mineral resource stage properties of merit and to conduct exploration programs thereon.

The Company intends to fund the Phase 1 work program for the Otago Project recommended by the Technical Report using its current working capital.

See "*Description of the Business*" and "*The Property – Property Description and Location*".

Listing: There is currently no market through which the Common Shares may be sold.

The CSE has conditionally approved the Listing. Listing is subject to the Company fulfilling all of the listing requirements of the CSE.

See "*Description of Securities*".

Use of Available Funds: The Company's estimated working capital as at August 31, 2023 was \$281,000. On September 12, 2023, the Company received a long-term loan of \$60,000 from various non-arm's length and arm's length lenders. As a result, it is anticipated that the Company will have available funds of approximately \$336,000, based on the current assets and cash position of September 12, 2023. The principal purposes for the foregoing available funds are anticipated to be as follows:

Principal Purposes	Funds (C\$)
Estimated general and administrative costs for the 12 months following the date of the Prospectus ⁽¹⁾	\$134,000

Phase 1 exploration program on the Otago Project ⁽²⁾	\$175,000
Anticipated prospecting and exploration permit annual fees ⁽³⁾	\$21,000
Unallocated funds	\$6,000
Total use of available funds	\$336,000

Notes:

- (1) This figure is for a forecasted period of 12 months after the date of this Prospectus and general and administrative costs are comprised of consulting fees of \$22,000, filing and transfer fees of \$42,000, general and administrative fees of \$6,000, management fees of \$5,000, professional fees of \$42,000, promotion fees of \$12,000 and a contingency fee of \$5,000.
- (2) See "The Property" below for a description of the Otago Project and the Phase 1 work programs recommended in the Technical Report by the Technical Report Author.
- (3) Prospecting and exploration permit annual fees are due to NZP&M on July 31 on an annual basis. Annual fees are paid in New Zealand dollars and the estimated 2024 annual fees excluding tax have been converted to Canadian dollars in the table above (1 NZD = 0.81 CAD).

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. The use of funds will be subject to the discretion of management.

See "*Use of Available Funds – Available Funds and Principal Purposes*".

The Company had negative cash flows from operating activities since incorporation and has not generated revenue from its property interest, nor does it anticipate it will do so for the foreseeable future. As a result, the Company continues to rely on the issue of securities or other sources of financing to generate sufficient funds to fund its working capital requirements and for corporate expenditures. The Company may continue to have negative cash flows from operating activities until sufficient levels of sales are achieved. To the extent that the Company has negative cash flows from operating activities in future periods, the Company may need to use part, or all, of the proceeds from any offering to fund such negative cash flows.

See "*Risk Factors – No History of Earnings*" and "*Risk Factors – Negative Cash Flows from Operations*".

Directors & Officers:

The Board consists of Greg Isenor, Mark McMurdie, Paul Ténrière, Alvin Jackson and Norman Stacey. The officers of the Company are Greg Isenor, President and Chief Executive Officer, Mark McMurdie, Chief Financial Officer, Paul Ténrière, Vice President - Exploration and Carly Burk, Corporate Secretary.

See "*Directors and Executive Officers*".

Selected Financial Information:

The following table sets forth selected financial information for the Company. The selected financial information has been derived from, and is qualified in its entirety by, the audited financial statements of the Company for the years ended March 31, 2023, and 2022, and for the interim period ended June 30, 2023 and the notes thereto. The following financial information should be read in conjunction with such financial statements and the related notes thereto included in schedule A attached to this Prospectus and the related MD&A of the Company included in schedule B attached to this Prospectus. All financial statements of the Company are prepared in accordance with International Financial Reporting Standards.

All amounts referred to as being derived from the financial statements of the Company are denoted in Canadian Dollars.

	Three Month Period Ended June 30, 2023 (unaudited) (\$)	Year Ended March 31,	
		2023 (audited) (\$)	2022 (audited) (\$)
Revenue	nil	nil	nil
Current Assets	417,332	556,044	51,100
Total Assets	417,332	556,044	51,100
Current Liabilities	83,769	143,263	120,438
Total Liabilities	83,769	143,263	120,438
Deficit	(1,893,947)	(1,779,032)	(1,246,694)
Net Loss per Common Share (basic and diluted)	(0.007)	(0.043)	(0.147)

See "*Selected Financial Information and Management's Discussion and Analysis.*"

Risk Factors:

Due to the nature of the Company's business and the present stage of development of our business, the Company is subject to significant risks. Readers should carefully consider all such risks. Risk factors include, but are not limited to, limited operating history, speculative nature of mineral exploration, dilution, mineral titles, loss of interest in properties, permits and government regulations, environmental and safety regulations and risks, fluctuating mineral prices, financing risks and competition.

See "*Risk Factors*".

CORPORATE STRUCTURE

Name and Incorporation

The Company was incorporated under the OBCA on March 9, 2020. The registered and head office of the Company is located at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2.

The Company is not a reporting issuer in any jurisdiction and no securities of the Company are listed or posted for trading on any stock exchange.

Intercorporate Relationships

KO New Zealand, a company incorporated under the laws of New Zealand, is the only subsidiary of the Company and the Company owns all of the issued and outstanding securities of KO New Zealand.

DESCRIPTION OF THE BUSINESS

Three Year History

The Company is an exploration stage company involved in the business of acquiring and exploring mineral properties in New Zealand. The Company's principal property is the Otago Project located in the Otago region on the South Island in New Zealand.

The Company has undertaken the following steps since incorporation to develop its business: (1) identified and acquired mineral properties with sufficient merit to warrant exploration, being the Otago Gold Properties; (2) acquired the Hyde-Smylers Option; (3) raised sufficient financing to complete an initial exploration program, as well as a technical report on the Otago Project; and (4) recruited directors and officers with the skills required to operate a junior public mineral exploration company. In the event that none of the Company's existing mineral properties prove to be of merit, the Company currently intends to continue to seek additional exploration projects in New Zealand, and elsewhere in the world, and remain a resource issuer.

Financings

On June 10, 2020, the Company completed a private placement and issued 750,000 (3,750,000 post share-split) Common Shares at a price of \$0.40 (\$0.08 post share-split) per Common Share for gross proceeds of \$300,000.

In five tranches commencing on June 23, 2021 and ending on April 15, 2022, the Company completed a private placement and issued an aggregate of 4,350,000 units at a price of \$0.20 per unit for total proceeds of \$870,000. Each unit was comprised of one Common Share and one Common Share purchase warrant. Each warrant entitled the holder to acquire one Common Share at a price of \$0.30 per Common Share until the date that was one year from the date of issue thereof.

On May 9, 2022, the Company implemented a warrant exercise program to encourage the early and voluntary exercise of up to 4,350,000 Common Share purchase warrants, offering the exercise price of \$0.10 from the period of May 9, 2022 to June 30, 2022 (the "**May 2022 Warrant Program**"). During the May 2022 Warrant Program, a total of 2,650,000 Common Shares were issued upon exercise of the Common Share purchase warrants, for gross proceeds of \$265,000.

On October 3, 2022, the Company completed a private placement and issued 934,000 Common Shares at a price of \$0.25 per Common Share for gross proceeds of \$233,500.

On December 28, 2022, the Company implemented a warrant exercise program to encourage the early and voluntary exercise of up to 825,000 Common Share purchase warrants, offering the exercise price of \$0.10 from the period of December 28, 2022 to December 31, 2022 (the "**December 2022 Warrant Program**"). During the December 2022 Warrant Program, a total of 825,000 Common Shares were issued upon exercise of the Common Share purchase warrants, for gross proceeds of \$82,500.

On February 10, 2023, the Company completed a private placement and issued 1,063,000 Common Shares at a price of \$0.25 per Common Share for gross proceeds of \$265,750.

On March 31, 2023, the Company settled an aggregate of \$151,375 owed to certain creditors of the Company by issuing such creditors an aggregate of 605,500 Common Shares at a price of \$0.25 per Common Share.

On June 30, 2023, the Company settled an aggregate of \$35,140 owed to a creditor of the Company by issuing such creditor an aggregate of 140,560 Common Shares at a price of \$0.25 per Common Share.

On September 12, 2023, the Company received long-term loans in the aggregate principal amount of \$60,000 from arm's length and non-arm's length lenders. The loans are interest free and mature on October 1, 2024.

Corporate Developments

On June 19, 2020, the Company filed articles of amendment to change its name from "OK Gold Inc." to "KO Gold Inc".

On May 14, 2021, the Company filed articles of amendment pursuant to which the Company subdivided each one outstanding Common Share into five Common Shares.

Otago Project

The Company owns the Otago Gold Properties comprising part of the Otago Project and entered into the Hyde-Smylers Option Agreement in order to acquire the Smylers Gold Properties that form part of the Otago Project.

Otago Gold Properties

NZP&M granted to the Company the permits that cover the Otago Gold Properties as follows:

- (a) The Tokomairiro Prospecting Permit was granted on December 16, 2020 and expired on December 15, 2022. On September 15, 2022, the Company filed an application with NZP&M for an EOD. The Company is waiting for a decision from NZP&M. If the EOD is granted, a 50% of the Tokomairiro Prospecting Permit area will have to be relinquished. The exact boundary of the relinquishment will not be published until NZP&M has finished reviewing the application.
- (b) The Carrick Range Prospecting Permit was granted on June 2, 2021 and expires on June 1, 2023. On March 1, 2023, the Company filed an application with NZP&M for an EOD and a COC to extend the expiry date and for part of the work program obligations. The Company is waiting for a decision from NZP&M. If the EOD is granted, a 50% of the Carrick Range Prospecting Permit area will have to be relinquished. The exact boundary of the relinquishment will not be published until NZP&M has finished reviewing the application.
- (c) The Rough Ridge South Prospecting Permit was granted on February 23, 2022 and expires on February 22, 2024.
- (d) The Hyde Exploration Permit was granted on February 23, 2022 and expires on February 22, 2027.

The Tokomairiro Prospecting Permit overlaps prospecting permit number 60743 granted to L&M Group Limited for "Non-Metal Phosphate and Glauconite" only. The Carrick Range Prospecting Permit overlaps "alluvial gold only" mining permit number 53954 granted to Fraser Gold Limited and alluvial gold mining permit number 57227 granted to Blackstone Hill Mining Limited. The Rough Ridge South Prospecting Permit overlaps alluvial gold mining permit number 60222 granted to Anthony Leopold Footner, alluvial gold mining permit number 60230 granted to Peter Barrett, and alluvial gold mining permit number 60165 granted to Karl Benjamin Lawrence and Simon Campbell Herbert. The Hyde Exploration Permit overlaps mining permit number 41308 granted to North Otago Road Metal Co Limited for industrial rock and building stone only, mining permit number 51578 and mining permit number 41799, granted to Cook Clay Limited for industrial rock and building stone, non-metal only, and alluvial gold mining permit number 53066 granted to Dean Kevin John Edmonds and Jan MacDonald.

Management is of the view that the overlapping permits noted above do not impact the Company's completing prospecting and exploration programs on its permits. The majority of the permit overlaps are related to non-metal mineral rights such as phosphate and building and industrial stone and do not impact hard-rock gold exploration on the Company's permits. The alluvial gold mining operations and those overlapping permits relate to small scale mining operations and do not impact the Company as the Company is only focused on exploration of hard rock gold deposits on its permits. The alluvial gold mining operations noted above only target the extraction of alluvial gold from the rivers and the *New Zealand Crown Minerals Act* (1991) allows both small-scale or artisanal alluvial mining operations and hard rock exploration and mining activities to coincide resulting in some permit overlaps.

The Otago Gold Properties are 100% owned by the Company and each permit comprising the Otago Gold Properties has a minimum work program acceptable to NZP&M that must be completed by the permit expiry date as described in the section entitled "*The Property – Property Description and Location – Mineral Tenure*" in this Prospectus.

An extension of the expiry date of a permit or any changes to the permit work programs must be submitted to NZP&M no later than 90 days prior to the expiry date of the permit through a Change of Conditions (COC) and/or Extension of Duration (EOD) application. EOD applications can take between 12 to 18 months from the date of submission to be approved by NZP&M and all applications are reviewed on a first come-first served basis. Under the *New Zealand Crown Minerals Act* (1991), a prospecting permit or an exploration permit that is the subject of an EOD application continues in force and remains active and in good standing until the NZP&M releases its decision.

Smylers Gold Properties

On March 8, 2021, the Company entered into the Hyde-Smylers Option Agreement pursuant to which the Company was granted by the Hyde-Smylers Optionors the Hyde-Smylers Option which gives the Company the right to acquire a 100% interest in the Smylers Gold Properties.

Under the Hyde-Smylers Option Agreement, in order to exercise the Hyde-Smylers Option, the Company is required to incur expenditures of NZ\$4,000,000 (the "**Hyde-Smylers Expenditures**") on the Smylers Gold Properties as follows:

- (i) a minimum NZ\$1,000,000 before September 30, 2022, which was completed in July 2022; and
- (ii) an additional NZ\$3,000,000 on or before April 1, 2025 (the "**Final Hyde-Smylers Expenditures**").

As at the date of this Prospectus, the Company does not have the necessary funds to complete the Final Hyde-Smylers Expenditures.

In accordance with the Hyde-Smylers Option Agreement, upon completion of the Hyde-Smylers Expenditures, the Company may exercise the Hyde-Smylers Option and is required to issue to the Hyde-Smylers Optionors a sufficient number of Common Shares (the "**Hyde-Smylers Option Payment Shares**") to align the Hyde-Smylers Optionors percentage ownership in the Company with the relative value of 50% of the value of the Smylers Gold Properties, divided by the value of the Company's mineral properties (which would include 100% of the Smylers Gold Properties) plus working capital. Such valuations would be performed by an independent third party.

In accordance with the Hyde-Smylers Option Agreement, upon completion of the Hyde-Smylers Expenditures and the issue of the Hyde-Smylers Option Payment Shares, the Hyde-Smylers Option will be deemed to be exercised, and an undivided 100% right title and interest in and to the Hyde-Smylers Properties will automatically vest in the Company, subject to the Hyde-Smylers Royalty. The Hyde-Smylers Expenditures may be made within a shorter period of time at the option of the Company and subject to compliance with applicable laws.

The Company has granted the Hyde-Smylers Optionors the Hyde-Smylers Royalty which will become effective upon the exercise of the Hyde-Smylers Option. The Company has the right at any time after the exercise of the Hyde-Smylers Option to purchase from the Hyde-Smylers Optionors 1.0% of the Hyde-Smylers Royalty for an amount of \$3,000,000 payable in cash. In addition, the Company has the right of first refusal to purchase the Hyde-Smylers Royalty from the Hyde-Smylers Optionors if the Hyde-Smylers Optionors wish to sell, assign, transfer, convey or otherwise dispose of or deal with the Hyde-Smylers Royalty in accordance with the provisions of the Hyde-Smylers Option Agreement. The Hyde-Smylers Royalty will be granted in perpetuity.

Prior to the exercise of the Hyde-Smylers Option, the Company has the right to, among other things, (i) enter the property covered by the Smylers Gold Properties; and (ii) conduct any mining operations it deems advisable. Prior to the exercise of the Hyde-Smylers Option, the Company has the obligation to, among other things, (i) maintain the Smylers Gold Properties in good standing, (ii) comply with all applicable laws while conducting operations on the Smylers Gold Properties, and (iii) permit the Hyde-Smylers Optionors, at their own risk and cost, reasonable access to the Smylers Gold Properties in order to observe the conduct of the operations or to view drill cores and samples.

The Company has the right to terminate the Hyde-Smylers Option at any time.

The Hyde-Smylers Optionors may terminate the Hyde-Smylers Option Agreement if the Company fails to incur any of the Hyde-Smylers Expenditures as contemplated by the Hyde-Smylers Option Agreement and such failure of incurring the Hyde-Smylers Expenditures is not cured within 90 days after the date the Company receives notice from the Hyde-Smylers Optionors that such Hyde-Smylers Expenditures have not been incurred in a timely manner.

The Optionors are the operators on the Smylers Gold Properties, however, under the terms of the Hyde-Smylers Option Agreement the Company has the right to become operator of the Smylers Gold Properties.

Stated Business Objectives

The Otago Project is currently in the exploration stage of development.

The business objectives of the Company, using the available funds, are as follows: (a) complete the Listing and (b) continue to explore and develop the Otago Project. The Listing is anticipated to occur shortly after the issue of a final receipt for the final Prospectus, subject to the Company fulfilling all of the requirements of the CSE.

Key milestones to achieve the Company's strategy are set forth pursuant to the work program recommendations set forth in the Technical Report, with the Phase 1 recommended work program expected to be completed within 12 months after the date of this Prospectus at a cost of \$175,000. The costs of the Phase 1 work program will be funded entirely from existing working capital. If the results of the Phase 1 work program warrant further exploration, the

Company would then pursue the Phase 2 recommended work program by the Technical Report Author on the Otago Project. The Company will require additional financing to complete the Final Hyde-Smylers Expenditures in order to acquire a 100% interest in the Smylers Gold Properties and to fund Phase 2 of the work program on the Otago Project. The Company may also seek further opportunities to expand its resource base through the acquisition and exploration of additional projects of merit in the region.

Trends

There are significant uncertainties regarding the prices of commodities and the availability of equity financing for the purposes of mineral exploration and development. For instance, the prices of precious metals have fluctuated widely in recent years and wide fluctuations may continue, particularly following the unprecedented events of the COVID-19 pandemic and the health and economic impacts thereof.

Apart from the risk factors noted under the heading "*Risk Factors*" in this Prospectus, management is not currently aware of any other trends, commitments, events or uncertainties that would have a material adverse effect on the Company's business or financial condition.

Principal Products or Services

The Company is in the exploration stage and does not mine, produce or sell any mineral products at this time, nor do any of its current properties have any known or identified mineral resources or mineral reserves.

As the Company is an exploration stage company with no producing properties, it has no current operating income, cash flow or revenues. The Company has not undertaken any current resource estimate on any of its mineral properties. There is no assurance that a commercially viable mineral deposit exists on any of its mineral properties. The Company does not expect to receive income from any of its mineral properties within the foreseeable future. The Company intends to continue to evaluate, explore and develop the Otago Project and its other mineral properties through additional equity or debt financing. The Company's primary objectives are to complete exploration on the Otago Project with a view to development. Toward this end, the Company intends to undertake the exploration programs on the Otago Project recommended by the Technical Report Author. If the results of such programs merit further exploration, the Company may commence further exploration programs.

Specialized Skills and Knowledge

Various aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include the areas of exploration and development, geology, drilling, permitting, metallurgy, logistical planning, and accommodation and implementation of exploration programs, as well as legal compliance, finance and accounting. The Company expects to rely upon consultants and others for exploration and development expertise. The Company does not anticipate any difficulties in locating competent employees and consultants in such fields. See "*Risk Factors – Management*".

Market and Marketing

The Company's principal product under its exploration programs will be gold, but the Company does not produce, develop or sell any products at this time, nor do any of its properties have any known or identified mineral reserves. As the Company will not be producing in the foreseeable future, it will not be conducting any precious metals marketing activities and does not require a marketing plan or strategy.

Competitive Conditions

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the search for and the acquisition of attractive mineral properties. As a result of this competition, the majority of which is with companies with greater financial resources than the Company, the Company may not be able to acquire attractive properties in the future on terms it considers acceptable. Finally, the Company competes for investment capital with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investment and other capital. The abilities of the Company to acquire attractive mineral properties in the future

depends not only on its success in exploring and developing its present properties, but also on its ability to select, acquire and bring to production suitable properties or prospects for exploration, mining and development. Factors beyond the control of the Company may affect the marketability of minerals mined or discovered by the Company. See "*Risk Factors – Competition*".

Components

The raw materials the Company requires to carry on its business are currently available through normal supply or business contracting channels in New Zealand. The Company believes personnel is readily available to conduct its currently contemplated programs. It is possible that delays or increased costs may be experienced in order to proceed with exploration or drilling activities during the current period, particularly as a result of the COVID-19 pandemic and restrictions imposed in association therewith. Such delays could significantly affect the Company if, for example, commodity prices fall significantly, thereby reducing the opportunity the Company may have had to develop a particular project had such work been completed in a timely manner before the fall of such prices. In addition, assay labs are often significantly backlogged, thus significantly increasing the time that the Company waits for assay results. Such delays can slow down work programs, thus increasing field expenses or other costs (such as property payments which may have to be made before all information to assess the desirability of making such payment is known, or causing the Company to not make such a payment and terminate its interest in a property rather than make a significant property payment before all information is available).

Cycles

The Company's mineral exploration activities may be subject to seasonality due to adverse weather conditions including, without limitation, inclement weather, snow covering the ground, frozen ground and restricted access due to snow, ice or other weather-related factors.

In addition, the mining business is subject to global economic cycles which affect the marketability of products derived from mining.

Intangible Properties

The Company's business will not be substantially dependent on the protection of any proprietary rights or technologies.

Economic Dependence

The Company's business is not substantially dependent on a contract to sell any major part of its products or services or to purchase a major part of its requirements for goods, services or raw materials, or on any franchise or licence or other agreement to use a patent, formula, trade secret, process or trade name upon which its business depends.

It is not expected that the Company's business will be affected in the current financial year by the renegotiation or termination of contracts or sub-contracts with respect to goods or services.

Environmental Conditions

All aspects of the Company's field operations will be subject to environmental regulations and generally will require approval by appropriate regulatory authorities prior to commencement. Any failure to comply could result in fines and penalties. With all projects at the exploration stage, the financial and operational impact of environmental protection requirements is minimal. Should any projects advance to the production stage, then more time and money would be involved in satisfying environmental protection requirements.

Employees

As of the date of this Prospectus, the Company does not have any employees. Field personnel, geological consulting, and assaying and drilling services are provided by contractors based in New Zealand on a seasonal and as-needed basis. The Company also relies on and engages consultants on a contract basis to assist the Company in carrying on its administrative activities and managing its exploration programs.

Lending

The Company does not currently hold any investments or owe any material long term liabilities. The Company has not adopted any specific policies or restrictions regarding investments or lending. The Company expects that in the immediate future in order to maintain and develop its mineral properties, it will need to raise additional capital which it expects will be completed via equity. If the Company is unable to raise the necessary capital to meet its obligations as they become due, the Company may have to curtail its operations, including obtaining financing at unfavourable terms.

Bankruptcy and Similar Procedures

There are no bankruptcies, receivership or similar proceedings against the Company, nor is the Company aware of any such pending or threatened proceedings. There has not been any voluntary bankruptcy, receivership or similar proceedings by the Company since its incorporation.

Reorganization

The Company has not completed any reorganizations or restructuring transactions since its incorporation.

Foreign Operations

Mineral exploration and mining activities in New Zealand may be affected in varying degrees by government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions may adversely affect the Company's business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, foreign exchange controls, income taxes, expropriation of property, environmental legislation and mine safety.

See "*Risk Factors – Governmental Regulations*".

Social or Environmental Policies

The Company has not adopted any specific social or environmental policies that are fundamental to its operations (such as policies regarding its relationship with the environment, with the communities in the vicinity of its mineral exploration projects or human rights policies). However, the Company's management, with the assistance of its contractors and advisors, ensures its ongoing compliance with local environmental laws in the jurisdictions in which it does business.

THE PROPERTY

Technical Report

The scientific and technical information in this Prospectus with respect to the Otago Project is derived from, and in some instances is an extract from, the Technical Report. Portions of the following information are based on assumptions, qualifications and procedures which are not fully described herein. Reference should be made to the full text of the Technical Report which is available for review at the mailing address of the Company at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2, and may also be accessed online under the Company's SEDAR profile at www.sedar.com.

The Technical Report has been prepared in accordance with the requirements of NI 43-101 by the Technical Report Author. Scientific and technical information in this Prospectus has been prepared under the supervision of the Technical Report Autor. The Technical Report Autor has reviewed and approved the description of the Otago Project in this Prospectus. The Technical Report Author is an independent "Qualified Person" as defined in NI 43-101. The Technical Report Author conducted a site visit at the Otago Project on July 15, 2022.

Property Description and Location

Location

The Otago Project is located in the Otago region of the South Island, New Zealand. The Otago Project consist of four non-contiguous and two contiguous prospecting permits ("PP") and exploration permits ("EP"), for a total area of approximately 990 km², as follows:

Smylers Exploration Permit:

The Smylers Exploration Permit is located approximately 26 km east of the Macraes Gold Mine and approximately 45 km north of Dunedin. The Smylers Exploration Permit is adjacent to the Glenpark Exploration Permit and covers 38.28 km². The Company's interest in the Smylers Exploration Permit is subject to the Hyde-Smylers Option Agreement.

Glenpark Exploration Permit:

The Glenpark Exploration Permit is located approximately 14 km east of the Macraes Mine and approximately 55 km north of Dunedin. The Glenpark Exploration Permit is adjacent to the Smylers Exploration Permit and covers 42.31 km². The Company's interest in the Glenpark Exploration Permit is subject to the Hyde-Smylers Option Agreement.

Hyde Exploration Permit

The Hyde Exploration Permit is located approximately 21 km west of the Macraes Mine and approximately 27 km north of Middlemarch. The Hyde Exploration Permit covers 22.56 km² and is 100% owned by the Company.

Tokomairiro Prospecting Permit

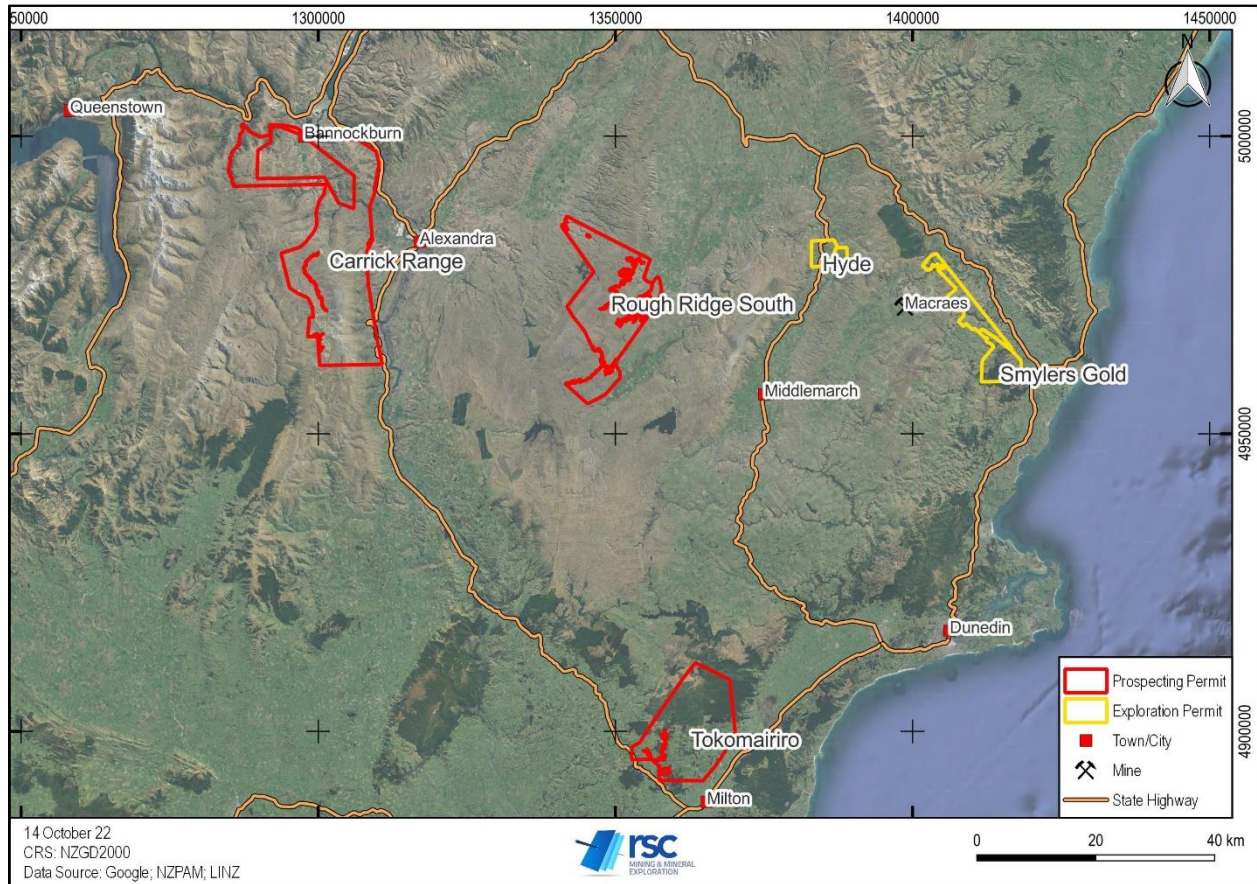
The Tokomairiro Prospecting Permit is located approximately 35 km southwest of Dunedin and approximately 6 km north of Milton. The Tokomairiro Prospecting Permit covers 214.32 km² and is 100% owned by the Company.

Rough Ridge South Prospecting Permit

The Rough Ridge South Prospecting Permit is located approximately 40 km west of Middlemarch. The Rough Ridge South Prospecting Permit covers 247.10 km² and is 100% owned by the Company.

Carrick Range Prospecting Permit

The Carrick Range Prospecting Permit is located approximately 17 km west of Alexandra. The Carrick Range Permit covers 425.61 km² and is 100% owned by the Company.



Mineral Tenure

NZP&M issues permits to prospect, explore and mine Crown-owned minerals in New Zealand. All Au, Ag, uranium and petroleum that occur naturally in New Zealand are owned by the Crown. Ownership of other minerals depends on the legislation in place, at the time the land was alienated from the Crown.

Exploration and mining permits are only granted over minerals that have been identified as Crown-owned. Prospecting permits are granted over land containing Crown and/or privately owned minerals. To upgrade a prospecting permit to an exploration permit, the permit holder must check the title history to confirm the minerals are owned by the Crown. Unless a permit is a non-exclusive prospecting permit, the rights granted by a permit are exclusive to the permit holder, however, permits may be granted over an area where there are already permits for other mineral groups.

Minerals permits are classified as tier 1 or tier 2. All prospecting permits are tier 2. Exploration permits for Au are classified as tier 1 unless the expected total work program expenditure for the final five years of its life is less than NZ\$1,250,000. Mining permits for Au, Ag and PGMs are classified as tier 1 if, in any one permit year in the next five years of its life, the annual royalty will be equal to or more than NZ\$50,000. All underground operations are considered tier 1.

All the permits comprising the Otago Project are currently classified as tier 2 prospecting and exploration permits. Exploration permits are granted for a maximum term of five years and prospecting permits are granted for two years. At the end of a permit period, the Company has the option of upgrading the permit type (e.g. prospecting to exploration permit or exploration permit to mining permit), by applying for an extension of duration of the current permit, or surrendering the permit. If a holder of a permit decides to extend the duration of any of its permits, it must relinquish 50% of the permit area.

The following table illustrates the permitting status of each permit comprising the Otago Project:

Name of Permit	Date of Grant	Expiry Date	Size (km ²)	Status/Comments
Tokomairiro Prospecting Permit	December 16, 2020	December 15, 2022	214.32	The Tokomairiro Prospecting Permit is active. On September 15, 2022, the Company filed an application with NZP&M for an EOD. The Company is waiting for a decision from NZP&M. If the EOD is granted, a 50% of the Tokomairiro Prospecting Permit area will have to be relinquished. The exact boundary of the relinquishment will not be published until NZP&M has finished reviewing the application.
Hyde Exploration Permit	February 23, 2022	February 22, 2027	22.56	The Hyde Exploration Permit is active.
Rough Ridge South Prospecting Permit	February 23, 2022	February 22, 2024	247.10	The Rough Ridge South Prospecting Permit is active.
Carrick Range Prospecting Permit	June 2, 2021	June 1, 2023	425.61	The Carrick Range Prospecting Permit is active. On March 1, 2023, the Company filed an application with NZP&M for an EOD and a COC to extend the expiry date and for part of the work program obligations. The Company is waiting for a decision from NZP&M. If the EOD is granted, a 50% of the Carrick Range Prospecting Permit area will have to be relinquished. The exact boundary of the relinquishment will not be published until NZP&M has finished reviewing the application.
Smylers Exploration Permit	November 3, 2017	November 2, 2022	38.28	The Smylers Exploration Permit is active. On July 20, 2022, the Company filed an application with NZP&M for an EOD. The Company is waiting for a decision from NZP&M. If the EOD is granted, a 50% of the Smylers Exploration Permit area will have to be relinquished. The exact boundary of the relinquishment will not be published until NZP&M has finished reviewing the application.
Glenpark Exploration Permit	October 13, 2016	October 12, 2026	42.31	The Glenpark Exploration Permit is active.

Each permit comprising the Otago Project has a number of conditions that form the minimum work program required. Such conditions are set out in the tables below:

Smylers Exploration Permit – Minimum Work Requirements

Item	Type of Activity	Due Date	Comment	Status
1a	Data Compilation	November 3, 2020	Complete a literature review and compile all available geological and geophysical data into a GIS database.	Complete
1b	Mapping	November 3, 2020	Complete a geological mapping program and create a detailed, geological map of the permit area.	Complete

Item	Type of Activity	Due Date	Comment	Status
1c	Other Activity	November 3, 2020	Complete a hyperspectral mapping program and create a series of hyperspectral mineral maps of the permit area.	Complete
1d	Geochemical	November 3, 2020	Complete a program of soil sampling, consisting of a minimum of 1000 samples.	Complete
1e	Drilling	November 3, 2020	Complete a program of drilling for a minimum of 1000 m.	Complete
1f	Other Activity	November 3, 2020	Create a geological model.	Complete
1g	Data Compilation	November 3, 2020	Compile a GIS database of all data obtained.	Complete
1h	Reporting	November 3, 2020	Prepare a technical report detailing all work completed during this stage of the work program to be submitted to the chief executive in accordance with the regulations.	Complete
2a	Drilling	November 3, 2022	Complete a further program of drilling for a minimum of 1000 m.	Complete
2b	Trenching	November 3, 2022	Complete a program of trenching.	Complete
2c	Data Compilation	November 3, 2022	Update the GIS database with all new sampling and drilling data.	Complete
2d	Other Activity	November 3, 2022	Review and update the geological model.	Complete
2e	Other Activity	November 3, 2022	Complete a resource estimate.	COC
2f	Reporting	November 3, 2022	Prepare a technical report detailing all work completed during this stage of the work program to be submitted to the chief executive in accordance with the regulations.	Complete

Glenpark Exploration Permit – Minimum Work Requirements

Item	Type of Activity	Due Date	Comment	Status
4a	Data Compilation	October 12, 2024	Update the GIS database.	Complete
4b	Trenching	October 12, 2024	Complete a program of trenching.	Complete
4c	Geochemical	October 12, 2024	Complete a program of geochemical sampling for a minimum of 50 samples.	Not started
4d	Drilling	October 12, 2024	Complete a program of drilling for a minimum of 800 m.	Not started
4e	Other Activity	October 12, 2024	Update geological model.	Underway
4f	Reporting	October 12, 2024	Provide the chief executive with a report detailing all work completed during this stage of exploration, and the results of that work, including submission of digital data in conjunction with QA/QC information and data sufficient to demonstrate levels of accuracy and precision.	Not started
5a	Drilling	October 12, 2026	Carry out a further program of drilling for a minimum of 1,200 m.	Not started
5b	Other Activity	October 12, 2026	Update the geological model.	Not started
5c	Other Activity	October 12, 2026	Identify mining targets.	Not started
5d	Other Activity	October 12, 2026	If appropriate, calculate a resource estimate.	Not started
5e	Other Activity	October 12, 2026	If appropriate, complete a mining feasibility study.	Not started
5f	Reporting	October 12, 2026	Provide the chief executive with a report detailing all work completed during this stage of exploration, and the results of that work, including submission of digital data in conjunction with QA/QC information and data sufficient to demonstrate levels of accuracy and precision.	Not started

Hyde Exploration Permit – Minimum Work Requirements

Item	Type of Activity	Due Date	Comment	Status
1a	Literature review	February 22, 2024	Reinterpret existing geophysical data.	Not started
1b	Mapping	February 22, 2024	Complete a program of geological mapping.	Not started

1c	Geophysical	February 22, 2024	Complete a geophysical survey.	Not started
1d	Other activity	February 22, 2024	Identify potential exploration targets.	Not started
1e	Drilling	February 22, 2024	Complete a program of drilling for a minimum of 500 m.	Not started
1f	Data compilation	February 22, 2024	Compile a GIS database of all available exploration data.	Not started
1g	Reporting	February 22, 2024	Provide the chief executive with a report detailing all work completed during this stage of exploration, and the results of that work, including submission of digital data in conjunction with QA/QC information and data sufficient to demonstrate levels of accuracy and precision.	Not started
2a	Drilling	February 22, 2027	Complete a further program of drilling for a minimum of 500 m.	Not started
2b	Other activity	February 22, 2027	If appropriate, complete a mineral resource estimate.	Not started
2c	Other activity	February 22, 2027	If appropriate, complete a mining study.	Not started
2d	Data compilation	February 22, 2027	Update the GIS database with all new data obtained.	Not started
2e	Reporting	February 22, 2027	Provide the chief executive with a report detailing all work completed during this stage of exploration, and the results of that work, including submission of digital data in conjunction with QA/QC information and data sufficient to demonstrate levels of accuracy and precision.	Not started

Tokomairiro Prospecting Permit – Minimum Work Requirements

Item	Type of Activity	Due Date	Comment	Status
1a	Literature review	December 15, 2022	Complete a review of all relevant literature and geological and geophysical data.	Complete
1b	Other activity	December 15, 2022	Complete a review of the applicability of satellite data.	Complete
1c	Mapping	December 15, 2022	Complete a program of geological and structural mapping to produce a geological map of the permit area.	Complete
1d	Geochemical	December 15, 2022	Complete a regional stream survey for a minimum of 70 samples.	Complete
1e	Geochemical	December 15, 2022	Complete a program of geochemical soil and rock chip samples for a minimum of 200 samples.	Complete
1f	Other activity	December 15, 2022	Identify potential exploration targets.	Complete
1g	Data compilation	December 15, 2022	Compile a GIS database of all relevant data.	Complete
1h	Reporting	December 15, 2022	Prepare a technical report detailing all work completed during this stage of the work program, in conjunction with QA/QC information and data sufficient to demonstrate levels of accuracy and precision, to be submitted to the chief executive in accordance with the regulations.	Complete

Rough Ridge South Prospecting Permit – Minimum Work Requirements

Item	Type of Activity	Due Date	Comment	Status
1a	Literature review	February 22, 2024	Complete a literature review.	Not started
1b	Geophysical	February 22, 2024	Reprocess existing geophysical data.	Not started
1c	Mapping	February 22, 2024	Complete a program of geological and structural mapping.	Not started
1d	Mapping	February 22, 2024	Produce an updated geological map of the permit area.	Not started
1e	Geochemical	February 22, 2024	Complete a program of geochemical river sediment samples for a minimum of 100 samples.	Not started
1f	Geochemical	February 22, 2024	Complete a program of geochemical soil sampling for a minimum of 500 samples.	Not started
1g	Geochemical	February 22, 2024	Complete a program of geochemical rock chip sampling for a minimum of 50 samples.	Not started
1h	Other activity	February 22, 2024	Identify exploration targets.	Not started

Item	Type of Activity	Due Date	Comment	Status
1i	Data compilation	February 22, 2024	Compile a GIS database of all available exploration data.	Not started
1j	Reporting	February 22, 2024	Prepare a technical report detailing all work completed during this stage of the work program, in conjunction with QA/QC information and data sufficient to demonstrate levels of accuracy and precision, to be submitted to the chief executive in accordance with the regulations.	Not started

Carrick Range Prospecting Permit – Minimum Work Requirements

Item	Type of Activity	Due Date	Comment	Status
1a	Literature review	June 1, 2023	Complete a review of all relevant literature and geological and geophysical data.	COC/EOD
1b	Geophysical	June 1, 2023	Complete a review of the applicability of remote sensed data.	COC/EOD
1c	Mapping	June 1, 2023	Complete a review of the applicability of machine learning to remote sensed and geophysics data.	COC/EOD
1d	Mapping	June 1, 2023	Complete a program of geological and structural mapping to produce a geological map of the permit area.	COC/EOD
1e	Geochemical	June 1, 2023	Complete a program of regional stream sediment survey of 60 samples.	COC/EOD
1f	Geochemical	June 1, 2023	Complete a program of geochemical soil and rock chip sampling for a minimum of 250 samples.	COC/EOD
1g	Other activity	June 1, 2023	Identify exploration targets.	COC/EOD
1h	Data compilation	June 1, 2023	Compile a GIS database of all available exploration data.	COC/EOD
1i	Reporting	June 1, 2023	Prepare a technical report detailing all work completed during this stage of the work program, in conjunction with QA/QC information and data sufficient to demonstrate levels of accuracy and precision, to be submitted to the chief executive in accordance with the regulations.	COC/EOD

Surface Rights and Permits

Mineral permits do not give the permit holder automatic rights of land access to the permit area. Access arrangements are required for all onshore activities other than minimum impact activities. Minimum impact activities generally do not require landowner and occupier consent for access (except on Crown land), but the permit holder is required to give 10 working days' notice to the landowner and occupier. For exploration and mining activities, the permit holder is generally required to negotiate an access arrangement with each landowner and occupier.

Access to Crown land requires permission from the relevant Minister of the Crown with responsibility for the land. To sample Crown land, held or managed under the *Conservation Act* (1987) or in other acts specified in Schedule 1 to the *Conservation Act* (1987), the permit holder must gain consent or an access arrangement from the Department of Conservation ("**DOC**"). Permit holders require consent (this differs from an access arrangement, which is stricter) from DOC to conduct minimum impact activities on conservation land. For all other exploration and mining activities on conservation land, the permit holder will require an access arrangement from DOC. If an access arrangement is sought for conservation land, the Minister of Conservation must determine whether the proposed mining activities are 'significant'. If the activities are considered to be 'significant mining activities', the application for land access must be publicly notified with a submission period.

Prospecting permits give the permit holder the right to prospect for specified minerals by very low-impact methods, such as literature searches, geological mapping, hand sampling or aerial surveys. Exploration permits give the permit holder the exclusive right to explore for the specified minerals in the permit area using higher impact exploration methods, such as drilling and earthworks. However, any exploration activity must be allowed under the *Resource Management Act* (1991) or permitted by a granted resource consent.

The *Resource Management Act* (1991) classifies activities into six primary categories: permitted, controlled, restricted discretionary, discretionary, non-complying, and prohibited. These different categories determine whether resource consent is required before carrying out an activity, and what will be considered when resource consent application is

assessed. National Environmental Standards and Regional and District Plans regulate which category an activity falls in, and therefore whether resource consent is required.

Most of the permits comprising the Otago Project are within the Otago Regional Council ("**ORC**") territorial authority, except for a slither of the Carrick Range Prospecting Permit which is in the Southland Regional Council territory. Resource consent from the ORC and local district councils will be required for exploration drilling and any substantial earthworks or future mining on the Otago Project.

Glenpark Exploration Permit – Surface Rights

The Glenpark Exploration Permit covers properties owned by 15 unique landowners with 27 separate land titles. All land is owned by farming companies. All titles are zoned general rural, scenic rural or mining zones. No residential land is covered. Nine landowners have granted access for exploration. Many of the landowners are shared with the Smylers Exploration Permit. A land mineral status report was commissioned in 2018, by Land Information Services Limited for the properties within the original exploration permit area (which includes all the properties in the current area covered by the Glenpark Exploration Permit). The land mineral status report identified 230 titles with 195 having private ownership of non-statutory minerals, and the remaining properties having the minerals owned by the Crown.

Smylers Exploration Permit – Surface Rights

The Smylers Exploration Permit covers properties owned by 30 unique landowners with 47 separate land titles. Most of the land is owned by larger farms and small-to-large forestry companies. All titles are zoned general rural. No residential land is covered. A total of 17 landowners have been approached for land access. All 17 have granted access to most of the area covered by the Smylers Exploration Permit at various stages of exploration. Hardie Pacific owns two properties within the Smylers Exploration Permit totaling 88 Ha. The properties are adjoining and land use is plantation forestry. A land mineral status report was commissioned in 2018, by Land Information Services Limited, for the properties within the original exploration permit area (which includes all the properties in the current area covered by the Smylers Exploration Permit). The land mineral status report identified 47 titles, with 16 having private ownership of non-statutory minerals and the minerals rights of the remaining 31 properties owned by the Crown.

Tokomairiro Prospecting Permit – Surface Rights

The Tokomairiro Prospecting Permit covers properties owned by 54 unique landowners. Most land in the area covered by the Tokomairiro Prospecting Permit is owned by a few farm or forestry companies. Residential land is typically found in the southeast of the Tokomairiro Prospecting Permit, close to the town of Milton. In general, the residential properties are small. A total of 16 property owners have been approached by the Company for land access, and 12 access agreements have been signed, providing access to most of the Tokomairiro Prospecting Permit, including all the areas covering identified gold-bearing quartz reefs. The northernmost area of the Tokomairiro Prospecting Permit is on government owned land and is part of the Waipori Falls Scenic Reserve. This area, along with marginal strips along the banks of some streams/rivers and swamps, is protected by DOC.

The DOC land on the Tokomairiro Prospecting Permit is minimal and does not affect the Company's planned exploration activities within the permit area. Prospecting, exploration, and mining activities are permitted on DOC land in New Zealand subject to being granted an access agreement from DOC after a formal application process. In the Company's case, if exploration is required on DOC lands, the Company would complete an Access Agreement Application Form, pay an application fee, and depending on the impact of the exploration activities could receive approval within 44 to 88 working days of the application date. The DOC access agreement could include specific conditions addressing any environmental and social impacts from planned exploration activities.

Hyde Exploration Permit – Surface Rights

The Hyde Exploration Permit mostly covers private land, however, several small parcels of protected land are present in the centre and south, including a segment of the Central Otago Rail Trail and the Hyde Recreation Reserve. There are 38 unique landowners. No landowners have been approached for land access at this stage.

Rough Ridge South Prospecting Permit – Surface Rights

The Rough Ridge South Prospecting Permit covers property owned by 16 landowners and a small portion of Crown land (Serpentine Scenic Reserve) managed by DOC. The reserve is protected by DOC and requires consent for minimum impact (prospecting) activities such as sampling. The majority of land covered by the Rough Ridge South Prospecting Permit is owned by farm companies. No landowners have been approached for land access at this stage.

Carrick Range Prospecting Permit – Surface Rights

Most of the Carrick Range Prospecting Permit is freehold land predominantly used for farming. This is accompanied by several areas of Crown land that are leased to farmers under Pastoral Legislation. Protected land is found in the south of the Carrick Range Prospecting Permit as the Old Man Range/Kopuwaiti Conservation and Scenic Reserve. This area is protected by DOC and requires consent for minimum impact (prospecting) activities such as sampling. There are 226 unique landowners. No landowners have been approached for land access at this stage.

Option Agreements, Royalties, and Encumbrances

The Company has the right to acquire a 100% interest in the Smylers Gold Properties that form part of the Otago Project pursuant to the Hyde-Smylers Option Agreement. Under the Hyde-Smylers Option Agreement, the Company has granted the Hyde-Smylers Optionors the Hyde-Smylers Royalty which will become effective upon the exercise of the Hyde-Smylers Option. The Company does not have the necessary funds to complete the Final Hyde-Smylers Expenditures in order to acquire a 100% interest in the Smylers Gold Properties. For a description of the Hyde-Smylers Option Agreement and the Hyde-Smylers Royalty see section entitled "*Description of the Business – Three Year History – Otago Project – Smylers Gold Properties*" in this Prospectus.

If minerals are produced from any of the permit areas, the Company will also be liable for payment of a royalty to the Crown calculated in accordance with the Crown Minerals (royalties for minerals other than petroleum) Regulations 2013. The royalty payable will depend on the tier of the permit. The Company currently has tier-2 permits; however, this could change in the future.

The holder of a Tier-2 exploration or mining permit for gold must pay an *ad valorem* royalty of 1% of the net sales revenues of the minerals obtained under the permit.

The holder of a Tier-1 exploration or mining permit must pay an *ad valorem* royalty of 2% of the net sales revenue of the minerals obtained under the permit, if the accounting profits of the permit holder, for the minerals for the reporting period (calendar year), are less than or equal to NZD 2 million. If the accounting profits of the permit holder, for the minerals for the reporting period, are greater than NZD 2 million, the holder must pay the higher of:

- an *ad valorem* royalty of 2% of the net sales revenue of the minerals obtained under the permit; and
- an accounting profits royalty of 10% of the accounting profits, or provisional accounting profits, as the case may be, of the minerals obtained under the permit.

Environmental Liabilities and Permits

Key environmental legislation concerning exploration and mining activities includes the *Resource Management Act* (1991) and the *Wildlife Act* (1953). Under the *Resource Management Act* (1991), local authorities manage the environmental consenting process. Resource and land use consent must be obtained before commencing most exploration and mining activities. Other legislation regulating industrial activities, environmental effects, and the health and safety of the workplace also apply to mining activities, such as the *Health and Safety at Work Act* (2015) and the *Heritage New Zealand Pouhere Taonga Act* (2014).

Under the *Crown Minerals Act* (1991), NZP&M must act in accordance with the principles of the Treaty of Waitangi (Te Tiriti o Waitangi) that underpin the relationship between Māori and the Crown. These principles include partnership, active protection, and redress. As such, when assessing a permit application, NZP&M consults with iwi

and hapū whose rohe includes some or all of a permit area, or who may be directly affected by a permit. Iwi and hapū can provide recommendations and requests based on the Treaty principles.

During the permit application assessments relating to the Otago Project, Aukaha, a consultancy that represents iwi (Māori tribes), put forth submissions on behalf of Kāti Huirapa Rūnaka ki Puketeraki, Te Rūnanga o Ōtākou, Te Rūnanga o Moeraki and Hokonui Rūnanga (local iwi). The submissions requested that the Company make the following provisions when planning work programs:

- consider the Kāi Tahu ki Otago Natural Resource Management Plan;
- keep any vegetation disturbance to a minimum (necessary to establish access and undertake the bed disturbance works);
- limit activities within the watercourse to outside the duration of spawning seasons or periods when the native fishery is considered sensitive;
- adhere to the Heritage New Zealand Pouhere Taonga Archaeological Discovery Protocol; and
- ensure any prospecting activity is discrete and selective and does not change the shape or form of the existing landscape.

Currently there is a resource consent with the Waitaki District Council for exploration drilling on the Smylers Exploration Permit. The consent was granted on October 21, 2021 for a two-year term. The consent allows for unlimited drilling across a total of seven drill pads, earthworks and temporary site buildings and infrastructure associated with drilling activity. An extension to the term, or amendment of scope of the consent, is permitted through a consent amendment application.

In connection with the Tokomairiro Prospecting Permit, Te Rūnanga o Ōtākou made a specific request relating to Wai-o-Te-Meho Creek, which is located near the central-eastern boundary of the Tokomairiro Prospecting Permit and drains into the nearby Lake Waiholo. This stream is a habitat for the Giant Kōkopu (*Galaxias argenteus*), a threatened species of native freshwater fish, and is considered a wāhi tapu site (holy place). Te Rūnanga o Ōtākou has no specific concerns with sampling being undertaken in/around Wai-o-Te-Meho Creek, provided:

- stream-sediment samples collected from the Wai-o-Te-Meho Creek and its tributaries are not collected between December and June (inclusive), which are the spawning seasons for Īnanga (Common galaxias; *Galaxias maculatus*) and other large Galaxiid species; Galaxiid being the family of native freshwater fish;
- a maximum of two kg of material is collected per stream-sediment sample;
- only one stream-sediment sample is collected from within the active creek;
- samples are collected from 20–50 cm below the turf; and
- holes excavated during stream-sediment sampling have a diameter no larger than approximately 20 cm.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

The Otago Project is located within the Otago region and is generally well connected by state highways and public roads to nearby towns. Most roads within the Otago Project are gravel farm or forestry roads.

Smylers Gold Properties

The Smylers Gold Properties are accessible by State Highway 1 from Dunedin, with sealed and gravel farm and forestry roads from both Middlemarch and Palmerston providing access to the interior. The Smylers Gold Properties

are located approximately seven km inland from the township of Palmerston. Palmerston is a service town that supports the Macraes Au mine and local farming. The main prospects are accessed from Taieri Peak Road which links Palmerston and Macraes townships.

Tokomairiro Prospecting Permit

The Tokomairiro Prospecting Permit is readily accessible via State Highway 1 and State Highway 8, with numerous small public roads, farm roads, and forestry roads providing access to the interior. The Tokomairiro Prospecting Permit can be accessed by driving south from Dunedin for approximately 50 minutes on State Highway 1. A further 30–40 minute drive is needed to access the southwest of the Tokomairiro Prospecting Permit via State Highway 8, and a similar time is needed to access the interior of the Tokomairiro Prospecting Permit via Table Hill Road or Circle Hill Road.

Many small farm and forestry roads on private land can be used to access the interior of the Tokomairiro Prospecting Permit. In general, these small private roads are of a high enough standard for 4WD vehicle access, but in some areas roads are washed out or fallen trees prevent vehicle access. Where there is no vehicle access, the damaged roads provide good access on foot, except for some of the smaller forestry roads that are covered in thick undergrowth and scrub, significantly increasing travel time.

Hyde Exploration Permit

The Hyde Exploration Permit is readily accessible via State Highway 87 and State Highway 85. Several small public country roads and farm roads provide access to the interior. The Hyde Exploration Permit can be accessed by driving north from Dunedin for approximately 45 minutes on State Highway 1. A further 40-minute drive is needed to access the south of the Hyde Exploration Permit via State Highway 85, Macraes Road, Hyde-Macraes Road, and State Highway 87. A similar time is needed to access the Hyde Exploration Permit by driving south from Dunedin to Mosgiel on State Highway 1 and then driving north to Hyde on State Highway 87.

The only sealed roads within the Hyde Exploration Permit are State Highway 87, the small section of Hyde-Macraes Road in the south, and portions of Newtown and Cemetery Roads. The small public roads are only paved for the first few hundred metres extending from the State Highways, and for several small sections with the remainder being gravel. The Taieri River can be crossed by the bridge on Hyde-Macraes Road just south of the permit or at Tiroiti on Horseburn Road approximately three km north of the Hyde Exploration Permit Hyde Exploration Permit.

Many small farm and forestry roads on private land can be used to access the interior of the Hyde Exploration Permit. In general, these small private roads are of a high enough standard for 4WD vehicle access. Access in the winter may be limited due to periodic snowfall.

Rough Ridge South Prospecting Permit

The Rough Ridge South Prospecting Permit is accessible by several gravel country roads from Poolburn, Paerau and Patearoa. Access to the Rough Ridge South Prospecting Permit from Dunedin takes approximately 2–2.5 hours. The Rough Ridge South Prospecting Permit is located northwest of Dunedin, however, it can only be accessed from Dunedin by either travelling north on State Highway 1, northwest on State Highway 85 and then slightly south on local roads, or by travelling southwest on State Highway 1, northwest on Stage Highway 8 to Alexandra and then inland on local roads. The Rough Ridge South Prospecting Permit is about an hour's drive from Alexandra heading towards Poolburn Dam via Old Dunstan Road and Long Valley Ridge Road. Long Valley Ridge Road is always closed to vehicles in winter (between late June and late September) and can be closed at other times of poor weather.

Many small farm roads on private land can be used to access the interior of the Rough Ridge South Prospecting Permit. Basic concrete fords are in place to cross some but not all streams. In general, the small private roads are of a high enough standard for 4WD vehicle access, however, some are in poor condition and should not be accessed during poor weather conditions. Where there is no vehicle access, the damaged roads provide good access on foot. Access in the winter may be limited due to periodic snowfall and muddy tracks.

Carrick Range Prospecting Permit

The Carrick Range Prospecting Permit is readily accessible via State Highway 8 from Clyde and Cromwell. The Carrick Range Prospecting Permit can be accessed by driving south from Dunedin for approximately 50 minutes on State Highway 1. A further hour's drive northwest on State Highway 8 is needed to access the south of the Carrick Range Prospecting Permit. Several gravel country roads and farm roads on private land provide access to the interior from the north, south, and east. Several 4WD tracks traverse the Old Man Range. Most of the stream crossings do not have concrete fords.

Climate

The climate of Otago is diverse due to varying topography and distance from the coast. Central Otago experiences a semi-arid climate due to its location in the rain shadow cast by the Southern Alps. Typically, the weather becomes wetter and milder in temperature towards the east coast. Winds are generally stronger towards the coast and weaker inland. Winter is typically the driest and least windy time of year in Central Otago. Inland Otago experiences a more typical continental climate compared to the rest of New Zealand, with summer temperatures frequently reaching approximately 30°C and winter temperatures below 0°C. Snow can last for several months a year in alpine areas such as the Old Man Range where the Carrick Range Prospecting Permit and the Rough Ridge South Prospecting Permit are located. Coastal Otago often experiences more rainfall than the inland areas.

Physiography

Smylers Gold Properties

The Smylers Gold Properties are situated on the margin of an elevated (approximately 200 m above sea level) schist plateau, drained by a network pattern of north-westerly and north-easterly trending streams. Streams in the north feed the Shag River, while streams in the south feed the Pleasant River. Parts of the plateau within the Glenpark Exploration Permit are deeply incised. Elevations range from 150–700 m above sea level. In the southeast, remnant Miocene volcanic cones protrude from the plateau.

Tokomairiro Prospecting Permit

The Tokomairiro Prospecting Permit is located on a set of rolling hills on the western edge of the Taieri Plains. The altitude varies from approximately two m in the southeast up to approximately 650 m in the northwest of the Tokomairiro Prospecting Permit. The hills tend to increase in altitude at a relatively shallow incline, but several large, steeply incised, northwest-or northeast-trending gullies and gorges cut the interior of the Tokomairiro Prospecting Permit. Notable landmarks in the Tokomairiro Prospecting Permit include Circle Hill, Table Hill, and Table Mound. The central area of the Tokomairiro Prospecting Permit covers plateaus at altitudes of approximately 250–400 m, which are largely covered in farmland.

Several large watersheds are located in the Tokomairiro Prospecting Permit, mostly in the western to north-western margins. The largest rivers in the Tokomairiro Prospecting Permit include the Tokomairiro River and the Meggat Burn. Within the Tokomairiro Prospecting Permit, there are two branches of the Tokomairiro River: an east branch and the slightly larger west branch. The Meggat Burn is approximately the same size as the Tokomairiro River East Branch. Several other sizeable streams flow into both branches of the Tokomairiro River, most notably the Nugget Stream (named after its historical production of Au nuggets), Burn Stream, Wai-o-Te-Meho Creek, and Fishers Stream. Much of the Tokomairiro River West Branch, Nugget Stream, Shepherd Stream, Burn Stream, and two unnamed streams are covered by pre-existing alluvial mining permits. Small dams are common on farmland.

Hyde Exploration Permit

The Hyde Exploration Permit is located on the northeastern flank of the Rock and Pillar Range, which grades into undulating land surrounding the Taieri River. The altitude varies from approximately 300 m in the middle of the permit to approximately 700 m in the west. The flanks of the Rock and Pillar Range are steeply incised with east-trending gullies.

The Taieri River runs through the Hyde Exploration Permit from north to south. A number of creeks flow into the Taieri River, including Shepherds Creek and Coal Creek in the west, and Mare Burn in the east.

Rough Ridge South Prospecting Permit

The Rough Ridge South Prospecting Permit is located over the southern extent of the Rough Ridge Range. Rough Ridge Range trends north-northeast through the length of the Rough Ridge South Prospecting Permit. The highest point in the Rough Ridge South Prospecting Permit is located in the south of the permit at approximately 1,200 m above sea level. A number of creeks drain off Rough Ridge Range to the northwest and to the southeast, which has formed steep, incised gullies. Totara Creek has incised orthogonally across the range, forming a steep northwest gully in the centre of the area covering the Rough Ridge South Prospecting Permit. To the northwest of Rough Ridge Range is a large terrace (approximately three km wide) parallel to the range. The north of the Rough Ridge South Prospecting Permit lies on a schist plateau, which is cut by the Pool Burn.

Carrick Range Prospecting Permit

The Carrick Range Prospecting Permit is located over the Old Man Range to the south and the Cairnmuir Mountains to the north. The majority of the area covered by the Carrick Range Prospecting Permit is steep, and care is required when undertaking exploration activities within the Carrick Range Prospecting Permit. The highest point in the Carrick Range Prospecting Permit is Hyde Rock, in the Old Man Range, at 1,673 m above sea level. The Carrick Range Prospecting Permit dips to approximately 300 m above sea level in the north of the Carrick Range Prospecting Permit, near the township of Bannockburn. A number of creeks and rivers have incised into the local geology including Bannock Burn, Nevis River, Hawkes Burn, and Fraser River.

Vegetation

The Otago Project is located within the Otago region and cover farmland pastures, tussock grassland, forestry (exotic *Pinus Radiata*) or alpine areas. Ground cover in alpine areas is dwarf, tundra-like vegetation of wind-blasted cushion plants including dracophyllum, mountain daisies and tussocks. Matagouri and gorse dominate streams and gullies, with isolated pockets of native vegetation. Farms in the area are most commonly sheep (wool/lamb) or beef farms, with minor dairy farming.

Local Resources and Infrastructure

All of the properties comprising the Otago Project are located within the Otago region and are generally well connected by state highways and public roads to nearby towns. Dunedin is the nearest major city, port, airport, and hospital to the projects. Queenstown airport is the closest international airport. Most roads within the permits are gravel, farm or forestry roads. Cell phone coverage for much of the Otago Project areas is moderate to poor. There are discrete areas where mobile phone signal is consistently poor or absent.

There is an exploration base set up within the Otago Project area in the area covered by the Smylers Exploration Permit. This site includes container storage, core logging shed, portable office, toilets, water bore, small workshop, and power generator. The exploration base is accessed from Taieri Peak Road on a well-formed forestry road.

History

Tenure and Operating History

Otago was the place where New Zealand's first gold rush started in the mid-1800s, lasting until the beginning of the 20th century. Hard-rock Au was found at numerous sites across the Otago Schist belt. The discovery of these occurrences followed earlier alluvial Au findings, and mining targeted high-grade veins and occurred from surface or shallow shafts.

Smylers Gold Properties

The earliest alluvial mining in the district commenced at Murphy's Flat in 1862, with Macraes Flat, Deepdell and some parts of Horse Flat being worked soon after. Murphy's Creek was the major early alluvial workings and there is evidence that all its tributaries were being worked in the 1860s. Early hard-rock mining within the Macraes District focused on the mining of quartz veins, with the first notable mining occurring at the Duke of Edinburgh prospect located northeast of the main Frasers Pit, within the OceanaGold permit area. It was believed at the time that the main structure consisted of two sub-parallel quartz veins that were understood to be continuous over distance, along strike and down dip. Along with the two main structures, numerous outlying small quartz vein exposures in the area were also found to be Au-bearing.

Early mining focused on shallow surface pits and short underground drives which targeted and extracted quartz. The quartz was crushed, and Au was extracted from nearby processing sites. The historical production was small and approximately 100,000 tonnes of quartz were processed, yielding approximately 5,000 oz of Au over half a century. Miners also encountered local quartz veins containing scheelite, which was of economic significance at the time, due to the high tungsten prices during war periods. Other areas mined included Maritana, Golden Bell, and Deepdell, but quantities were small with a total reported of 8,463 tons of crushed ore for 1,630 ounces of Au and 50 tons of scheelite.

Near-surface quartz veins exhibit varying oxidation levels up to 50 m in depth, in the Macraes area. The oxidation of sulphide minerals, within the shallow mineralised structures, liberated encapsulated microparticulate Au, and associated supergene enrichment further facilitated the increases in Au particle sizes within the oxidised structures.

Coarse free Au was readily extracted within shallow mineralised structures, by the historical miners from the crushed ore, via gravity settling and partly via mercury amalgamation processes. However, miners soon realized that once tunnelling reached the unoxidised mineralised structures at depth, the ore contained little to no coarse-grained Au, and that the Au without surface oxidation and supergene enrichment was encapsulated by pyrite and arsenopyrite sulphides. Attempts were made to liberate this Au through roasting techniques, however, the economic conditions at the time were difficult and the techniques were not pursued to any extent, and mining subsequently ceased within the area in the 1940s.

Mining recommenced in 1990 at Macraes, and the combined Macraes open pits and underground mines have produced to date more than five Moz Au.

Tokomairiro Prospecting Permit

The Tokomairiro area has a long history of alluvial Au mining dating back to the 1850s, boasting the supposed first workable goldfield in Otago at Glenore, on the Tokomairiro River west branch. Mining began in 1859, and alluvial mining has continued in the area on and off to the present day. Many of the old workings were named after the old names for the local rivers; e.g. the Woolshed workings were named after the Woolshed Creek, which is now known as the west branch of the Tokomairiro River; and the Burnt Creek Reef was named after the Burnt Creek, now known as the Burn Stream.

Gold was chased upstream from Glenore, and several Au-bearing quartz reefs were identified in the host schist. Most notable in the area were two parallel reefs approximately 100 m from one another, the Canada and Ocean View reefs, discovered in 1862. Try Again Reef, found two km north of the above-mentioned reefs, was also a productive mine in the late 1800s. Three reefs in Burn Stream were mined for a short period. Very little is known about mining operations at both Burn Stream and Try Again Reef. Several smaller reefs were identified, but they do not appear to have been mined, including Nuggety Gully Reef, Meggat Burn Reef and Lawsons Reef. The locations of Canada and Ocean View reefs are known to be within a few metres, but the locations of the other mentioned reefs are unknown.

Hyde Exploration Permit

The Hyde area has been a well-known alluvial-Au bearing area since the 1860s, with mining beginning in 1864. The area was originally known as 'Eight Mile' because it was eight miles from the very rich Hamilton's Diggings across the Rock and Pillar Range. At least three water races were constructed. Worked faces as high as 20 m, revealing 10 m or more of quartz gravel, lying on schist and overlain by sands then silts and lignite beds are present in the old workings, only in the north of the Hyde Exploration Permit. The higher faces above the Eocene quartz gravels, from

5–20 m, as opposed to the lower ones (no more than six m), where only the Quaternary clastics were worked, are probably indicative of the grades of Au obtained.

Rough Ridge South Prospecting Permit

The bulk of alluvial Au production in Central Otago came from Tertiary-age sediments, mostly quartz conglomerates, although some came from younger alluvium. Numerous alluvial Au deposits occur at the Serpentine Diggings. The entire region was prospected for Au as early as 1876 but activity had ceased by 1899. A shaft was sunk to 90 ft and two levels were driven at the Serpentine quartz reef locality, an east-striking reef approximately 0.5 m wide.

Carrick Range Prospecting Permit

Historically, a large number of auriferous lode systems were prospected and mined intermittently from 1871–1921 near and within the Carrick Range Prospecting Permit. Mining was undertaken in a non-systematic way by small companies and syndicates on individual reef systems. Complete production figures for the Carrick Goldfield are not available, although incomplete figures are available for some mines. Mining peaked from 1871–1877 when averaged grades were approximately 30 g/t Au but up to 214 g/t Au being recorded. The mines operated within the enriched oxidised zone, which extended to a depth of 50 m below the present surface. The unoxidised ore was generally of lower tenor and, being refractory, was very difficult to treat and thus not mined. Several lodes were identified and mined in the south of the Carrick Range Prospecting Permit, although production figures could not be found. The lodes were found near the Obelisk (a prominent tor on the top of the Old Man Range) and in the headwaters of the Fraser (Earnsclough) River.

Exploration History

Smylers Gold Properties

The first modern exploration in the Stoneburn-Taieri Peak area was conducted by Homestake NZ Ltd. between 1984 and 1986. BHP Gold Mines undertook more detailed work from 1988–1989. From the late 1980s to mid-1990s, Macraes Mining Company Ltd. held the northwest part of the area covering the Smylers Gold Properties under. GDR Macraes held the area in the late 1990s. OceanaGold Ltd. was granted the original Stoneburn Permit in 2001. OceanaGold progressively relinquished areas of the Stoneburn Permit in 2006 and 2010. The rest of the Stoneburn Permit expired in December 2011. Parts of the Glenpark Exploration Permit were previously held by Prophecy Mining from 2003–2006, although only limited work was undertaken.

Soil geochemistry was applied widely in the Smylers Gold Properties for delineating the trace of the HMSZ and related eastern lode mineralization. Arsenic is recognized as the most reliable pathfinder element for Au and tungsten mineralization in the Macraes area. Between 1994 and 2011, a total of 1,227 soil samples were collected by Macraes Mining Company, GDR Macraes, Prophecy Mining Ltd. and OceanaGold Ltd. Samples were collected using a 50 mm hand or motorized auger and targeted the B and C soil horizons (soil depth of 0.2–1 m). Samples collected before 2007 were analyzed at Grayson Laboratories for Arsenic (As) (acid digest with atomic absorption spectrometry (AAS) finish) and Au (fire assay). From 2007 onwards, soil samples were analyzed by inductively coupled plasma mass spectrometry (ICP-MS) at SGS Waihi for Au, As, Sb and W. Soil geochemistry was used successfully to determine the position of the HMSZ and associated shear strands across the Smylers Gold Properties, where As values greater than 40 ppm are considered anomalous.

A total of four trenches were excavated by Macraes Mining Company within Smylers Exploration Permit totalling 399.5 m. Trenches were excavated across soil anomalies to expose weathered schist transects. Joyces Contracting was used to dig and rehabilitate trenches using a 20-tonne excavator. Trenches were mapped at a 1:100 scale with horizontal channel samples collected over 1–5 m intervals. All samples were submitted for Au (fire assay) and As (acid digest/AAS). No historical trenches were excavated within the Glenpark Exploration Permit.

A total of 97 rock-chip samples were collected within the Smylers Exploration Permit by BP Oil NZ Ltd, Macraes Mining Company, GDR Macraes, and OceanaGold between 1987 and 2011. Rock-chip sampling targeted quartz veins and altered and/or sheared schist. Samples collected before 1997 were submitted to Grayson Laboratory for Au by fire assay, As by acid digest with AAS finish, and W by ICP-MS analysis. Samples collected between 1997 and 2001 were submitted to Grayson Laboratory for Au (fire assay) and As (acid digest/AAS). Samples collected post-

2006 were sent to SGS Mineral Services Laboratory for sample preparation and analyzed for Au (fire assay), and As, Sb, and W (aqua regia ICP-MS) at the SGS Waihi Laboratory. Fourteen samples returned Au values above 1 g/t, with the highest returning 34.6 g/t Au.

Macraes Mining Company collected a total of 349 stream-sediment samples (63 within the Glenpark Exploration Permit and 286 within the Smylers Exploration Permit) as part of a larger regional sampling program. Approximately 2–5 kg (dry weight) of <2-mm sediment was collected from multiple locations, ranging from trap sites in active creek channels to over bank fines. Samples were analyzed for Au by bulk leach extractable gold (BLEG) and As by acid digest with AAS finish analysis. Duplicate samples were collected in 1997 and sent to Amdel laboratory in Adelaide for analysis of As, Sb, W, Mo, Cr, Ni, Bi by aqua regia digest ICP-OSE/MS.

No drilling was conducted by the previous permit holders within the Smylers Exploration Permit, although, hundreds of drillholes were drilled in the adjacent OceanaGold mining permit across known shear strand prospects between 1994–2011.

Tokomairiro Prospecting Permit

Modern exploration has been relatively limited, with only five permits/licences that partially overlap with the Tokomairiro Prospecting Permit. Such exploration work was conducted by Homestake NZ Exploration Ltd. from 1986 to 1987 and BHP Gold Mines NZ Ltd from 1987–1988. Most of the exploration was conducted outside of the Tokomairiro Prospecting Permit, with only two stream-sediment samples taken within the Tokomairiro Prospecting Permit on the Meggat Burn. Two more samples were taken on branches flowing into the Meggat Burn, <50 m outside of the Tokomairiro Prospecting Permit. Two further stream-sediment samples were collected from stream catchments that are predominantly located inside of the Tokomairiro Prospecting Permit however, the samples were collected outside of the Tokomairiro Prospecting Permit on streams draining into the Waipori River. The two samples on the Meggat Burn, collected within the Tokomairiro Prospecting Permit, returned assays of 0.82 ppb Au and 2.23 ppb Au, and the two samples on the Meggat Burn, immediately outside of the Tokomairiro Prospecting Permit, returned assays of 1.18 ppb Au and 1.45 ppb Au. The two samples on branches flowing into the Waipori River returned assays of 1.11 ppb Au and 0.95 ppb Au.

From 1989 until 1985, Aurum Reef Resources NZ Ltd. ("**Aurum**") conducted (sampling, geophysics, geological mapping) on the Canada/Ocean View Reef area and a literature review. Aurum opened historically-mined tunnels and collected several grab and channel samples on reef outcrops as well as float samples, and later conducted a magnetic anomaly survey in three small locations (1,400–22,000 m²) over the vicinity of the reefs. Three rock-chip samples collected from outcrops at Canada Reef returned values of 0.82 ppm Au, 0.14 ppm Au, and 0.29 ppm Au. A further two rock-chip samples collected from surface float in the immediate vicinity of Canada Reef returned assays of 1.3 ppm Au and 6.4 ppm Au. The magnetic surveys identified several small anomalies, including notable east–west anomalies. Mapping of the reef revealed an approximate east-trending orientation.

Until the late 1990s, Commonwealth Resources NZ Ltd. ("**Commonwealth**") conducted sampling work on the Canada/Ocean View Reef area. Mapping of the reefs confirmed an east-trending orientation, and Commonwealth hypothesised the reef extends across the Tokomairiro Gorge and into the Nuggety Gully area, although this has not been observed. Rock-chip samples returned values of <0.01–1.16 ppm Au.

From the late 1990s to early 2000s, L&M Mining Ltd. ("**L&M**") conducted exploration involving 18 scout RC drillholes and four lines of ground radar surveys. The precise location of the drillholes and radar lines were not reported, and maps obtained are hand-drawn with no coordinates; therefore, the location of these holes could not be identified. Gold grades for both recent and Pleistocene gravels were low and averaged 71 mg/m³, with the best results (1,134 mg/m³ and 1,214 mg/m³) from holes NT5 and NT7 targeting the base of the recent gravels. L&M notes there is no association between Au and quartz-rich gravels. Ground radar indicates that rock bottom is relatively level with some incised channels present. L&M further notes that the incised channels may hold higher Au grades that its drilling did not detect.

A geochemical atlas of the lower South Island of New Zealand was published in 2016 by GNS Science New Zealand. The aim of the survey was to map soil geochemistry across Southland and southern Otago. The survey was conducted on an 8 km x 8 km soil-sampling grid. Two samples from this program were collected within the Tokomairiro Prospecting Permit: one close to Nuggety Gully, and one close to the Meggat Burn. Assays of the Nuggety Gully

sample returned values of 1.9 ppb Au and 3.9 ppm As, and the Meggat Burn sample returned below-detection-limit Au values and 7.7 ppm As.

Hyde Exploration Permit

The area covered by the Hyde Exploration Permit has been previously explored by five companies, who collectively collected a total of 367 soil samples, 14 rock-chip samples, 32 stream-sediment samples and drilled 10 drillholes. Nine rock-chip samples have also been collected as part of various academic studies by the University of Otago. The table below summarizes the historical soil, rock-chip, stream-sediment samples, and drillholes collected within the Hyde Exploration Permit:

Company	Soil Samples	Stream-Sediment Samples	Rock-Chip Samples	Drillholes
Aurora Minerals Ltd. ⁽¹⁾	83	9	5	
Kiwi International Exploration Company Ltd. ⁽²⁾	13		3	
Macraes Mining Company Ltd.		11		
Hyde Resources Ltd.	222			5
Mineral Rangahau Ltd. ⁽⁴⁾	49	12	6	5
Total	367	32	14	10

Notes:

- (1) Results of the soil sample assays were typically <10 ppb Au, however, four samples returned values up to 65 ppb Au. Analysis for As returned less than 16 ppm. The area that returned 65 ppb Au was termed a low amplitude anomaly by Aurora.
- (2) None of the rock-chip or soil samples returned detectable Au or As.
- (3) The soil samples were collected using a 50-mm hand auger and assayed using portable x-ray fluorescence (pXRF). From the soil sample survey, Hyde identified mineralized lodes, mostly in the very southeast of the Hyde Exploration Permit. Arsenic was the main pathfinder element monitored, with some attention paid to W and Sb. The W values, however, proved to be erratic. Background As concentrations are typically approximately 5-10 ppm; this is consistent with GNS's regional geochemical soil survey. Six samples returned anomalous As values over 20 ppm.
- (4) Five aircore drillholes were drilled for a total of 280 m. Seventeen two-metre composite samples were analyzed at SGS Westport, but did report any anomalous Au, W or As (Pye, 2017).
- (5) From the soil and rock-chip samples, no indications of anomalous As or Au were found. All five RC holes failed to intersect the targeted Hogburn Formation Eocene quartz gravel river channel facies, and subsequently, the project was abandoned. The drillholes penetrated Eocene overbank floodplain alluvial facies consisting of mostly silts, clays, and lignite. Fine sands were a minor proportion of the sediment, medium, coarse and granule sands a tiny portion, with gravels absent. Gravels appeared only in the overlying Quaternary cover. The drilled holes did not go deep enough to determine if the quartz gravels were present on the old schist surface. Five samples were collected and panned for Au. None of which contained visible Au.

Rough Ridge South Prospecting Permit

The area covered by the Rough Ridge South Exploration Permit has been previously explored by five companies, who collectively collected a total of 568 soil samples, 4 rock-chip samples and 79 stream-sediment samples. The table below summarizes the historical soil, rock-chip and stream-sediment samples collected within the Rough Ridge South Exploration Permit:

Company	Soil Samples	Stream-Sediment Samples	Rock-Chip Samples
Glass Earth Limited ⁽¹⁾	493		3
Tasman Gold Development Ltd. ⁽²⁾		5	
Welcome Gold Mines Ltd. ⁽³⁾		74	
J.H. Williamson			1
Mineral Rangahau Ltd. ⁽⁴⁾	75		
Total	568	79	4

Notes:

- (1) The soil samples were collected on northeast-trending grid lines. Lines were spaced 500 m apart, and samples collected typically every 50 m. Rock-chip samples were analyzed by fire assay for Au and soil samples analyzed for Au by aqua regia digest by AA (detection limit of 1 ppb). The depth of soil and horizon sampled were not recorded.
- (2) None of the rock-chip samples returned detectable Au results.
- (3) Welcome Gold collected one stream-sediment sample per five square kilometres, including 74 samples within the Rough Ridge South Prospecting Permit. Samples were analyzed for Au and Ag by BLEG at Multilabs, Perth and Cu, Pb, Zn, Bi, Sb, As, Fe, W, and Mn by ICP-MS at ALS Brisbane. Samples returned up to 24 ppb Au and 132 ppm As.
- (4) The soil samples were collected from the C-horizon at depths of 10–200 cm and were analyzed by pXRF. One sample from within the Rough Ridge South Prospecting Permit returned an As grade >20 ppm. No check analyses were completed by a laboratory.

The soil samples were collected by Mineral Rangahau Ltd. from the C-horizon at depths of 10–200 cm and were analyzed by pXRF. Maps of soil elemental distribution for Ti, Th, Rb, Fe, Mn, Cu, and Ni (but not Zr or Y) indicated modest correspondence with underlying lithology for their higher value sites. The observation that higher-grade concentrations of hydrolysate elements such as Rb, Fe, Mn, Cu, and Ni are not yet strongly correlated to underlying lithology, together with the lack of visible B horizon in the soils, suggests that the Serpentine area soils are not only transported loess, but also have not reached chemical maturity. This may explain the low As values near known Au placers. The modest correspondence with underlying lithology confirms that the soils are transported but does not indicate how far. Analysis of soil W indicated that scheelite, a high specific gravity mineral subject to lag sorting (i.e., that should not travel as far as most other mineral particles such as quartz, feldspar mica or clay), is spread over a 12 km² area with the limits not yet defined.

Carrick Range Prospecting Permit

A summary of the sampling historically conducted on the Carrick Range Prospecting Permit is described in the table below. In addition to sampling conducted by exploration companies, 140 rock-chip samples were collected by primarily the University of Otago and GNS for academic research.

	Soil	Stream-Sediment	Pan Concentrate	Rock-Chip	Drillholes
Amax Gold Mines New Zealand Limited ⁽¹⁾		23			
Amoco Minerals NZ Ltd.	36	7		40	4
Central Otago Mining Company Ltd.	12	30		33	
CRA Exploration Pty Ltd. ⁽²⁾	72	24	21	35	
Prophecy Mining Ltd. ⁽³⁾		20		9	
Sigma Resources NL				26	8
Tasman Gold Development Ltd. ⁽⁴⁾		53		34	
Waihi Mines Limited (formerly Amax Gold Mines New Zealand Limited) ⁽⁵⁾	68			2	
Total	188	157	21	179	12

Notes:

- (1) Samples were analyzed at Grayson & Associates for Au and As and returned up to 20 ppm As. Six samples returned Au above the detection limit (0.005 ppm), with the best sample returning 2.04 ppm Au.
- (2) Rock-chip samples returned up to 240 ppm As. All samples returned below detection limit Au, except for two samples from northwest of the permit, returning 0.03 ppm Au. Stream-sediment samples returned up to 60 ppm As, and up to 3.3 ppm Au. Pan concentrate samples returned up to 82 ppm As, and up to 15.5 ppm Au. Soil samples returned up to 190 ppm As, 40 ppb Au and 23 ppm Sb CRA.
- (3) Samples returned up to 0.11 ppm Au and up to 89 ppm As.
- (4) None of the rock-chip samples returned detectable Au, and only two samples returned detectable Au (660 ppb and 1,000 ppb).
- (5) Neither rock-chip sample returned detectable Au. Thirteen soil samples returned detectable Au, up to 0.07 ppm, and two samples returned anomalous As (above 20 ppm).

Production History

Historical Au production in Otago (excluding Macraes) totals approximately 8.5 Moz Au from placer deposits and approximately 0.7 Moz Au from hard-rock sources. There have been a number of historical hard-rock Au mines within the area that covers the Otago Project including Home Reef South, Ocean View and Canada Lodes, Try Again Lod and Burn Stream and Eight Mile. There are also a number of historical Au productions adjacent to the Otago Project, including Serpentine Diggings to the southwest of the Rough Ridge South Prospecting Permit, the Carrick Goldfield which is cut out of the Carrick Range Prospecting Permit (covered by an existing permit held by NewPeak NZ Limited), and Macraes Gold Mine east of the Smylers Gold Properties.

Total Au production on all the historical workings is not available, however, the available data for historical hard-rock Au production within and neighbouring the Otago Project are summarized in the table below:

Site Name	Location	Site Type	Operating From	Operating To	Total Production (koz)	Resource (koz)	Endowment (koz)
Canada & Ocean View Lodes	Within the Tokomairiro Prospecting Permit	Mine closed	1877	1890	0.23		0.23
Macraes Gold Mine	Approximately 8 km W of the Glenpark Exploration Permit	Mine working	1990	2019	4,300	4,800	9,100
Carrick Gold Field	Excluded from the Carrick Range Prospecting Permit	Field closed			14.6		14.6
	Heart of Oak	Mine closed	1871	1888	2.12		2.12
	Star of the East	Mine closed	1896	1897	0.39		0.39
	Try Again	Mine closed	1880	1881	0.30		0.30
	Elizabeth	Mine closed	1872	1884	0.64		0.64
Bonanza Lode	Approximately 3.5 km E of Smylers Exploration Permit	Mine closed	1890	1904	1.99		1.99
Conroys	Approximately 3 km W of the Carrick Range Prospecting Permit	Mine closed			0.55		0.55
Golden Gully	Approximately 7 km SE of the Rough Ridge South Prospecting Permit	Mine closed	1877	1890	0.23		0.23

Regional Geophysical Data

1997 DIGHEM EM survey

In 1997, Macraes Mining Company commissioned a regional DIGHEM multi-frequency, helicopter-mounted electromagnetic and magnetic survey, flown by Geoterrex-Dighem Pty Ltd. The survey comprised 3,700-line kilometres of 50-m-spaced EM/magnetic data. The survey covered two 6-km-wide blocks: a northern block from Deepdell to Ounce, with flight lines trending 090 (Macraes Grid), and a southern block from Ounce to south of Taieri Peak, with flight lines trending 080 (Macraes Grid). Terrain clearance was -40 m for the magnetic sensor (a caesium vapour split-beam total field sensor) and -30 m for the electromagnetic sensor. Conductivities were tested at frequencies of 450, 900, 5,500, 7,200 and 56,000 Hz. The DIGHEM survey covers the majority of the Smylers Exploration Permit and a small portion of the Glenpark Exploration Permit. The DIGHEM survey data were used by GRD Macraes Ltd. to map major lithological variations, within the hanging wall schists, to help understand structural settings and controls on Au distribution along the shear zone. Areas of high resistivity are interpreted to be dominated by psammitic (sand-derived) schists, whereas low resistivity areas are rich in pelitic (mud-derived) schists.

2007 Glass Earth EM-Mag Survey

In 2007, an airborne geophysical survey was conducted by Fugro Airborne Surveys Ltd. for Glass Earth Gold (Fugro Airborne Surveys Pty Ltd 2007). The equipment used was Fugro's RESOLVE™ electromagnetic system, a compact state-of-the-art airborne EM and magnetic sensors which contain five pairs of coils to measure EM signals at frequencies 140,000, 40,000, 8,200, 1,800 and 400 Hz, and two high sensitivity caesium magnetometers, separated by four metres horizontal distance. An elevation was maintained at a height of 30 m ± 10 m (the helicopter flying at a height of 60 m). Flight line spacing was 300 m with some infill flight lines to obtain 150-m spacing over part of the survey area. This regional survey covered the entire Carrick Range Prospecting Permit, Rough Ridge South Prospecting Permit and the Hyde Exploration Permit, and also covered a small portion of the Smylers Exploration Permit, the Glenpark Exploration Permit and the Tokomairiro Prospecting Permit.

2016 Thompson Aviation Aeromagnetic Survey

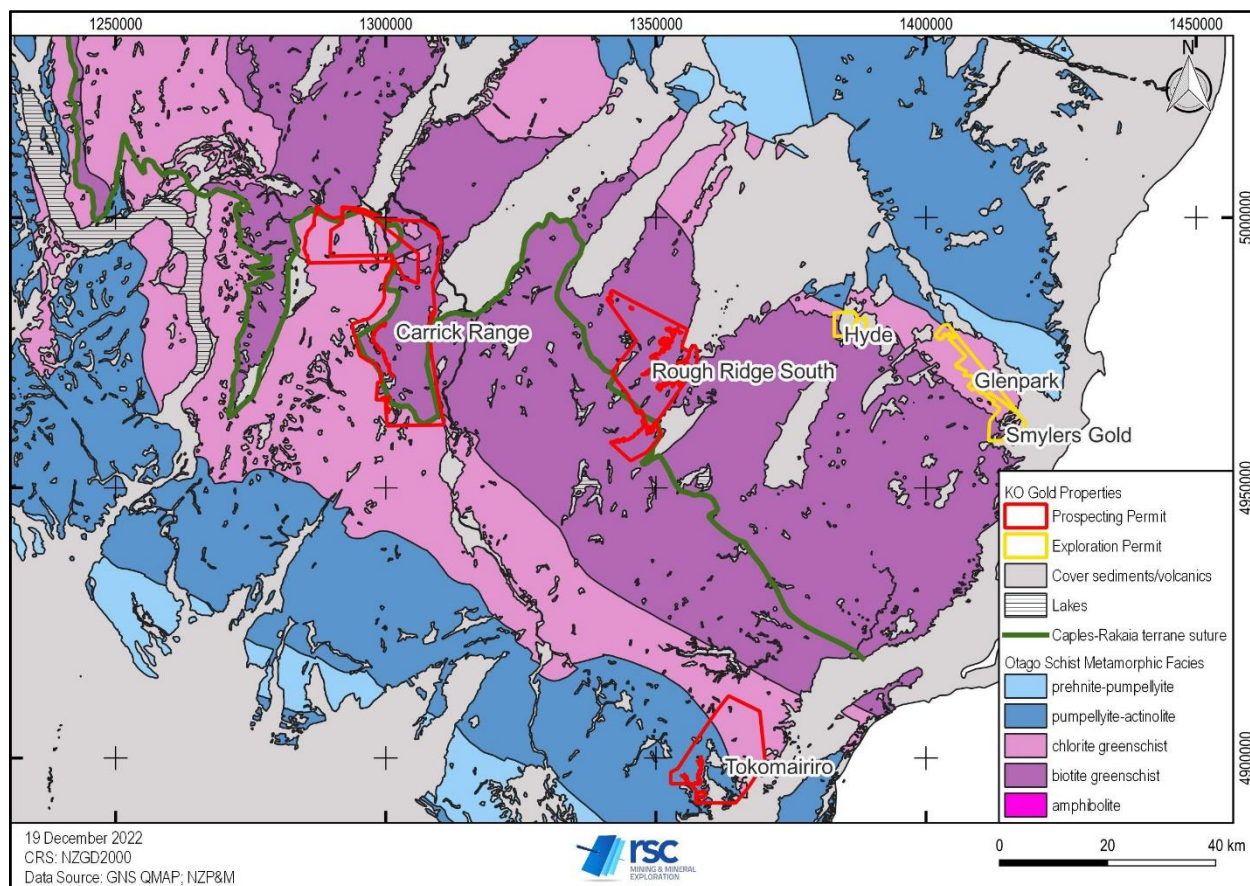
In 2016, the Ministry of Business, Innovation and Employment funded regional aeromagnetic and radiometric surveys across New Zealand. Survey Block D wrapped around the north of the Glass Earth 2007 survey and covered the Smylers Gold Properties. The survey was flown between 2016 and 2017, with a total survey line kilometres of 22,234 at 200-m line spacing and an average height of 39.5 m.

Geological Setting and Mineralization

Regional Geology

New Zealand straddles the boundary between the Australian and Pacific plates, with the boundary marked by the Alpine Fault. The Alpine Fault has been active as a right-lateral transcurrent feature since the Miocene, resulting in significant uplift of the Southern Alps and exposure of basement rocks, comprised largely of garnet and biotite schists of the Mesozoic Haast Schist Group. The basement geology of New Zealand is comprised of accreted tectonostratigraphic terranes related to intrusive batholiths and an accretionary wedge and subduction-arc system. These fault-bounded terranes exhibit distinctive depositional settings and compositions. The terranes relevant to the Otago Project are the Caples Terrane and Rakaia Terrane, a member of the composite Torlesse Terrane. The Caples Terrane is composed primarily of mid-fan, turbiditic, argillite-greywacke sequences, and rare chert and limestone/marble beds. It is a structurally complex terrane, consisting of imbricate stacks of isoclinally-folded sediment packages on a 5–10 km scale, separated by ductile deformation zones marked by schist or broken formations. The Rakaia Terrane is thought to be predominantly progressive erosion of various continental volcanic/plutonic arc sequences, active from the Carboniferous to the latest Middle Triassic. Both these terranes have undergone metamorphism (Haast or Otago Schist) and metamorphic grade varies from low-grade zeolites to amphibolite facies.

The following map illustrates the regional geology of Otago:



Local and Property Geology

Regional metamorphism of the Otago Schist occurred in the Jurassic during crustal thickening, as indicated by K-Ar and Ar-Ar dating. Exhumation of the schist began at approximately 130 Ma. Rock types are typically psammitic schist, pelitic schist, metavolcanic, and metachert with fine intercalated pelitic units and minor thin greenschist units. The schists predominantly consist of quartz, albite, chlorite, epidote, and muscovite. There are no regionally extensive marker horizons and no recognizable stratigraphy; hence, the unit has been subdivided into metamorphic zones, textural zones, tectonostratigraphic terranes, and lithological associations. Basement rocks of the Otago Schist outcrop at every permit comprising the Otago Project.

Mineralization

Hard-rock mineralization in Otago is most prominent within the greenschist facies rocks of the Otago Schist and is widely thought to be orogenic in style. The majority of this mineralization is found as syn- to post-accretionary Au-(±W-Sb)-quartz reefs and shear zones inferred to be of hydrothermal-metamorphic origin.

There are two structural styles of Au mineralization in Otago: (i) high-angle fault systems and (ii) low-angle shear zones. Of the more than 200 historically-mined Au-mineralized hard-rock systems in Otago, the vast majority are the high angle, fault-hosted type. These are associated with northwest striking, steeply-dipping (50–80°) faults.

Gold mineralized veins in Otago are typically composed of massive and/or euhedral quartz, and to a lesser extent, carbonates and micas. Ore minerals most commonly associated with Au are pyrite, arsenopyrite, scheelite, and stibnite, along with minor chalcopyrite, sphalerite, galena, and cinnabar. Gold can be found as native Au-blebs in quartz, or as microcrystalline inclusions inside pyrite or arsenopyrite. Deposits typically display wall rock alteration surrounding mineralized quartz veins, which may also contain Au.

Smylers Gold Properties

Mineralization in the Smylers Gold Properties is associated with shallow to moderately dipping shears (\pm quartz veins). These structures are generally orientated oblique to the regional schistosity, dipping northeast to east, with the dip trend swinging to the east south of OceanaGold's Pipeline Prospect. The mineralization is characterized by shear concordant silicified cataclasites with 'lode' schist, quartz-cemented breccias, and shear-parallel quartz veins that contain arsenopyrite, pyrite, and rare visible Au.

Tokomairiro Prospecting Permit

Gold mineralization in the Tokomairiro Prospecting Permit is hosted by the Caples Terrane. Notable Au mineralization within the Caples Terrane includes the Waipori goldfield, (Au-Sb) 10 km to the north of the Tokomairiro Prospecting Permit (now largely drowned by the dammed Lake Mahinerangi hydroelectric scheme). Isolated Au-bearing quartz veins of varying grades also occur in the Rees Valley, Garvie Mountains, and Gabriels Gully.

Many of the known Au-bearing quartz reefs in the Tokomairiro Prospecting Permit are close to large faults of the Tuapeka Fault Zone, although notably not the Canada or Ocean View reefs. Given the proximity of the reefs to the Tuapeka Fault Zone, the Technical Report Author considers it plausible to hypothesise a link between the fault zone and Au mineralization.

The most recent exploration work conducted by the Company, showed that mineralization appears to follow approximately east-striking, north-dipping reefs. There appears to be a link between mineralization and geomorphology. Mineralization tends to occur on shallowing ledges on north-dipping slopes. At Canada/Ocean View, the slopes moderately dip approximately 10–20° north. A break in slope is also present, forming a shallowing ledge, dipping <3°, before continuing to dip 10–20° north. It is along these breaks in slope that historical workings are predominantly found. A less pronounced break in slope is also present at Meggat Burn and Nuggety Gully.

Hyde Exploration Permit

The Company hypothesizes that the Au mineralization within the Hyde Exploration Permit is hosted within gently northeast-dipping shears, given the proximity of the permit to the Macraes mine, and the probability of the Hyde-Macraes Shear Zone ("HMSZ") striking through the area covering the Hyde Exploration Permit. Data suggests that any hard rock mineralization found in relation to HMSZ will be related to the approximately 140–135 Ma mineralization event. As such, Au-mineralization occurs as two types within this model. The first occurs in the upper approximately 20 m, where the schist is oxidized and supergene enrichment of the Au has been able to occur: in this oxidized zone Au is typically found as free blebs within the quartz and can reach exceptionally high levels. This is the type of mineralization historically targeted due to its high-grade, low-tonnage style. The second type of mineralization occurs below this oxidized supergene zone: in this zone, the Au is typically found as dissolved Au or microparticulate Au hosted within sulphides (pyrite, arsenopyrite), which are in turn found inside of shear pods. This style of mineralization is the target of the Macraes mine, and is low grade, high tonnage.

Rough Ridge South Prospecting Permit

Mineralization at the Rough Ridge South Prospecting Permit is prominent throughout lower greenschist facies TZIII and upper greenschist facies TZIV schists as part of the wider Otago Schist belt. It has been hypothesized that Au deposits in the Serpentine prospect (just to the south of the Rough Ridge South Prospecting Permit) were mineralized during the mid-Cretaceous period contemporaneous with other Au deposits in Otago. Veins in the rocks surrounding the Rough Ridge South Prospecting Permit formed when the rocks were cooler and shallower, and therefore, are brittle. Typical vein systems in the Serpentine prospect are high angle, fault-hosted and strike northwest with a steep dip of approximately 50–80°. These structures cross-cut schist foliation.

Gold can be found as native blebs or associated with sulphides such as pyrite and arsenopyrite. The area also exhibits wall rock alteration associated with the veins, where increased permeability of the host rock can lead to greater wall rock alteration. The altered wall rock may also host Au mineralization.

Carrick Range Prospecting Permit

Mineralization at the Carrick Range Prospecting Permit occurs in quartz lodes and reefs hosted in argillaceous mica-schist, grading in places to phyllite. The lodes typically dip steeply and tend to strike either north-south or east-west, and are not controlled by local bedding or foliation. These narrow quartz reefs are of a loose, broken nature. The irregularity of the reefs was considered to be the chief limitation by historical miners, as they were curved in both strike and dip directions and were faulted. The soft nature of the quartz reefs also adversely affected ground support in the mine workings. The lodes in the south of the Carrick Range Prospecting Permit have had little exploration and study, and as such their orientations are not well recorded. Scheelite was noted in a few lodes and small stibnite-bearing lodes were found in the northern sector of the Carrick Range Prospecting Permit.

Deposit Types

The HMZS is an example of an orogenic style gold deposit. Orogenic gold deposits are found to have formed throughout earth's history, the oldest dating back to the Archean. Most of the mined deposits occur in greenschist facies metamorphic belts, and deposit formation has been intimately related to the metamorphic evolution of those metamorphic belts. The most productive orogenic deposits are found within Archean cratons hosted by greenstone belts dominated by metabasic rocks, such as Yilgarn of Western Australia and the Abitibi of Canada. In contrast, Phanerozoic orogenic deposits are mainly hosted in metasedimentary schist belts, formed as accretionary complexes at convergent tectonic margins such as the Otago Schist. Most orogenic Au deposits like the HMSZ and including the Smylers Gold Properties and the Otago Gold Properties occur in greenschist facies rocks.

Orogenic Au deposits are structurally controlled features, typically focused in fault and shear zones. The deposits form where flow of hydrothermal fluids in the middle crust has been controlled by the structures. The fluids deposit quartz and sulphide minerals along the structure, particularly in extensional sites where fault motion has created wider cavities. These depositional processes occur between 200°C and 400°C and 5–15 km depth. The hydrothermal fluids are mostly derived from metamorphic processes occurring in the host schist terrane, although many of the deposits have formed after the immediate host schist has been uplifted from metamorphic depths.

Gold within orogenic deposits typically occurs either as free particles within the quartz veins or is enclosed within the sulphide minerals (typically pyrite and/or arsenopyrite) as microparticles, nanoparticles, or in solid solution. In addition to the deposition of the Au-bearing quartz veins, some hydrothermal fluid penetrates the immediate host rocks and causes alteration of the pre-existing minerals, forming a halo containing sulphide minerals ± Au. All these characteristics of orogenic Au mineralization are found within the HMSZ.

The Otago region hosts numerous orogenic Au deposits that are well studied and understood. The Macraes deposit on the HMSZ is the most productive orogenic Au system found to date in Otago. The Macraes deposit has been studied extensively over the past 30 years.

Exploration

As of the effective date of the Technical Report, exploration conducted by the Company has only occurred at the Smylers Gold Properties and the Tokomairiro Prospecting Permit. Exploration, as part of the required minimum work program, had not begun at the Carrick Range Prospecting Permit, the Rough Ridge South Prospecting Permit and the Hyde Exploration Permit.

Extensive geological and structural mapping was conducted at the Smylers Gold Properties and compiled with historical data to understand the mineralization and plan surface sampling and drilling. The Company and the Hyde-Smylers Optionors have collected a total of 349 rock-chip samples, 5,330 soil samples, dug 14 trenches totaling 832 m, and drilled 41 diamond and 64 reverse circulation (RC) drillholes for a combined total of 15,591 m. Exploration has identified seven gold prospects within the Smylers Exploration Permit. Gold mineralization has been intercepted at depth, and some of the best intercepts include 5 m @ 3.4 g/t from 32 m (incl. 1 m @ 8.3 g/t), 2 m @ 4.7 g/t from 22 m, 3.6m @ 2.14 g/t from 142.7 m.

Geological and structural mapping was conducted contemporaneously with soil, stream and rock-chip sampling. The mapping was focused around areas of known historical Au mining, and noted shafts, adits, pits, and abandoned mining equipment. Outcrop of in situ basement schist is limited within the Tokomairiro Prospecting Permit, therefore, only

14 rock-chip samples were collected. The best rock-chip sample was collected nearby the Canada/Ocean View reef and returned 135.5 ppm Au. All major streams except the Wai-o-Te-Meho Creek were sampled, and a total of 72 samples were collected. The Wai-o-Te-Meho Creek was not sampled following consultation with Te Rūnanga o Ōtākou as sampling was conducted during the spawning season of a threatened native freshwater fish species. The stream-sediment analysis identified two anomalous catchments with an Au z-score >2. Soil sampling was conducted over four prospects (historical Au mines), and a total of 531 samples were collected. Samples were analysed by pXRF and sent off for laboratory Au analysis. Thirteen samples returned ≥ 0.01 ppm Au.

The existing (1997–2000) geophysical data (magnetic, radiometric, and electromagnetic) was reviewed. While the radiometric and electromagnetic maps did not delineate any distinguishable features, the magnetic maps indicate the presence of two magnetic structural boundaries that warrant further investigation.

Drilling

As of the effective date of the Technical Report, drilling at the Otago Project has only been conducted at the Smylers Gold Properties. No drilling has been conducted at the Hyde Exploration Permit. Due to prospecting permit restrictions, no drilling can be conducted at the Tokomairiro Prospecting Permit, the Carrick Range Prospecting Permit or the Rough Ridge South Prospecting Permit.

Smylers Gold Properties

Overview

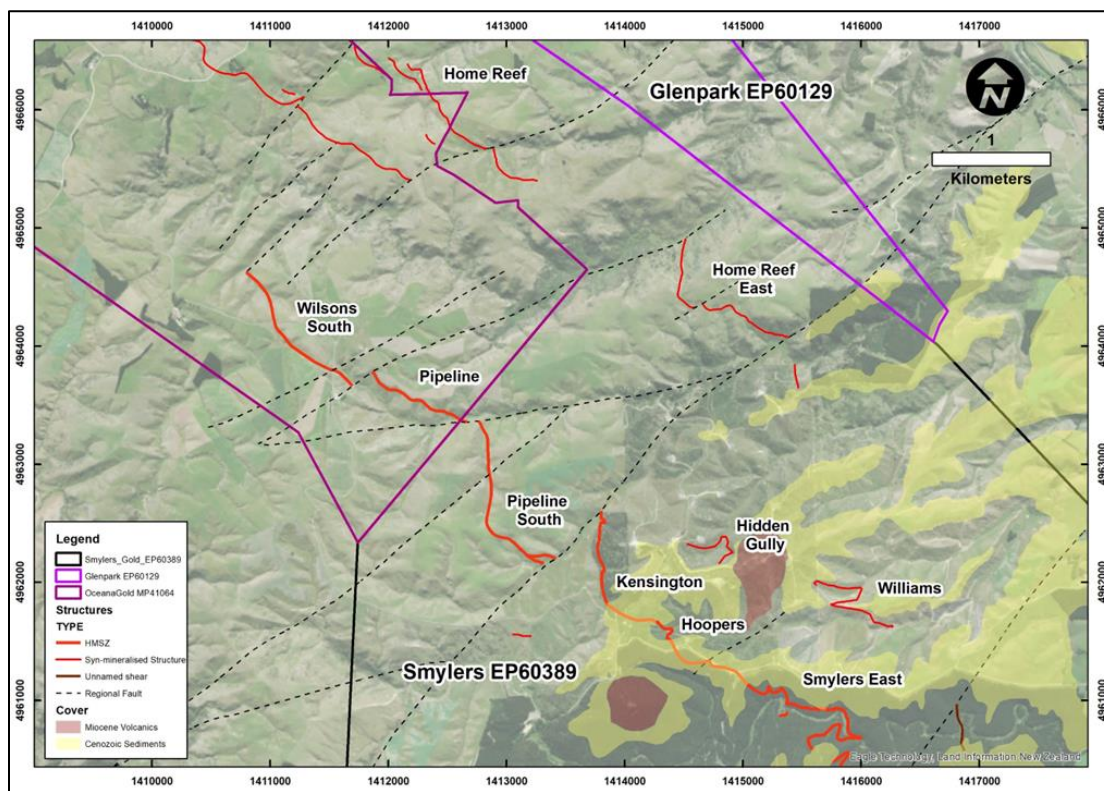
As of the effective date of the Technical Report, the Hyde-Smylers Optionors have drilled 105 drillholes within the Smylers Gold Properties area for a total of 15,591 m. Two programs of reverse circulation ("RC") drilling were conducted in 2018 and 2021. A total of 64 RC drillholes totaling 5,305 m were drilled within the Smylers Exploration Permit. Successive programs of diamond drilling have occurred from 2018–2022 for a total of 41 diamond ("DD") drillholes and over 10,000 m of diamond drilling. Two holes were drilled within the Glenpark Exploration Permit totaling 1,145.6 m, the remaining 39 diamond drillholes were drilled within the Smylers Exploration Permit for 14,556.71 m. Drilling was targeting Au mineralization at the Williams, Pipeline South, Kensington, Hoopers, Home Reef South, Smylers East, and Golden Bar prospects.

RC chip and half core samples were submitted to SGS New Zealand Limited Laboratories for preparation and 30-g fire assays. An Olympus Vanta M-series pXRF was regularly used to identify elevated concentrations of As as a pathfinder for Au mineralization.

The following table summarizes the drilling conducted at the Smylers Gold Properties:

Permit	Year	Method	Holes	Metres	Assay	Hole IDs	Company	Prospects
Smylers Exploration Permit	2018	RC	38	2,570	2,541	SMRC0001–38	Alton Drilling	Williams, Pipeline South, Kensington, Home Reef S
	2021	RC	26	2,735	681	SMRC0039–64	Washingtons	Pipeline South, Kensington, Hoopers, Smylers East
	2018–2021	DD	39	9,140.71	733	SD001–045	IMDEX	Pipeline South, Kensington, Hoopers
Total			103	14,445.71	3,955			
Glenpark Exploration Permit	2021	DD	2	1,145.6	91	GB001–002	IMDEX	Golden Bar Deep/South
Total			2	1,145.6	91			
Grand Total			105	15,591.31	4,046			

The following map illustrates the different prospects within the Smylers Gold Properties:



RC Drilling

Stage 1 RC drilling was conducted from May 1, 2018 to June 17, 2018 by the Hyde-Smylers Optionors. A total of 2,570 m of RC drilling were completed over 38 vertical holes (SMRC0001–38). Collar location and significant intercepts are presented in the table below. All drillholes are from the Smylers Exploration Permit.

Hole ID	Prospect	Northing	Easting	RL (m)	Azimuth	Dip	Depth (m)	Au Intercept
SMRC0001	Williams	4962003.3	1415838.0	151	0	-90	68	2 m @ 0.7 g/t from 8 m
SMRC0002	Williams	4961995.6	1415887.7	145	0	-90	104	1 m @ 0.4 g/t from 21 m
SMRC0003	Williams	4961805.3	1415859.4	144	0	-90	60	2 m @ 0.2 g/t from 11 m 1 m @ 0.2 g/t from 47 m
SMRC0004	Williams	4961801.4	1415902.8	147	0	-90	60	4 m @ 1.8 g/t from 8 m (incl. 1 m @ 3.86 g/t)
SMRC0005	Williams	4961800.0	1415930.8	150	0	-90	60	1 m @ 3.9 g/t from 11 m
SMRC0006	Williams	4961804.0	1415884.2	146	0	-90	26	1 m @ 0.15 g/t from 14 m
SMRC0007	Williams	4961802.3	1415980.1	152	0	-90	55	1 m @ 0.13 g/t from 33 m
SMRC0008	Williams	4961809.4	1415810.3	147	0	-90	24	4 m @ 1.8 g/t from 11 m (incl. 1 m @ 5.8 g/t)
SMRC0009	Williams	4961813.0	1415785.9	148	0	-90	15	3 m @ 0.3 g/t from 7 m
SMRC0010	Williams	4962019.7	1415787.8	159	0	-90	46	2 m @ 4.7 g/t from 22 m (incl. 1 m @ 8.9 g/t)
SMRC0011	Williams	4962243.5	1415880.8	161	0	-90	110	1 m @ 0.5 g/t from 100 m
SMRC0012	Kensington	4962035.9	1413872.9	210	0	-90	32.4	No significant intercepts. Hole abandoned early
SMRC0013	Kensington	4962039.9	1413867.1	210	0	-90	68	9 m @ 0.4 g/t from 43 m 2 m @ 0.3 g/t from 54 m
SMRC0014	Kensington	4962240.4	1413831.9	216	0	-90	68	1 m @ 0.64 g/t from 45 m 1 m @ 0.45 g/t from 48 m 9 m @ 0.45 g/t from 54 m
SMRC0015	Pipeline S	4962469.2	1412875.6	296	0	-90	45	3 m @ 2.54 g/t from 8 m (incl. 1 m @ 5.8 g/t) 2 m @ 0.8 g/t from 20 m

Hole ID	Prospect	Northing	Eastings	RL (m)	Azimuth	Dip	Depth (m)	Au Intercept
SMRC0016	Pipeline S	4962372.2	1413115.9	254	0	-90	60	2 m @ 1.2 g/t from 8 m 2 m @ 1.4 g/t from 18 m 2 m @ 1.7 g/t from 23 m 1 m @ 0.8 g/t from 26 m
SMRC0017	Pipeline S	4962307.8	1413159.5	254	0	-90	60	1 m @ 0.34 g/t from 20 m 1 m @ 0.9 g/t from 34 m 2 m @ 0.4 g/t from 36 m
SMRC0018	Pipeline S	4962263.4	1413209.3	243	0	-90	60	1 m @ 0.4 g/t from 8 m 1 m @ 1.3 g/t from 23 m 4 m @ 0.6 g/t from 33 m
SMRC0019	Pipeline S	4962282.5	1413226.1	243	0	-90	60	2 m @ 0.8 g/t from 26 m 4 m @ 1.0 g/t from 39 m 1 m @ 0.2 g/t from 49 m
SMRC0020	Pipeline S	4962343.7	1413134.7	256	0	-90	50	2 m @ 0.4 g/t from 12 m 1 m @ 0.3 g/t from 25 m 1 m @ 0.9 g/t from 29 m 2 m @ 0.4 g/t from 32 m
SMRC0021	Pipeline S	4962656.9	1412933.1	284	0	-90	70	2 m @ 1.7 g/t from 38 m 2 m @ 0.4 g/t from 44 m 2 m @ 0.4 g/t from 51 m
SMRC0022	Pipeline S	4962904.7	1412945.9	277	0	-90	74.5	5 m @ 0.5 g/t from 45 m 1 m @ 0.6 g/t from 54 m 1 m @ 0.4 g/t from 63 m
SMRC0023	Pipeline S	4963102.4	1412979.4	285	0	-90	107	3 m @ 0.2 g/t from 68 m 2 m @ 0.4 g/t from 76 m 4 m @ 0.2 g/t from 82 m 1 m @ 0.5 g/t from 32 m
SMRC0024	Home Reef	4965791.6	1412678.7	347	0	-90	86	1 m @ 0.4 g/t from 19 m 1 m @ 0.5 g/t from 68 m
SMRC0025	Home Reef	4965837.4	1412648.3	350	0	-90	62	3 m @ 1.4 g/t from 30 m
SMRC0026	Home Reef	4965852.4	1412580.6	350	0	-90	95	1 m @ 0.5 g/t from 6 m
SMRC0027	Home Reef	4965859.3	1412658.3	349	0	-90	97	2 m @ 1 g/t from 39 m
SMRC0028	Home Reef	4966365.2	1412198.3	314	0	-90	90	1 m @ 0.1 g/t from 22 m
SMRC0029	Home Reef	4966313.2	1412308.4	292	0	-90	59	1 m @ 10 g/t from 20 m 1 m @ 0.3 g/t from 26 m
SMRC0030	Home Reef	4966352.5	1412171.6	318	0	-90	55	1 m @ 0.4 g/t from 9 m 1 m @ 0.4 g/t from 43 m
SMRC0031	Kensington	4961742.8	1413927.6	226	0	-90	100	1 m @ 0.2 g/t from 34 m 2 m @ 0.15 g/t from 44 m
SMRC0032	Williams	4961810.1	1416041.1	151	0	-90	95.5	2 m @ 0.12 g/t from 32 m
SMRC0033	Williams	4961808.5	1416008.6	153	0	-90	65	1 m @ 0.62 g/t from 18 m
SMRC0034	Williams	4961946.4	1416146.5	137	0	-90	94	4 m @ 0.3 g/t from 89 m
SMRC0035	Williams	4961811.5	1416130.4	155	0	-90	120	No significant intercepts
SMRC0036	Williams	4962029.4	1415764.6	161	0	-90	44	5 m @ 3.4 g/t from 32 m (incl. 1 m @ 8.3 g/t) 1 m @ 0.3 g/t from 37 m
SMRC0037	Williams	4962197.8	1416015.1	151	0	-90	80	No significant intercepts
SMRC0038	Williams	4962042.3	1415740.7	162	0	-90	44.5	4 m @ 0.8 g/t from 38 m

All holes were drilled using Alton Drilling's LT-35 Morooka rig with a 98.2-m bit and a compressor/booster unit mounted on a support Morooka. The Stage 1 drill program was aimed to test four prospects within the Smylers Gold Properties (Williams, Kensington, Pipeline South, and Home Reef). Prior to this drilling, the Smylers Gold Properties area was relatively under explored and no drilling had previously been conducted within the area. The scout program was designed to test for grade thickness and continuity of mineralized features, identified at surface from previous mapping, soil sampling, and trenching.

The Stage 2 RC drill program was conducted between June 21, 2012 and August 22, 2021 by the Company after the entering into of the Hyde-Smylers Option Agreement. A total of 2,735 m of RC drilling was completed over 26 holes (SMRC0039–64). Collar location and significant intercepts are presented in the table below. All drillholes are from the Smylers Exploration Permit.

Hole ID	Prospect	Northing	Eastings	RL (m)	Azimuth	Dip	Depth (m)	Au Intercept
SMRC0039	Kensington	4962354.0	1413930.0	232	0	-90	114	9 m @ 0.98 g/t from 94 m
SMRC0040	Kensington	4962219.0	1413920.0	136	0	-90	97	1 m @ 0.51 g/t from 82 m 3 m @ 0.89 g/t from 87 m

Hole ID	Prospect	Northing	Easting	RL (m)	Azimuth	Dip	Depth (m)	Au Intercept
SMRC0041	Kensington	4962223.0	1413991.0	182	0	-90	126	8 m @ 0.52 g/t from 110 m
SMRC0042	Kensington	4961971.0	1413954.0	232	0	-90	96	3 m @ 0.38 g/t from 83 m
SMRC0043	Kensington	4962252.0	1414106.0	235	0	-90	132	Target not reached due to water.
SMRC0044	Kensington	4962414.0	1414034.0	391	252	-70	148	3 m @ 1.89 g/t from 123 m 1 m @ 0.3 g/t from 135 m
SMRC0045	Pipeline S	4962242.0	1413395.0	292	224	-75	108	2 m @ 1.39 g/t from 80 m 3 m @ 0.89 g/t from 90 m 1 m @ 0.27 g/t from 96 m
SMRC0046	Pipeline S	4962498.0	1413230.0	345	228	-80	126	1 m @ 2.16 g/t from 96 m 1 m @ 0.85 g/t from 99 m 2 m @ 0.59 g/t from 103 m
SMRC0047	Pipeline S	4962554.0	1413132.0	273	0	-90	124	2 m @ 0.45 g/t from 91 m 1 m @ 0.25 g/t from 100 m
SMRC0048	Pipeline S	4962503.0	1412925.0	342	0	-90	54	1 m @ 0.43 g/t from 29 m 1 m @ 0.27 g/t from 31 m 2 m @ 1.76 g/t from 33 m 3 m @ 0.9 g/t from 39 m
SMRC0049	Pipeline S	4962551.0	1412980.0	277	0	-90	78	2m @ 1.62 g/t from 50 m
SMRC0050	Pipeline S	4963008.0	1413032.0	371	0	-90	120	1 m @ 0.27 g/t from 99 m 1 m @ 0.37 g/t from 102 m
SMRC0051	Pipeline S	4962809.0	1413042.0	292	0	-90	101	11 m @ 0.34 g/t from 77 m
SMRC0052	Pipeline S	4962596.0	1413033.0	343	0	-90	93	3 m @ 0.95 g/t from 72 m 1 m @ 1.59 g/t from 82 m 1 m @ 0.29 g/t from 86 m
SMRC0053	Pipeline S	4962901.0	1413043.0	252	270	-75	114	2 m @ 0.40 g/t from 40 m 2 m @ 0.55 g/t from 94 m 1 m @ 0.27 g/t from 99 m 1 m @ 0.34 g/t from 105 m
SMRC0054	Kensington	4962558.0	1414026.0	243	236	-65	168	1 m @ 0.56 g/t from 167 m Rods stuck in mineralization. Not full intercept.
SMRC0055	Kensington	4962047.0	1414067.0	228	252	-80	126	No significant intercepts.
SMRC0056	Kensington	4961831.0	1414083.0	244	228	-80	120	No significant intercepts.
SMRC0057	Smylers E	4961875.0	1414270.0	241	220	-82	132	1 m @ 0.63 g/t from 75 m
SMRC0058	Smylers E	4961411.0	1414574.0	200	0	-90	84	2 m @ 0.42 g/t from 50 m 1 m @ 0.42 g/t from 62 m
SMRC0059	Smylers E	4961307.0	1414741.0	223	0	-90	96	No significant intercepts.
SMRC0060	Smylers E	4961358.0	1414659.0	206	0	-90	66	2 m @ 0.33 g/t from 34 m 3 m @ 1.09 g/t from 39 m
SMRC0061	Smylers E	4961239.0	1414884.0	210	316	87	48	No significant intercepts.
SMRC0062	Smylers E	4961775.0	1414865.0	155	0	-90	180	1 m @ 0.93 g/t from 172 m
SMRC0063	Kensington	4962301.0	1413780.0	312	0	-90	48	4 m @ 0.78 g/t from 12 m 3 m @ 0.34 g/t from 17 m 2 m @ 0.46 g/t from 28 m
SMRC0064	Kensington	4962350.0	1413773.0	191	0	-90	36	3 m @ 0.28 g/t from 8 m

Drilling was conducted by Washington Exploration Ltd's Schramm T660 H Rotadrill, mounted on a CAT325 wide track unit with a Sullair 900 cfm x 350 psi air compressor, and Komatsu CD1 crawler unit, with an additional M41 1,800 cfm x 870 psi booster for addition air pressure. Stage 2 RC drilling was followed on from the Stage 1 RC and ongoing diamond drilling operations. The aim of the program was designed to target blind to surface ore shoots, extending the known strike of the shear zone to the east under cover and test for grade, thickness, and continuity of previously identified structures. Three prospects, including Kensington, Pipeline South and Smylers East were targeted. Twenty-one of the 26 holes intercepted the full shear package. Drill collars were capped with PVC lid and left in place. Several collars have been removed during drill pad rehabilitation as part of access requirements.

Diamond Drilling

Since 2018, 9,140 m (47 holes) of diamond drilling has been conducted within the Smylers Exploration Permit and 1,145 m of drilling within the Glenpark Exploration Period. Significant intercepts are presented in the table below:

Hole ID	Year	Prospect	Pad No.	Dip	Azimuth	Sampled Core Width	EOH (m)	HW Depth (m)	FW Depth (m)	Intercept Au	Survey Data
SD002	2018	Kensington	1	90	-	HQ	283.3	148.4	164.6	2.6 m @ 1.09 g/t from 148.6 m	Y
SD003	2018	Kensington	1	90	-	HQ	297.1	148.9	165	3.5 m @ 0.69 g/t from 149.5 m	Y

Hole ID	Year	Prospect	Pad No.	Dip	Azimuth	Sampled Core Width	EOH (m)	HW Depth (m)	FW Depth (m)	Intercept Au	Survey Data
SD004	2018	Kensington	1	80	200	HQ	183.5	142.7	157	3.6 m @ 2.14 g/t from 142.7 m (incl. 2 m @ 3.12 g/t)	Y
SD006	2018	Kensington	1	80	250	HQ	345.6	135.7	150	3.2 m @ 1.61 g/t from 135.7 m	Y
SD007	2018	Kensington	1	70	220	HQ	278	140	155	2 m @ 1.38 g/t from 140 m 1.6 m @ 1.64 g/t from 143.3 m	Y
SD010	2019	Pipeline S	5	90	-	NQ2	260	128	147.6	2.8 m @ 0.66 g/t from 128.2 m 2.03 m @ 0.56 g/t from 136 m	Y
SD011	2019	Pipeline S	5	70	270	HQ	301.4	119	138.8	1.43 m @ 0.49 g/t from 120.65 m 2.15 m @ 0.37 g/t from 128.85 m	Y
SD012	2019	Pipeline S	5	68	312	HQ	350	124	143.6	0.7 m @ 0.49 g/t from 124.3 m 0.62 m @ 0.59 g/t from 131.38 m 2.05 m @ 1.34 g/t from 134 m 0.7 m @ 2.06 g/t from 142.3 m	N
SD013	2019	Pipeline S	5	70	240	NQ2	176	120	139	0.5 m @ 1.01 g/t from 124 m 1.2 m @ 0.76 g/t from 127 m	N
SD014	2019	Pipeline S	5	90	-	HQ	155.5	129	144.6	1 m @ 0.49 g/t from 130 m 2.7 m @ 0.6 g/t from 133.3 m 0.6 m @ 1.45 g/t from 141.5 m	N
SD015	2019	Pipeline S	5	70	150	HQ	198.1	136	155	2.1 m @ 1.27 g/t from 137.5 m 6.5 m @ 0.7 g/t from 141.2 m	N
SD017	2019	Pipeline S	6	70	180	NQ2	158.8	125	144	1.5 m @ 0.38 g/t from 126.5 m 1 m @ 0.81 g/t from 131 m 2.2 m @ 0.74 g/t from 133.3 m	Y
SD018	2019	Pipeline S	6	90	-	NQ2	243.1	212	229.7	1.5 m @ 1.36 g/t from 212.5 m 2.3 m @ 1.28 g/t from 216 m 1.5 m @ 0.78 g/t from 219.5 m 1 m @ 0.34 g/t from 228 m	N
SD019	2019	Pipeline S	6	60	210	NQ2	297.2	216	232.4	0.6 m @ 1.24 g/t from 216 m 2 m @ 0.93 g/t from 221 m 1 m @ 0.73 g/t from 231 m 0.6 m @ 0.6 g/t from 208.4 m	N
SD020	2019	Pipeline S	6	60	240	NQ2	239.3	208.4	224.6	6 m @ 0.45 g/t from 209 m 0.6 m @ 0.39 g/t from 220.4 m 2 m @ 1.61 g/t from 222 m	N
SD022	2019	Pipeline S	6	60	180	NQ2	244.2	212	230.1	9 m @ 0.5 g/t from 212 m 2 m @ 0.35 g/t from 225 m	N
SD024	2019	Kensington	3	90	-	NQ2	261.6	230.5	251.6	2.4 m @ 2.16 g/t from 230.5 m 1 m @ 0.38 g/t from 245 m	N
SD025	2019	Kensington	3	70	310	NQ2	270.1	234.2	249	2.4 m @ 1.8 g/t from 233.5 m 1.7 m @ 0.36 g/t from 246.5 m	N
SD026	2019	Kensington	3	70	270	NQ2	282.1	226.2	241.2	1 m @ 1.6 g/t from 226.2 m 2.2 m @ 0.39 g/t from 239 m	N
SD028	2020	Kensington	2	90	-	NQ2	246.2	161.25	171.75	0.65 m @ 0.67 g/t from 161.25 m 0.8 m @ 0.57 g/t from 170.2 m	Y
SD029	2020	Kensington	2	70	270	NQ2	215.6	160.5	168.2	3.0 m @ 0.67 g/t from 154 m 1.27 m @ 0.3 g/t from 164.4 m	Y
SD030	2020	Kensington	2	70	270	-	219.5	166.5	174.35	Not sampled	Y
SD032	2020	Kensington	4	90	-	HQ	295.5	171.75	225.38	3.71 m @ 0.47 g/t from 208.6 m 1 m @ 0.51 g/t from 217 m 4.6 m @ 0.28 g/t from 220.8 m	N
SD034	2020	Kensington	4	90	-	HQ	374	189.89	225.27	1.98 m @ 1.07 g/t from 208.62 m	N
SD038	2021	Kensington	7	85	270	NQ2	362.5	264	270.77	5.2 m @ 0.38 g/t from 265.6 m (incl. 0.9 m @ 0.73 g/t)	Y
SD039	2021	Kensington	9	85	240	NQ2	180.7	153.09	170	1.8 m @ 1.9 g/t from 155.86 m (incl. 0.3 m at 7.1 g/t) 0.5 m at 2.51 g/t from 155.35 m	Y
SD040	2021	Kensington	8	70	286	NQ2	352.3	271	346	6.83 m @ 1.05 g/t from 338 m 0.4 m @ 1.33 g/t from 271 m	Y
SD041	2021	Kensington	10	82	244	NQ2	315.1	189.2	203	2.4 m @ 1.31 g/t from 189.6 m 1 m @ 0.6 g/t from 201 m	Y
SD042	2021	Kensington	11	80	244	NQ2	398	226	234	No significant intercept	Y
SD044	2022	Kensington	12	79	270	NQ2	312	172	187.6	3.32 m @ 1.26 g/t from 172 m (incl. 0.98 m @ 3.03 g/t)	Y
SD045	2022	Kensington	12	80	270	BQ	360.26	168.9	186.7	3.1 m @ 2.35 g/t from 170.9 m	Y
GB001	2021	Golden Bar	GB 1	80	225	NQ2	599.8	399.9	-	3.54 m @ 0.59 g/t from 399.92 m	Y

Hole ID	Year	Prospect	Pad No.	Dip	Azimuth	Sampled Core Width	EOH (m)	HW Depth (m)	FW Depth (m)	Intercept Au	Survey Data
GB002	2021	Golden Bar	GB 2	80	225	NQ2	545.8	329	-	0.94 m @ 0.28 g/t from 347.26 m	Y

The Company and Hyde Resources have an arrangement with Flexidrill/IMDEX for ongoing diamond drilling in the Otago Project area. Flexidrill/IMDEX is product testing new drilling technologies and provides the Company and Hyde Resources with drill core in return for access to the drilling sites. This is an unconventional drilling client/contractor relationship with both parties needing an agreement on drill sites and target depths. Diamond core drilled within the Otago Project ranges vary in width and include PQ, HQ, NQ and BQ-3 sized core. Multiple drill rigs have been used throughout the program. Fourteen drill pads were set up as part of the drill program, and half of these were used to drill multiple holes with different dips and azimuths. Within the Smylers Exploration Permit, 31 diamond drillholes intersected the shear zone and footwall schist. Fourteen holes failed to reach the shear zone target for various reasons, predominantly related to product testing requirements and not ground conditions. The deeper of the failed holes, where core was recovered, were logged, and photographed. The two holes drilled in Glenpark Exploration Permit targeted the down dip extension of the Golden Bar shear. The target shear zone was encountered, although only weakly mineralized. PVC drill collars were capped on completion of drilling. Some of the drill pads have been rehabilitated as part of consent or land access agreements.

Surveys

During stage 1 of RC drilling in 2018, drill collar locations were surveyed by Jared Reeves (Overview Surveying Ltd., Dunedin), using a Topcon HiPer Ga base receiver, and a Topcon HiPer Ga rover receiver, employing the RTK (Real Time Kinematic) method. The measured values were compared to the previously recorded (handheld) GPS coordinates to check for errors. The measurement accuracy of this survey was reported at better than ± 30 mm both horizontally and vertically. No downhole orientation surveys were completed during the 2018 RC drill program, all holes were vertical and less than 120 m deep. During stage 2 of RC drilling in 2021, drill collar locations were surveyed using a Garmin 64s GPS. Downhole surveys were taken every 30 m using the Reflex EZ-TRAC tool.

In connection with the 2018-2022 diamond drilling, prior to 2020, diamond drill collars were surveyed by a surveyor using RTK GPS. From 2020 onwards, drill collars were surveyed using a Garmin 64s GPS. Downhole surveys have been collected at intervals between 1 m and 30 m using Reflex EZ-TRAC and EZ-SHOT survey tools. Thirteen holes were not surveyed downhole because no tool was available.

Logging Procedures

RC Drilling

All RC drillholes were logged at one-metre intervals over the entire length of the hole during drilling. Logging was completed by geologists using chips samples, collected from a scoop from the reject bulk split. RC chips were dry and wet sieved prior to logging. A spoon was placed into a labelled chip tray for each metre logged. Lithologies were assigned to each metre using the lithological codes listed in Table 10 7 of the Technical Report. Lithological rock classification was based on those used in the adjacent Macraes project although psammitic, and pelitic lithologies were replaced with quartzofeldspathic and micaceous schist. Basic lithologies were also assigned to each metre to be used in simple geological models (i.e. footwall, hanging wall or cover). Logging of estimated quartz percentage, colour, oxidation, sulphide percentage, and additional geological notes were also recorded. All logging data were recorded using field laptops or field tablets in Excel using an RC logging template, and then uploaded into the drillhole database MX Deposit.

Diamond Drilling

All diamond drillholes were logged over the entire length of the drillhole. A standard operating procedure was typically followed to insure logging consistency between different geologists. Diamond drill core was marked up with metre intervals and geologically logged and photographed by geologists at a purpose-built core shed within the Smylers Exploration Permit. Core was logged by lithological intervals with a basic and lithological rock code as listed in Table 10-7 of the Technical Report. Information on core loss, recovery, oxidation/weathering, structural data, sulphide percentages, vein types, mineral modes and geological notes were recorded along with geotechnical

information such as rock quality designation, rock strengths, defect types, jointing and geotechnical notes. All logging data were entered into a field tablet with access to the MX database containing a purpose-built diamond logging sheet.

Drill core was periodically orientated throughout the diamond drilling campaign. A Reflex Act III orientating device was used by drillers to mark the bottom of core which was then transferred onto the core by geologists using a core orientation table set up. Alpha and beta angles of structures, mostly schistosity foliation, shear planes, quartz veins, and faults were measured on orientated core using a Kenometers for HQ or NQ core. These data were logged with depth and properties.

Portable XRF analysis of uncut drill core was routinely undertaken to support identification of mineralized intervals and guide intervals for sampling. The pXRF data are used in qualitative way (e.g. not anomalous, anomalous or high arsenic) as analysis times are short <20 seconds, and no QC was undertaken. Approximate As values were noted on core with pencil.

Drilling Orientation

All holes in the 2018 RC program were drilled vertically. The majority of the RC holes drilled in 2021 were also drilled vertically, unless target was estimated to be greater than 100–120 m deep, the approximate depth limit of the rig to recover dry samples. Nine holes were drilled at an angle, with dip varying from 65–85° towards an azimuth of 220–270, perpendicular to the shear trace.

All holes in the 2018–2022 diamond drill program were drilled at a dip varying from 60–90°. Multiple holes were drilled from single drill pads as a requirement of the drilling contract, therefore, a range of drill orientations were used to maximize intercept spacings. At the Pipeline prospect, drillholes were drilled towards an azimuth between 150 and 312, with the shear zone modelled as dipping 15° towards 075 (striking 165). At the Kensington prospect, drillholes were drilled towards an azimuth between 200 and 310, with the shear zone modelled as dipping 16° towards 062 (striking 152).

Sample Preparation, Analyses and Security

Sample Preparation

RC Percussion Sample Preparation at the Smylers Gold Properties

During stage 1 of the RC drilling in 2018, RC sample splits were collected on one-metre intervals after being split in two at the drill rig through a hydraulic rotary splitter. 'Split A', a bulk sample (approximately 75% or 12–18 kg) and 'Split B', a sample for assaying (approximately 25%, 4–6 kg). Assay samples were collected in prelabelled calico bags. Both samples were weighed at the rig with weights entered in the logging sheet for recovery and split ratio calculations. Weighing samples at the rig allowed for the real time monitoring of sample recovery and sample splits ratios to manage recovery together with the drillers. A theoretical dry recovery weight for the 98.2-mm-diameter hole was 20.7 kg. All Split B samples were submitted to the laboratory for assaying. The bulk samples (Split A) were retained in a 'bag farm' in the event re-assaying was required. Portable XRF analysis was undertaken on the bulk sample during the logging procedure, with the approximate As values recorded into the logging sheet as a proxy for mineralization to aid in determining when the target was reached and calling the end of hole (EOH).

During stage 2 of the RC drilling in 2021, sample preparation of drill chips was done with a three-tier riffle splitter. The splitter was mounted below the cyclone which has a hydraulic operated up/down/swing hinged shut off doors. Three samples were produced during the splitting phase for each sample. Split A, 10% sample split in prelabelled calico bag, Split B, 10% duplicate sample split in polythene bag and Split C, 80% bulk reject in polythene bag. The splitter could be accessed from each side and was air blasted after each 6-m drill run to remove residue and was cleaned thoroughly between each hole. All three sample splits were weighed at the rig side and the weights entered into the logging sheet. The weights allowed real-time monitoring of split accuracies, sample recovery and splitter performance. This method allowed the supervising geologist to monitor recovery and inform the driller when sampling fell outside acceptable parameters (<80%).

Logging and pXRF analysis of drill chips was used to determine the mineralized interval of each drill hole. Once the drillhole was logged and analyzed, geologists reviewed the data and logs and determined which samples (split A) were

to be submitted for assay. A buffer of 4–8 m above and below the mineralized section was also submitted for analysis. These samples were collected and stored in polyweave sacks for transport. Rig duplicates (split B) were selected from the identified mineralized domains. Samples not selected for laboratory analysis were stored in polyweave sacks for future analysis if required.

During the diamond drill program, after the drill core was logged, the sections of core considered to be mineralized (identified visually or by arsenic concentration measured by pXRF), or proximal to mineralized zones were marked out with a red pencil and intervals recorded on MX deposit. Photographs of the core with sample intervals, metre marks and lithological boundaries were taken prior to cutting. The core was cut along the orientation line if available or along the apex of the foliation using a diamond blade core saw. The drill core was sampled at intervals from 0.3–1.3 metres determined by lithological boundaries identified by the logging geologists, however, several samples with intervals less than 0.3 m were submitted to test the grade of thin mineralized features. Standard core sampling length is one metre, not crossing lithological boundaries. Half of the core was sampled, leaving the half with orientation and metre mark intervals in the tray. The half core sample was placed into a labelled calico bag and assigned a corresponding sample ticket and check against the database.

RC Chips Sample Preparation at the Smylers Gold Properties

RC chip sample preparation was conducted at SGS Macraes. The samples were dried at 105°C, coarse crushed to a nominal -6 mm, rotary split and then pulverized with a chromium steel grinding head to 95% passing -75 µm (preparation code: PRP86). The sample was then mat rolled and sub-sampled to 250 g. A 30-g pulp was collected from the 250-g split and sent for Au analysis, also conducted at SGS Macraes.

Diamond Core Sample Preparation at the Smylers Gold Properties

Diamond core samples were prepared at SGS Macraes, SGS Waihi, and SGS Westport. The samples were prepared following slightly different methods at each preparation facility.

At SGS Macraes, the core was jaw crushed to 2 mm (code CRU2486). The sample was rotary split before pulverization using a chromium steel grinding head to 95% passing -75 µm. The sample was then mat rolled and sub-sampled to 250 g. A 30-g pulp sample was collected for assaying.

At SGS Waihi, core samples were dried for 12 hrs at 110°C before being coarse crushed using a Boyd Crusher (80% passing 3.35 mm; code CRU2486), milled using a LM2 mill (90% passing -75 µm) and a 300-g split sample taken (code PRP86). A 30-g pulp sample was collected Au analysis.

At SGS Westport, core was dried at 105°C in a large oven. The dried samples were crushed (code CRU2486) using Rocklabs jaw crusher/rotary splitter with minimum jaw width set to 2 mm. A rotating sample divider split of 500–1,000 g of 2-mm crush was collected for pulverizing. The reject material was returned to the original bag as reject crush. Pulverization was conducted using a Rocklabs RM2000 mill. Samples were milled until >85% passing -75 µm. This was tested daily. Approximately 200 g of pulp was split into a paper bag for analysis; the remainder retained in a plastic bag as reject pulp.

Rock-Chip Sample Preparation at the Smylers Gold Properties

Rock-chip samples were prepared at SGS Westport, following the same method used for preparing diamond core described above.

Soil Sample Preparation at the Smylers Gold Properties

Prior to 2020, samples collected were collected in plastic zip-lock bags. Samples were crushed to break up fragments and air dried in their bags. Post 2020, paper geochem bags were used to collect soil samples. All samples were air-dried for at least 48 hours or until dry. Samples with clumps of soil were placed into a cleaned pestle and mortar and gently crushed into a medium to fine consistency. The soil samples were not sieved prior to analysis.

Soil Sample Preparation at the Tokomairiro Prospecting Permit

Soil samples were air-dried in the calico bag at the RSC storage facility. To prepare the soil samples, the dried samples were (hand) crushed and poured from a calico bag in a -2 mm sieve, which was stacked on a -150 µm sieve. The sieve tower was placed over a receiver to catch the sieved sample. The sieve tower and receiver were gently shaken until about 120 g of sample material passed through the 150 µm sieve. The -150 µm fraction was poured into a labelled kraft bag, and the oversize material was returned to the calico bag. If insufficient sample material passed through the sieves, the coarse reject was lightly crushed and sieved again. Further crushing was mostly required for samples that were not completely dry or had dried into lumps. In some cases, the material was further dried in a portable oven before fine sieving.

Stream-Sediment Sample Preparation at the Tokomairiro Prospecting Permit

After sample collection, the samples were laid out in drying racks at the RSC storage facility. The wettest samples were placed on the bottom shelf, and the samples were rotated as they dried. The aim was to remove the bulk of excess water. The stream-sediment samples were sent to the Verum Group Ltd in Christchurch, New Zealand, for sample preparation. The stream-sediment samples were dried at 70°C. The dried samples were split using a riffle splitter. The split sample was crushed in a ring mill. Only 200 g was crushed at a time and crushed to ≥90% passing 75 µm. The crushed samples were split again into 100-g and 1,100-g samples for RSC and ALS, respectively.

Rock-Chip Sample Preparation at the Tokomairiro Prospecting Permit

Rock-chip samples were sent to Verum Group Ltd, Christchurch, for sample preparation. First, the samples were broken up with a mallet, and then placed into a jaw crusher to break the sample to 10 mm. The samples were then split using a riffle splitter to 240-g sub-samples and pulverized in a ring mill for 90 seconds. Samples were crushed to ≥90% passing 75 µm. The pulverized samples were split again using a riffle splitter. A 100-g sample was returned to RSC for pXRF analysis, and the remainder was sent to ALS Geochemistry, Brisbane, for Au analysis.

Analysis

Smylers Gold Properties – Laboratory Analysis (SGS)

Diamond core, RC chips and rock-chip samples were analysed at SGS laboratories (Macraes, Waihi and Westport) in New Zealand for laboratory analysis of Au, As, Sb, and W. The three SGS laboratories used for this analysis are ISO 19011 certified. SGS is independent of the Company and the Hyde-Smylers Optionors. Gold was analyzed using aqua regia digest with fire assay and measured by atomic adsorption spectrometry (AAS). This method has a detection limit of 0.01 ppm Au. Drill samples were only analyzed for Au.

Rock-chip samples were analyzed for As and Sb by aqua regia finished with inductively coupled plasma mass spectrometry (ICP-MS). This method has a lower detection limit of 1 ppm As and 0.1 ppm Sb and an upper detection limit of 2,000 ppm As and 1,000 ppm Sb. Samples with >2,000 ppm As were reanalyzed using AAS finish, which has an upper detection limit of 5% As (50,000 ppm As). Tungsten was analyzed by x-ray fluorescence (XRF) with a detection limit of 6 ppm.

Smylers Gold Properties – Portable XRF Analysis

Portable XRF analysis of any material was only undertaken to support sample selection and all results reported in the Technical Report are reported by ISO-accredited laboratories. Two different pXRF instruments were used to analyze samples from the Smylers Gold Properties. Prior to June 2017, samples were analysed using a Niton XL3t, and from mid-2017 to 2022, samples were analysed with an Olympus Vanta VMR pXRF instrument, with a 4 W, 50 kV rhodium anode and a large-area silicon-drift detector.

Smylers Gold Properties – RC Chips

Portable XRF analysis was undertaken on all RC chips, and only to support identification of mineralized intervals. The RC chips were analyzed through the plastic bag using an analysis time of <20 seconds. The short analysis time

is not considered good practice; therefore, the pXRF data were used qualitatively (e.g. to identify 'not anomalous', 'anomalous' or 'high arsenic').

Smylers Gold Properties – Diamond Core

Portable XRF analysis of uncut drill core was routinely undertaken to support identification of mineralized intervals and guide intervals for sampling. No systematic analysis of intervals was conducted. The core was analyzed using an analysis time of <20 seconds. The short analysis time is not considered good practice, and pXRF data were only used qualitatively (e.g. not anomalous, anomalous or high arsenic).

Smylers Gold Properties – Soil Samples

Hyde Resources analyzed all 5,330 soil samples by pXRF. The analysis time used to analyze samples collected prior to 2020 varied from 60–90 seconds with equal time per beam. Samples were analyzed directly through the plastic bag, which is not considered good practice. From 2020, soil samples were analyzed using a field test stand and a laptop with the Vanta PC Software. A tablespoon of sample was poured into cleaned reusable XRF sample cups with one end covered by 4- μ m polypropylene film. Samples were analyzed using 3-beam soil mode. An analysis time of 30 seconds per beams was used. No correction or statistical analysis was undertaken.

Tokomairiro Prospecting Permit – Portable XRF Analysis

All soil samples were analyzed using an Olympus Vanta VMR pXRF instrument with a 4W, 50kV rhodium anode tube and a large-area, silicon-drift detector. The instrument was operated using a field test stand and a laptop with the Vanta PC Software. During the process of analysis, about 20 g of sample material was collected from the kraft bag using a spoon and poured into a 40-mm sample cup with one end covered by 4- μ m polypropylene film. The sample cup was put in the test stand and analyzed using 3-beam Geochem mode. An analysis time of 15 s for each beam was used.

Tokomairiro Prospecting Permit – Laboratory Analysis (ALS)

A portion of each fine-sieved (<150 μ m) soil sample was sent to ALS Geochemistry, Brisbane, for Au-TL44 analysis. During the analysis, 50 g of each sample was digested by aqua regia, followed by trace Au analyses by ICP-MS. The detection limit for Au by this method is 1 ppb. Pulverized stream-sediment samples (approximately 1 kg) were sent directly from Verum to ALS Geochemistry, Brisbane, for bulk leach extractable gold analysis (Au-CN12). The detection limit for this method is 0.0001 ppm Au. Pulverized rock-chip samples (110 g) were sent directly from Verum to ALS Geochemistry, Brisbane, for Au analysis by fire assay with AAS finish (Au-AA26). The detection limit for this method is 0.01 ppm Au. One sample (TKRO0007) was analyzed by fire assay with gravimetric finish (Au-GRA22) due to its high Au content. The detection limit for this method is 0.05 ppm Au. Verum Group Ltd. and ALS Geochemistry, Brisbane are independent of the Company and the Hyde-Smylers Optionors.

Security

Smylers Gold Properties

Soil and rock-chip samples were stored securely either in locked containers at the exploration base or Hyde Resources office/workshop in Dunedin. Pulps returned from laboratory were stored in locked 20-ft shipping containers at Smylers drill base. All the retained and cut half core, laboratory pulps for all drill samples (RC and diamond), and RC chip trays were stored in a locked shipping container on site, which was only accessible to company geologists. Un-mineralized and un-sampled drill core were stored outside in the 'core farm' after the samples were logged and photographed. The drill base is secured by locked gate when unattended.

Samples were submitted in person to the Macraes SGS laboratory or couriered to SGS Waihi or SGS Westport laboratories by PBT Transport Limited. No specific security measures were in place to ensure sample security during courier. The different SGS laboratories have secure sample storage areas and policies in place.

Tokomairiro Prospecting Permit Samples

Soil, rock-chip and stream-sediment samples were stored securely at the RSC sample warehouse. The facility is secured by means of automatic roller door and padlocked fence.

Data Quality

Data Quality Objective

Every data collection process implicitly comes with expectations for the accuracy and precision of the data being collected. Data quality can only be discussed in the context of the objective for which the data are being collected. In the minerals industry, the term 'fit for purpose' is commonly used to convey the principle that data should suit the objective. In the context of data quality objectives ("**DQOs**"), fit for purpose could be translated as 'meeting the DQO'.

The Smylers Gold Properties and the Tokomairiro Prospecting Permit projects are early-stage exploration projects. Most of the project data relate to surface and drill samples that are collected for the purpose of defining exploration targets, and the quality of the data should support this objective. The quality of RC and diamond drilling reported in the Technical Report was aimed to be sufficient to support future mineral resource estimation and classification into at least the inferred category, under international reporting guidelines and codes such as CIM and JORC.

Quality Assurance

Quality assurance ("**QA**") is about error prevention and establishing processes that are repeatable and self-checking. The simpler the process and the fewer steps required the better, as this reduces the potential for errors to be introduced into the sampling process. This goal can be achieved using technically sound, simple, and prescriptive SOPs and management systems.

Quality Acceptance Testing

Quality acceptance testing ("**QAT**") is where a final judgement of the data is made by assessing the accuracy and precision of the data for those periods where the process was demonstrated to be in control, and separately for those periods where the process was demonstrated to be not in control. Accuracy and precision are evaluated, and a final pass/fail assessment is made based on the DQO.

Analysis

Following a review of the available quality data and SOPs which are outlined in the Technical Report, the Technical Report Author considers the location, sampling, preparation, and analyses data to be fit for purpose for the identification of exploration targets and interpretation of exploration results. A summary of the data quality is set out in the Technical Report and presented in the table below, where the Technical Report Author divided the process into the various sampling and preparation stages:

Permit	Data Type	QA	QC	Accuracy	Precision	Fit for Purpose	Comment
Smylers Gold Properties	Location	NA	Pass	Pass	Pass	Yes	No SOPs, but a description of the process and equipment is fit for purpose. Quantitative QC data and data verification (section Error! Reference source not found.) revealed no major issues.
	Primary Sample	Pass	Pass	Unknown	Unknown	Yes	SOP available to review for diamond drilling. No SOP was available for RC drilling. Good, responsive QC was conducted. Core recovery was monitored.
	First Split	Pass	Pass	Pass	Pass	Yes	SOP available for diamond core splitting. No SOP was available for RC splitting. No quantitative QC data for diamond core, but quantitative QC data were available for RC first split.

Permit	Data Type	QA	QC	Accuracy	Precision	Fit for Purpose	Comment
	Second Split	NA	NA	Unknown	Unknown	Yes	No SOPs or quantitative control data were available. Process is standard; data are fit for purpose.
	Third Split	NA	NA	Unknown	Unknown	Yes	No SOPs or quantitative control data were available. Process is standard; data are fit for purpose.
	Analytical Processes	NA	Fail	Unknown	Unknown	Yes	No SOPs. Quantitative control data were collected. Blank data acceptable. CRM data shows some issues, but low risk to DQO.
Tokomairiro Prospecting Permit	Location	NA	NA	Unknown	Unknown	Yes	No SOPs, but description of process and equipment is fit for purpose.
	Primary Sample	Pass	NA	Unknown	Unknown	Yes	SOP available for review, but no quantitative control data collected.
	First Split	Pass	NA	Unknown	Unknown	Yes	SOP available for review, but no quantitative control data collected.
	Second Split	NA	Pass	Unknown	Unknown	Yes	No SOP available for review. Duplicate soil sample collected and analysed. Process is standard; data are fit for purpose.
	Third Split	NA	NA	Unknown	Unknown	Yes	No SOP available for review, and no quantitative control data collected. Process is standard; data are fit for purpose.
	Analytical Processes	NA	NA	Reject	Pass	Yes	Portable XRF SOP available for review. Quantitative control data were collected, precision of the data acceptable, but accuracy of the data not good. Overall, the data pose a low risk with respect to DQO.

Data Verification

Data verification is the process of checking and verifying hard-copy logs and digital records for accuracy, making sure that the data, on which the exploration targets are based, can be linked from digital databases or records to logs sheets and drilling or sampling intervals. It is an additional verification process to determine that QA and QC processes have been effectively applied and that these were working to assure and control the quality of the data. Data verification is carried out after samples have been collected, assays have been returned, and data have been stored in the database. Where relevant, data verification may also include check sampling carried out by the Technical Report Author during a site visit, especially if SOPs are not available or difficult to audit, and QC data are limited to demonstrate processes were in control.

Smylers Gold Properties

Following checks completed by the Technical Report Author during his site visit to the Otago Project, only minor database errors were uncovered and were corrected. The Technical Report Author collected 20 check samples which indicated an expected correlation compared with the original sampling. Overall, in the opinion of the Technical Report Author, the data were collected through proper processes, quality controlled to be fit for the purpose of exploration targeting and the data resulting from the process managed well in appropriate management systems.

Tokomairiro Prospecting Permit

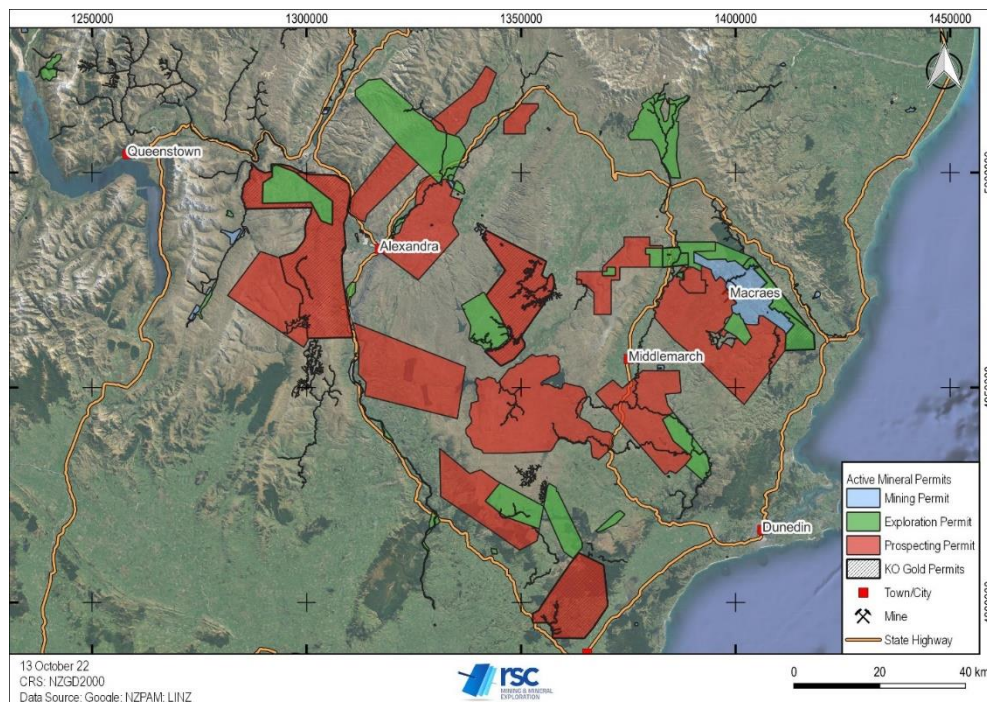
The Technical Report Author did not undertake validation checks on the samples obtained from the Tokomairiro Prospecting Permit. However, all work was conducted under the supervision of RSC geologists and senior management. During the fieldwork, data validation was part of the sampling SOPs and involved checking records for consistency and transcription errors by matching digital data entries with hard-copy logs, photos and physical samples.

Adjacent Properties

Investors are cautioned that the information set out in this section entitled "*Adjacent Properties*" with respect to properties adjacent to the Otago Project, including mineral resources and mineral reserves, are with respect to properties adjacent to the Otago Project and were extracted from information that is publicly available. The Technical Report Author has not completed sufficient work to verify the historic information on such adjacent properties, particularly with regards to historical sampling and regional government-mapped geology and is not aware of the

code(s) employed in the estimates of the mineral resources and mineral reserves on such adjacent properties. As a result, the Technical Report Author cannot comment on the differences between those codes and current Canadian Institute of Mining definitions for mineral resources and mineral reserves. The information with respect to the following adjacent properties is not necessarily indicative of mineralization on the Otago Project and should not be relied upon.

There are a large number of prospecting and exploration permits in the Otago region as illustrated below:



Mineralization or resource/reserve estimates on adjacent properties is not necessarily indicative of the mineralization on the Company's properties.

Many of these permits have been picked up since 2020, when the gold price increased, partly in response to the COVID-19 pandemic. The Technical Report addressed the permits adjacent to the Otago Project.

Macraes Gold Mine

OceanaGold's Macraes Gold Mine is adjacent to the north-western boundary of Smylers Gold Properties. The permit relating to the Macraes Gold Mine was granted to OceanaGold on March 22, 1993, the permit is valid for 36 years and is due to expire on January 31, 2030. The permit covers a total area of approximately 140 km².

Macraes Gold Mine is New Zealand's largest Au producing operation and has been operational since 1990. Up to June 30, 2020, over five million ounces of Au have been produced at the Macraes Gold Mine. The Macraes Gold Mine covers several historical orogenic Au prospects that were mined. Notable historical prospects include Duke of Edinburgh and Golden Point/Round Hill. All ore mined at the Macraes Gold Mine is hosted within the central portion of the Hyde Macraes Shear Zone. The project consists of large-scale open pits, underground mining, and an adjacent processing plant inclusive of an autoclave for pressure oxidation of the ore. The Macraes Gold Mine processing plant can treat approximately 5.9 Mtpa of ore and incorporates a semi-autogenous grinding (SAG) mill, flotation circuit, autoclave for pressure oxidation of the concentrate, CIL plant, and smelting facilities.

The current combined open pit, stockpile and underground reserves of 1.31 Moz support a mine life at the Macraes Gold Mine extending to 2030. There is a further 3.6 Moz mineral resources classified in the measured and indicated category and 0.99 Moz inferred mineral resource (mineral resources and reserves estimate source: OceanaGold NI 43-101 Technical Report on the Macraes Gold Mine with an effective date of June 30, 2020 and filed on SEDAR).

Bendigo-Ophir Project

Santana Minerals Limited's ("**Santana**") Bendigo-Ophir Project is located 90 km northwest of the Macraes Gold Mine. The Bendigo-Ophir Project is also approximately 20 km northeast of the Carrick Range Prospecting Permit and approximately 40 km northwest of the Rough Ridge South Prospective Permit. The permit relating to the Bendigo-Ophir Project was granted to Matakani Gold Limited, a New Zealand private entity 100% owned by Santana, on April 13, 2018, and the permit is valid for a five-year term.

The Bendigo-Ophir Project covers a number of orogenic Au prospects that were historically mined. Notable prospects include Bendigo, Rise and Shine, Come-in-Time, Shreks, Shreks East, Thomsons Saddle, and Upper Thomsons. The Bendigo-Ophir Project shares a similar geological setting to the Macraes Gold Mine.

As an exploration permit holder, Santana is not actively conducting any mining at the Bendigo-Ophir Project. Exploration to date consists of RC and diamond drilling. On July 11, 2022, Santana announced an inferred mineral resource of 2 Moz in accordance with the JORC Code (2012). The MRE was estimated using a cut-off grade of 0.25 g/t Au. Eighty-five percent of the resource is within the Rise and Shine prospect on the Bendigo-Ophir Project.

Properties Adjacent to the Smylers Gold Properties

The Smylers Gold Properties are adjacent to the Macraes Gold Mine and borders two other permits: EP60663 (Mareburn) held by Midway Resources Limited which is to the northwest of the Glenpark Exploration Permit and PP60700 held by Nimitz Resources Limited which is to the west of the Smylers Exploration Permit. Exploration is for metallic minerals including Au.

Properties Adjacent to the Tokomairiro Prospecting Permit

Three separate mineral permits or mineral permit applications overlie the Tokomairiro Prospecting Permit: MP60530, MP60652 and PP606743.01.

Two alluvial hobby mining permits (MP60530 and MP60652) transect the middle of the Tokomairiro Prospecting Permit. These two mining permits were in place prior to the Tokomairiro Prospecting Permit being granted and were excluded from its boundaries from the beginning. MP60530 was granted on March 18, 2020 and expires on March 17, 2030. MP60652 was granted on October 23, 2020 and expires on October 22, 2030. Access to these two mining permits is possible with landowner permission, but samples cannot be taken.

A large prospecting permit (PP60743.01, approximately 160 km²) was applied for after the Tokomairiro Prospecting Permit was granted. PP606743.01 is prospecting for industrial minerals (phosphate, glauconite), and is therefore legally allowed to be placed on the same land as metallic mineral permits. As of July 15, 2022, PP60743.01 is still under review by NZP&M and its outcome is unclear.

Several other mineral permits are active or have been lodged in the area surrounding the Tokomairiro Prospecting Permit. Four of these permits (one prospecting permits and three exploration permits) are prospective for similar mineralization styles to the Tokomairiro Prospecting Permit. Notably, New Age Exploration holds a large prospecting permit (PP60544, approximately 132 km²) covering the historically productive Waipori goldfield approximately 15 km northwest of the Tokomairiro Prospecting Permit. After identifying an anomalous Au-As soil zone (NAE, 2021), New Age Exploration applied to convert a portion of their prospecting permit (approximately 75 km²) to an exploration permit. Exploration Permit 60807 was granted to New Age Exploration on December 16, 2021.

Properties Adjacent to the Hyde Exploration Permit

Four mining permits overlie the Hyde Exploration Permit: MP41799, MP51578, MP41308 and MP53066. Three of these mining permits (MP41799, MP51578, MP41308) are for industrial rock and building stone. Such mining permits were granted prior to the Hyde Exploration Permit. As the Hyde Exploration Permit is a metallic mineral group exploration permit, it can legally be placed on the same land as the industrial rock and building stone permits. Access to these three mining permits is possible with landowner permission, and samples can be collected.

Alluvial hobby mining permit MP53066 runs north-south through the entire permit, cutting it into two portions: a west portion and an east portion. MP53066 was granted before the Hyde Exploration Permit therefore, the area covered by MP53066 was excluded from its boundaries from the beginning. Access to MP53066 is possible with landowner permission, but samples cannot be taken.

Several other mineral permits surround the Hyde Exploration Permit. To the immediate west is EP60300, owned by Minerals Rangahau Limited, NewPeak Metals Limited, Western NZ Limited and Western Wood NZ Limited. EP60300 expired on March 21, 2022, but an extension of duration is currently being assessed by NZP&M. East of the Hyde Exploration Permit is EP60686 owned by NewPeak NZ Limited. This exploration permit was granted on December 16, 2021 and is valid for five years. There are also several other prospecting, exploration, and mining permits in the vicinity of the Hyde Exploration Permit. All these permits are exploring for metallic minerals including Au. The northernmost part of the Macraes Gold Mine permit is located approximately 2 km east of the Hyde Exploration Permit.

Properties Adjacent to the Rough Ridge South Prospecting Permit

Two alluvial hobby mining permits are located within the Rough Ridge South Prospecting Permit: MP60222, owned by Mr. A. Footner, covers branches of Stoney Creek and Totara Creek, and MP60230, owned by Mr. P. Barrett, covers branches of Linn Burn. Both these mining permits were granted in 2016 before the Rough Ridge South Prospecting Permit was granted. The lands covering MP60222 and MP60230 are excluded from the boundaries of the Rough Ridge South Prospecting Permit.

To the northwest of the Rough Ridge South Prospecting Permit is MP41762, owned by Mrs. S. Falconer. MP41762 covers branches of Pool Burn, which have been excluded from the boundaries of the Rough Ridge South Prospecting Permit.

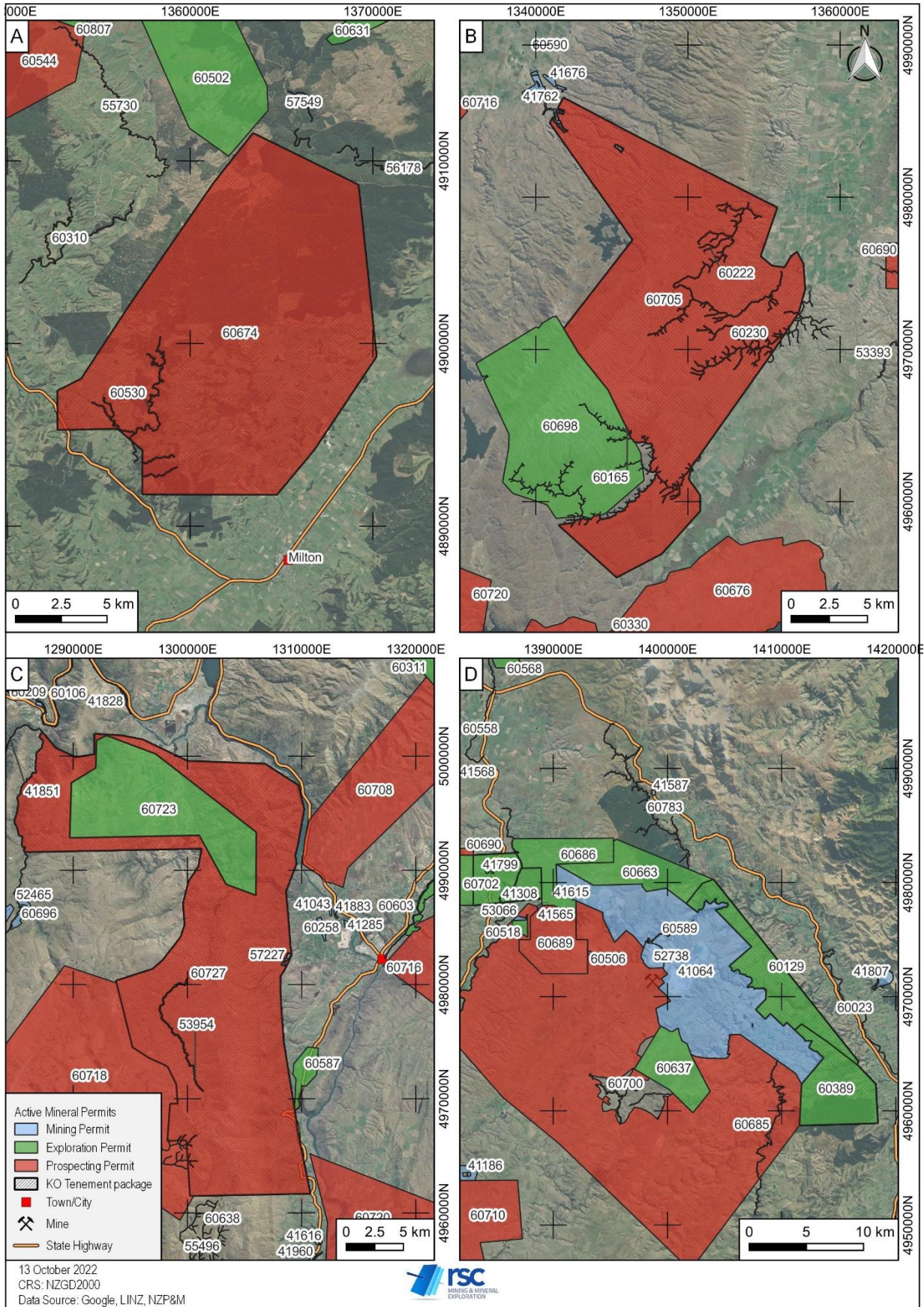
Properties Adjacent to the Carrick Range Prospecting Permit

The Carrick Range Prospecting Permit surrounds EP60723 held by NewPeak NZ Limited and contains the historical Carrick Goldfield. Over 25 Au and stibnite lodes were worked in the Carrick Goldfield near Carricktown, from the mid 19th century until the early 20th century, for a combined reported production of approximately 14.5 koz.

Three alluvial hobby mining permits are located within or directly adjacent to the Carrick Range Prospecting Permit: MP53954, MP54375, MP57227.

To the southwest, the Carrick Range Prospecting Permit is adjacent to PP60718, a prospecting permit for Au and Ag, held by Gondwana Gold NZ Ltd. This permit covers approximately 200 km² over the southern end of Old Woman Range.

The following figure illustrates the mineral permits adjacent to each permit comprising the Otago project, being the Tokomairiro Prospecting Permit (60674), the Carrick Range Prospecting Permit (60727), the Rough Ridge South Prospecting Permit (60705), the Hyde Exploration Permit (60702), the Glenpark Exploration Permit (60129) and the Snyders Exploration Permit (60389).



Interpretations and Conclusions

Over the past two years, the Company has acquired a significant amount of gold properties in Otago, New Zealand, consisting of three exploration permits (two under an option agreement) and three prospecting permits. As of the effective date of the Technical Report, the Company and the Hyde-Smylers Optionors combined have undertaken approximately four years of exploration work on the approximately 75 km² Smylers Gold Properties. Exploration work includes surface sampling, trenching and 15,591 m of drilling (combined RC and diamond drilling) leading to the identification of seven gold prospects. Gold mineralization has been intercepted at depth, and some of the best intercepts include 5 m @ 3.4 g/t from 32 m (incl. 1 m @ 8.3 g/t), 2 m @ 4.7 g/t from 22 m, 3.6m @ 2.14 g/t from 142.7 m.

The Company has also conducted early-stage exploration on its 100%-owned Tokomairiro Prospecting Permit including geological mapping and soil, rock-chip and stream-sediment sampling. During mapping and soil sampling of the Tokomairiro Prospecting Permit, 14 rock-chip samples were collected. Two float samples returned high Au grades of 14 ppm and 136 ppm from the Canada/Ocean View reef, suggesting the presence of high-grade mineralization that warrants further investigation. There is an overall lack of in-situ outcrop, which inhibits geological and structural mapping, and the collection of in-situ rock-chip samples.

A total of 531 soil samples were collected over four historical workings: Canada/Ocean View, Nuggety Gully, Try Again, and Meggat Burn reefs. The soil samples typically returned low As and Au grades, with only three samples reporting As >25 ppm from Nuggety Gully, Canada/Ocean View, and Meggat Burn. The Author deems the Canada/Ocean View reef system as the most prospective and additional soil sampling should be conducted to further delineate the structure.

Two geophysical structures are present in the magnetic data over the Tokomairiro Prospecting Permit. A large-scale geophysical feature striking approximately east is present in all the RTP magnetic data, marking a clear, near-abrupt boundary between magnetic lows to the south and magnetic highs to the north. The structure extends through much of southern Otago, including immediately north of Gabriels Gully, a productive historical hard-rock quartz reef and alluvial Au mine. A second, less pronounced geophysical structure is present in AGC-filtered magnetic data, striking southeast through the southwest portion of the Tokomairiro Prospecting Permit area. These geophysical structures may represent the extension of the Tuapeka Fault Zone or a change in metamorphic facies. The Technical Report Author has identified these two geophysical structures as exploration targets that warrant further exploration. The true source of the anomaly is unknown and may be a structural conduit that has allowed the migration of Au-rich fluids.

For the purpose of defining exploration targets, the Company's practices are considered appropriate by the Technical Report Author for an exploration project. However, further work needs to be supported by better processes and more dedicated monitoring of quality. Learnings from exploration at the Smylers Gold Properties and the Tokomairiro Prospecting Permit should be incorporated into the planning and execution of exploration at the Hyde Exploration Permit, the Rough Ridge South Prospecting Permit and the Carrick Range Prospecting Permit.

Recommendations

A program of work recommended by the Technical Report Author has been broken down into two phases, with Phase 2 being contingent on the results of Phase 1. Items of work included in both Phase 1 and Phase 2 are broken down below by project. The Technical Report Author has not made any recommendations for the Tokomairiro Prospecting Permit which expired on December 15, 2022 and the Company is waiting for the decision of the NZP&M regarding the extension of the Tokomairiro Prospecting Permit.

Phase 1

Smylers Gold Properties

Work program obligations for Smylers Exploration Permit are largely complete with an extension of duration pending and expected to be granted by NZP&M within the next six months. A drilling program to test new targets identified through previous mapping, rock-chip sampling, trenching, and strike extensions from previous drilling is planned for Phase 1 of the work program. No additional field mapping or soil sampling is proposed.

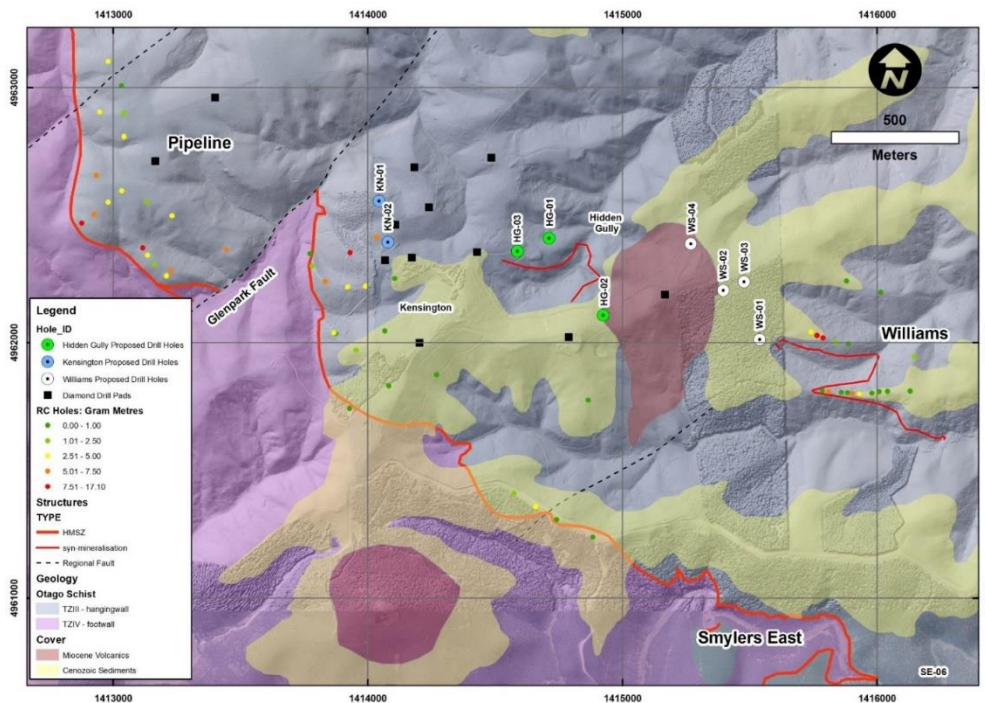
RC Drilling

A nine-hole, 1,000-m drill program is planned to test the Hidden Gully and Williams prospects, with two infill holes planned at the Kensington prospect to target higher-grade Au mineralization identified on drill pads 01 and 09. Proposed holes are shown in the table and figure below.

The Hidden Gully prospect was identified through soil sampling and mapping. The outcrop is poor throughout the gully; however, nearby in-situ rock-chip samples have returned grades up to 15.2 g/t Au and crushed samples have yielded coarse Au when panned. It is interpreted by the Technical Report Author to be an eastern load-style mineralization and a possible continuation of the Williams prospect. The orientation is poorly constrained; however, the structure is interpreted by the Technical Report Author to be sub-parallel to the main HMSZ.

The Williams prospect was drilled in 2018 and the best intercepts were returned from RC36 (5 m @ 3.4 g/t Au from 32 m), RC10 (2 m @ 4.7 g/t Au from 22 m), and RC04 (4 m @ 1.8 g/t Au from 8 m), in addition to Trench 02 returning 7 m @ 3.12 g/t. Prior to drilling, the general orientation of the structure was interpreted to be north-trending based on mapping by GNS; therefore, several drillholes failed to intercept the target. Drilling suggests the strike is likely northwest-trending, and sub-parallel with the HMSZ trend through the Smylers Gold Properties area. Four drillholes are planned to test the inferred western extent of the structure under sediment cover and the relationship between Williams and Hidden Gully prospects.

	Hole ID	NZTM_X	NZTM_Y	Approximate Depth to Mineralization (m)	Hole Depth (m)
Williams	WS-01	1415539.201	4962013.56	40	60
	WS-02	1415395.86	4962206.52	50	70
	WS-03	1415478.557	4962239.6	80	100
	WS-04	1415269.057	4962388.45	40	60
Hidden Gully	HG-01	1414712.229	4962410.5	80	100
	HG-02	1414924.2	4962109	80	100
	HG-03	1414587.868	4962359.36	60	80
Kensington	KN-01	1414044.016	4962556.08	140	160
	KN-02	1414078.941	4962394.95	140	160
Total (m)					1,450



Hyde Exploration Permit, Rough Ridge South Prospecting Permit, Carrick Range Prospecting Permit

As of the effective date of the Technical Report, the Company has not conducted any exploration at the Hyde Exploration Permit, the Rough Ridge South Prospecting Permit or the Carrick Range Prospecting Permit. The Technical Report Author recommends that the Company begin a desktop study of the Hyde Exploration Permit, the Rough Ridge South Prospecting Permit and the Carrick Range Prospecting Permit during Phase 1. This desktop study can be broken down into the following items for each permit:

Hyde Exploration Permit

- reinterpret existing geophysical data over the permit — in 2007, Fugro Airborne Surveys conducted a geophysical survey over the wider Otago area, including the Hyde Exploration Permit; and
- compile a GIS database of all the available exploration data.

Rough Ridge South Prospecting Permit and Carrick Range Prospecting Permit

- reviewing all relevant literature, and geological and geophysical data;
- reviewing all the applicability of remote-sensed data;
- reviewing applicability of machine learning to remote-sensed and geophysical data;
- validating all the available historical data; and
- compiling a complete database and GIS workspace.

The Technical Report Author considers the review and collation of available satellite data an important first step in the exploration program at the Rough Ridge South Prospecting Permit and the Carrick Range Prospecting Permit which would efficiently help narrow down the target area.

Phase 2

Smylers Gold Properties

Contingent on results of Phase 1, the following Phase 2 work program is outlined for the Smylers Gold Properties.

- Field mapping and soil sampling, at the Smylers East prospect, has confirmed the position of the eastern portion of the HMSZ east from drillhole SMRC0061. The shear zone outcrops poorly throughout Smylers East but has been tracked ~2.5 km. Sampling of the limited surface outcrops indicates low-grade Au mineralization is present. RC or diamond drillholes will test the mapped strike extension and possible blind to surface mineralization beneath cover sediments. The drilling will test ~1.2 km of strike to the east of hole SMRC0062.
- Complete a scout diamond drill program (1,000–1,500 m) targeting the down dip Au mineralization associated with HMSZ within the Stoneburn prospect (Glenpark EP). This drilling would target both undrilled portions of the shear zone and the down dip extensions of known 'ore shoots' identified in neighbouring permit MP41064 such as Wilsons, Shaw's, Home Reef, Taylors and Golden Bar (see Figure 7-5 in the Technical Report).
- Upon satisfactory drilling results, conduct resource drill out/infill program. Drilling will also target extensions to areas identified in Phase 1.
- Upon satisfactory drilling results, the Technical Report Author recommends that the Company complete an initial MRE for contained Au at the Smylers Gold Properties.
- Undertake initial metallurgical test work to accompany MRE studies. Samples of drill core will be used to determine optimal Au recovery methodology and recoveries.

Hyde Exploration Permit

Following the completion of Phase 1 (desktop study), the Technical Report Author recommends that the Company complete a geophysical survey and identify drill targets, followed by a program of drilling at the Hyde Exploration Permit. A minimum of 500 m of drilling should be conducted in order to meet the minimum work program. The method of drilling (RC or diamond), number of holes, and location of holes will be determined by the outcomes of the work completed under Phase 1 and geophysical survey.

Carrick Range Prospecting Permit

After the completion of data review in Phase 1, the Technical Report Author recommends that the Company add to existing knowledge by completing a regional stream-sediment sampling program and catchment analysis across the permit during Phase 2. Catchment-based geochemical data, and summaries of geophysical and geological data, can be combined to highlight areas that potentially host previously unrecognized Au mineralization. The Technical Report Author has identified an initial 133 stream-sediment samples sites in PP60727, which cover all the different water catchment areas in the permit area. The Technical Report Author recommends conducting rock-chip sampling and geological/structural mapping concurrently with the stream-sediments sampling program. The Technical Report Author expects that this work will identify anomalous areas that might be sources of hard rock (shear- or vein-hosted) Au mineralization.

Anomalous results will be followed with systematic soil sampling program over targets identified from the catchment analysis, rock-chip sampling, and mapping program. The sample grid spacing and the number of samples will be planned following the review of these exploration results.

Rough Ridge South Prospecting Permit

Contingent on the results of the desktop studies during Phase 1, the Technical Report Author recommends that the Company add to existing knowledge by completing a regional stream-sediment sampling program and catchment analysis across the Rough Ridge South Prospecting Permit. Catchment-based geochemical data and summaries of geophysical and geological data can be combined to highlight areas that potentially host previously unrecognized Au mineralization. The number of stream-sediment samples will be determined following Phase 1 desktop studies, but should be aligned with the minimum work program. The Technical Report Author recommends rock-chip sampling and geological and structural mapping be conducted alongside the stream-sediment sampling program.

Recommended Budget

The Technical Report Author's recommended budget and tasks for Phase 1 and Phase 2 exploration programs are presented in the table below. Proceeding to Phase 2 would be contingent on the results of Phase 1. Estimated costs are in Canadian dollars.

Project	Phase	Exploration Task	Estimated Cost (CAD\$)
Smylers Gold Properties	1	Nine-hole (1,000 m) reverse circulation (RC) drilling program testing Hidden Gully, Kensington, and Williams prospects	150,000
Hyde Exploration Permit, Rough Ridge South Prospecting Permit and Carrick Range Prospecting Permit	1	Additional desktop studies, GIS data compilation work, and updating existing exploration database	25,000
Total Phase 1			175,000
Smylers Gold Properties	2	RC or diamond drilling program testing Smylers East Prospect (2,500 m)	300,000
		Infill or resource definition drilling (5,000 m)	500,000
		Maiden mineral resource estimate and technical report	150,000
		Metallurgical test work (bench-scale testing) (*drilling costs include drilling contractor, logging, sampling, and assay analyses, and labour)	150,000

Project	Phase	Exploration Task	Estimated Cost (CAD\$)
Hyde Exploration Permit	2	Geophysical survey (1P or 2D seismic)	175,000
		Geological mapping and prospecting	50,000
		Diamond drilling (500 m)	100,000
Carrick Range Prospecting Permit	2	Regional stream-sediment sampling program and follow up soil sampling survey	100,000
Rough Ridge South Prospecting Permit	2	Regional stream-sediment sampling program and follow up soil sampling survey	100,000
Total Phase 2			1,675,000

Note: Completion of Phase 2 recommended work program is contingent on the results of Phase 1. Drilling costs shown include drilling contractor, logging and sampling, assay analyses, and labour.

USE OF AVAILABLE FUNDS

Funds Available and Principal Purposes

The Company's estimated working capital as at August 31, 2023 was \$281,000. On September 12, 2023, the Company received a long-term loan of \$60,000 from various arm's length and non-arm's length lenders. As a result, it is anticipated that the Company will have available funds of approximately \$336,000, based on the current assets and cash position as of September 12, 2023.

The principal purposes for the foregoing available funds are anticipated to be as follows:

Principal Purposes	Funds (C\$)
Estimated general and administrative costs for the 12 months following the date of the Prospectus ⁽¹⁾	\$134,000
Phase 1 exploration program on the Otago Project ⁽²⁾	\$175,000
Anticipated prospecting and exploration permit annual fees ⁽³⁾	\$21,000
Unallocated funds	\$6,000
Total use of available funds	\$336,000

Notes:

- (1) This figure is for a forecasted period of 12 months after the date of this Prospectus and general and administrative costs are comprised of consulting fees of \$22,000, filing and transfer fees of \$42,000, general and administrative fees of \$6,000, management fees of \$5,000, professional fees of \$42,000, promotion fees of \$12,000 and a contingency fee of \$5,000.
- (2) See "The Property" below for a description of the Otago Project and the Phase 1 work programs recommended in the Technical Report by the Technical Report Author.
- (3) Prospecting and exploration permit annual fees are due to NZP&M on July 31 on an annual basis. Annual fees are paid in New Zealand dollars and the estimated 2024 annual fees excluding tax have been converted to Canadian dollars in the table above (1 NZD = 0.81 CAD).

The Company anticipates having sufficient cash available to execute Phase 1 of the work program recommended by the Technical Report on the Otago Project and the business objectives and milestones set out below, and to pay its operating and administrative costs for at least 12 months after the date of this Prospectus.

Unallocated funds will be deposited in the Company's bank account and added to the working capital of the Company. The CFO of the Company will be responsible for the supervision of all financial assets of the Company. Based on the Company's cash flow requirements, management will determine the appropriate level of liquidity required for operations and will draw down such funds as necessary.

There may be circumstances, where for business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives.

The Company had negative cash flows from operating activities since incorporation and has not generated revenue from its property interest, nor does it anticipate it will do so for the foreseeable future. As a result, the Company continues to rely on the issue of securities or other sources of financing to generate sufficient funds to fund its working capital requirements and for corporate expenditures. The Company may continue to have negative cash flows from operating activities until sufficient levels of sales are achieved. To the extent that the Company has negative cash flows from operating activities in future periods, the Company may need to use part, or all, of the proceeds from any offering to fund such negative cash flows. See "Risk Factors – No History of Earnings" and "Risk Factors – Negative Cash Flow".

Business Objectives and Milestones

Long Term Objectives

The Company's long-term objectives are exploring the Otago Project with a view to development and eventual production.

Short Term Objectives

The Company's objective over the next 12 months is to complete the Listing and to execute on the Phase 1 work program recommended by the Technical Report for the exploration of the Otago Project.

Key milestones to achieve the Company's strategy are set forth pursuant to the work program recommendations set forth in the Technical Report, with Phase 1 of the work program expected to be completed within the 12 months after the date of this Prospectus at a cost of \$175,000. The costs of the Phase 1 work program will be funded entirely from existing working capital. If the results of the Phase 1 work program warrant further exploration, the Company will pursue the Phase 2 work program recommended by the Technical Report Author on the Otago Project. The Company will require additional financing to complete the Final Hyde-Smylers Expenditures in order to acquire a 100% interest in the Smylers Gold Properties and to fund Phase 2 of the work program on the Otago Project. The Company may also seek further opportunities to expand its resource base through the exploration for, and acquisition of additional projects of merit.

The Company intends to spend a significant portion of the funds available to it for the Otago Project, as stated in this Prospectus. There may be circumstances however, where for sound business reasons, a reallocation of funds may be necessary.

The funds available either may not or will not be sufficient to accomplish all of the Company's proposed objectives and there is no assurance that alternative financing will be available. Alternative financing has not been arranged.

The Company may incur additional expenses or delays due to capital market uncertainty and business disruptions caused by the COVID-19 global pandemic. The future impact of the outbreak is highly uncertain and cannot be predicted. There can be no assurance that such disruptions, delays and expenses will not have a material adverse impact on our business objectives and milestones over the next 12 months. See "*Risk Factors*".

DIVIDENDS OR DISTRIBUTIONS

Dividends

The Company has not paid any dividends since incorporation. While there are no restrictions in the articles of the Company or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company has negative cash flow and anticipates using available cash resources to fund the exploration program for the Otago Project. As such, there are no plans to pay any dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions existing at the time a determination is made.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected Financial Information

The following table sets forth selected financial information for the Company. The selected financial information has been derived from, and is qualified in its entirety by, the audited financial statements of the Company for the years ended March 31, 2023 and March 31, 2022, and for the interim period ended June 30, 2023 and the notes thereto. The following financial information should be read in conjunction with such financial statements and the related notes thereto included in schedule A attached to this Prospectus and the related MD&A of the Company included in schedule B attached to this Prospectus. All financial statements of the Company are prepared in accordance with International Financial Reporting Standards.

	Three Month Period Ended June 30, 2023 (unaudited) (\$)	Year Ended March 31,	
		2023 (audited) (\$)	2022 (audited) (\$)
Revenue	nil	nil	nil
Current Assets	417,332	556,044	51,100
Total Assets	417,332	556,044	51,100
Current Liabilities	83,769	143,263	120,438
Total Liabilities	83,769	143,263	120,438
Deficit	(1,893,947)	(1,779,032)	(1,246,694)
Net Loss per Common Share (basic and diluted)	(0.007)	(0.043)	(0.147)

As an exploration stage company, the Company has not generated revenue from its property interests and does not anticipate it will do so for the foreseeable future. Management anticipates that expenses related to mineral exploration and administration of the Company will materially increase after the date of this Prospectus. Management further anticipates that such expenses will include increased exploration expenditures with respect to the Otago Project and increased professional fees, and other costs associated with compliance with applicable securities laws after the date of this Prospectus.

Management's Discussion and Analysis

The MD&A of the Company for the years ended March 31, 2023 and March 31, 2022, and the interim period ended June 30, 2023 are attached as Schedule B to this Prospectus. Such MD&A of the Company should be read in conjunction with the financial statements and the accompanying notes thereto included in this Prospectus. Certain information included in such MD&A of the Company is forward-looking and is based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Risk Factors*".

DESCRIPTION OF SECURITIES

Common Shares

The Company's authorized capital consists of an unlimited number of Common Shares of which, 15,568,060 Common Shares are issued and outstanding as at the date of this Prospectus as fully paid and non-assessable. Holders of the Common Shares are entitled to vote at all meetings of the holders of the Common Shares, to receive any dividend declared by the Company and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of our property or assets upon liquidation or wind-up.

The Board is authorized to issue additional Common Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further security holder action.

The CSE has conditionally approved the Listing. Listing is subject to the Company fulfilling all of the listing requirements of the CSE.

Special Shares

As at the date of the Prospectus, there are no special shares issued and outstanding and the Company has no current intention to issue any special shares.

The special shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the endorsement thereon of a certificate of

amendment in respect thereof, the directors may fix from time to time before such issue the number of shares that it to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of special shares including, without limited the generality of the forgoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions.

The special shares of each series will, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs, rank on a parity with the special shares of every other series and be entitled to preference over the Common Shares and over any other shares of the Company ranking junior to the special shares. The special shares of any series may also be given such other preferences, not inconsistent with the articles of the Company, over the special shares and any other shares of the Company ranking junior to the special shares as may be fixed as provided within the articles of the Company.

If any cumulative dividends or amounts payable on the return of capital in respect of a series of special shares are not paid in full, all series of special shares participate rateably in respect of such dividends and return of capital.

The special shares of any series may be made convertible into special shares of any other series or Common Shares at such rate and upon such basis as the directors in their discretion may determine.

Unless the Board otherwise determines in the articles of amendment designating a series, the holder of each share of a series of special shares is entitled to one vote at a meeting of the shareholders of the Company.

The holders of shares of a class or series of the Company are not entitled to vote separately as a class or series, as the case may be, upon, and are not entitled to dissent in respect of, any proposal to amend the articles to:

- (1) increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;
- (2) effect an exchange, reclassification or cancellation of the shares of such class or series; or
- (3) create a new class or series of shares equal or superior to the shares of such class or series.

Warrants

As of the date of this Prospectus, there are 66,290 broker warrants of the Company outstanding. Each broker warrant entitles the holder thereof to acquire one Common Share at a price of \$0.25 per Common Share until the date that is 12 months after the date of issue thereof.

Options

The Board has approved the Option Plan, designed for selected employees, officers, directors, consultants and contractors, to incentivize such individuals to contribute toward our long-term goals, and to encourage such individuals to acquire Common Shares as long-term investments. The Option Plan is administered by the Board. As of the date of this Prospectus, the Company has not granted and Options. See "*Options to Purchase Securities – Option Plan*".

CONSOLIDATED CAPITALIZATION

There have not been any material changes in the share and loan capital of the Company since March 31, 2023, the date of the most recent financial statements of the Company included in this Prospectus. The following table sets forth the consolidated capitalization of the Company as at March 31, 2023 and as at the date of this Prospectus. The table should be read in conjunction with the audited financial statements of the Company for the year ended March

31, 2023, including the notes thereto, attached in Schedule A to this Prospectus and the related MD&A, attached in schedule B to this Prospectus.

Description	Authorized	Outstanding as at March 31, 2023 ⁽¹⁾ (audited)	Outstanding as at the date of this Prospectus ⁽¹⁾⁽²⁾ (unaudited)
Common Shares	unlimited	15,427,500	15,568,060
Special Shares	unlimited	nil	nil
Warrants	n/a	66,290	66,290
Options	10% of issued and outstanding	nil	nil

Notes:

(1) See "Prior Sales".

(2) On a fully diluted basis, the Company has 15,634,350 Common Shares outstanding.

Fully Diluted Share Capitalization

The fully diluted Commons Share capitalization of the Company as at the date of this Prospectus is as follows:

Common Shares	Amount of Securities	Percentage of Total
Issued and outstanding	15,568,060	99.58%
Reserved for issue upon exercise of Warrants	66,290	0.42%
Total Fully Diluted Share Capitalization after the Listing	15,634,350	100.00%

OPTIONS TO PURCHASE SECURITIES

Option Plan

The Option Plan was adopted by the Board on September 30, 2022. The purpose of the Option Plan is to advance the interests of the Company and its shareholders by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company of high caliber and potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its Common Shares. The Option Plan provides that the aggregate number of securities reserved for issuance, set aside and made available for issue under the Option Plan may not exceed 10% of the number of Common Shares issued and outstanding from time to time.

The Option Plan will be administered by the Board or a committee of the Board, either of which will have full and final authority with respect to the granting of all Options thereunder. Options may be granted under the Option Plan to such directors, officers, employees or consultants of the Company, as the Board may from time to time designate.

The exercise price of any Options granted under the Option Plan shall be determined by the Board, but may not have an exercise price lower than the greater of the closing market prices of the underlying securities on (a) the trading day prior to the date of grant of the Options; and (b) the date of grant of the Options. The term of any Options granted under the Option Plan shall be determined by the Board at the time of grant but, subject to earlier termination in the event of termination or in the event of death, the term of any Options granted under the Option Plan may not exceed ten years. Options granted under the Option Plan are not to be transferable or assignable. Subject to certain exceptions, in the event that a director or officer ceases to hold office, options granted to such director or officer under the Option Plan will expire 90 days after such director or officer ceases to hold office. Subject to certain exceptions, in the event that an employee, or consultant ceases to act in that capacity in relation to the Company, Options granted to such employee, consultant or management company employee under the Option Plan will expire 90 days after such individual or entity ceases to act in that capacity in relation to the Company.

The Company has not granted any Options.

PRIOR SALES

The following table summarizes the sale of securities of the Company in the 12 months prior to the date of this Prospectus:

Date of Issue	Price per Security	Number of Securities
October 3, 2022	\$0.25	934,000 Common Shares ⁽¹⁾
October 3, 2022	\$0.25	64,610 Broker Warrants ⁽¹⁾⁽²⁾
December 30, 2022	\$0.10	825,000 Common Shares ⁽³⁾
February 10, 2023	\$0.25	1,063,000 Common Shares ⁽¹⁾
February 10, 2023	\$0.25	1,680 Warrants ⁽¹⁾⁽²⁾
March 31, 2023	\$0.25	605,500 Common Shares ⁽⁴⁾
June 30, 2023	\$0.25	140,560 Common Shares ⁽⁵⁾

Notes:

- (1) Issued in connection with a non-brokered private placement.
- (2) Each warrant entitles the holder to acquire one Common Share at a price of \$0.25 per Common Share for a period of one year following the date of issuance.
- (3) Issued upon exercise of Common Share purchase warrants pursuant to the December 2022 Warrant Program.
- (4) Issued as settlement of an aggregate of \$151,375 owed by the Company to certain creditors of the Company.
- (5) Issued as settlement of an aggregate of \$35,140 owed by the Company to a creditor of the Company.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Pursuant to NP 46-201, securities ("**Escrow Securities**") held by Principals, as such term is defined in NP 46-201, are required to be held in escrow for a period of time in accordance with the escrow regime applicable to initial public offerings, in order to provide an incentive for Principals to devote their time and attention to our business while they are securityholders. A Principal that holds securities carrying less than 1% of the voting rights attached to an issuer's outstanding securities immediately after its initial public offering is not subject to escrow requirements.

Under NP 46-201, a "Principal" is defined as:

- (a) a person or company who acted as a promoter of the Company within two years before the date of the Prospectus;
- (b) a director or senior officer of the Company or any of its material operating subsidiaries at the time of the Prospectus;
- (c) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Listing Date; or
- (d) a 10% holder – a person or company that (i) holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Listing Date and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

A Principal's spouse and their relatives that live at the same address as the Principal will also be treated as principals and any securities of the Company they hold will be subject to escrow requirements.

The following are particulars of the Escrow Securities subject to escrow requirements pursuant to NP 46-201 as of the date of the Prospectus:

Holder of Escrow Securities	Number and class of Escrow Securities	Percentage of escrowed securities as at the date of the Prospectus ⁽¹⁾	Percentage of class as at the date of the Prospectus ⁽²⁾
Greg Isenor	2,585,000 Common Shares	64.9%	16.6%
G.P. Isenor Company Limited ⁽³⁾			
Rustle Woods Capital Inc. ⁽⁴⁾	1,395,000 Common Shares	35.1%	9.0%
Total	3,980,000	100%	25.64%

Notes:

- (1) Based on 3,980,000 Common Shares held in escrow.
- (2) Based on 15,568,060 Common Shares outstanding.
- (3) 60,000 Common Shares are held indirectly through G.P. Isenor Company Limited, a company owned and controlled by Greg Isenor.
- (4) Rustle Woods Capital Inc. is an entity controlled by Mr. Mark McMurdie.
- (5) Principals of the Company are required under NP 46-201 not to transfer or otherwise dispose of securities of the Company that are subject to escrow for a period of 36 months starting from the date the Common Shares are listed for trading on a stock exchange in Canada, subject to the automatic timed releases which would apply to such securities, as further discussed below.

At the time of the Listing, the Company anticipates that it will be classified as an "emerging issuer" (as defined under NP 46-201). Based on the escrow classification of the Company as an emerging issuer, Principals of the Company are required under NP 46-201 not to transfer or otherwise dispose of securities of the Company that are subject to escrow for a period of 36 months starting from the Listing Date, subject to the following automatic timed releases which would apply to such securities:

On the Listing Date	1/10 of the Escrow Securities
6 months after the Listing Date	1/6 of the remaining Escrow Securities
12 months after the Listing Date	1/5 of the remaining Escrow Securities
18 months after the Listing Date	1/4 of the remaining Escrow Securities
24 months after the Listing Date	1/3 of the remaining Escrow Securities
30 months after the Listing Date	1/2 of the remaining Escrow Securities
36 months after the Listing Date	The remaining Escrow Securities

Assuming there are no changes to the Escrow Securities initially deposited and no additional Escrow Securities, the release schedule outlined above results in the Escrow Securities being released in equal tranches of 15% after completion of the release on the Listing Date.

If the Company is classified as an "emerging issuer" at the Listing Date and subsequently meets the "established issuer" criteria, that number of Escrow Securities that would have been eligible for release from escrow if the Company had been an "established issuer" on the Listing Date will be immediately released from escrow. The remaining Escrow Securities would be released in accordance with the release provisions for established issuers, with all Escrow Securities being released 18 months after the Listing Date. The release provisions under NP 46-201 pertaining to "established issuers" provide that 25% of each Principal's Escrow Securities are released on the Listing Date, with an additional 25% being released in equal tranches at six-month intervals over 18 months.

In accordance with applicable securities rules, the holders of the Escrow Securities (the "**Escrowed Holders**") will execute an escrow agreement with the Company and the Escrow Agent prior to Listing and substantially in the form of Form 46-201F1 (the "**Escrow Agreement**") in respect of an aggregate of 3,980,000 Common Shares.

Pursuant to the Escrow Agreement, the Escrow Securities may be transferred within escrow to an individual who is a director or senior officer of the Company or of a material operating subsidiary of the Company, subject to the approval of the Board, a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Company's issued and outstanding securities, or a person or company that after the proposed transfer will hold more than 10% of the voting rights attached to the Company's issued and outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Company or of any of its material operating subsidiaries.

Pursuant to the Escrow Agreement, upon the bankruptcy of an Escrowed Holder, such holder's Escrow Securities may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such Escrow Securities. Upon the death of an Escrowed Holder, all Escrow Securities of the such deceased holder will be released from escrow to such Escrowed Holder's legal representative.

PRINCIPAL SECURITY HOLDERS

To the knowledge of the directors and senior officers of the Company, as of the date of this Prospectus the only person who beneficially owns, directly or indirectly, or exercises control or direction over, 10% or more of the issued Common Shares is as follows:

Name of Shareholder	Number of Shares Presently Owned	Percentage of Common Shares as of the date of this Prospectus
Greg Isenor	2,585,000 ⁽¹⁾	16.6%

Note:

(1) 60,000 Common Shares are held indirectly through G.P. Isenor Company Limited, a company owned and controlled by Greg Isenor.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation, and Security Holdings

The following table provides the names, municipalities of residence, position, principal occupations and the number of voting securities of the Company that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and Municipality of Residence and Position with the Company	Director/Officer Since	Principal Occupation for the Past Five Years ⁽¹⁾	Number and Percentage of Common Shares Beneficially Owned or Controlled, Directly or Indirectly ⁽²⁾
Greg Isenor ⁽⁴⁾ Bedford, Nova Scotia, Canada President, Chief Executive Officer and Director	March 9, 2020	President, Chief Executive Officer and Corporate Secretary of Alma Gold Inc. since February 2021.	2,585,000 (16.6%)
Mark McMurdie ⁽⁵⁾ Amherstburg, Ontario, Canada Chief Financial Officer and Director	March 9, 2020	Chief Financial Officer of Carolina Rush Corporation since June 2006 and Chief Financial Officer of Sylla Gold Corp. since May 2022.	1,395,000 (9.0%)
Paul Ténrière ⁽³⁾ Rothesay, New Brunswick, Canada Vice President, Exploration and Director	September 30, 2022	Vice President, Exploration of TRU Precious Metals Corp. since October 2022, a director of Alma Gold Inc. since December 2021, CEO of Metallica Metals Corp between July 2019 and December 2021, President of Metallica Metals Corp. between December 2021 and October 2022, and director of Metallica Metals Corp. between July 2019 and June 2023.	5,000 (0.03%)
Norman Stacey ⁽³⁾⁽⁶⁾ Auckland, New Zealand Director	September 30, 2022	Retired Professional Geologist, financial advisor, and investment strategist. Mr. Stacey retired in 2020.	40,000 (0.26%)

Name and Municipality of Residence and Position with the Company	Director/Officer Since	Principal Occupation for the Past Five Years ⁽¹⁾	Number and Percentage of Common Shares Beneficially Owned or Controlled, Directly or Indirectly ⁽²⁾
Alvin Jackson ⁽³⁾ Vancouver, British Columbia, Canada Director	January 27, 2023	Director and Vice President of Exploration and Development of Freegold Ventures Limited since February 2011 and a director of Canasil Resources Inc. since June 2003.	nil

Notes:

- (1) For a full description of the principal occupations of each officer and director of the Company over the past five years see the section entitled "Biographies" below.
- (2) Percentage is based on 15,568,060 Common Shares issued and outstanding as of the date of this Prospectus.
- (3) Member of the audit committee, of which Norman Stacey is the Chair.
- (4) 60,000 Common Shares are held indirectly through G.P. Isenor Company Limited., a company owned and controlled by Mr. Isenor.
- (5) 1,395,000 Common Shares are held indirectly through Rustle Woods Capital Inc., a company controlled by Mr. McMurdie.
- (6) 40,000 Common Shares are held indirectly through Diversified Investment Management Services Limited., a company owned and controlled by Mr. Stacey.

The term of office of the directors expires annually at the time of the Company's next annual meeting. As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 4,025,000 Common Shares representing 25.9% of the Common Shares issued and outstanding as at the date of this Prospectus.

None of the directors or officers of the Company have entered into non-competition or confidentiality agreements with the Company.

Biographies

The following is a brief description of each of the directors and executive officers of the Company, including their names, positions and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date hereof, experience in the Company's industry and the amount of time intended to be devoted to the affairs of the Company:

Greg Isenor – President, Chief Executive Officer and Director (age: 75)

Mr. Isenor holds a B.Sc. Geology, (1970) from Acadia University and is a member of the Association of Professional Geologists of Nova Scotia. Mr. Isenor is President, Chief Executive Officer and Corporate Secretary of Alma Gold Inc., a mineral resources company, since February 2021, a director of Roscan Gold Corporation, a mineral resources company, since 2017 and a director of Sylla Gold Corp., a mineral resources company, since November 2021. Prior thereto, Mr. Isenor was President, Chief Executive Officer and Director of Merrex Gold Inc., a mineral resource company, from 2005 to 2017, when Merrex Gold Inc. was taken over by Iamgold Corporation, President, Chief Executive Officer and Director of Jilbey Gold Exploration Ltd., a mineral resource company, from 2003 to 2005 when Jilbey Gold Exploration Ltd. was acquired by High River Gold Mines Limited. During his over 50 years of business experience, including his experience as the chief executive officer of other publicly-traded companies, he has become familiar with public company financial statements and the accounting principles and the estimates and accruals which are used in their preparation. He is also aware of good general business practices and internal control and accounting procedures.

As President and Chief Executive Officer of the Company, Mr. Isenor will dedicate approximately 40% of his time to the affairs of the Company. Mr. Isenor is an independent contractor.

Mark McMurdie – Chief Financial Officer and Director (age: 63)

Mr. McMurdie has over 30 years of experience in providing accounting and financial services to various public and private companies. Ms. McMurdie is the Chief Financial Officer of Carolina Rush Corporation, a mineral resources company, since June 2006, the Chief Financial Officer of Sylla Gold Corp., a mineral resources company, since May

2022. Mr. McMurdie was the Chief Financial Officer of Roscan Gold Corporation, a mineral resources company, from January 2005 until April 2021. Over his career, Mr. McMurdie has acquired valuable experience in several sectors including mining, franchising, oil and gas, merchant banking, distribution, and real estate. Mr. McMurdie has specific experience in working with mining and exploration companies, which includes the leadership and development of a corporation's accounting and finance functions, strategic planning, restructurings, as well as liaising with shareholders, members of the board of directors, securities regulators, and financial institutions.

As Chief Financial Officer of the Company, Mr. McMurdie will dedicate approximately 30% of his time to the affairs of the Company. Mr. McMurdie is an independent contractor.

Paul Ténrière – Vice President, Exploration, and Director (age: 47)

Mr. Ténrière has a Bachelor of Science (Honours) in Earth Sciences and Master of Science (Geology). Mr. Ténrière has worked in the capital markets and corporate finance industry for nearly 10 years and as a Professional Geologist for over 20 years. Mr. Ténrière is the Vice President, Exploration, of TRU Precious Metals Corp., a mineral resources company, since October 2022 and a director of Alma Gold Inc., a mineral resources company, since December 2021. Mr. Ténrière was the Chief Executive Officer of Metallica Metals Corp., a mineral resources company, between July 2019 and December 2021, President of Metallica Metals Corp. between December 2021 and October 2022, and director of Metallica Metals Corp. between July 2019 and June 2023, the Chief Executive Officer of Highlander Silver Corp., a mineral resources company, from June 2020 until September 2021, a director and interim CEO of Monarca Minerals Inc., a mineral resources company, from April 2019 until November 2022 and the President and Chief Executive Officer of Major Precious Metals Corp., a mineral resources company, from March 2019 until March 2022. Mr. Ténrière was a Senior Listings Manager and Mining Expert at the Toronto Stock Exchange and the TSX Venture Exchange from 2014 to 2018 and reviewed NI 43-101 technical reports, annual and quarterly financial statements, and other corporate finance documents to determine a company's eligibility for stock exchange listings and whether they met continued listing requirements. In addition, Mr. Ténrière is an officer and/or director of several mining companies and reviews financial statements as a member of the board or audit committee.

As Vice President, Exploration, of the Company, Mr. Ténrière will dedicate approximately 50% of his time to the affairs of the Company. Mr. Ténrière is an independent contractor.

Norman Stacey – Director (age: 68).

Mr. Stacey is a retired Professional Geologist, financial advisor, and investment strategist based in Auckland, New Zealand with over 30 years of experience in the mining industry and financial markets. Mr. Stacey holds credentials in Science, Economics & Finance and is a member of the Institute of Directors and on the NZ Financial Services Providers Register. Mr. Stacey is the founder of Diversified Investment Management Services Ltd., a financial advisory firm, which was founded in 1998 and is a director of several private New Zealand-based companies

Alvin Jackson – Director (age: 75).

Mr. Jackson has over 40 years of worldwide experience in mineral exploration and development. During his career, he has been directly involved with the exploration drilling and pre-feasibility studies on two major gold deposits (Detour Lake, Ontario and Golden Cross in New Zealand) and one porphyry copper deposit (Huckleberry, British Columbia), all of which subsequently became producers. His experience includes working as an Exploration Manager for Cyprus Minerals Canada, a mineral resource company, from 1989 to 1992 and serving as President and CEO/COO of Eurozinc Mining Corp. ("**Eurozinc**"), a mining company, between 1999 to 2005, where he directed Eurozinc in its acquisition of the Aljustrel and Neves Corvo zinc and copper mines in Portugal. Eurozinc subsequently grew to a market cap of over \$1.5 billion before merging with Lundin Mining. Currently, Mr. Jackson serves as a director and Vice President, Exploration and Development, of Freegold Ventures Limited, a mineral resource company, since February 2011 and as a director of Canasil Resources Inc., a mineral resource company, since June 2003.

Reporting Issuer Experience

The following table sets out the directors, officers and promoters of the Company that are, or have been within the last five years, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Period
Greg Isenor	Sylla Gold Corp.	TSXV	Director	April 2021 to Present
	Alma Gold Inc.	CSE	Director	February 2021 to Present
	Roscan Gold Corporation	TSXV	Director and Officer	March 2017 to Present
	Desert Gold Ventures Inc.	TSXV	Director	December 2018 to January 2020
Mark McMurdie	Roscan Gold Corporation	TSXV	Officer	January 2005 to April 2021
	Carolina Rush Corporation	TSXV	Officer	June 2006 to Present
	Sylla Gold Corp.	TSXV	Officer	May 2022 to Present
Paul T�ni�re	Highlander Silver Corp.	CSE	Officer	June 2020 to September 2021
	TRU Precious Metals Corp.	TSXV	Officer	October 2022 to Present
	Monarca Minerals Inc.	TSXV	Officer	April 2019 to November 2022
	Major Precious Metals Corp.	n/a	Officer	March 2019 to March 2022
	Alma Gold Inc.	CSE	Director	December 2021 to Present
	Metallica Metals Corp.	CSE	Director	July 2019 to June 2023
Alvin Jackson	Freegold Ventures Limited	TSX	Officer	February 2011 to Present.
	Canasil Resources Inc.	TSXV	Director	June 2003 to Present
	Coro Mining Corp.	TSX	Director	August 2005 to February 2016
	International Samuel Exploration Corp.	TSXV	Director	January 2018 to July 2019
	Copaur Minerals Inc.	TSXV	Director	January 2018 to August 2022
	Finlay Minerals Ltd.	TSXV	Director	May 2019 to Present

Corporate Cease Trade Orders or Bankruptcies

Except as described below, no director or executive officer of the Company is, as at the date of this Prospectus, or was within ten years before the date hereof, a director, CEO or CFO of any company, including the Company, that:

- (a) was subject to a cease trade order, an order similar to cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, CEO or CFO; or
- (b) was subject to a cease trade order, an order similar to cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO.

Penalties or Sanctions

No director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement with a regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

Bankruptcies

No director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is, as at the date of this Prospectus, or has been within the ten years before the date hereof, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his or her interest and abstain from voting on such matter.

To the best of the Company's knowledge, and other than as disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. Some of the directors and officers of the Company are directors and officers of other companies, some of which are in the same business as the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligations to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

EXECUTIVE COMPENSATION

Prior to obtaining a receipt for this Prospectus from securities regulatory authorities in the Qualifying Jurisdictions, the Company was not a reporting issuer in any jurisdiction. As a result, certain information required by Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* ("**Form 51-102F6V**") has been omitted pursuant to section 1.3(8) of Form 51-102F6V.

Securities legislation requires the disclosure of the compensation received by each Named Executive Officer of the Company. "Named Executive Officer" is defined by securities legislation to mean: (i) the CEO; (ii) the CFO; (iii) the most highly compensated executive officer of the Company, including any of its subsidiaries, other than the CEO and

CFO, at the end of the most recently completed financial year whose total compensation was, individually more than \$150,000 for that financial year; and (iv) each individual who would be a "Named Executive Officer" under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in similar capacity, at the end of the most recently completed financial year.

As of the date of this Prospectus, the Company has the following Named Executive Officers (collectively, the "Named Executive Officers" or "NEOs"):

- Greg Isenor, President, Chief Executive Officer and Director; and
- Mark McMurdie, Chief Financial Officer and Director.

The following table (presented in accordance with Form 51-102F6V), is a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the directors and NEOs during the two most completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year End March 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Greg Isenor President, Chief Executive Officer and Director	2023	nil	nil	nil	nil	nil	nil
	2022	nil	nil	nil	nil	nil	nil
Mark McMurdie ⁽¹⁾ Chief Financial Officer and Director	2023	30,000	nil	nil	nil	nil	30,000
	2022	nil	nil	nil	nil	nil	nil
Paul Ténrière ⁽²⁾ Vice-President, Exploration and Director	2023	18,000	nil	nil	nil	nil	18,000
	2022	nil	nil	nil	nil	nil	nil
Norman Stacey ⁽³⁾ Independent Director	2023	10,000	nil	nil	nil	nil	10,000
	2022	nil	nil	nil	nil	nil	nil
Alvin Jackson ⁽⁴⁾ Independent Director	2023	nil	nil	nil	nil	nil	nil
	2022	nil	nil	nil	nil	nil	nil
Chris Irwin ⁽⁴⁾⁽⁵⁾ Former Director	2023	nil	nil	nil	nil	nil	nil
	2022	nil	nil	nil	nil	nil	nil

Notes:

- (1) For the year ended March 31, 2023, the Company paid consulting fees of \$30,000 to Rustle Woods Capital Inc., a corporation controlled by the Company's Chief Financial Officer, Mr. Mark McMurdie, for accounting services. On March 31, 2023, the Company paid these consulting fees by issuing 120,000 Common Shares.
- (2) For the year ended March 31, 2023, the Company paid consulting fees of \$18,000 to the Company's Vice-President of Exploration, Mr. Paul Teniere for technical advisory services. Mr. Teniere was appointed as a director of the Company on September 30, 2022.
- (3) For the year ended March 31, 2023, the Company paid consulting fees of \$10,000 to Diversified Investment Management Services Ltd., a company controlled by Mr. Stacey for corporate advisory services. On March 31, 2023, the Company paid these consulting fees by issuing 40,000 Common Shares.
- (4) Mr. Chris Irwin resigned as a director of the Company on January 27, 2023. Mr. Alvin Jackson was appointed a director in his stead.
- (5) During the financial years ended March 31, 2022 and March 31, 2023, Irwin Lowy LLP, a limited liability partnership of which Mr. Irwin is a partner, provided legal services to the Company in the amount of \$9,140 and \$28,835, respectively. On March 31, 2023, the Company settled an aggregate amount of \$66,375 owed to Irwin Lowy LLP by the Company for an aggregate number of 265,500 Common Shares.

External Management Companies.

The Company has not entered into any agreement with any external management company that employs or retains one or more of the NEOs or Directors and, other than as disclosed below, the Company has not entered into any understanding, arrangement or agreement with any external management company to provide executive management services to the Company, directly or indirectly, in respect of which any compensation was paid by the Company.

Stock Options and Other Compensation Securities

The Company has not issued any Options to the directors or NEOs of the Company.

Option Plans and Other Incentive Plans

The Company adopted the Option Plan on September 30, 2022. The purpose of the Option Plan is to attract and motivate directors, officers and employees of and consultants to the Company and its subsidiaries and thereby advance the Company's interests by affording such persons with an opportunity to acquire an equity interest in the Company through the stock options. The principal terms of the Option Plan are described above under "*Options to Purchase Securities*".

The Option Plan does not require shareholder approval until such time as the Company seeks to materially amend the Option Plan, including the number of Options available under the Option Plan.

Employment, Consulting and Management Agreements

The Company does not have any contracts, agreements, plans or arrangements that provides for payments to a director or NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's responsibilities.

Compensation Discussion and Analysis

At its present stage of development, the Company does not have a compensation committee or a formal compensation policy and the Company relies solely on the Board to determine the compensation of its Named Executive Officer and directors. In determining compensation, the Board does not have any formal objectives, criteria and analysis and primarily relies on industry standards and the discussions and determinations of the Board.

With a view to minimizing its cash expenditures not directed at the exploration of the Otago Project, prior to the date of this Prospectus, the Named Executive Officers have not received cash compensation, however, accrued fees have been settled through the issue of Common Shares. The type and amount of future compensation to be paid to NEOs has not been determined and the Board has not considered the implications of the risks associated with the compensation policies and practices. The Company expects that over the next 12 months it will compensate its NEOs through the grant of Options under the Option Plan. Any future cash compensation to the NEOs will be dependent on the Company being able to secure additional financing through the issue of securities of the Company.

The Company does not currently intend to pay cash compensation, for the foreseeable future, to any member of the Board for services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts. The Board intends to compensate directors primarily through the grant of Options under the Option Plan and reimbursement of expenses incurred by such persons acting as directors of the Company.

Neither NEOs nor directors are permitted to purchase financial instruments that are designed to hedge or offset a decrease in the market value of equity securities offered as compensation.

As of the date of this Prospectus, the Board has not established any benchmark or performance goals to be achieved or met by Named Executive Officers; however, such Named Executive Officers are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Company. The satisfactory discharge of such duties is subject to ongoing monitoring by the Company's directors.

Pension Disclosure

The Company does not have any pension or retirement plan which is applicable to the NEOs or directors. The Company has not provided compensation, monetary or otherwise, to any person who now or previously has acted as a NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company.

Securities Authorized for Issue under Equity Compensation Plans at March 31, 2023.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price or outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a))
Equity compensation plans approved by securityholders	1,556,806	N/A	1,556,806,
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	1,556,806	N/A	1,556,806

Management Contracts

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

Other than as disclosed herein and other than routine indebtedness, as that term is defined in paragraph 10.3(c) of Form 51-102F5 – *Information Circular* ("**Form 51-102F5**"), no directors, executive officers and employees and no former directors, executive officers and employees of the Company are or were indebted to the Company in connection with a purchase of securities and all other indebtedness as at the date of this Prospectus.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

Other than as disclosed herein, or other than routine indebtedness, as that term is defined in paragraph 10.3(c) of Form 51-102F5, no directors or executive officers of the Company, and associates of such directors or executive officers are or were indebted to the Company as at the date of this Prospectus.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The audit committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52-110F2 requires that certain information regarding the audit committee of a "venture issuer" (as that term is defined in NI 52-110) be disclosed. The Company is a "venture issuer" for the purposes of NI 52-110.

Audit Committee Charter

The text of the audit committee's charter is attached as schedule C to this Prospectus.

Composition of Audit Committee

The members of the audit committee are: Norman Stacey (Chair), Alvin Jackson and Paul Ténrière, each of whom is financially literate. Messrs. Stacey and Jackson are independent in accordance with NI 52-110, and Mr. Ténrière is not considered to be independent.

Relevant Education and Experience

Each member of the Company's audit committee has adequate education and experience that is relevant to his or her performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting. See the section entitled "*Directors and Executive Officers*" in this Prospectus for further details.

For a summary of the experience and education of the Audit Committee members see the section entitled "*Directors and Executive Officers*" in this Prospectus.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year ended March 31, 2023 was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The audit committee is authorized by the Board to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The audit committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the audit committee deems is necessary, and the Chairman will notify the other members of the audit committee of such non-audit or additional work and the reasons for such non-audit work for the audit committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

For its services in connection with the audit of the year ended March 31, 2023 and in connection with the preparation of this Prospectus, the Company expects to pay Jones & O'Connell LLP, Chartered Professional Accountants, the Company's external auditor, approximately \$26,000.

Reliance on Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit);
2. the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*) of NI 52-110 (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a circumstance arises that affects the business or operations of the Company and a reasonable person would conclude that the circumstance can be best addressed by a member of the Audit Committee becoming an executive officer or employee of the Company);
3. the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if an Audit Committee member becomes a control person of the Company or of an affiliate of the Company for reasons outside the member's reasonable control);
4. the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a vacancy on the Audit Committee arises as a result of the death, incapacity or resignation of an Audit Committee member and the Board was required to fill the vacancy); or
5. an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

The Company is a "venture issuer" for the purposes of NI 52-110. Accordingly, the Company is relying upon the exemption in section 6.1 of NI 52-110 providing that the Company is exempt from the application of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE

General

The Company believes that adopting and maintaining appropriate governance practices is fundamental to a well-run company, to the execution of its chosen strategies and to its successful business and financial performance. NI 58-101 and NP 58-201 (collectively the "**Governance Guidelines**") of the Canadian Securities Administrators set out a list of non-binding corporate governance guidelines that issuers are encouraged to follow in developing their own corporate governance guidelines. In certain cases, the Company's practices comply with the Governance Guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through meetings of the Board. NI 52-110 provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the

Board, be reasonably expected to interfere with the exercise of a director's independent judgment. In addition, under NI 52-110, an individual who is, or has been within the last three years, an employee or executive officer of an issuer, is deemed to have a "material relationship" with the issuer. The Board is comprised of five directors: Greg Isenor, Mark McMurdie, Paul Ténrière, Alvin Jackson and Norman Stacey of whom Alvin Jackson and Norman Stacey are considered to be independent within the meaning of NI52-110.

As the size of the Board is small, the Board has no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Company.

Directorships

Currently, the following directors and officers are also directors of the following reporting issuers:

Name	Position with the Company	Directorships with other Reporting Issuers
Greg Isenor	President, Chief Executive Officer and Director	Alma Gold Inc. and Roscan Gold Corporation
Paul Ténrière	Vice President, Exploration and Director	Alma Gold Inc.
Alvin Jackson	Director	Freegold Ventures Limited, Finlay Minerals Ltd., and Canasil Resources Inc.

Orientation and Continuing Education

The Company has not yet developed an official orientation or training program for new directors. As required, new directors will have the opportunity to become familiar with the Company by meeting with the other directors and with officers and employees. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board. In addition, management of the Company makes itself available for discussion with all Board members.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board is responsible for determining compensation for the directors of the Company to ensure it reflects the responsibilities and risks of being a director of a public company.

Other Board Committees

The Board has no committees, other than the audit committee.

Assessments

Due to the minimal size of the Board, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

PLAN OF DISTRIBUTION

This Prospectus is being filed in the provinces of Ontario and British Columbia to qualify the Company as a reporting issuer in the provinces of Ontario and British Columbia. There is no distribution or offering being made pursuant to this Prospectus.

The CSE has conditionally approved the Listing. Listing is subject to the Company fulfilling all of the listing requirements of the CSE.

RISK FACTORS

General

The Company is in the business of exploring and if warranted, developing mineral properties, which is a highly speculative endeavor. A purchase of any of the securities offered hereunder involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities offered hereunder should not constitute a significant portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective investors should evaluate carefully the following risk factors associated with an investment in the Company's securities prior to purchasing any of the securities offered hereunder.

Limited Operating History

The Company is a mineral exploration company and has no operations or revenue. The Company's business is a highly speculative endeavor. There can be no assurance that the Company will be successful in ever developing a commercially viable mine at the Otago Project or ever achieving profitable operations. The Company has a limited operating history from which its business and prospects can be evaluated, and forecasts of any potential growth of the business of the Company are difficult to evaluate. The Company's prospects must be considered in light of the risks, expenses and difficulties frequently encountered by single asset companies in the early stages of exploration, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues.

No History of Earnings

The Company has no history of earnings and the Otago Project has no operating history upon which to base estimates of future cash flows. There are no known mineral resources or mineral reserves on the Otago Project and there can be no assurance that the Company will ever discover any economic quantities of mineral reserves. The current state of the Otago Project requires significant additional expenditures before any cash flow may be generated. There is no assurance that the Company will be successful in achieving a return on investment and the likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. In particular, it is possible that actual costs and

future economic returns may differ materially from the Company's estimates. There can be no assurance that the underlying assumed levels of expenses for the Otago Project will prove to be accurate. Further, it is not unusual in the mining industry for new mining operations to experience unexpected problems during start-up, resulting in delays and requiring more capital than anticipated. There can be no assurance that the Otago Project or any exploration projects the Company may acquire in the future will move beyond the exploration stage and be put into production, achieve commercial production or that the Company will produce revenue, operate profitably or provide a return on investment in the future. Mineral exploration involves considerable financial and technical risk. There can be no assurance that the funds required for exploration and future development can be obtained on a timely basis. There can be no assurance that the Company will not suffer significant losses in the near future or that the Company will ever be profitable.

Dilution

Common Shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into Common Shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine. In addition, the Company will issue additional Common Shares from time to time pursuant to the options to purchase Common Shares issued from time to time by the Board. The issuance of these Common Shares will result in dilution to holders of Common Shares.

Speculative Nature of Mineral Exploration

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

Acquisition of Additional Mineral Properties

As at the date of this Prospectus, the Company's only mineral property interest is in the Otago Project, and its current business activities are focused on the exploration and development of the Otago Project, which has no current mineral resource or mineral reserve estimate. The exploration and development of the Otago Project will require the commitment of substantial financial resources for capital expenditures and operating expenses, which may increase in subsequent years as needed, and for consultants, personnel and equipment associated with additional exploration and development of such a property. As a result, the Company's success will be dependent to a significant degree on the successful exploration and development of the Otago Project and any adverse changes, results or developments in respect of the Otago Project could have a material adverse effect on the Company's business, financial condition and prospects as a whole. If the Company abandons the exploration and development of the Otago Project, there is no assurance that it will be able to acquire another mineral property of merit.

Commercial Ore Deposits

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

Uninsurable Risks

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

Permits and Government Regulations

The future operations of the Company may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety, and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Otago Project.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may 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. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, 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. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health, and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

Environmental Protection

New Zealand's principal environmental protection law is the Resource Management Act 1991 (the "**RMA**"). Territorial authorities and regional councils have primary responsibility for administering the RMA. The Company's use of land, water, and air in the course of its mining operations must be permitted by a rule in a district or regional plan or sanctioned under resource consents. Consents are granted subject to various conditions such as the requirement to lodge an environmental bond; conditions to avoid, remedy, or mitigate significant adverse effects on the environment; and monitoring and periodic reporting on environmental effects. Failure to comply with the conditions of consent may lead to payment of fines, prosecution, and in most severe cases, the cancellation of the consent. The Company holds resource consents relating to its New Zealand operations, which are periodically varied and extended by application to the relevant local authorities. Its operations are monitored and have a history of general compliance.

Anti-Corruption Laws

The Company is subject to anti-corruption laws under the Canadian Corruption of Foreign Public Officials Act and the U.S. Foreign Corrupt Practices Act, which generally prohibit companies from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business. In addition, the Company may also be subject to the extra-territorial provisions of the Bribery Act 2010 (United Kingdom) which, in certain circumstances, can apply to offences committed outside of the United Kingdom by foreign companies. Corruption, extortion, bribery, pay-offs, theft and other fraudulent practices may occur from time-to-time in New Zealand or in any other jurisdiction in which the Company may conduct business, and the Company cannot assure you that its employees or other agents will not engage in such prohibited conduct for which the Company may be held responsible. If the Company's employees or other agents are found to have engaged in such practices, the Company could suffer

severe penalties and other consequences that may have a material adverse effect on its business, financial condition and results of operations. The Company, in spite of its best efforts, may not always be able to prevent or detect corrupt or unethical practices by employees or third parties, such as subcontractors or joint venture partners, which may result in reputational damage, civil and/or criminal liability (under the Corruption of Foreign Public Officials Act, the U.S. Foreign Corrupt Practices Act or any other relevant compliance, anti-bribery, anti-corruption and anti-money laundering) being imposed on the Company.

Community Groups

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations, who oppose resource development can be vocal critics of the mining industry. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Requirement for Permits and Licenses

The Company will be applying for all necessary licenses and permits under applicable laws and regulations to carry on the exploration activities which it is currently planning in respect of the Otago Project, and the Company believes it will comply in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to changes in regulations and in various operational circumstances. A substantial number of additional permits and licenses will be required should the Company proceed beyond exploration. The duration and success of the Company's efforts to obtain and renew licenses or permits are contingent upon many variables not within the Company's control, including the interpretation of applicable requirements implemented by the licensing authority. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability. There can be no guarantee that the Company will be able to obtain all required licenses and permits.

Human Rights Laws

Various international and national laws, codes, resolutions, conventions, guidelines and other materials relate to human rights. Many of these materials impose obligations on government and companies to respect human rights. Some mandate that government consult with communities surrounding a company's projects regarding government actions that may affect local stakeholders, including actions to approve or grant mining rights or permits. The obligations of government and private parties under the various international and national materials pertaining to human rights continue to evolve and be defined. One or more groups of people may oppose the Company's current and future operations or further development or new development of its projects or operations. Such opposition may be directed through legal or administrative proceedings or expressed in manifestations such as protests, roadblocks or other forms of public expression against the Company's activities, and may have a negative impact on the Company's reputation. Opposition by such groups to the Company's operations may require modification of, or preclude operation or development of, its projects or may require it to enter into agreements with such groups or local governments with respect to its projects, in some cases causing considerable delays to the advancement of the projects.

Key Person Insurance

The Company does not maintain key person insurance on any of its directors or officers, and as result, the Company would bear the full loss and expense of hiring and replacing any director or officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Company from such loss of any director or officer.

Mineral Titles

The Company is satisfied that evidence of title to the Otago Gold Properties is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Otago Gold Properties. The Company may face challenges to the title the Otago Gold Properties or subsequent properties it may acquire, which may prove to be costly to defend or could impair the advancement of the Company's business plan.

The Company's interest in the Smylers Gold Properties is by way of the Hyde-Smylers Option Agreement only, and the Company does not own any interest in the Smylers Gold Properties. Rather, the Company has the right to acquire an interest in the Smylers Gold Properties. Should the Company not comply with its obligations under the Hyde-Smylers Option Agreement, the Company's interest in the Smylers Gold Properties may be lost. As at the date of this Prospectus, the Company does not have the necessary funds to complete the Final Hyde-Smylers Expenditures. There is no guarantee the Company will be able to raise sufficient funding in the future to be able to exercise the Hyde-Smylers Option. Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated title to the Smylers Gold Properties and the Company is satisfied with its review of the title to the Smylers Gold Properties, the Company cannot give an assurance that title to the Smylers Gold Properties will not be challenged or impugned. Upon the Company exercising the Hyde-Smylers Option, the Company will earn an 80% interest to the Smylers Gold Properties.

As title insurance is generally not available for mineral properties, the Company does not currently have insurance on the Otago Gold Properties and does not expect to carry title insurance on the Smylers Gold Properties once it has exercised the Hyde-Smylers Option. Accordingly, a successful claim that the Company does not have title to the Otago Project could cause the Company to lose its rights to the Otago Project, perhaps without compensation for its prior expenditures relating to the Smylers Gold Properties.

Surface Rights

The Company does not, and following the exercise of the Hyde-Smylers Option it will not, own the surface rights to the Otago Project. The Company understands that it is necessary, as a practical matter, to negotiate surface access, and the Company will do so. However, there is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on the Otago Project becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

Loss of Interest in Properties

The Company's ability to maintain an interest in the properties owned by the Company by making the required minimum work expenditures on its properties and, in the case of the Smylers Gold Properties, by making the Final Hyde-Smylers Expenditures in order for the Company to acquire a 100% interest in the Smylers Gold Properties, will be dependent on the Company's ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required to keep the Otago Project in good standing and to acquire a 100% interest in the Smylers Gold Properties under the Hyde-Smylers Option Agreement and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the properties transferred to or optioned by the Company.

Fluctuating Mineral Prices

The mining business is subject to mineral price cycles. The marketability of minerals and mineral concentrates is also affected by worldwide economic cycles. Metal prices fluctuate widely and are affected by numerous factors such as global supply, demand, inflation, exchange rates, interest rates, forward selling by producers, production, global or regional political, economic or financial situations and other factors beyond the control of the Company. There can be no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for their sale or that commodity prices will be such that the Otago Project can be mined at a profit if a mineral resource is defined. The value and price of the Common Shares and the Company's financial results may be significantly adversely affected by declines in the prices of commodities such as gold.

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals. Changes in the market prices of gold and other commodities, which in the past have fluctuated widely, will affect the Company's operations. The prices of gold and other commodities are affected by

numerous factors beyond the Company's control, including: the strength of and confidence in the Canadian and U.S. economies and the economies of other industrialized and developing nations; global or regional political or economic conditions or events; the relative strength of and attractiveness the Canadian and U.S. dollars and other currencies; expectations with respect to the rate of inflation; current and expected interest rates and exchange rates; expectations of the future rate of inflation; actual and anticipated purchases and sales of gold by central banks, financial institutions and other large holders, including speculators; industrial demand and demand for products containing gold; investment activity, including speculation, in gold as commodities or as a hedge against currency devaluation; and supply and demand dynamics, including the cost of substitutes, inventory levels and carrying charges.

The Company cannot predict the effect of these factors on commodity prices. A decrease in the market price of gold and other commodities could affect the Company's ability to finance the exploration and development of the Otago Project. The market price of gold and other commodities may not remain at current levels. In particular, an increase in worldwide supply, and consequent downward pressure on prices, may result over the longer term from increased gold production from mines developed or expanded as a result of current metal price levels.

Climate Change

Due to changes in local and global climatic conditions, many analysts and scientists predict an increase in the frequency of extreme weather events such as floods, droughts, forest and brush fires and extreme storms. Such events could materially disrupt the Company's operations, particularly if they affect the Company's sites, impact local infrastructure or threaten the health and safety of the Company's employees and contractors. Any such event could result in material economic harm to the Company. The Company is focused on operating in a manner designed to minimize the environmental impacts of its activities; however, there can be no assurance that efforts to mitigate the risks of climate change will be effective and that the physical risks of climate change will not have an adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Climate change is a top priority for many countries and jurisdictions around the world and governments and regulators continue to implement and develop new rules and regulations to control carbon gas or "green-house" gas emissions attributable to climate change. As part of their efforts to shift to lower-carbon economies, governments have implemented a number of mechanisms including the implementation of taxes on carbon emissions and fuel sales, emissions trading schemes, and fossil fuel extraction fees, all of which are expected to play an ongoing role in global efforts to address climate change. Increased environmental regulation and/or the use of fiscal policy by regulators in response to concerns over climate change and other environmental impacts could have a material adverse effect on the Company's financial condition or results of operations. The cost of compliance with various climate change regulations will ultimately be determined by the regulations themselves and by the markets that evolve for carbon credits and offsets and, as a result, the financial impact, if any, on the Company's operations cannot yet be fully understood.

Litigation

In the ordinary course of its business, the Company and/or its directors may be subject to a variety of regulatory investigations, claims, arbitration and other legal proceedings, with or without merit. Such regulatory investigations, claims, arbitration and other legal proceedings can be lengthy and involve the incurrence of substantial costs and resources by the Company, and the outcome, and the Company's ability to enforce any ruling(s) obtained pursuant to such proceedings, are subject to inherent risk and uncertainty. The Company does not know of any such pending or actual material legal proceedings as of the date of the Prospectus. The Company may carry liability insurance coverage and mitigate risks that can be reasonably estimated; however, there is a risk that insurance may not be adequate to cover all possible risks arising from the Company's operations. The initiation, pursuit and/or outcome of any particular claim, investigation, arbitration or legal proceeding could materially adversely impact the Company's financial position, cash flow, results of operations and reputation.

Competition

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's

ability to hire or maintain experienced and expert personnel or acquire suitable properties or prospects for mineral exploration in the future.

Management

The success of the Company is currently largely dependent on the performance of its directors and officers. While the Company does not foresee any reason why such officers and key employees will not remain with the Company, the loss of the services of any 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 directors, officers or other qualified personnel required to operate its business.

Dependence on Outside Contractors

It is common for certain aspects of mining operations, such as drilling, blasting and underground development, to be conducted by outside contractors. Accordingly, the Company will remain highly dependent upon contractors and third parties in the performance of its exploration and development activities. There can be no assurances that such contractors and third parties will be available to carry out such activities on behalf of the Company on commercially acceptable terms or at all. In addition, the Company will be subject to a number of related risks, including: reduced control over the aspects of the tasks that are the responsibility of the contractors; failure of the contractors to perform under their agreements with the Company; inability to replace the contractors if their contracts are terminated; interruption of services in the event that the contractors cease operations due to insolvency or other unforeseen events; failure of the contractors to comply with applicable legal and regulatory requirements; and failure of the contractors to properly manage their workforce resulting in labour unrest or other employment issues.

Financing Risks

The Company has no history of significant earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its securities. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the properties owned by the Company. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of the property owned by the Company, there is no assurance that any such funds will be available. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Negative Cash Flows from Operations

Since incorporation the Company sustained net losses from operations and had negative cash flow from operating activities. The Company continues to have negative operating cash flow. It is highly likely the Company may have negative cash flow in any future period and as a result, the Company will need to use available cash, including proceeds to fund any such negative cash flow.

Resale of Common Shares

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Common Shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many 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. It may be anticipated that any quoted market for the

Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial purchase price.

Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the OBCA. Some of the directors and officers of the Company are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Company and their duties to the other companies on whose boards they serve, the directors and officers of the Company have agreed to the following:

- Participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;
- No commissions or other extraordinary consideration will be paid to such directors and officers; and business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Company except on the same or better terms than the basis on which they are offered to third party participants.

Pandemic Risks, the Russian War in Ukraine, Inflation and Other Events

The COVID-19 pandemic, the Russian war in Ukraine, inflation and other factors continue to impact global markets and cause general economic uncertainty, the impact of which may have a significant adverse effect on the Company's operations, business and financial condition.

The Company faces risks related to pandemics and epidemics, including but not limited to in respect of COVID-19, which could significantly disrupt the Company's operations and may materially and adversely affect its business, operations, and financial condition. The full extent to which any pandemics may impact the Company's business, including its operations and the market for its securities, will depend on numerous highly uncertain factors that the Company may not be able to accurately predict or assess, including, but not limited to, the duration and severity of any pandemics, the availability of approved vaccines and remedial medications, the timing for completion of related distribution programs around the globe, and the governmental, business and individual actions taken in response to any pandemics.

Global financial markets experienced a period of correction and increased volatility during the COVID-19 pandemic and the conflict between the Russian Federation and Ukraine, which began in March 2020 and February 2022, respectively, and are ongoing as of the date of this Prospectus. As these global events evolve, there is no guarantee that credit market conditions will not worsen. A general risk-adverse approach to investing, decreases in consumer spending and increases in the unemployment rate and consumer debt levels, which may become more predominant as a result of market turmoil, may limit the Company's ability to obtain future equity financing. Inability to obtain financing at all, or on acceptable terms, may have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Other events may also result in volatility and disruption to global supply chains, operations, mobility of people, patterns of consumption and service, and financial markets, and therefore potentially have a negative impact on the Company's ability to secure financing on favourable terms, or at all, its access to the Otago Project, or its ability to execute its business initiatives, including its field programs. Such events may include catastrophic events, either on a global scale or in the specific jurisdictions where the Company has its projects, and include, but are not limited to, financial crises, such as that which occurred globally in 2008, earthquakes, tsunamis, floods, typhoons, fires, power disruptions, other natural or manmade disasters, terrorist attacks, wars, riots, civil unrest or other conflicts, outbreaks of a public health crises, including epidemics, pandemics or outbreaks of new infectious diseases or viruses, as well as related and attendant events.

Concerns over global economic conditions may also have the effect of heightening many of the other risks described herein, including, but not limited to, risks relating to: fluctuations in the market price of commodities, the terms and availability of financing, supply chain constraints and cost overruns, geopolitical concerns, and changes in law, policies or regulatory requirements.

Increased Expenses as a Result of Being a Public Company

As a public company, the Company will be subject to reporting, corporate governance and other requirements under applicable securities laws and stock exchange rules and policies. Compliance with these requirements will increase legal and financial compliance costs, make some activities more difficult, time consuming or costly, and increase demand on existing systems and resources. Among other things, the Company will be required to file annual, quarterly and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations. The Company may need to hire additional employees to comply with these requirements in the future, which would increase its costs and expenses. Management of the Company expects that being a reporting issuer will make it more expensive to maintain director and officer liability insurance. Accordingly, it may be more difficult for the Company to attract and retain qualified directors and executive officers. As a result of the foregoing, the Company expects a substantial increase in legal, accounting, insurance and certain other expenses in the future, which will negatively impact its financial performance and its profitability, results of operation and financial condition.

Internal Controls

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

Enforcement of Legal Rights

In the event of a dispute arising from the Company's foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of courts in Canada. Similarly, to the extent that the Company's assets are located outside of Canada, investors may have difficulty collecting from the Company any judgments obtained in the Canadian courts and predicated on the civil liability provisions of securities provisions. The Company may also be hindered or prevented from enforcing its rights with respect to a governmental entity or instrumentality because of the doctrine of sovereign immunity.

In addition, certain of the Company's directors do not reside in Canada. As a result, it may be difficult for shareholders resident in Canada or other jurisdictions to enforce judgments obtained against such individuals in Canada.

Tax Issues

Income tax consequences in relation to the Common Shares will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers prior to investing in Common Shares.

Dividends

The Company does not anticipate paying any dividends on the Common Shares in the foreseeable future.

PROMOTER

Greg Isenor, one of the Company's directors and officers, may be considered to be a Promoter of the Company in that he took the initiative in organizing the business of the Company. Mr. Isenor is the registered and beneficial owner of

2,585,000 Common Shares, which represents 16.6% of the Common Shares issued and outstanding as at the date hereof on a fully-diluted basis.

Other than as disclosed above, no person who was a Promoter of the Company:

1. received anything of value directly or indirectly from the Company;
2. sold or otherwise transferred any asset to the Company within the last 2 years;
3. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days while that person was acting in the capacity as director, CEO or CFO;
4. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the person ceased to be a director, CEO or CFO and which resulted from an event that occurred while the person was acting in the capacity as director, CEO or CFO;
5. is at of the date hereof, or was within 10 years before the date hereof, a director or executive officer of any person or company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;
6. has, within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold the assets of the person;
7. has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or
8. has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

LEGAL PROCEEDINGS

Legal Proceedings

The Company is not currently a party to any legal proceedings, nor is the Company currently contemplating any legal proceedings, which are material to its business. Management of the Company is not currently aware of any legal proceedings contemplated against the Company.

Regulatory Actions

Since March 31, 2023, the end of the most recently completed financial year of the Company, management knows of no:

- (a) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority;

- (b) other penalties or sanctions imposed by a court or regulatory body against the Company necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and
- (c) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Save and except for their interest in the subscription for treasury shares, grants of stock options and consulting arrangements as disclosed in "*Executive Compensation*", from March 31, 2023, the end of the most recently completed financial year of the Company, to the date of this Prospectus, none of the following persons or companies has had any material interest, direct or indirect, in any transaction which has materially affected or is reasonably expected to materially affect the Company: (a) any director or executive officer of the Company; (b) any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of the Company's outstanding voting securities; and (c) any associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b). Certain officers and directors of the Company are also officers and directors of other exploration companies. See "*Risk Factors – Conflicts of Interest*".

AUDITORS

The auditors of the Company are Jones & O'Connell LLP, Chartered Professional Accountants, having an address at 43 Church Street, Suite 500, St. Catharine's, Ontario L2R 7A7. Such firm is independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Company is TSX Trust Company at its principal office at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 2H1.

MATERIAL CONTRACTS

As at the date of this Prospectus, the Company has not entered into any material contracts, other than:

1. the Transfer Agent, Registrar and Disbursing Agent Agreement between the Company and the Transfer Agent; and
2. the Hyde-Smylers Option Agreement.

EXPERTS

The following persons or companies whose profession or business gives authority to the report, valuation, statement, or opinion made by the person or company are named in this Prospectus as having prepared or certified a report, valuation, statement, or opinion in this Prospectus:

Jones & O'Connell LLP, Chartered Professional Accountants, auditor of the Company, who prepared the independent auditor's report on the Company's financial statements included in and forming part of this Prospectus, has informed the Company that it is independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

The Technical Report was prepared by the Technical Report Author. The Technical Report Author has no interest in the Company, the Company's securities, or the Otago Project and has not held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of its associates or affiliates when the Technical Report was prepared or thereafter.

OTHER MATERIAL FACTS

There are no material facts about the Company that are not otherwise disclosed in this Prospectus.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the each of the provinces of Ontario and British Columbia purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment, irrespective of the determination at a later date of the purchase price of the securities distributed. The securities legislation further provides a purchaser with remedies for rescission or revision of the purchase price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies rescission, revision of the price, or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

FINANCIAL STATEMENTS

Audited financial statements of the Company for the years ended March 31, 2023 and March 31, 2022 are included in this Prospectus as schedule A.

SCHEDULE A
FINANCIAL STATEMENTS

See attached.

KO GOLD INC.

CONSOLIDATED FINANCIAL STATEMENTS

For the years ended March 31, 2023 and 2022

EXPRESSED IN CANADIAN DOLLARS

Independent Auditor's Report

To the Shareholders of **KO Gold Inc.**

Opinion

We have audited the consolidated financial statements of **KO Gold Inc.** ("the Company"), which comprise the consolidated statements of financial position as at March 31, 2023 and March 31, 2022 and the consolidated statements of operations and comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of **KO Gold Inc.** as at March 31, 2023 and March 31, 2022 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company has incurred a comprehensive loss for the year of \$533,843 (2022 - \$967,625) and had an accumulated deficit of \$1,779,032 (2022 - \$1,246,694). As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

Management is responsible for other information. Other information comprises the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions. Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Independent Auditor's Report

To the Shareholders of KO Gold Inc. (Continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

As a part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as a fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or condition may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities with the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Wayne O'Connell.

Jones & O'Connell LLP

Jones & O'Connell LLP
Chartered Professional Accountants
Licensed Public Accountants
August 15, 2023
St. Catharines, Ontario

KO GOLD INC.**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION***(expressed in Canadian dollars)*

As at	March 31 2023	March 31 2022
ASSETS		
Current		
Cash	\$ 511,240	\$ 11,714
Sales tax receivable	28,436	22,124
Prepaid expenses and deposits	16,368	17,262
	\$ 556,044	\$ 51,100
LIABILITIES		
Current		
Accounts payable and accrued liabilities (note 7)	\$ 143,263	\$ 120,438
EQUITY (DEFICIT)		
Share capital (note 8)	2,149,836	1,003,560
Warrants (note 9)	5,900	171,501
Contributed surplus	35,287	-
Deficit	(1,779,032)	(1,246,694)
Accumulated other comprehensive income	790	2,295
	412,781	(69,338)
	\$ 556,044	\$ 51,100

Nature of operations and going concern (note 1)

Commitments and contingencies (note 11)

Subsequent events (note 16)

Approved by the Board of Directors

"Gregory Isenor"

Director (Signed)

"Mark McMurdie"

Director (Signed)

See accompanying notes.

KO GOLD INC.**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS***(expressed in Canadian dollars)*

For the year ended March 31,	2023	2022
Expenses		
Corporate and administrative (notes 10, 12)	\$ 260,516	\$ 78,494
Exploration and evaluation (notes 11)	271,931	889,364
	(532,447)	(967,858)
Other income (expenses)		
Interest income	109	-
	109	-
Net loss	\$ (532,338)	\$ (967,858)
Other comprehensive Income (loss)		
Foreign currency translation adjustment	(1,505)	233
Comprehensive loss	\$ (533,843)	\$ (967,625)
Basic and diluted income (loss) per share (note 13)	\$ (0.043)	\$ (0.147)
Weighted average number of common shares outstanding:		
Basic and diluted	12,252,904	6,571,096

See accompanying notes.

KO GOLD INC.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(expressed in Canadian dollars)

	Share capital		Warrants	Contributed Surplus	Deficit	Accumulated comprehensive Income (loss)	Total
	Number*	Amount					
Balance, March 31, 2021	5,000,000	\$ 358,476	\$ -	\$ -	\$ (278,836)	\$ 2,062	\$ 81,702
Units issued by private placements (notes 8, 9)	4,100,000	648,499	171,501	-	-	-	820,000
Share issuance costs	-	(3,415)	-	-	-	-	(3,415)
Net loss for the year	-	-	-	-	(967,858)	-	(967,858)
Foreign currency translation adjustment	-	-	-	-	-	233	233
Balance, March 31, 2022	9,100,000	1,003,560	171,501	-	(1,246,694)	2,295	(69,338)
Units issued by private placements (notes 8, 9)	250,000	39,434	10,566	-	-	-	50,000
Shares issued by private placement (note 8)	1,997,000	499,250	-	-	-	-	499,250
Broker/Finder warrants (notes 8, 9)	-	(5,900)	5,900	-	-	-	-
Shares issued for debt (note 8)	605,500	151,375	-	-	-	-	151,375
Share issuance costs	-	(32,163)	-	-	-	-	(32,163)
Exercise of warrants (notes 8, 9)	3,475,000	494,280	(146,780)	-	-	-	347,500
Warrants expired	-	-	(35,287)	35,287	-	-	-
Net loss for the year	-	-	-	-	(532,338)	-	(532,338)
Foreign currency translation adjustment	-	-	-	-	-	(1,505)	(1,505)
Balance, March 31, 2023	15,427,500	\$ 2,149,836	\$ 5,900	\$ 35,287	\$ (1,779,032)	\$ 790	\$ 412,781

*Reflects a subdivision of 5 new shares for each old share (note 1).

See accompanying notes.

KO GOLD INC.**CONSOLIDATED STATEMENTS OF CASH FLOWS***(expressed in Canadian dollars)*

For the year ended March 31,	2023	2022
Operating activities		
Loss for the year	\$ (532,338)	\$ (967,858)
Net changes in non-cash working capital items		
Sales tax receivable	(6,312)	(3,568)
Prepaid expenses and deposits	894	(4,065)
Accounts payable and accrued liabilities	174,200	60,486
	(363,556)	(915,005)
Financing activities		
Proceeds from private placements	549,250	820,000
Proceeds from exercise of warrants	347,500	-
Share issuance costs	(32,163)	(3,415)
	864,587	816,585
Effect of exchange rate changes on cash	(1,505)	233
Net change in cash	499,526	(98,187)
Cash, beginning of year	11,714	109,901
Cash, end of year	\$ 511,240	\$ 11,714
Supplemental disclosure		
Shares issued for debt	\$ 151,375	\$ -

See accompanying notes.

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

1. NATURE OF OPERATIONS AND GOING CONCERN

KO Gold Inc. (the “Company”) is a privately held exploration company involved in the business of acquiring and exploring mineral properties in New Zealand. On May 14, 2021, the Company subdivided its outstanding common shares on the basis of five (5) new common shares for each old common share. All share and per share information in the consolidated financial statements, including references to the number of common shares, warrants, prices of issued shares, exercise prices of warrants, and earnings (loss) per share, have been adjusted to reflect the impact of the share subdivision. The Company was incorporated on March 9, 2020 in the province of Ontario, Canada. The address of the Company’s registered office is 217 Queen Street West, Suite 401, Toronto, Ontario, M5V 0R2.

Going Concern

The business of exploration, development and mining of minerals involves a high degree of risk and there can be no assurances that future exploration activities will result in the discovery of economically recoverable mineral deposits. The success and continuation of the Company as a going concern is dependent upon the Company’s ability to arrange financing, which in part, depends on prevailing market conditions, acquiring or discovering economically viable mineral properties, exploration success, and securing title and beneficial interest in its properties.

Further funds will be required for the Company to continue as a going concern, fulfil its obligations and fund its activities. The Company does not produce revenues from its exploration activities or have a regular source of cash flow. There can be no assurance that the Company will be able to obtain sufficient financing in the future or at favourable terms.

As at March 31, 2023, the Company had working capital of \$412,781 (March 31, 2022 - \$69,338 deficiency), incurred losses for the current year of \$533,843 (2022 - \$967,625), and, had an accumulated deficit of \$1,779,032 (March 31, 2022 - \$1,246,694).

These consolidated financial statements have been prepared using accounting principles applicable to a going concern, which assume that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. However, due to uncertainties surrounding a number of factors, such as, but not limited to, the ability to raise additional funds, ability to acquire mineral properties, exploration results, prices of underlying commodities, investor sentiment and financial market conditions, it is not possible to predict if this assumption will prove to be accurate. These factors indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern.

These financial statements do not include the necessary adjustments to reflect the recoverability and classification of recorded assets and liabilities and related expenses that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PREPARATION

Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the IFRS Interpretations Committee (“IFRIC”).

These consolidated financial statements for the year ended March 31, 2023 were approved and authorized for issue by the Company’s board of directors on August 15, 2023.

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

BASIS OF PRESENTATION (continued)

Basis of Consolidation and Presentation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary: KO Gold NZ Limited ("KONZ"), a New Zealand company. All significant inter-company transactions and balances have been eliminated upon consolidation.

These consolidated financial statements are prepared on the historical cost basis, except for financial instruments classified as fair value through profit and loss. These consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. The functional currency of KONZ is the New Zealand dollar.

3. ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires the Company's management to make certain estimates and judgements that they consider reasonable and realistic. These estimates and judgements are based on historical experience, future expectations, economic conditions and other factors. Despite regular reviews, changes in circumstances and assumptions may result in changes in these estimates and judgements, which could materially impact the reported amount of the Company's assets, liabilities, equity or earnings. By their nature, estimates and judgements are subject to measurement uncertainty and actual results could vary from estimates.

Significant estimates relate to:

- Warrant valuation;
- Measurement of shares issued to settle debt;
- recognition of deferred tax assets and liabilities; and,
- establishment of provisions.

Significant judgements relate to:

- ability to continue as a going concern;
- functional currency of the Company and its subsidiary; and,
- choice of accounting policy for exploration and evaluation.

4. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements.

Adoption of IFRS 9 – Financial Instruments

The IASB issued an amendment to IFRS 9, Financial Instruments clarifying which fees to include in the test in assessing whether to derecognize a financial liability. Only those fees paid or received between the borrower and the lender, including fees paid or received by either the entity or the lender on the other's behalf are included. On April 1, 2022, the Company adopted IFRS 9, which did not have any effect on the Company's financial statements.

Exploration and Evaluation

The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition cost of mineral properties, property payments and evaluation activities. Once a project has been established as commercially viable and technically feasible, related development expenditures are first tested for impairment and then capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

SIGNIFICANT ACCOUNTING POLICIES (continued)

ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

Option payments received from optionees are treated as a recovery of the related exploration and evaluation properties costs and are credited to income. Option payments are at the discretion of the optionee, and accordingly, are recorded on a cash basis.

Financial Instruments

The classification of a financial instrument is made at the time it is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are measured at amortized cost, unless they are required to be measured at fair value through profit and loss (FVTPL) or if the Company has opted to measure them at FVTPL.

A debt instrument that meets both the business model test and cash flow characteristics test must be measured at amortized cost (net of any write down for impairment) unless the asset is designated at FVTPL, under the fair value option.

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as fair value through other comprehensive income (FVTOCI).

If certain conditions are met, the classification of a financial asset, debt instrument or equity instrument may subsequently need to be reclassified.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value. Transaction costs and any realized or unrealized gains or losses arising from changes in the fair value of the financial asset or liability held at FVTPL are included in the consolidated statements of operations and comprehensive loss in the period in which they arise.

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss;
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

Derecognition of financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statement of operations and comprehensive loss.

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign Currency Translation

Foreign currency transactions are initially recorded in the functional currency at the transaction date exchange rate. At each reporting date, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the period end exchange rate. All foreign currency adjustments are expensed.

Financial statements of the subsidiary for which the functional currency is not the Canadian dollar are translated into Canadian dollar, the presentation currency, as follows: all asset and liability accounts are translated at the period end exchange rate and all revenues and expense items are translated using the applicable quarterly average currency exchange rate. The resulting translation gains and losses are recorded as foreign currency translation adjustments in other comprehensive income (loss).

Income Taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the period using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous periods.

Deferred assets and liabilities are recognized for the future tax consequences attributable to the difference between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply when the asset is realized or the liability settled. Deferred income tax assets are recorded to recognize tax benefits only to the extent that, based on available evidence, it is probable that they will be recognized.

Interest

The Company classifies interest received and interest paid as an operating cash flow within the statement of cash flows.

Leases

This standard provides a comprehensive model for the identification, measurement and disclosure of lease arrangements. This standard eliminates the classification of material leases as either an operating or finance lease, and instead, these leases are to be recognized as assets and liabilities.

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contracts conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specific explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Company has the right to obtain substantially all of the economic benefit from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset. The Company has this right when is has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

SIGNIFICANT ACCOUNTING POLICIES (continued)

If a contract is assessed to contain a lease, the Company recognizes a lease liability with a corresponding right-of-use ("ROU") asset on the date at which the leased asset is available for use by the Company. ROU assets are measured at cost, which includes the amount of the lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. ROU assets are depreciated on a straight-line basis over the shorter of their estimated useful life and the lease term. Purchase, renewal and termination options that are reasonably certain of being exercised are also included in the measurement of the lease liability. ROU assets are subject to impairment.

The Company recognizes a lease liability at the commencement date of a lease, measured at the present value of the lease payments to be made over the lease term. The measurement of the Company's lease liabilities depends on the interest rate implicit in the lease used to discount the remaining lease payments. In calculating the present value of lease payments, the Company uses an incremental borrowing rate at the lease commencement date, if the interest rate implicit in the lease is not readily determinable. The incremental borrowing rate is the rate of interest that the Company assumes it would have to pay to borrow over a similar term, the funds necessary to obtain an asset of similar value to the ROU asset in a similar economic environment. Significant assumptions are required to be made on the basis for which the incremental borrowing rate was derived. These assumptions are considered to be a key source of estimation uncertainty. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The Company uses the following practical expedients and recognition exemptions when assessing leases:

- exemption to not recognize right-of-use ("ROU") assets and liabilities for leases with a remaining lease term of less than 12 months;
- exemption to not recognize ROU assets and liabilities for leases with low value;

The lease liability is remeasured when there is a change in future lease payments arising from a change in index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss when the carrying amount of the right-of-use asset has been reduced to nil.

Loss per Share

The computation of loss per share and diluted loss per share amounts are based upon the weighted average number of outstanding common shares during the year. Dilution is calculated based on the net number of common shares issued should "in the money" options and warrants be exercised and the proceeds used to purchase common shares at the weighted average market price in the period.

Provisions

A provision is recognized in the consolidated statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to discharge the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based Payments

The Company accounts for share-based payments using the fair value based method. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. The fair value of each tranche of options issued to employees and others providing similar services is determined by using the Black-Scholes option pricing model. The fair value of each tranche of options issued to non-employees is determined by the fair value of the goods or services received. If the fair value of goods or services received cannot be reliably measured, then the Black-Scholes option pricing model or share price is used.

The fair value of stock options, adjusted for expected forfeitures, is recognized as share-based payments expense over each tranche's vesting period with an offsetting credit charged to contributed surplus. The applicable contributed surplus is transferred to share capital if and when, the stock options are exercised. The fair value of stock options remains in contributed surplus on expiry of options. Any consideration paid on the exercise of stock options is credited to share capital.

Share Issue Costs

Share issue costs are recorded as a reduction of share capital.

Royalty Revenue

Royalty revenue is recognized pursuant to the terms of the applicable royalty agreement and when collection is reasonably assured.

Warrants

The Company follows the relative fair value method with respect to the measurement of common shares and warrants issued as private placement units. The proceeds from the issuance of units are allocated between share capital and warrants based on their relative fair value. Unit proceeds are allocated to shares and warrants using the Black-Scholes option pricing model and the share price at the time of financing.

If and when the warrants are exercised, the applicable relative fair value recognized in warrants is transferred to share capital. Any consideration paid on the exercise of the warrants is credited to share capital. For those warrants that expire unexercised on maturity, the recorded value is transferred to contributed surplus.

In situations where warrants are issued as consideration for goods and services received and some or all of the goods or services received cannot be specifically identified or reliably measured, then these warrants are measured at the fair value of the share-based payment. The fair value of the share-based payment is determined using the Black-Scholes option pricing model.

5. NEW STANDARDS AND INTERPRETATIONS ISSUED, BUT NOT YET ADOPTED

The following standard has been issued but is not yet effective:

IAS 1 – Presentation of Financial Statements

The IASB has issued an amendment to IAS 1, Presentation of Financial Statements providing a more general approach to the classification of liabilities. The amendment clarifies that the classification of liabilities as current or non-current depends on the rights existing at the end of the reporting period as opposed to management's intentions or expectations of exercising the right to defer settlement of the liability. Management would classify debt as non-current only when the Company complies with all the conditions at the reporting date.

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

NEW STANDARDS AND INTERPRETATIONS ISSUED, BUT NOT YET ADOPTED (continued)

The amendments further clarify that settlement of a liability refers to the transfer of cash, equity instruments, other assets or services to the counterparty. The amendments are effective for annual periods beginning on or after January 1, 2023 and are to be applied retrospectively, with early adoption permitted. The extent of the impact of adoption of this standard has not yet been determined.

6. CAPITAL MANAGEMENT

The Company's objectives when managing capital are: to safeguard its ability to continue as a going concern; and, to have sufficient capital to fund the exploration and development of its mineral properties and the acquisition of other mineral properties for the benefit of its shareholders.

The Company considers its capital structure to consist of shareholder equity. In order to maintain its capital structure the Company is dependent on equity funding. Funding through equity instruments is comprised of common shares, warrants and incentive stock options. The Board of Directors does not establish quantitative targets on its capital criteria for management, however, it relies on management to review its capital management methods and requirements on an ongoing basis and make adjustments, accordingly, to sustain future development of the business.

There were no changes in the Company's management of its capital during the year. The Company is not subject to any externally imposed capital requirements.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	March 31 2023	March 31 2022
Suppliers	\$ 94,990	\$ 34,546
Accrued liabilities	35,422	57,685
Related parties (note 12)	12,851	28,207
	\$ 143,263	\$ 120,438

8. SHARE CAPITAL

Authorized

Unlimited common shares

Special Shares

Unlimited and issuable in one or more series. The current rights attached to the special shares are: voting, with certain restrictions; preference over common shares with respect to payment of discretionary dividends declared; convertible into any class of special shares or common shares at a rate to be determined by the directors of the Company at their discretion. There have been no special shares issued.

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

SHARE CAPITAL (continued)

Shares and Units Issued – Private Placements

- (i) On June 23, 2021, the Company closed the first tranche of a private placement for gross proceeds of \$160,000 by issuing 800,000 units at \$0.20 per unit. On September 28, 2021, the Company closed the second tranche of the private placement for gross proceeds of \$340,000 by issuing 1,700,000 units. On November 24, 2021, the Company closed the third tranche of the private placement for gross proceeds of \$50,000 by issuing 250,000 units. On March 31, 2022, the Company closed the fourth tranche of the private placement for gross proceeds of \$270,000 by issuing 1,350,000 units. The Company received total gross proceeds of \$820,000 and issued a total of 4,100,000 units in fiscal 2022. Each unit consists of one common share and one common share purchase warrant. Each unit warrant entitles the holder thereof to purchase one additional common share at an exercise price of \$0.30 for a period of 12 months from closing. The fair value of the unit warrants was estimated at \$171,501 using the relative fair value method (note 9).

On April 15, 2022, the Company completed the fifth and final tranche of the \$0.20 private placement that originated in fiscal 2022 by issuing 250,000 units for additional gross proceeds of \$50,000. The fair value of the unit warrants was estimated at \$10,566 using the relative fair value method (note 9).

- (ii) On October 3, 2022, the Company closed the first tranche of a brokered private placement for gross proceeds of \$233,500 by issuing 934,000 common shares at \$0.25 per share. On February 10, 2023, the Company closed the final tranche of the private placement for gross proceeds of \$265,750 by issuing 1,063,000 common shares. The Company received total proceeds of \$499,250 and issued a total of 1,997,000 common shares. As consideration for the services of the broker, the Company issued 66,290 broker warrants. Each broker warrant entitles the holder to purchase one common share at an exercise price of \$0.25 for a period of 12 months from closing. The fair value of the broker warrants was estimated at \$5,900 using the Black-Scholes option pricing model (note 9). In addition, the Company paid cash commissions of \$16,573.

Shares Issued – Debt Settlement

On March 31, 2023, the Company settled \$151,375 of payables by issuing 605,500 common shares at \$0.25 per share, of which 485,500 common shares were issued to entities controlled by or associated with current and former Company directors/officers in settlement of \$121,375 of fees and expenses (note 12).

Shares Issued - Warrants

During the year ended March 31, 2023, the Company issued 3,475,000 common shares in connection to the exercise of 3,475,000 unit warrants for proceeds of \$347,500 (note 9). The fair value of these warrants was \$146,780, which was transferred from the warrant reserve account.

Stock Options

On September 30, 2022, the Company adopted a stock option plan (“Plan”) that authorizes the Company to issue up to a maximum of 10% of its issued common shares with an exercise period not to exceed ten years. The term, exercise price and vesting conditions of the options are fixed by the Company’s Board of Directors at the time of grant. No options have been issued since the Plans inception.

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

9. WARRANTS

Warrant transactions and number of warrants outstanding are as follows:

	Number	Weighted average exercise price	Relative fair value
Balance, March 31, 2021	-	\$0.00	\$ -
Issued (i)	4,100,000	0.30	171,501
Balance, March 31, 2022	4,100,000	\$0.30	\$ 171,501
Issued (i)	250,000	0.30	10,566
Issued - Broker warrants	66,290	0.25	5,900
Exercised (i)	(3,475,000)	0.30	(146,780)
Expired	(875,000)	0.30	(35,287)
Balance, March 31, 2023	66,290	\$0.25	\$ 5,900

- (i) On May 9, 2022 and on December 28, 2022, the Company implemented warrant exercise programs (the "Programs") to encourage the early and voluntary exercise of the 4,350,000 outstanding common share purchase warrants. Pursuant to the Programs, each warrant's exercise price was reduced from \$0.30 to \$0.10. As a result, 3,475,000 of these warrants were exercised and 875,000 warrants expired. Pursuant to the Company's accounting policy, the fair value of the warrants was not remeasured.

Relative fair value of the warrants issued were estimated using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2023	2022
Dividend yield	Nil	Nil
Expected volatility (based on historical prices)	110%	115%
Risk-free rate of return	2.64%	1.06%
Expected life	1 Year	1 Year
Share price	\$0.18	\$0.16

The following summarizes information on the outstanding warrants:

Expiry Date	Number	Exercise price	Weighted average remaining life (years)	Relative fair value
October 3, 2023	64,610	\$0.25	0.50	\$ 5,750
February 10, 2024	1,680	0.25	0.86	150
	66,290	\$0.25	0.51	\$ 5,900

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

10. CORPORATE AND ADMINISTRATIVE

	2023	2022
Consulting (note 12)	\$ 148,737	\$ 36,000
Corporate development and promotion	7,998	350
Filing and transfer agent fees	10,535	266
Office and general	1,903	2,160
Professional fees (note 12)	77,255	39,718
Travel	14,088	-
	\$ 260,516	\$ 78,494

11. EXPLORATION AND EVALUATION

Mineral Project	2023	2022
Otago, New Zealand	\$ 64,018	\$ 92,056
Smylers, New Zealand	207,913	797,308
	\$ 271,931	\$ 889,364

Otago Gold Project – New Zealand

The Otago Gold Project is located in New Zealand in the Otago region on the South Island and encompasses approximately 910 sq. kms. Otago consists of the three two-year prospecting permits (Tokomairiro, Carrick Range, Rough Ridge) and one five-year exploration permit (Hyde).

Otago	2023	2022
Property costs	\$ 57,682	\$ 33,721
Assaying	-	15,279
Consulting/Contracting	6,336	42,663
Site costs	-	89
Travel/Transportation	-	304
	\$ 64,018	\$ 92,056

Smylers Gold Project – New Zealand

The Smylers Gold Project ("Smylers") is located in New Zealand in the Otago region on the South Island and is comprised of two permits under option that encompass approximately 80 sq. kms. On March 8, 2021, the Company entered into an option agreement, having an effective date of April 1, 2021, with Hyde Resources Limited and Smylers Gold Limited (collectively, the "Optionors") pursuant to which the Company obtained the right (the "Option") to acquire a 100% interest in the Smylers and Glenpark permits.

To exercise the Option the Company is required to incur expenditures of NZ \$4,000,000 over a three-year period (the "Option Term") as follows:

- a) a minimum of NZ \$1,000,000 in expenditures before September 30, 2022 (completed); and
- b) an additional NZ \$3,000,000 in expenditures by April 1, 2024 (expended NZ \$160,580).

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

EXPLORATION AND EVALUATION (continued)

Smylers	2023	2022
Property costs	\$ 23,150	\$ 42,887
Assaying	3,687	30,223
Consulting/Contracting	30,254	152,880
Drilling	-	346,062
Equipment and supplies	3,276	58,616
Site costs	144,124	153,923
Travel/Transportation	3,422	12,717
	\$ 207,913	\$ 797,308

The Company is not entitled to any partial interest if the Company fails to exercise the Option within Option Term.

Upon exercise of the Option, the Company is to issue sufficient common shares to the Optionors to align their percentage ownership in the Company with the relative value of 50% of the value of the Smylers Gold Project, divided by the value of the Company's mineral properties (which would include 100% of the Smylers Gold Project) plus working capital. Valuations are to be performed by a third party.

The Optionors shall retain a 2% Net Return Royalty on all proceeds received by the Company on all ore mined from the property. The Company has the right to purchase one-half of the NSR (equivalent to a 1% NSR) for \$3,000,000.

12. RELATED PARTY TRANSACTIONS AND BALANCES

A summary of the compensation of key management (directors/officers) of the Company is included in the table below. Key management are those persons having authority and responsibility for planning, directing and controlling activities, directly or indirectly, of the Company.

	2023	2022
Consulting (i)	\$ 58,000	\$ -
Professional fees (ii)	27,019	5,725
Share issuance costs (ii)	12,191	3,415
	\$ 97,210	\$ 9,140

(i) Consulting fees were paid or became payable to a Company officer and to entities controlled by or associated with Company directors/officers.

(ii) Legal fees were paid or became payable to a law firm in which a former Company director is a partner.

On March 31, 2023, the Company settled \$121,375 of payables by issuing 485,500 common shares at \$0.25 per share to entities controlled by or associated with current and former Company directors/officers. The debt settlement consisted of: 160,000 shares in settlement of \$40,000 of consulting fees; 60,000 shares in settlement of \$15,000 of expenses; and, 265,500 shares in settlement of \$66,375 of legal fees.

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Included in accounts payable and accrued liabilities is \$12,851 (March 31, 2022 - \$28,207) payable to entities controlled by or associated with Company directors/officers.

For F2022, entities controlled by or associated with Company directors/officers subscribed for \$385,000 (1,925,000 shares) of the private placement that closed on September 28, 2021 and March 31, 2022.

13. LOSS PER SHARE

Loss per share is calculated using the weighted average number of shares outstanding for the period. For the purposes of calculating the basic and diluted loss per share the effect of the potentially dilutive options and warrants were not included in the calculation as the result would be anti-dilutive.

14. INCOME TAXES

Income Tax Expense

The following table reconciles income taxes calculated at combined Canadian federal and provincial tax rates and New Zealand tax rates with the income tax expense in the financial statements:

	2023	2022
Loss before income taxes	\$ (533,843)	\$ (967,625)
Statutory rate	27.25%	27.87%
Expected income tax recovery	(145,472)	(269,664)
Increase (decrease) resulting from:		
Non-deductible income and other permanent differences	(265)	3,642
Change in deferred tax assets not recognized	145,737	266,022
Income tax expense	\$ -	\$ -

Deferred Income Taxes

The temporary differences that give rise to future income tax assets and deferred income tax liabilities are presented below:

	2023	2022
Exploration and evaluation costs	\$ 60,000	\$ 60,000
Share issuance costs	28,389	5,170
Unrealized foreign exchange loss	30,905	15,807
Non-capital loss-carry forwards	1,693,307	1,169,882
Capital loss carry forward	1,531	-
Deferred tax temporary differences	1,814,132	1,250,859
Statutory rate	27.25%	27.87%
Deferred tax assets	494,351	348,614
Less: Deferred tax assets not recognized	(494,351)	(348,614)
Net deferred income tax asset	\$ -	\$ -

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

INCOME TAXES (continued)

Tax Credit Carry-forwards

At March 31, 2023, the Company has available non-capital losses to reduce future years' taxable income for Canadian tax purposes of approximately \$1,693,307. These losses expire as follows:

Year of Origin	Year of Expiry	Canada	New Zealand	Total
2023	2043	\$ 255,326	\$ 268,854	\$ 524,180
2022	2042	68,495	884,135	952,630
2021	2041	42,936	173,561	216,497
		\$ 366,757	\$ 1,326,550	\$ 1,693,307

The Company has \$60,000 of Canadian exploration and development costs that can be carried forward indefinitely and used to offset future taxable income.

The potential tax benefit relating to these tax losses has not been reflected in these financial statements.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value

The carrying value of cash, and accounts payable and accrued liabilities approximates fair value due to the relative short-term maturity of these financial instruments. Fair value represents the amount that would be exchanged in an arms-length transaction between willing parties and is best evidenced by a quoted market price if one exists.

IFRS 13 establishes a fair value hierarchy that prioritizes the valuation techniques for each financial instrument measured at fair value. Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgement.

The methods and assumptions used to develop fair value measurements are: Level 1 - includes quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - includes inputs, other than quoted prices included in Level 1, that are observable for an asset or liability, either directly (i.e. as process) or indirectly (i.e. derived from process); and, Level 3 - includes inputs that are not based on observable data.

Classification of Financial Instruments

		2023	2022
Financial assets			
Cash	Amortized cost	\$ 511,240	\$ 11,714
Financial liabilities			
Accounts payable and accrued liabilities	Amortized cost	\$ 143,263	\$ 120,438

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Risk Management

The primary objectives of the Company's financial risk management procedures are to ensure that the outcome of activities involving elements of risk are consistent with the Company's objectives and risk tolerance, while maintaining an appropriate risk/reward balance and protecting the Company's financial position, from events that have the potential to materially impair its financial strength. These activities include the preservation of its capital by minimizing risk related to its cash.

The Company does not trade financial instruments for speculative purposes and does not have a risk management committee or written risk management policies. The Company's financial instruments are exposed to the risks described below:

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party, by failing to discharge their obligations. Financial instruments that potentially expose the Company to this risk consist of cash. The Company mitigates the risk to its cash by depositing a majority of its cash with Canadian and New Zealand banks.

Currency Risk

The Company operates in Canada and New Zealand, thus exposing the Company to market risks from fluctuations in foreign exchange rates. The Company has certain corporate and administrative expenditures, exploration and evaluation expenditures and future potential financial commitments (Note 11) denominated in New Zealand dollars. The Company monitors foreign exchange rates and has not entered into any financial arrangements to hedge or protect the Company from unfavourable changes in foreign exchange rates. As at March 31, 2023, a 10% change in the New Zealand dollar (NZD) would have an immaterial impact on the Company's loss.

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 interest rates. The Company's excess cash is invested in low-risk financial instruments that provide flexibility for early redemption. The Company's excess cash is subject to interest rate risk resulting from fluctuations in prime rates.

Liquidity Risk

Liquidity risk management requires maintaining sufficient cash, liquid investments or credit facilities to meet the Company's operating expenditures and commitments, as they come due. The Company manages liquidity risk through the management of its capital structure as described in Note 6. The Company does not have any income from operations or a regular source of income and is highly dependent on its working capital and equity funding to support its exploration and corporate activities. There can be no assurance that the Company will be successful in its fund-raising activities.

Accounts payable and accrued liabilities are generally due within 30 days and loans from related parties are due on demand. As at March 31, 2023, the Company had cash of \$511,240 to settle current liabilities of \$143,263. The Company will need to raise additional capital to fund its 2024 activities.

16. SUBSEQUENT EVENTS

- a) On June 28, 2023, the Option Term for the Smylers Gold Project (note 11) was extended for an additional year with no change in expenditure requirements. The Company is now required to incur expenditures of NZ \$4,000,000 over a four-year period.

KO GOLD INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(expressed in Canadian dollars)

For the years ended March 31, 2023 and 2022

SUBSEQUENT EVENTS (continued)

- b) On June 30, 2023, the Company settled \$35,140 of payables by issuing 140,560 common shares at \$0.25 per share.

KO GOLD INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended June 30, 2023

EXPRESSED IN CANADIAN DOLLARS

KO GOLD INC.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(unaudited, expressed in Canadian dollars)

As at	June 30 2023	March 31 2023
ASSETS		
Current		
Cash	\$ 403,650	\$ 511,240
Sales tax receivable	8,682	28,436
Prepaid expenses and deposits	5,000	16,368
	\$ 417,332	\$ 556,044
LIABILITIES		
Current		
Accounts payable and accrued liabilities (note 6)	\$ 83,769	\$ 143,263
EQUITY		
Share capital (note 7)	2,184,976	2,149,836
Warrants (note 8)	5,900	5,900
Contributed surplus	35,287	35,287
Deficit	(1,893,947)	(1,779,032)
Accumulated other comprehensive income	1,347	790
	333,563	412,781
	\$ 417,332	\$ 556,044

Nature of operations and going concern (note 1)

Commitments and contingencies (note 10)

Subsequent event (note 14)

See accompanying notes.

KO GOLD INC.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS***(unaudited, expressed in Canadian dollars)*

For the three months ended June 30,	2023	2022
Expenses		
Corporate and administrative (notes 9, 11)	\$ 54,399	\$ 26,590
Exploration and evaluation (note 10)	60,516	83,874
	(114,915)	(110,464)
Net loss	\$ (114,915)	\$ (110,464)
Other comprehensive Income		
Foreign currency translation adjustment	557	970
Comprehensive loss	\$ (114,358)	\$ (109,494)
Basic and diluted loss per share (note 12)	\$ (0.007)	\$ (0.011)
Weighted average number of common shares outstanding:		
Basic and diluted	15,429,045	9,742,142

See accompanying notes.

KO GOLD INC.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(unaudited, expressed in Canadian dollars)

	Share capital		Warrants	Contributed Surplus	Deficit	Accumulated comprehensive Income (loss)	Total
	Number	Amount					
Balance, March 31, 2022	9,100,000	\$ 1,003,560	\$ 171,501	\$ -	\$ (1,246,694)	\$ 2,295	\$ (69,338)
Units issued by private placements (notes 7, 8)	250,000	39,434	10,566	-	-	-	50,000
Share issuance costs	-	(3,346)	-	-	-	-	(3,346)
Share subscription receivable (notes 7, 11)	-	(91,500)	-	-	-	-	(91,500)
Exercise of warrants (notes 7, 8)	2,650,000	377,293	(112,293)	-	-	-	265,000
Warrants expired	-	-	(15,370)	15,370	-	-	-
Net loss for the period	-	-	-	-	(110,464)	-	(110,464)
Foreign currency translation adjustment	-	-	-	-	-	970	970
Balance, June 30, 2022	12,000,000	1,325,441	54,404	15,370	(1,357,158)	3,265	41,322
Shares issued by private placement (note 7)	1,997,000	499,250	-	-	-	-	499,250
Broker/Finder warrants (notes 7, 8)	-	(5,900)	5,900	-	-	-	-
Shares issued for debt (note 7)	605,500	151,375	-	-	-	-	151,375
Share issuance costs	-	(28,817)	-	-	-	-	(28,817)
Share subscription receivable (notes 7, 11)	-	91,500	-	-	-	-	91,500
Exercise of warrants (notes 7, 8)	825,000	116,987	(34,487)	-	-	-	82,500
Warrants expired	-	-	(19,917)	19,917	-	-	-
Net loss for the period	-	-	-	-	(421,874)	-	(421,874)
Foreign currency translation adjustment	-	-	-	-	-	(2,475)	(2,475)
Balance, March 31, 2023	15,427,500	2,149,836	5,900	35,287	(1,779,032)	790	412,781
Shares issued for debt (note 7)	140,560	35,140	-	-	-	-	35,140
Net loss for the period	-	-	-	-	(114,915)	-	(114,915)
Foreign currency translation adjustment	-	-	-	-	-	557	557
Balance, June 30, 2023	15,568,060	\$ 2,184,976	\$ 5,900	\$ 35,287	\$ (1,893,947)	\$ 1,347	\$ 333,563

See accompanying notes.

KO GOLD INC.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited, expressed in Canadian dollars)

Three months ended June 30,	2023	2022
Operating activities		
Loss for the period	\$ (114,915)	\$ (110,464)
Net changes in non-cash working capital items		
Sales tax receivable	19,754	4,980
Prepaid expenses and deposits	11,368	12,439
Accounts payable and accrued liabilities	(24,354)	(7,470)
	(108,147)	(100,515)
Financing activities		
Proceeds from private placement	-	50,000
Proceeds from exercise of warrants (notes 7, 11)	-	173,500
Share issuance costs	-	(3,346)
	-	220,154
Effect of exchange rate changes on cash	557	970
Net change in cash	(107,590)	120,609
Cash, beginning of period	511,240	11,714
Cash, end of period	\$ 403,650	\$ 132,323
Supplemental disclosure		
Shares issued for debt	\$ 35,140	\$ -
Share subscription receivable - Warrants	\$ -	\$ 91,500

See accompanying notes.

KO GOLD INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(unaudited, expressed in Canadian dollars)

For the three months ended June 30, 2023 and 2022

1. NATURE OF OPERATIONS AND GOING CONCERN

KO Gold Inc. (the "Company") is a privately held exploration company involved in the business of acquiring and exploring mineral properties in New Zealand. The Company was incorporated on March 9, 2020, in the province of Ontario, Canada. The address of the Company's registered office is 217 Queen Street West, Suite 401, Toronto, Ontario, M5V 0R2.

Going Concern

The business of exploration, development and mining of minerals involves a high degree of risk and there can be no assurances that future exploration activities will result in the discovery of economically recoverable mineral deposits. The success and continuation of the Company as a going concern is dependent upon the Company's ability to arrange financing, which in part, depends on prevailing market conditions, acquiring or discovering economically viable mineral properties, exploration success, and securing title and beneficial interest in its properties.

Further funds will be required for the Company to continue as a going concern, fulfil its obligations and fund its activities. The Company does not produce revenues from its exploration activities or have a regular source of cash flow. There can be no assurance that the Company will be able to obtain sufficient financing in the future or at favourable terms.

As at June 30, 2023, the Company had working capital of \$333,563 (March 31, 2023 - \$412,781), incurred losses for the current three-month period of \$114,358 (June 30, 2022 - \$109,494), and, had an accumulated deficit of \$1,893,947 (March 31, 2023 - \$1,779,032).

These consolidated financial statements have been prepared using accounting principles applicable to a going concern, which assume that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. However, due to uncertainties surrounding a number of factors, such as, but not limited to, the ability to raise additional funds, ability to acquire mineral properties, exploration results, prices of underlying commodities, investor sentiment and financial market conditions, it is not possible to predict if this assumption will prove to be accurate. These factors indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

These financial statements do not include the necessary adjustments to reflect the recoverability and classification of recorded assets and liabilities and related expenses that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

Statement of Compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

These consolidated financial statements for the three-month period ended June 30, 2023, were approved and authorized for issue by the Company's board of directors on September 13, 2023.

KO GOLD INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(unaudited, expressed in Canadian dollars)

For the three months ended June 30, 2023 and 2022

STATEMENT OF COMPLIANCE AND BASIS OF PRESENTATION (continued)

Basis of Consolidation and Presentation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary: KO Gold NZ Limited ("KONZ"), a New Zealand company. All significant inter-company transactions and balances have been eliminated upon consolidation.

These consolidated financial statements are prepared on the historical cost basis, except for financial instruments classified as fair value through profit and loss. These consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. The functional currency of KONZ is the New Zealand dollar.

These interim consolidated financial statements do not include all of the disclosure required in annual financial statements and should be read in conjunction with the Company's audited 2023 annual consolidated financial statements. These interim results are not necessarily indicative of the results that may be anticipated for the entire fiscal year.

3. ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires the Company's management to make certain estimates and judgements that they consider reasonable and realistic. These estimates and judgements are based on historical experience, future expectations, economic conditions and other factors. Despite regular reviews, changes in circumstances and assumptions may result in changes in these estimates and judgements, which could materially impact the reported amount of the Company's assets, liabilities, equity or earnings. By their nature, estimates and judgements are subject to measurement uncertainty and actual results could vary from estimates.

Significant estimates relate to:

- warrant valuation;
- measurement of shares issued to settle debt;
- recognition of deferred tax assets and liabilities; and,
- establishment of provisions.

Significant judgements relate to:

- ability to continue as a going concern;
- functional currency of the Company and its subsidiary; and,
- choice of accounting policy for exploration and evaluation.

4. SIGNIFICANT ACCOUNTING POLICIES

The Company's accounting policies, as described in Note 4, Significant Accounting Policies, of the Company's audited annual consolidated financial statements for the year ended March 31, 2023, have been applied consistently to all periods presented in these condensed interim consolidated financial statements, unless otherwise noted.

Adoption of IAS 1 – Presentation of Financial Statements

The IASB issued an amendment to IAS 1, Presentation of Financial Statements providing a more general approach to the classification of liabilities. The amendment clarifies that the classification of liabilities as current or non-current depends on the rights existing at the end of the reporting period as opposed to management's intentions or expectations of exercising the right to defer settlement of the liability. Management would classify debt as non-current only when the Company complies with all the conditions at the reporting date.

KO GOLD INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(unaudited, expressed in Canadian dollars)

For the three months ended June 30, 2023 and 2022

SIGNIFICANT ACCOUNTING POLICIES (continued)

The amendments further clarify that settlement of a liability refers to the transfer of cash, equity instruments, other assets or services to the counterparty. On April 1, 2023, the Company adopted IAS 1, as amended, which did not have any effect on the Company's financial statements.

5. CAPITAL MANAGEMENT

The Company's objectives when managing capital are: to safeguard its ability to continue as a going concern; and, to have sufficient capital to fund the exploration and development of its mineral properties and the acquisition of other mineral properties for the benefit of its shareholders.

The Company considers its capital structure to consist of shareholder equity. In order to maintain its capital structure the Company is dependent on equity funding and loans from related parties. Funding through equity instruments is comprised of common shares, warrants and incentive stock options. The Board of Directors does not establish quantitative targets on its capital criteria for management, however, it relies on management to review its capital management methods and requirements on an ongoing basis and make adjustments, accordingly, to sustain future development of the business.

There were no changes in the Company's management of its capital during the current three-month period. The Company is not subject to any externally imposed capital requirements.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	June 30 2023	March 31 2023
Suppliers	\$ 23,740	\$ 94,990
Accrued liabilities	54,991	35,422
Related parties (note 11)	5,038	12,851
	\$ 83,769	\$ 143,263

7. SHARE CAPITAL

Authorized

Unlimited common shares

Special Shares

Unlimited and issuable in one or more series. The current rights attached to the special shares are: voting, with certain restrictions; preference over common shares with respect to payment of discretionary dividends declared; convertible into any class of special shares or common shares at a rate to be determined by the directors of the Company at their discretion. There have been no special shares issued.

KO GOLD INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(unaudited, expressed in Canadian dollars)

For the three months ended June 30, 2023 and 2022

SHARE CAPITAL (continued)

Shares and Units Issued – Private Placements

- (i) On April 15, 2022, the Company completed the fifth and final tranche of a \$0.20 private placement that originated in fiscal 2022 by issuing 250,000 units for gross proceeds of \$50,000. Each unit consists of one common share and one common share purchase warrant. Each unit warrant entitles the holder thereof to purchase one additional common share at an exercise price of \$0.30 for a period of 12 months from closing. The fair value of the unit warrants was estimated at \$10,566 using the relative fair value method (note 8).
- (ii) On October 3, 2022, the Company closed the first tranche of a brokered private placement for gross proceeds of \$233,500 by issuing 934,000 common shares at \$0.25 per share. On February 10, 2023, the Company closed the final tranche of the private placement for gross proceeds of \$265,750 by issuing 1,063,000 common shares. The Company received total proceeds of \$499,250 and issued a total of 1,997,000 common shares. As consideration for the services of the broker, the Company issued 66,290 broker warrants. Each broker warrant entitles the holder to purchase one common share at an exercise price of \$0.25 for a period of 12 months from closing. The fair value of the broker warrants was estimated at \$5,900 using the Black-Scholes option pricing model (note 8). In addition, the Company paid cash commissions of \$16,573.

Shares Issued – Debt Settlement

On March 31, 2023, the Company settled \$151,375 of payables by issuing 605,500 common shares at \$0.25 per share, of which 485,500 common shares were issued to entities controlled by or associated with current and former Company directors/officers in settlement of \$121,375 of fees and expenses (note 11).

On June 30, 2023, the Company settled \$35,140 of payables by issuing 140,560 common shares at \$0.25 per share.

Shares Issued - Warrants

During the three-month period ended June 30, 2022, the Company issued 2,650,000 common shares in connection to the exercise of 2,650,000 unit warrants for proceeds of \$265,000, of which \$91,500 was received in July 2022 (note 11). Subsequent to June 30, 2022, the Company issued an additional 825,000 common shares in connection to the exercise of 825,000 unit warrants for proceeds of \$82,500. A total of 3,475,000 common shares were issued in connection to the exercise 3,475,000 unit warrants (note 8) for total proceeds of \$347,500. The total fair value of these warrants was \$146,780, which was transferred from the warrant reserve account.

Stock Options

On September 30, 2022, the Company adopted a stock option plan (“Plan”) that authorizes the Company to issue up to a maximum of 10% of its issued common shares with an exercise period not to exceed ten years. The term, exercise price and vesting conditions of the options are fixed by the Company’s Board of Directors at the time of grant. No options have been issued since the Plans inception.

KO GOLD INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(unaudited, expressed in Canadian dollars)

For the three months ended June 30, 2023 and 2022

8. WARRANTS

Warrant transactions and number of warrants outstanding are as follows:

	Number	Weighted average exercise price	Relative fair value
Balance, March 31, 2022	4,100,000	\$0.30	\$ 171,501
Issued	250,000	0.30	10,566
Issued - Broker warrants	66,290	0.25	5,900
Exercised (i)	(3,475,000)	0.30	(146,780)
Expired (i)	(875,000)	0.30	(35,287)
Balance, March 31, 2023 and June 30, 2023	66,290	\$0.25	\$ 5,900

- (i) On May 9, 2022 and on December 28, 2022, the Company implemented warrant exercise programs (the "Programs") to encourage the early and voluntary exercise of the 4,350,000 outstanding common share purchase warrants. Pursuant to the Programs, each warrant's exercise price was reduced from \$0.30 to \$0.10. As a result, 3,475,000 of these warrants were exercised and 875,000 warrants expired. Pursuant to the Company's accounting policy, the fair value of the warrants was not remeasured.

Relative fair value of the warrants issued were estimated using the Black-Scholes option-pricing model with the following weighted average assumptions.

	March 31 2023
Dividend yield	Nil
Expected volatility (based on historical prices)	110%
Risk-free rate of return	2.63%
Expected life	1 Year
Share price	\$0.18

The following summarizes information on the outstanding warrants:

Expiry Date	Number	Exercise price	Weighted average remaining life (years)	Relative fair value
October 3, 2023	64,610	\$0.25	0.26	\$ 5,750
February 10, 2024	1,680	0.25	0.61	150
	66,290	\$0.25	0.27	\$ 5,900

KO GOLD INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(unaudited, expressed in Canadian dollars)

For the three months ended June 30, 2023 and 2022

9. CORPORATE AND ADMINISTRATIVE

	Three months ended June 30	
	2023	2022
Consulting (note 11)	\$ 19,506	\$ 9,000
Corporate development and promotion	240	-
Filing and transfer agent fees	519	-
Office and general	553	438
Professional fees	33,581	3,064
Travel	-	14,088
	\$ 54,399	\$ 26,590

10. EXPLORATION AND EVALUATION

	Three months ended June 30	
Mineral Project	2023	2022
Otago, New Zealand	\$ 22,065	\$ 11,533
Smylers, New Zealand	38,451	72,341
	\$ 60,516	\$ 83,874

Otago Gold Project – New Zealand

The Otago Gold Project is located in New Zealand in the Otago region on the South Island and encompasses approximately 910 sq. kms. Otago consists of the three two-year prospecting permits (Tokomairiro, Carrick Range, Rough Ridge) and one five-year exploration permit (Hyde).

Otago	Three months ended June 30	
	2023	2022
Property costs	\$ 12,682	\$ 11,533
Consulting/Contracting	9,383	-
	\$ 22,065	\$ 11,533

Smylers Gold Project – New Zealand

The Smylers Gold Project (“Smylers”) is located in New Zealand in the Otago region on the South Island and is comprised of two permits under option that encompass approximately 80 sq. kms. On March 8, 2021, the Company entered into an option agreement, having an effective date of April 1, 2021, with Hyde Resources Limited and Smylers Gold Limited (collectively, the “Optionors”) pursuant to which the Company obtained the right (the “Option”) to acquire a 100% interest in the Smylers and Glenpark permits.

KO GOLD INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(unaudited, expressed in Canadian dollars)

For the three months ended June 30, 2023 and 2022

EXPLORATION AND EVALUATION (continued)

To exercise the Option the Company is required to incur expenditures of NZ \$4,000,000 over a four-year period (the "Option Term"), as amended on June 28, 2023, as follows:

- a) a minimum of NZ \$1,000,000 in expenditures before September 30, 2022 (completed); and,
- b) an additional NZ \$3,000,000 in expenditures by April 1, 2025 (June 30, 2023 – expended NZ \$206,890).

Smylers	Three months ended	
	2023	June 30 2022
Property costs	\$ -	\$ 14,303
Assaying	-	1,399
Consulting/Contracting	3,031	17,067
Equipment and supplies	-	1,806
Site costs	34,839	36,257
Travel/Transportation	581	1,509
	\$ 38,451	\$ 72,341

The Company is not entitled to any partial interest if the Company fails to exercise the Option within Option Term.

Upon exercise of the Option, the Company is to issue sufficient common shares to the Optionors to align their percentage ownership in the Company with the relative value of 50% of the value of the Smylers Gold Project, divided by the value of the Company's mineral properties (which would include 100% of the Smylers Gold Project) plus working capital. Valuations are to be performed by a third party.

The Optionors shall retain a 2% Net Return Royalty on all proceeds received by the Company on all ore mined from the property. The Company has the right to purchase one-half of the NSR (equivalent to a 1% NSR) for \$3,000,000.

11. RELATED PARTY TRANSACTIONS AND BALANCES

A summary of the compensation of key management (directors/officers) of the Company is included in the table below. Key management are those persons having authority and responsibility for planning, directing and controlling activities, directly or indirectly, of the Company.

	Three months ended	
	2023	June 30 2022
Consulting (i)	\$ 13,000	\$ -
Professional fees (ii)	-	3,064
Share issuance costs (ii)	-	3,346
	\$ 13,000	\$ 6,410

(i) Consulting fees were paid or became payable to a Company controlled by a Company officer.

(ii) Legal fees were paid or became payable to a law firm in which a former Company director/officer is a partner.

KO GOLD INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(unaudited, expressed in Canadian dollars)

For the three months ended June 30, 2023 and 2022

RELATED PARTY TRANSACTIONS AND BALANCES (continued)

On March 31, 2023, the Company settled \$121,375 of payables by issuing 485,500 common shares at \$0.25 per share to entities controlled by or associated with current and former Company directors/officers. The debt settlement consisted of: 160,000 shares in settlement of \$40,000 of consulting fees; 60,000 shares in settlement of \$15,000 of expenses; and, 265,500 shares in settlement of \$66,375 of legal fees.

On June 30, 2022, a company associated with a Company director exercised 165,000 warrants at \$0.10 pursuant to the May 9, 2022 warrant exercise program (note 8) for proceeds of \$16,500, which were received by the Company in July 2022.

Included in accounts payable and accrued liabilities is \$5,038 (March 31, 2023 - \$12,851) payable to entities controlled by or associated with Company directors/officers.

12. LOSS PER SHARE

Loss per share is calculated using the weighted average number of shares outstanding for the period. For the purposes of calculating the basic and diluted loss per share the effect of the potentially dilutive options and warrants were not included in the calculation as the result would be anti-dilutive.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value

The carrying value of cash, and accounts payable and accrued liabilities approximates fair value due to the relative short-term maturity of these financial instruments. Fair value represents the amount that would be exchanged in an arms-length transaction between willing parties and is best evidenced by a quoted market price if one exists.

IFRS 13 establishes a fair value hierarchy that prioritizes the valuation techniques for each financial instrument measured at fair value. Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgement.

The methods and assumptions used to develop fair value measurements are: Level 1 - includes quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - includes inputs, other than quoted prices included in Level 1, that are observable for an asset or liability, either directly (i.e. as process) or indirectly (i.e. derived from process); and, Level 3 - includes inputs that are not based on observable data.

The Company held no fair value assets at June 30, 2023 and March 31, 2023.

Risk Management

The primary objectives of the Company's financial risk management procedures are to ensure that the outcome of activities involving elements of risk are consistent with the Company's objectives and risk tolerance, while maintaining an appropriate risk/reward balance and protecting the Company's financial position, from events that have the potential to materially impair its financial strength. These activities include the preservation of its capital by minimizing risk related to its cash.

The Company does not trade financial instruments for speculative purposes and does not have a risk management committee or written risk management policies. The Company's financial instruments are exposed to the risks described below:

KO GOLD INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(unaudited, expressed in Canadian dollars)

For the three months ended June 30, 2023 and 2022

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party, by failing to discharge their obligations. Financial instruments that potentially expose the Company to this risk consist of cash. The Company mitigates the risk to its cash by depositing a majority of its cash with Canadian and New Zealand banks.

Currency Risk

The Company operates in Canada and New Zealand, thus exposing the Company to market risks from fluctuations in foreign exchange rates. The Company has certain corporate and administrative expenditures, exploration and evaluation expenditures and future potential financial commitments (Note 10) denominated in New Zealand dollars. The Company monitors foreign exchange rates and has not entered into any financial arrangements to hedge or protect the Company from unfavourable changes in foreign exchange rates. As at June 30, 2023, a 10% change in the New Zealand dollar (NZD) would have an immaterial impact on the Company's loss.

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 interest rates. The Company's excess cash is invested in low-risk financial instruments that provide flexibility for early redemption. The Company's excess cash is subject to interest rate risk resulting from fluctuations in prime rates.

Liquidity Risk

Liquidity risk management requires maintaining sufficient cash, liquid investments or credit facilities to meet the Company's operating expenditures and commitments, as they come due. The Company manages liquidity risk through the management of its capital structure as described in Note 6. The Company does not have any income from operations or a regular source of income and is highly dependent on its working capital and equity funding to support its exploration and corporate activities. There can be no assurance that the Company will be successful in its fund-raising activities.

Accounts payable and accrued liabilities are generally due within 30 days and loans from related parties are due on demand. As at June 30, 2023, the Company had cash of \$403,650 to settle current liabilities of \$83,769. The Company will need to raise additional capital to fund its 2024 activities.

14. SUBSEQUENT EVENT

In September 2023, the Company received unsecured and non-interest bearing cash loans of \$60,000, of which \$10,000 was provided by Company directors/officers. These loans are to be repaid any time after October 1, 2024.

SCHEDULE B
MANAGEMENT DISCUSSION AND ANALYSIS

See attached.

KO GOLD CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS (for the year ended March 31, 2023)

August 15, 2023

INTRODUCTION

This management's discussion and analysis ("MD&A") has been prepared by KO Gold Corp.'s ("KO" or the "Company") management and provides a review of the Company's operating and financial performance for the year ended March 31, 2023, as well as a view of future prospects. The MD&A should be read in conjunction with KO's audited consolidated financial statements for the years ended March 31, 2023 and 2022. Additional information related to the Company is filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) and is available online at www.sedar.com.

Basis of presentation

KO's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars, unless otherwise noted.

NOTE: in this MD&A references to years, such as F2023 or F2022, refers to the fiscal year ending March 31.

This MD&A may contain forward-looking statements, which may be influenced by factors described in the "Cautionary Statements" section of the MD&A. The "Risks and Uncertainties" section of this MD&A further describes other factors that could cause results or events to differ from expectations.

Qualified Person Statement

The scientific and technical information disclosed in this MD&A has been prepared and approved by Paul Ténrière, P.Geol., Vice President-Exploration and a director of the Company and a Qualified Person under National Instrument 43-101 ("NI 43-103").

Scientific and technical information contained in this MD&A has been referenced from the Company's NI 43-101 technical report titled, "Technical Report on the Otago Region Gold Properties, New Zealand" with an effective date of February 1, 2023.

CORPORATE PROFILE

KO is a privately held exploration company involved in the business of acquiring, exploring and developing mineral properties in New Zealand. KO's mineral exploration focus revolves around its 910 km² Otago Gold Project (the "Otago Gold Project or Otago Project") and its 80 km² Smylers Gold Project (the "Smylers Gold Project or the Smylers Project"), each located in the Otago region of the South Island of New Zealand. The Otago Gold Project consists of three 100% owned two-year prospecting permits and one 100% owned five-year exploration permit issued by New Zealand Petroleum & Minerals ("NZP&M"). The Smylers Gold Project originated upon the Company entering into an option agreement on March 8, 2021, with Hyde Resources Limited and Smylers Gold Limited (the "HS Option Agreement") pursuant to which the Company obtained the right to acquire a 100% interest in the Smylers and Glenpark permits.

KO GOLD CORP.

Management's Discussion & Analysis (for the year ended March 31, 2023)

HIGHLIGHTS

Smylers Gold Project

During F2023, the Company exceeded the initial \$1 million expenditure threshold stipulated in the HS Option Agreement. On June 28, 2023, the term of the HS Option Agreement was extended for an additional year, now ending on April 1, 2025.

Financing Activities

During F2022, KO received gross proceeds of \$820,000 from a \$870,000 private placement (the \$870,000 Private Placement) by issuing 4,100,000 units at \$0.20 per unit in four tranches. During F2023, the Company completed the fifth and final tranche of the \$870,000 Private Placement by issuing 250,000 units for gross proceeds of \$50,000 on April 15, 2022. Each unit of the \$870,000 Private Placement was comprised of one common share and one common share purchase warrant, which warrant was exercisable at \$0.30 for a period of twelve months from the closing of the applicable tranche.

On October 3, 2022, the Company closed the first tranche of a brokered private placement (the "Brokered Private Placement") for gross proceeds of \$233,500 by issuing 934,000 common shares at \$0.25 per share. On February 10, 2023, the Company completed the second tranche of the Brokered Private Placement by issuing 1,063,000 common shares for gross proceeds of \$265,750. As consideration for the services of the broker, the Company issued a total of 66,290 broker warrants, of which 64,610 warrants were issued on October 3, 2022 and 1,680 warrants on February 10, 2023. Each broker warrant entitles the holder to purchase one common share at an exercise price of \$0.25 for a period of twelve months from closing.

During F2023, the Company implemented two warrant exercise programs to encourage the early and voluntary exercise of up to 4,350,000 common share purchase warrants issued pursuant to the \$870,000 Private Placement. Under each warrant exercise program, the warrant exercise price was reduced from \$0.30 to \$0.10 between May 9, 2022 to June 30, 2022 (the "May 2022 Warrant Program") and between December 28, 2022 to December 31, 2022 (the "December 2022 Warrant Program"). The two warrant exercise programs resulted in a total of 3,475,000 warrants being exercised for proceeds of \$347,500. During the May 2022 Warrant Program, a total of 2,650,000 warrants were exercised for proceeds of \$265,000 and during the December 2022 Warrant Program, a total of 825,000 warrants were exercised for proceeds of \$82,500.

On March 31, 2023, the Company settled \$151,375 of payables by issuing 605,500 common shares at \$0.25 per share.

On June 30, 2023, the Company settled \$35,140 of payables by issuing 140,560 common shares at \$0.25 per share.

Stock Option Plan

On September 30, 2022, the Company adopted a stock option plan ("Plan") that authorizes the Company to issue up to a maximum of 10% of its issued common shares with an exercise period not to exceed ten years. The term, exercise price and vesting conditions of the options are fixed by the Company's Board of Directors at the time of grant. No options have been issued since the Plans inception.

Stock Exchange Listing

During F2023, KO embarked on the process of becoming a public issuer through obtaining a listing on the Canadian Securities Exchange (CSE).

KO GOLD CORP.

Management's Discussion & Analysis (for the year ended March 31, 2023)

Director and Management Changes

On September 30, 2022, Mr. Paul Ténrière, was appointed a director and Vice President-Exploration of the Company. Mr. Ténrière has Bachelor of Science (Honours) in Earth Sciences and Master of Science (Geology) and has worked in the capital markets and corporate finance for nearly 10 years and as a Professional Geologist for over 25 years. Mr. Ténrière was a Senior Listings Manager and Mining Expert at the Toronto Stock Exchange and TSX Venture Exchange from 2014 to 2018 and reviewed NI 43-101 technical reports, annual and quarterly financial statements, and other corporate finance documents.

On January 27, 2023, Mr. Alvin Jackson was appointed a director of the Company. Mr. Jackson has over 40 years of worldwide experience in mineral exploration and development. During his career, he has been directly involved with the exploration drilling and pre-feasibility studies on two major gold deposits (Detour Lake, Ontario and Golden Cross in New Zealand) and one porphyry copper deposit (Huckleberry, British Columbia), all of which subsequently became producers. His experience includes work as an Exploration Manager for Cyprus Minerals Canada from 1989 to 1992 and serving as President and Chief Executive Officer/Chief Operating Officer of Eurozinc Mining between 1999 to 2005 where he directed that company in its acquisition of the Aljustrel and Neves Corvo zinc and copper mines in Portugal. Eurozinc subsequently grew to a market cap of over \$1.5 billion before merging with Lundin Mining. Currently, Mr. Jackson serves as director and Vice President, Exploration and Development of Freegold Ventures as well as a director of Canasil Resources and Finlay Minerals Ltd.

On January 27, 2023, Mr. Chris Irwin resigned as a director of the Company. Mr. Irwin continues to act as the Company's Corporate Secretary.

OTAGO GOLD AND SMYCLERS GOLD PROJECTS – SOUTH ISLAND, NEW ZEALAND

The Otago Gold Project and the Smyclers Gold Project are located on the South Island of New Zealand. The Otago Project encompasses 910 km² and the Smyclers Project encompasses 80 km². The Otago Project consists of four permits, of which three are two-year prospecting permits and one is a five-year exploration permit. These four prospecting and exploration permits are 100% owned by the Company. The Smyclers Project consists of two contiguous exploration permits that are subject to an option agreement with Hyde Resources Limited and Smyclers Gold Limited.

The Company must complete a minimum work programme for each permit that is acceptable to NZP&M by the permit expiry date. NZP&M issues permits to prospect, explore and mine Crown-owned minerals in New Zealand. A summary of the permits is below:

Otago Gold Project				
Permit	Area (sq kms)	Type of Permit	Expiry	Notes
Tokomairiro	214	Prospecting – Tier 2	December 15, 2022	EOD pending *
Carrick Range	426	Prospecting – Tier 2	June 1, 2023	EOD pending *
Rough Ridge South	247	Prospecting – Tier 2	February 22, 2024	
Hyde	23	Exploration – Tier 2	February 22, 2027	
	<u>910</u>			

- * The Company has submitted an Extension of Duration ("EOD") application to NZP&M to extend the permit an additional 2 years from the original expiry date. As part of the EOD application process, KO Gold must relinquish 50% of each permit area.

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The Hyde permit is located ~21 km west of Macraes Mine and ~27 km north of Middlemarch. The Tokomairiro permit is located ~35 km southwest of Dunedin and ~6 km north of Milton. The Rough Ridge South permit is located ~40 km west of Middlemarch. The Carrick Range permit is located ~17 km west of Alexandra.

Smylers Gold Project

Permit	Area (sq kms)	Type of Permit	Expiry	Notes
Glenpark	42	Exploration – Tier 2	November 2, 2022	EOD pending *
Smylers	38	Exploration – Tier 2	October 12, 2026	
	<u>80</u>			

* Hyde Resources has submitted an EOD application to NZP&M for the Glenpark permit to extend this permit an additional 5 years from the original expiry date.

The Smylers Gold permit is located ~26 km east of Macraes Mine and ~45 km north of Dunedin. This permit is adjacent to the Glenpark permit. Glenpark is located ~14 km east of Macraes Mine and ~55 km north of Dunedin.

General

Unless a permit is a non-exclusive prospecting permit, the rights granted by a permit are exclusive to the permit holder; however, permits may be granted over an area where there are already permits for other mineral groups. Minerals permits are classified as tier 1 or tier 2. All prospecting permits are tier 2. Exploration permits for gold are classified as tier 1 unless the expected total work programme expenditure for the final five years of its life, is less than NZD 1,250,000. Mining permits for gold, silver and platinum group metals (PGMs) are classified as tier 1 if, in any one permit year in the next five years of its life, the annual royalty payable to the New Zealand government will be equal to or more than NZD 50,000.

The permit tiers may change in the future, e.g. as work programme expenditures increase over the life of the permits. Exploration permits are granted for a maximum term of five years, and prospecting permits are granted for two years. At the end of the permit period, KO has the option of upgrading the permit type (e.g. prospecting to exploration permit or exploration permit to mining permit), applying for an extension of duration (EOD) of the current permit, or surrendering the permit. If KO or Hyde Resources/Smylers Gold decides to extend the duration of any of its permits, it must relinquish 50% of the permit area.

Smylers Gold Project Option Agreement

On March 8, 2021, the Company entered into the HS Option Agreement (the "HS Option Agreement"), having an effective date of April 1, 2021, with Hyde Resources Limited and Smylers Gold Limited (collectively, the "HS Optionors") pursuant to which the Company obtained the right (the "Option") to acquire a 100% interest in the Smylers and Glenpark permits.

On June 28, 2023, the term of the HS Option Agreement was extended for an additional year with no change in expenditure requirements. The Company is now required to incur expenditures of NZ \$4,000,000 over a four-year period (the "Option Term"), instead of a three-year period, as follows:

- a) a minimum of NZ \$1,000,000 in expenditures before September 30, 2022 (completed); and,
- b) an additional NZ \$3,000,000 in expenditures by April 1, 2025 (expended NZ \$160,580 at March 31, 2023).

The Company is not entitled to any partial interest if the Company fails to exercise the Option within Option Term. The Company currently does not have sufficient capital to fund the balance of the NZ \$3 million dollar expenditure

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requirement. During the Option Term the Company is required to keep the Smylers and Glenpark permits in good standing. The Company, at its option, can elect to become the operator of the Smylers Project.

Upon exercise of the Option, the Company is to issue sufficient common shares to the Optionors to align their percentage ownership in the Company with the relative value of 50% of the value of the Smylers Gold Project, divided by the value of the Company's mineral properties (which would include 100% of the Smylers Gold Project) plus working capital. Valuations are to be performed by a third party.

The Optionors shall retain a 2% Net Return Royalty on all proceeds received by the Company on all ore mined from the property. The Company has the right to purchase one-half of the NSR (equivalent to a 1% NSR) for \$3,000,000.

Exploration Activities

As of the date of this MD&A, exploration conducted by KO has only occurred at the Smylers Gold Project and on the Tokomairiro permit.

Smylers Gold Project

Extensive geological and structural mapping has been conducted at the Smylers Gold Project and compiled with historical data to understand the mineralization and plan surface sampling and drilling. Over the past five years, KO, Hyde Resources Limited and Smylers Gold Limited have collected a total of 349 rock-chip samples, 5,330 soil samples, dug 14 trenches totalling 832 m, and drilled 41 diamond and 64 reverse circulation (RC) drill holes for a combined total of 15,591 m. Exploration has identified seven gold prospects within the Smylers Gold permit. Gold mineralization has been intercepted at depth, and some of the best intercepts include 5 m @ 3.4 g/t from 32 m (incl. 1 m @ 8.3 g/t), 2 m @ 4.7 g/t from 22 m, 3.6m @ 2.14 g/t from 142.7 m.

During F2022, KO completed a reverse circulation (RC) drill program at the Smylers Gold permit. The RC drilling program consisted of approximately 2,735 m and 26 drill holes. Every drill hole encountered gold mineralization including up to 9 m at 1 g/t within the Kensington target in the central part of the Smylers Gold permit. Additional soil sampling and prospecting was completed east of the 2022 RC drilling program in Smylers East in early F2022. Arsenic soil anomalies up to 200 ppm were encountered along strike at Smylers East resulting in a new orientation of the Hyde-Macraes Shear Zone (HMSZ), which is known to host significant gold deposits to the northwest including at the Macraes Mine.

During F2023, exploration activities at the Smylers Gold Project were focused on planning and designing a second phase reverse circulation (RC) drilling program, with a focus on key gold targets on the Smylers Gold exploration permit.

Smylers	2023	2022	Since inception NZD
Property costs	\$ 23,150	\$ 42,887	\$ 76,856
Assaying	3,687	30,223	39,041
Consulting/Contracting	30,254	152,880	211,840
Drilling	-	346,062	392,049
Equipment and supplies	3,276	58,616	70,846
Site costs	144,124	153,923	351,228
Travel/Transportation	3,422	12,717	18,720
	\$ 207,913	\$ 797,308	\$ 1,160,580

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Otago Gold Project

During F2022, at the Tokomairiro permit, geological and structural mapping was conducted contemporaneously with soil, stream and rock-chip sampling. The mapping was focused around areas of known historical Au mining, and noted shafts, adits, pits, and abandoned mining equipment. Outcrop of in situ basement schist is limited within permit area; therefore, only 14 rock-chip samples were collected. The best rock-chip sample was collected nearby the Canada/Ocean View reef and returned 135.5 ppm Au. All major streams except the Wai-o-Te-Meho Creek were sampled, and a total of 72 samples were collected. The Wai-o-Te-Meho Creek was not sampled following consultation with Te Rūnanga o Ōtākou as sampling was conducted during the spawning season of a threatened native freshwater fish species. The stream-sediment analysis identified two anomalous catchments with an Au z-score >2. Soil sampling was conducted over four prospects (historical Au mines), and a total of 531 samples were collected. Samples were analysed by Portable X-ray Fluorescence analysis (pXRF) and sent for laboratory gold (Au) analysis. Thirteen samples returned ≥0.01 ppm Au.

The existing (1997–2000) geophysical data (magnetic, radiometric, and electromagnetic) was reviewed. While the radiometric and electromagnetic maps did not delineate any distinguishable features, the magnetic maps indicate the presence of two magnetic structural boundaries that warrant further investigation.

During F2023, exploration activities at the Otago Gold Project were focused on desktop studies and data compilation work for its Carrick Range and Rough Ridge South prospecting permits to prepare for a field mapping, soil sampling, and prospecting programs in fiscal F2024.

Otago	2023		2022	
Property costs	\$	57,682	\$	33,721
Assaying		-		15,279
Consulting/Contracting		6,336		42,663
Site costs		-		89
Travel/Transportation		-		304
	\$	64,018	\$	92,056

Future Exploration Activities

The Company plans to complete the following exploration activities on its 100%-owned and optioned permits over the next 12 months:

Smylers Gold Project

- Drill a minimum of nine reverse circulation (RC) holes to test the mineralization at Hidden Gully, Kensington, and Williams prospects.

Otago Gold Project

- Hyde - Undertake a desktop study of the permit including reinterpret existing geophysical data and update the GIS database of all the exploration data.
- Carrick Range - Undertake a desktop study of the permit including review all literature and geophysical data, review the applicability of remote-sensed data and machine learning to remote-sensed and geophysical data, validate historical data and compile a complete database and GIS workspace.
- Rough Ridge South - Undertake a desktop study of the permit including review all literature and geophysical data, review the applicability of remote-sensed data and machine learning to remote-sensed and geophysical data, validate historical data and compile a complete database and GIS workspace.

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SELECTED ANNUAL INFORMATION

	Year ended,		
	March 31 2023	March 31 2022	March 31 2021
Results of Operations			
Corporate and administrative	\$ (260,516)	\$ (78,494)	\$ (48,693)
Exploration and evaluation	(271,931)	(889,364)	(170,143)
Interest income	109	-	-
Net loss	(532,338)	(967,858)	(218,836)
Net loss per share - basic and diluted	(0.043)	(0.147)	(0.051)
Financial Position			
	March 31 2023	As at, March 31 2022	March 31 2021
Cash	\$ 511,240	\$ 11,714	\$ 109,901
Working capital	412,781	(69,338)	81,702
Total assets	556,044	51,100	141,654
Total long-term financial liabilities	-	-	-

The decrease in the net loss for F2023, as compared to F2022, resulted from reduced Smyler Gold Project exploration activities, which decrease was partially offset by added corporate and administrative costs in support of the Company's evolution and public listing initiatives. The increase in the net loss for F2022, as compared to F2021, was attributable to expanded corporate and exploration activities revolving around the Otago and Smylers Gold Projects. The net loss for F2021 was primarily derived from corporate and exploration activities revolving around the Otago Gold Project and the evaluation and procurement of opportunities in New Zealand.

For F2023, the growth in the Company's cash and working capital was funded by proceeds received from private placements and the exercise of warrants. For F2022, the decline in the Company's cash and working capital was due to significantly higher expenditures to support the Company's New Zealand initiatives. For F2021, the growth in the Company's cash and working capital was funded by a \$300,000 private placement.

SUMMARY OF QUARTERLY RESULTS

	Corporate and administrative	Exploration and evaluation	Net income loss	Net loss per share
	\$	\$	\$	\$
Fiscal 2023				
Q4 March 31	(163,302)	(60,124)	(223,426)	(0.016)
Q3 December 31	(25,522)	(55,809)	(81,222)	(0.006)
Q2 September 30	(45,102)	(72,124)	(117,226)	(0.010)
Q1 June 30	(26,590)	(83,874)	(110,464)	(0.011)
Fiscal 2022				
Q4 March 31	(42,521)	(136,239)	(178,760)	(0.023)
Q3 December 31	(12,041)	(122,031)	(134,072)	(0.018)
Q2 September 30	(11,645)	(541,420)	(553,065)	(0.095)
Q1 June 30	(12,287)	(89,674)	(101,961)	(0.020)

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For F2023, fluctuations in quarterly results were influenced by the amount of: (1) corporate and administrative expenses, which were impacted by: the onset of administrative and accounting costs in Q4; costs to advance the Company's public listing initiatives in Q4 and to prepare the inaugural NI 43-101 technical report for the Otago and Smylers Gold Projects in Q3 and Q4; annual audit and tax reporting fees in Q4 and, travel costs to attend meetings in New Zealand in Q1; and, (2) exploration and evaluation expenditures related to the Company's Otago and Smylers Gold Projects in each quarter.

For F2022, fluctuations in quarterly results were influenced by the amount of: (1) corporate and administrative expenses, which were impacted by annual audit and tax reporting fees in Q4; and, (2) exploration and evaluation expenditures related to the Company's Otago and Smylers Gold Projects in each quarter.

RESULTS OF OPERATIONS

The net loss for F2023 was \$532,338 versus a net loss of \$967,858, representing a decrease of \$435,520. During F2023, corporate activity revolved around on attaining a public listing on a Canadian stock exchange, evaluating additional opportunities in New Zealand and capitalizing the Company. Exploration and evaluation expenditures (F2023 - \$271,931 vs F2022 - \$889,364) decreased, as exploration activities were focused on completing desk top studies on newly acquired prospecting permits at the Otago Gold Project and planning the second phase of RC drilling at the Smylers Gold Projects.

The growth in corporate administrative expenses (F2023 - \$260,516 vs F2022 - \$78,494) was primarily due to higher: consulting fees, for administrative, accounting and technical advisory services and to prepare the inaugural NI 43-101 technical report for the Otago and Smylers Gold Projects; and, filing and transfer agent fees and professional fees, to advance the Company's public listing initiative. Corporate development and promotion reflect costs to develop a Company web site. Travel costs were incurred to attend meetings in New Zealand. Office and general costs were relatively consistent with the comparative period.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital

As at March 31, 2023, KO had cash of \$511,240 and a working capital surplus of \$412,781. Sales tax receivables represent amounts expected to be refunded by the Canadian and New Zealand governments. Prepaid expenses and deposits include amounts for future corporate and Otago Gold Project activities.

To enhance its working capital, during F2023, the Company:

- on April 15, 2022, completed the fifth and final tranche of the \$870,000 Private Placement by issuing 250,000 units for gross proceeds of \$50,000.
- implemented two warrant exercise programs to encourage the early and voluntary exercise of up to 4,350,000 common share purchase warrants issued pursuant to the \$870,000 Private Placement. Under each warrant exercise program, the warrant exercise price was reduced from \$0.30 to \$0.10 between May 9, 2022 to June 30, 2022 and between December 28, 2022 to December 31, 2022. The two warrant exercise programs resulted in a total of 3,475,000 warrants being exercised for proceeds of \$347,500.
- on October 3, 2022, closed the first tranche of a brokered private placement (the "Brokered Private Placement") for gross proceeds of \$233,500 by issuing 934,000 common shares at \$0.25 per share.

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- On February 10, 2023, the Company completed the second tranche of the Brokered Private Placement by issuing 1,063,000 common shares for gross proceeds of \$265,750. The closing of the two tranches resulted in the Company receiving total gross proceeds of \$499,250 and issuing 1,997,000 common shares.
- On March 31, 2023, the Company settled \$151,375 of payables by issuing 605,500 common shares at \$0.25 per share, of which \$121,375 was payable to current and former Company directors and officers.

In addition, on June 30, 2023, the Company settled \$35,140 of payables by issuing 140,560 common shares at \$0.25 per share.

The Company currently does not have sufficient capital to fund the balance of the NZ \$3 million dollar expenditure requirement pursuant to the HS Option Agreement for the Smylers Gold Project. For F2024 the Company will need to raise additional working capital to fully fund its activities, which includes exploration activities at its Otago and Smyler's Gold Projects. Further, should the Company acquire additional properties then the Company may require additional capital to fund the acquisition and/or associated exploration activities on the new properties.

There is a risk that the Company may not be able to raise sufficient funds, thus jeopardizing the Company's ability to maintain its mineral projects/properties or continue as a going-concern. A large majority of the Otago and Smylers Gold Projects' expenditures are denominated in New Zealand dollars giving rise to market risk from changes in foreign exchange rates, which may negatively or positively impact the Company's working capital.

RELATED PARTY TRANSACTIONS AND BALANCES

Consulting fees of \$58,000 (F2022 - \$nil) for the year were paid or became payable as follows:

- Vice President-Exploration and director, Mr. Paul Ténrière - \$18,000 (F2022 - \$nil). Mr. Ténrière provided technical advisory services and was appointed to these positions on September 30, 2022.
- Chief Financial Officer and director, Mr. Mark McMurdie - \$30,000 (F2022 - \$nil), paid to Rustle Woods Capital Inc. ("RWC"), a company associated with Mr. McMurdie, for accounting services.
- Director, Mr. Norm Stacey - \$10,000 (F2022 - \$nil), paid to Diversified Investment Management Services Limited (DIMS"), a company controlled by Mr. Stacey, for technical advisory services.

Professional fees (legal) of \$39,210 (F2022 - \$9,140) for the year were paid or became payable to Irwin Lowy LLP ("ILL"), a law firm in which former Company director and officer, Mr. Chris Irwin is a partner. Of these amounts, \$12,191 (F2022 - \$3,415) of fees are included under share issuance costs.

On March 31, 2023, the Company issued 485,500 common shares at \$0.25 per share to settle payables of \$121,375 as follows:

- RWC received 120,000 shares in settlement of consulting fees of \$30,000;
- DIMS received 40,000 shares in settlement of consulting fees of \$10,000;
- GP Isenor Co. ("GPI"), a company controlled by Company director, Mr. Gregory Isenor, received 60,000 shares in settlement of \$15,000 of expenses; and
- ILL received 265,500 shares in settlement of legal fees of \$66,375.

Accounts payable and accrued liabilities include \$12,851 (March 31, 2022 - \$28,207) payable to entities controlled by or associated with Company directors/officers.

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FOURTH QUARTER

The net loss for the fourth quarter of F2023 was \$223,426 versus a net loss of \$178,760 for the comparable quarter of F2022, representing an increase of \$44,666. During the current quarter, corporate activity mainly revolved around attaining a public listing on a Canadian stock exchange and capitalizing the Company. As a result, exploration activities were reduced which led to the decrease in exploration and evaluation expenditures (F2023 - \$60,124 vs F2022 - \$136,239).

The growth in corporate administrative expenses (F2023 - \$163,302 vs F2022 - \$42,521) was primarily impacted by higher: consulting fees for administrative, accounting, and technical advisory services; and, professional fees, as the Company incurred legal fees to advance its public listing initiative and fees for annual audit and tax reporting services. Filing and transfer agent fees are related to the Company's public listing initiative. Corporate development and promotion reflect costs to develop a Company web site.

	2023	2022
Consulting	\$ 79,852	\$ 9,000
Corporate development and promotion	7,998	150
Filing and transfer agent fees	10,535	-
Office and general	557	259
Professional fees	64,360	33,112
	\$ 163,302	\$ 42,521

SHARE CAPITAL

As of the date of this MD&A, the Company has the following securities outstanding:

Security	Number
Common shares	15,568,060
Warrants	66,290
Options	Nil

NEW ACCOUNTING POLICIES

For information on current and future changes in accounting policies and disclosures, please refer to Note 4 in KO's audited consolidated financial statements for the year ended March 31, 2023.

FINANCIAL INSTRUMENTS

Disclosure on KO's financial instruments and related risks may be found in Note 15 of KO's audited consolidated financial statements for the year ended March 31, 2023.

KO's current exposure to liquidity risk has been partially mitigated with the amount of capital raised in F2023. However, the Company's exposure to liquidity risk remains and will continue to revolve around the amounts required to fund its Otago and Smylers Gold Projects' obligations and exploration activities, in addition to funding its corporate overheads and any future property or project acquisitions. A large majority of the Otago and Smylers Gold Projects' expenditures are denominated in New Zealand dollars giving rise to market risk from changes in foreign exchange rates.

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The Company does not have a risk management committee or written risk management policies. The Company has not entered into any specialized financial agreements to minimize its credit or foreign currency risks. There are no off-balance sheet arrangements.

CAUTIONARY STATEMENTS

This MD&A may contain forward-looking statements relating to, but not limited to, KO's assumptions, estimates, expectations and statements that describe KO's future plans, intentions, beliefs, objectives or goals, that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those expressed or anticipated by such forward-looking statements. Statements that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements or forward-looking information, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words. Examples of such forward-looking statements, without limiting the generality of the foregoing, include:

- potential to earn an interest in mineral properties or projects and complete property acquisitions
- ability to satisfy permitting requirements, work commitments and expenditure requirements
- reference to competitor's exploration results
- potential of exploration properties
- financial or capital market conditions
- evaluation of the potential impact of future accounting changes
- capital requirements and ability to obtain funding
- ability to continue as a going concern.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements and forward-looking information. Such factors include, but are not limited to:

- condition of underlying commodity markets and prices
- ability to raise necessary capital
- fluctuations in foreign exchange and stock market volatility
- receipt or retention of necessary permits or approvals
- suspension or delays in our operations due to public health concerns
- access to properties and contests over title to properties
- obtaining exploration, environmental and mining approvals
- timing of commencement of exploration or development activities
- quality of exploration results and mineralogy
- geological, technical, drilling and operating difficulties
- establishment of sufficient and economic resources or reserves
- availability and cost of contractors, equipment, supplies, labour and insurance
- performance of our partners and their financial wherewithal
- the speculative nature of exploration and development and investor sentiment
- degree of support from local communities
- competition for, among other things, capital, acquisitions of resources and/or reserves, undeveloped lands and skilled personnel
- changes in national and local governments, legislation, taxation, controls, regulations and political or economic developments in which the Company conducts or may conduct business
- business opportunities that may be presented to or pursued by us
- our ability to correctly value and successfully complete acquisitions

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- effectiveness of corporate and investor relations

Although KO believes that the assumptions, estimates and expectations reflected in our forward-looking statements are reasonable, results may vary, and we cannot guarantee future results, levels of activity, performance or achievements. Readers are cautioned not to place undue reliance on these forward-looking statements due to the inherent uncertainty. KO disclaims any intent or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or other such factors which affect this information, except as required by law.

RISKS AND UNCERTAINTIES

KO is in the business of exploring mineral properties and, if warranted, developing and mining them, which is a highly speculative and costly endeavour. The mining sector is by its nature, cyclical, competitive and risky. Many of these risks are beyond the Company's control. Investment in the mining sector in general and the exploration sector involves a great deal of risk and uncertainty, and KO's common shares should be considered as a highly speculative investment. Current and potential investors should give special consideration to the risk factors involved.

Acquisition Risk

KO uses its best judgment in the acquisition of mineral properties or an alternative business venture and, in pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including agreements to finance the acquisition and development of the mineral properties or business venture. The Company cannot provide assurance that it can complete any acquisition that it pursues, on favourable terms, or that any acquisition will ultimately benefit the Company. The Company has assembled a board of directors with strong experience in mergers and acquisitions.

Community and Indigenous Risk

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain organizations, indigenous and public interest groups and media organizations, who oppose resource development can be vocal critics of the mining industry. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Under the Crown Minerals Act 1991, NZP&M must act in accordance with the principles of the Treaty of Waitangi (Te Tiriti o Waitangi) that underpin the relationship between indigenous peoples known as the Māori and the Crown. These principles include partnership, active protection, and redress. As such, when assessing a permit application, NZP&M consults with iwi and hapū whose rohe includes some or all of a permit area, or who may be directly affected by a permit. Iwi and hapū can provide recommendations and requests based on the Treaty principles.

During the permit application assessments, Aukaha, a consultancy that represents iwi (Māori tribes), put forth submissions on behalf of Kāti Huirapa Rūnaka ki Puketeraki, Te Rūnanga o Ōtākou, Te Rūnanga o Moeraki and Hokonui Rūnanga (local iwi). The submissions requested by the Company typically make the following provisions when planning work programmes:

- Consider the Kāi Tahu ki Otago Natural Resource Management Plan.
- Keep any vegetation disturbance to a minimum (necessary to establish access and undertake the bed disturbance works).
- Limit any activities within the watercourse to outside the duration of spawning seasons or periods when the native fishery is considered sensitive.
- Adhere to the Heritage New Zealand Pouhere Taonga Archaeological Discovery Protocol.

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- Ensure any prospecting activity is discrete and selective and does not change the shape or form of the existing landscape.

One or more groups of people may oppose the Company's current and future operations or further development or new development of its projects or operations. Such opposition may be directed through legal or administrative proceedings or expressed in manifestations such as protests, roadblocks or other forms of public expression against the Company's activities and may have a negative impact on the Company's reputation. Opposition by such groups to the Company's operations may require modification of, or preclude operation or development of, its projects or may require it to enter into agreements with such groups or local governments with respect to its projects, in some cases causing considerable delays to the advancement of the projects.

Competition Risk

KO must compete with a number of other companies and investors that possess greater financial and technical resources. Competition in the mining sector could adversely affect the Company's ability to acquire personnel, equipment and mineral properties or projects.

Conflicts of Interest Risk

Certain directors and officers of KO, in their personal capacities or as directors or officers of other companies, are engaged or have interests in mineral exploration and development activities outside of the Company. Accordingly, exploration opportunities or prospects of which they become aware of may not necessarily be made available to the Company.

Counterparty Risk

Counterparty risk is the risk that each party to a contract will not fulfill its contractual obligations. The entering into a transaction for a business opportunity exposes the Company to this risk. The Company is exposed to this risk through its HS Option Agreement.

Dependence on Directors, Management and Third-parties risk

KO is very dependent upon the efforts and commitment of its directors, management, consultants and the HS Optionor to the extent that if the services of these parties were not available, or the HS Optionor failed to perform its obligations at the Smylers Gold Project, a disruption in the Company's operations may occur, which may have an adverse effect on the Company's objectives and financial condition.

Environmental and Safety Risks

Exploration and development activities conducted on KO's mineral properties are subject to the environmental and health and safety laws and regulations of New Zealand. These laws and regulations set various standards regulating certain aspects of health, safety, and environmental quality. They provide for penalties and other liabilities for the violation of standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily or permanently in the case of breaches of these standards.

In New Zealand, key environmental legislation concerning exploration and mining activities includes the Resource Management Act 1991 and the Wildlife Act 1953. Under the Resource Management Act, local authorities manage the environmental consenting process. Resource and land use consent must be obtained before commencing most exploration and mining activities. Other legislation regulating industrial activities, environmental effects, and the health and safety of the workplace also apply to mining activities, such as the Health and Safety at Work Act (2015) and the Heritage New Zealand Pouhere Taonga Act 2014.

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Management's Discussion & Analysis (for the year ended March 31, 2023)

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties, more stringent environmental assessments and a heightened degree of responsibility for companies and their officers, directors and employees. Environmental and health and safety laws and regulations may change at any time prior to the granting of necessary approvals. The support of local communities may be required to obtain necessary permits. Although the Company undertakes to comply with environmental and health and safety laws and regulations to minimize risks, there is no assurance that changes in these laws or regulations will not adversely affect the Company's operations.

Exploration Risk

There is no assurance that the activities of KO will be successful and result in a commercial or economic deposit being discovered and in fact, most companies are unsuccessful due to the low probability of discovering an economic deposit. Once mineralization is discovered, it may take several years until production is possible during which time the economics of a project may change. Substantial expenditures are required to establish reserves through drilling. KO's ability to establish a mining operation is subject to a host of variables, such as the physical, technical and economic attributes of a deposit, availability of capital, cyclical nature of commodity markets and government regulations. If the Company abandons the exploration and development of its Otago and/or Snylers Projects, there is no assurance that it will be able to acquire another mineral property of merit.

Exploration activities involve risks which even a combination of experience, knowledge and prudence may not be able to overcome. Exploration activities are subject to hazards and risks which could result in injury or death, property damage, adverse environmental conditions and legal liability. Fires, power disruptions and shortages and the inability to access land or obtain suitable or adequate equipment or labour are some of the hazards and risks involved in conducting an exploration program.

Financing and Liquidity Risk

KO's ability to continue as a going concern, retain its mineral properties, finance its exploration and development activities and make acquisitions is highly dependent on its working capital and its ability obtain additional funds in the capital/equity markets. The Company does not have production income or a regular source of cash flow to fund its operating activities. In addition, KO's financial success is dependent on the extent to which it can discover mineralization in economic quantities and the economic viability of developing its properties or projects.

KO will require significant capital to finance its overall objectives and there can be no assurance that the Company will be able to raise the capital required, thus jeopardizing the Company's ability to achieve its objectives, meet its obligations or continue as a going-concern. Given the nature of the Company's operations, which consist of exploration, evaluation, development and acquisition of mineral properties or mining projects, the Company believes that the most meaningful financial information relates primarily to current liquidity and solvency. There can be no assurance that the Company's directors/officers will fund the Company's working capital needs.

Failure to obtain sufficient and timely financing may result in delaying or indefinitely postponing exploration or development activities. If the Company obtains debt financing, it may expose its operations to restrictive loan and lease covenants and undertakings. If the Company obtains equity financing, existing shareholders may suffer dilution.

Infrastructure Risk

Exploration and development 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. The lack of availability of acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of KO's projects. If adequate infrastructure is not available, there

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Management's Discussion & Analysis (for the year ended March 31, 2023)

can be no assurance that the exploration or development of the Company's projects will be commenced or completed on a timely basis, if at all.

Public Health Risk

KO's operations are exposed to public health crises (ie: COVID-19) and other events outside of its control. Public health crisis, such as epidemics and pandemics, acts of terrorism, war or other conflicts, could have adverse economic and social impacts on global societies and in areas in which the Company operates. Such public health risks pose a threat to maintaining our operations as planned, due to shortages of workers and contractors, supply chain disruptions, insufficient healthcare, changes in how people socialize and interact, government or regulatory actions or inactions, declines in the price of and demand for our underlying commodities, as well as capital market volatility. There can be no assurance that our workers, partners, suppliers, consultants and contractors will not be negatively impacted by such events. As a result, the Company may not be able to predict and effectively mitigate the impact from such public health risks on its operations and these events could have a material adverse effect on our business, operating results, financial condition and share price.

Permit and Property Title Risk

KO's current and anticipated future exploration and development activities on its properties, require permits from various governmental authorities including NZP&M. The permits for the Otago Gold Project are held the Company and the permits for the Smylers Gold Project are held by private entities. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could prevent, delay or restrict the Company from proceeding with certain exploration or development activities.

Although KO takes reasonable measures to ensure proper title in the properties in which it holds or is acquiring an interest, there may still be undetected title defects affecting such properties. Accordingly, the properties in which KO holds or is acquiring an interest may be subject to prior unregistered liens, agreements, transfers or claims, or unsatisfied work commitments, all of which could have a material adverse impact on KO's operations. In addition, the Company may be unable to access or operate its properties as permitted or to enforce its rights with respect to its properties. If a title defect exists, it is possible that the Company may lose all or part of its interest in the properties to which such defects relate.

There can be no assurance that the Company or the private entities holding the permits will be able to secure, obtain, renew or maintain all necessary licenses and permits or other tenures that may be required to explore and develop the properties. Further, there can be no assurance that governments having jurisdiction over the Company's mineral properties will not revoke or significantly alter such permits or other tenures or that such permits and tenures will not be challenged or impugned. Delays or a failure to obtain or renew such permits, or a failure to comply with the terms of any such permits that the Company has obtained or is earning an interest in, could have a material adverse impact on the Company.

Price Risk

The ability of KO to finance the acquisition, exploration and development of its mineral properties and the future profitability of the Company is strongly related to: the price of gold; the market price of the Company's equities; and, commodity and investor sentiment. Gold and equity prices fluctuate on a daily basis and are affected by a number of factors beyond the Company's control. A decline in either the price of gold, the Company's issued equities or investor sentiment could have a negative impact on the Company's ability to raise additional capital. Management monitors the commodity and stock markets to determine the applicable financing strategy to be taken when needed.

Share Volatility and Dilution Risk

The securities markets are subject to a high level of price and volume volatility, and the securities of many mineral exploration companies can experience wide fluctuations in price, which have not necessarily been related to the

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Management's Discussion & Analysis (for the year ended March 31, 2023)

operating performance, underlying asset values or prospects of such companies. The price of KO's common shares may also be significantly affected by short term changes in mineral prices or in the Company's financial condition or results of operations as reflected in its financial reporting.

In order to finance future operations and development efforts, the Company may raise funds through the issue of common shares or the issue of securities convertible into common shares. The Company cannot predict the size of future issues of common shares or the issue of securities convertible into common shares or the effect, if any, that future issues and sales of the Company's common shares will have on the market price of its common shares. Any transaction involving the issue of shares, or securities convertible into shares, could result in dilution, possibly substantial, to present and prospective holders of shares.

Sufficiency of Insurance Risk

The business of KO is subject to several risks and hazards, including adverse environmental conditions, pollution, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the political or regulatory environment and natural phenomena such as inclement weather conditions, floods, earthquakes and dust storms. Such occurrences could result in damage to mineral properties, personal injury or death, environmental damage, delays in the exploration and development of the Otago and/or Smylers Gold Projects, monetary losses and possible legal liability.

Although the Company may obtain insurance to protect against certain risks in such amounts as the Company considers to be reasonable, the insurance may not cover all the potential risks associated with the operations of the Company and insurance coverage may not be available or may not be adequate to cover any resulting liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and development is not generally available to the Company or to other companies in the mining industry on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect on the Company's business, results of operations, financial condition and/or the value of its securities or otherwise affect the Company's insurability and reputation in the market. The Company has not obtained insurance (title, general liability, environmental, etc.) for any of its activities in New Zealand.

Surface Rights and Land Access Risk

The Company is required to obtain permission from the landowners to access the properties that comprise the Otago and Smylers Gold Projects. The Company understands that it is necessary, as a practical matter, to negotiate land access. However, there is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine at the Otago Gold Project or the Smylers Gold Project becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

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MANAGEMENT'S DISCUSSION AND ANALYSIS (for the three-month period ended June 30, 2023)

September 13, 2023

INTRODUCTION

This management's discussion and analysis ("MD&A") has been prepared by KO Gold Corp.'s ("KO" or the "Company") management and provides a review of the Company's operating and financial performance for the three-month period ended June 30, 2023, as well as a view of future prospects. The MD&A should be read in conjunction with KO's unaudited condensed interim consolidated financial statements for the three-month period ended June 30, 2023; and, audited consolidated financial statements for the year ended March 31, 2023. Additional information related to the Company is filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) and is available online at www.sedar.com

Basis of presentation

KO's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars, unless otherwise noted.

NOTE: in this MD&A references to years, such as F2024 or F2023, refers to the fiscal year ending March 31.

This MD&A may contain forward-looking statements, which may be influenced by factors described in the "Cautionary Statements" section of the MD&A. The "Risks and Uncertainties" section of this MD&A further describes other factors that could cause results or events to differ from expectations.

Qualified Person Statement

The scientific and technical information disclosed in this MD&A has been prepared and approved by Paul Ténière, P.Geo., Vice President-Exploration and a director of the Company and a Qualified Person under National Instrument 43-101 ("NI 43-101").

Scientific and technical information contained in this MD&A has been referenced from the Company's NI 43-101 technical report titled, "Technical Report on the Otago Region Gold Properties, New Zealand" with an effective date of February 1, 2023.

CORPORATE PROFILE

KO is a privately held exploration company involved in the business of acquiring, exploring and developing mineral properties in New Zealand. KO's mineral exploration focus revolves around its 910 km² Otago Gold Project (the "Otago Gold Project or Otago Project") and its 62 km² Smylers Gold Project (the "Smylers Gold Project or the Smylers Project"), each located in the Otago region of the South Island of New Zealand. The Otago Gold Project consists of three 100% owned two-year prospecting permits and one 100% owned five-year exploration permit issued by New Zealand Petroleum & Minerals ("NZPAM"). The Smylers Gold Project originated upon the Company entering into an option agreement on March 8, 2021, with Hyde Resources Limited and Smylers Gold Limited (the "HS Option Agreement") pursuant to which the Company obtained the right to acquire a 100% interest in the Smylers and Glenpark permits.

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Management's Discussion & Analysis (for the three-month period ended June 30, 2023)

HIGHLIGHTS

Smylers Gold Project

On June 28, 2023, the term of the HS Option Agreement was extended for an additional year, now ending on April 1, 2025. In addition, an application to extend the duration of the Smylers Gold permit for another 5 years was approved by NZPAM in July 2023.

Financing Activities

On June 30, 2023, the Company settled \$35,140 of payables by issuing 140,560 common shares at \$0.25 per share.

In September 2023, the Company received unsecured and non-interest bearing cash loans of \$60,000, of which \$10,000 was provided by Company directors/officers. These loans were provided for working capital purposes and are to be repaid any time after October 1, 2024.

Stock Exchange Listing

During F2023, KO embarked on the process of becoming a public issuer through obtaining a listing on the Canadian Securities Exchange (CSE) and is hopeful that its common shares will be listed in its second or third quarter of F2024.

OTAGO GOLD AND SMYCLERS GOLD PROJECTS – SOUTH ISLAND, NEW ZEALAND

The Otago Gold Project and the Smylers Gold Project are located on the South Island of New Zealand. The Otago Project encompasses 910 km² and the Smylers Project encompasses 62 km². The Otago Project consists of four permits, of which three are two-year prospecting permits and one is a five-year exploration permit. These four prospecting and exploration permits are 100% owned by the Company. The Smylers Project consists of two contiguous exploration permits that are subject to an option agreement with Hyde Resources Limited and Smylers Gold Limited.

The Company must complete a minimum work programme for each permit that is acceptable to NZPAM by the permit expiry date. NZPAM issues permits to prospect, explore and mine Crown-owned minerals in New Zealand. A summary of the permits is below:

Otago Gold Project				
Permit	Area (km ²)	Type of Permit	Expiry	Notes
Tokomairiro	214	Prospecting – Tier 2	December 15, 2022	EOD pending *
Carrick Range	426	Prospecting – Tier 2	June 1, 2023	EOD pending *
Rough Ridge South	247	Prospecting – Tier 2	February 22, 2024	
Hyde	23	Exploration – Tier 2	February 22, 2027	
	<u>910</u>			

* The Company has submitted an Extension of Duration (“EOD”) application to NZPAM to extend these permits an additional 2 years from the original expiry date. As part of the EOD application process, KO Gold must relinquish 50% of each permit area.

The Hyde permit is located ~21 km west of Macraes Mine and ~27 km north of Middlemarch. The Tokomairiro permit is located ~35 km southwest of Dunedin and ~6 km north of Milton. The Rough Ridge South permit is located ~40 km west of Middlemarch. The Carrick Range permit is located ~17 km west of Alexandra.

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Smylers Gold Project

Permit	Area (km ²)	Type of Permit	Expiry	Notes
Glenpark	42	Exploration – Tier 2	October 12, 2026	
Smylers Gold	20	Exploration – Tier 2	November 2, 2027	EOD approved*
	<u>62</u>			

* In July 2023, Hyde Resources Limited was granted an extension of the permit for an additional 5 years, which resulted in the permit area being reduced by 50%.

The Smylers Gold permit is located ~26 km east of Macraes Mine and ~45 km north of Dunedin. This permit is adjacent to the Glenpark permit. Glenpark is located ~14 km east of Macraes Mine and ~55 km north of Dunedin.

General

Unless a permit is a non-exclusive prospecting permit, the rights granted by a permit are exclusive to the permit holder; however, permits may be granted over an area where there are already permits for other mineral groups. Minerals permits are classified as tier 1 or tier 2. All prospecting permits are tier 2. Exploration permits for gold are classified as tier 1 unless the expected total work programme expenditure for the final five years of its life, is less than NZ \$1,250,000. Mining permits for gold, silver and platinum group metals (PGMs) are classified as tier 1 if, in any one permit year in the next five years of its life, the annual royalty payable to the New Zealand government will be equal to or more than NZ \$50,000.

The permit tiers may change in the future, e.g. as work programme expenditures increase over the life of the permits. Exploration permits are granted for a maximum term of five years, and prospecting permits are granted for two years. At the end of the permit period, KO has the option of upgrading the permit type (e.g. prospecting to exploration permit or exploration permit to mining permit), applying for an extension of duration (EOD) of the current permit, or surrendering the permit. If KO or Hyde Resources/Smylers Gold decides to extend the duration of any of its permits, it must relinquish 50% of the permit area.

Smylers Gold Project Option Agreement

On March 8, 2021, the Company entered into the HS Option Agreement (the "HS Option Agreement"), having an effective date of April 1, 2021, with Hyde Resources Limited and Smylers Gold Limited (collectively, the "HS Optionors") pursuant to which the Company obtained the right (the "Option") to acquire a 100% interest in the Smylers and Glenpark permits.

On June 28, 2023, the term of the HS Option Agreement was extended for an additional year with no change in expenditure requirements. The Company is now required to incur expenditures of NZ \$4,000,000 over a four-year period (the "Option Term"), instead of a three-year period, as follows:

- a) a minimum of NZ \$1,000,000 in expenditures before September 30, 2022 (completed); and,
- b) an additional NZ \$3,000,000 in expenditures by April 1, 2025 (expended NZ \$206,890 as of June 30, 2023).

The Company is not entitled to any partial interest if the Company fails to exercise the Option within Option Term. The Company currently does not have sufficient capital to fund the balance of the NZ \$3 million dollar expenditure requirement. During the Option Term the Company is required to keep the Smylers and Glenpark permits in good standing. The Company, at its option, can elect to become the operator of the Smylers Project.

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Upon exercise of the Option, the Company is to issue sufficient common shares to the Optionors to align their percentage ownership in the Company with the relative value of 50% of the value of the Smylers Gold Project, divided by the value of the Company's mineral properties (which would include 100% of the Smylers Gold Project) plus working capital. Valuations are to be performed by a third party.

The Optionors shall retain a 2% Net Return Royalty on all proceeds received by the Company on all ore mined from the property. The Company has the right to purchase one-half of the NSR (equivalent to a 1% NSR) for \$3,000,000.

Exploration Activities

As of the date of this MD&A, KO has only conducted exploration and desktop studies at the Smylers Gold Project and on the Tokomairiro and Carrick Range permits.

Smylers Gold Project

Extensive geological and structural mapping has been conducted at the Smylers Gold Project and compiled with historical data to understand the mineralization and plan surface sampling and drilling. Over the past five years, KO, Hyde Resources Limited and Smylers Gold Limited have collected a total of 349 rock-chip samples, 5,330 soil samples, dug 14 trenches totalling 832 m, and drilled 41 diamond and 64 reverse circulation (RC) drill holes for a combined total of 15,591 m. Exploration has identified seven gold prospects within the Smylers Gold permit. Gold mineralization has been intercepted at depth, and some of the best intercepts include 5 m @ 3.4 g/t from 32 m (incl. 1 m @ 8.3 g/t), 2 m @ 4.7 g/t from 22 m, 3.6m @ 2.14 g/t from 142.7 m.

During F2022, KO completed a reverse circulation (RC) drill program at the Smylers Gold permit. The RC drilling program consisted of approximately 2,735 m and 26 drill holes. Every drill hole encountered gold mineralization including up to 9 m at 1 g/t within the Kensington target in the central part of the Smylers Gold permit. Additional soil sampling and prospecting was completed east of the 2022 RC drilling program in Smylers East in early F2022. Arsenic soil anomalies up to 200 ppm were encountered along strike at Smylers East resulting in a new orientation of the Hyde-Macraes Shear Zone (HMSZ), which is known to host significant gold deposits to the northwest including at the Macraes Mine.

During F2023, exploration activities at the Smylers Gold Project were focused on planning and designing a second phase reverse circulation (RC) drilling program, with a focus on key gold targets on the Smylers Gold exploration permit. For F2024, expenditures represent costs to maintain operations and no exploration activities were conducted.

Smylers	Three months ended		Since
	2023	June 30 2022	inception NZD
Property costs	\$ -	\$ 14,303	\$ 76,856
Assaying	-	1,399	39,041
Consulting/Contracting	3,031	17,067	215,490
Drilling	-	-	392,049
Equipment and supplies	-	1,806	70,846
Site costs	34,839	36,257	393,188
Travel/Transportation	581	1,509	19,420
	\$ 38,451	\$ 72,341	\$ 1,206,890

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Otago Gold Project

During F2022, at the Tokomairiro permit, geological and structural mapping was conducted contemporaneously with soil, stream and rock-chip sampling. The mapping was focused around areas of known historical Au mining, and noted shafts, adits, pits, and abandoned mining equipment. Outcrop of in situ basement schist is limited within permit area; therefore, only 14 rock-chip samples were collected. The best rock-chip sample was collected nearby the Canada/Ocean View reef and returned 135.5 ppm Au. All major streams except the Wai-o-Te-Meho Creek were sampled, and a total of 72 samples were collected. The Wai-o-Te-Meho Creek was not sampled following consultation with Te Rūnanga o Ōtākou as sampling was conducted during the spawning season of a threatened native freshwater fish species. The stream-sediment analysis identified two anomalous catchments with an Au z-score >2. Soil sampling was conducted over four prospects (historical Au mines), and a total of 531 samples were collected. Samples were analysed by Portable X-ray Fluorescence analysis (pXRF) and sent for laboratory gold (Au) analysis. Thirteen samples returned ≥0.01 ppm Au.

The existing (1997–2000) geophysical data (magnetic, radiometric, and electromagnetic) was reviewed. While the radiometric and electromagnetic maps did not delineate any distinguishable features, the magnetic maps indicate the presence of two magnetic structural boundaries that warrant further investigation.

During F2023, exploration activities at the Otago Gold Project were focused on desktop studies and data compilation work for its Carrick Range and Rough Ridge South prospecting permits to prepare for a field mapping, soil sampling, and prospecting programs. For F2024, the Company completed its desktop study for the Carrick Range permit and outlined potential exploration targets.

Otago	Three months ended	
	2023	June 30 2022
Property costs	\$ 12,682	\$ 11,533
Consulting/Contracting	9,383	-
	\$ 22,065	\$ 11,533

Future Exploration Activities

The Company plans to complete the following exploration activities on its 100%-owned and optioned permits over the next 12 months:

Smylers Gold Project

- Drill a minimum of nine reverse circulation (RC) holes to test the mineralization at Hidden Gully, Kensington, and Williams prospects.

Otago Gold Project

- Hyde - Undertake a desktop study of the permit including reinterpreting existing geophysical data and updating the GIS database of all the exploration data.
- Rough Ridge South - Undertake a desktop study of the permit including reviewing all literature and geophysical data, reviewing the applicability of remote-sensed data and machine learning to remote-sensed and geophysical data, validating historical data and compiling a complete database and GIS workspace.

KO GOLD CORP.

Management's Discussion & Analysis (for the three-month period ended June 30, 2023)

SUMMARY OF QUARTERLY RESULTS

	Corporate and administrative	Exploration and evaluation	Net loss	Net Loss per share
<u>Fiscal 2024</u>	\$	\$	\$	\$
Q1 June 30	(54,399)	(60,516)	(114,915)	(0.007)
<u>Fiscal 2023</u>				
Q4 March 31	(163,302)	(60,124)	(223,426)	(0.016)
Q3 December 31	(25,522)	(55,809)	(81,222)	(0.006)
Q2 September 30	(45,102)	(72,124)	(117,226)	(0.010)
Q1 June 30	(26,590)	(83,874)	(110,464)	(0.011)
<u>Fiscal 2022</u>				
Q4 March 31	(42,521)	(136,239)	(178,760)	(0.023)
Q3 December 31	(12,041)	(122,031)	(134,072)	(0.018)
Q2 September 30	(11,645)	(541,420)	(553,065)	(0.095)

For F2023, fluctuations in quarterly results were influenced by the amount of: (1) corporate and administrative expenses, which were impacted by: the onset of administrative and accounting costs in Q4; costs to advance the Company's public listing initiatives in Q4 and to prepare the inaugural NI 43-101 technical report for the Otago and Smylers Gold Projects in Q3 and Q4; annual audit and tax reporting fees in Q4 and, travel costs to attend meetings in New Zealand in Q1; and, (2) exploration and evaluation expenditures related to the Company's Otago and Smylers Gold Projects in each quarter.

For F2022, fluctuations in quarterly results were influenced by the amount of: (1) corporate and administrative expenses, which were impacted by annual audit and tax reporting fees in Q4; and, (2) exploration and evaluation expenditures related to the Company's Otago and Smylers Gold Projects in each quarter.

RESULTS OF OPERATIONS

The net loss for the first quarter of F2024 was \$114,915 versus a net loss of \$110,464, representing a marginal increase of \$4,451. Corporate activity revolved around on attaining a public listing on a Canadian stock exchange. Exploration and evaluation expenditures (F2024 - \$60,516 vs F2023 - \$83,874) decreased, as exploration activities were focused on completing a desktop study for the Carrick Range permit and maintaining its New Zealand operations.

The growth in corporate administrative expenses (F2024 - \$54,399 vs F2023 - \$26,590) was primarily due to higher: consulting fees, consisting of costs for administrative, accounting and management services; and, professional fees, to advance the Company's public listing initiative.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital

As at June 30, 2023, KO had cash of \$403,650 and a working capital surplus of \$333,563. Sales tax receivables represent amounts expected to be refunded by the Canadian and New Zealand governments. Prepaid expenses and deposits represent public listing costs.

To enhance its working capital, on June 30, 2023, the Company settled \$35,140 of payables by issuing 140,560 common shares at \$0.25 per share.

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In September 2023, the Company received unsecured and non-interest bearing cash loans of \$60,000, of which \$10,000 was provided by Company directors/officers. These loans were provided for working capital purposes and are to be repaid any time after October 1, 2024.

The Company currently does not have sufficient capital to fund the balance of the NZ \$3 million dollar expenditure requirement pursuant to the HS Option Agreement for the Smylers Gold Project. For F2024 the Company will need to raise additional working capital to fully fund its activities, which includes exploration activities at its Otago and Smyler's Gold Projects. Further, should the Company acquire additional properties then the Company may require additional capital to fund the acquisition and/or associated exploration activities on the new properties.

There is a risk that the Company may not be able to raise sufficient funds, thus jeopardizing the Company's ability to maintain its mineral projects/properties or continue as a going-concern. A large majority of the Otago and Smylers Gold Projects' expenditures are denominated in New Zealand dollars giving rise to market risk from changes in foreign exchange rates, which may negatively or positively impact the Company's working capital.

RELATED PARTY TRANSACTIONS AND BALANCES

Consulting fees of \$13,000 (F2023 - \$nil) for management services for the current three-month period were paid to the Company's Vice President-Exploration and director, Mr. Paul Ténrière. Mr. Ténrière was appointed to these positions on September 30, 2022.

For the comparative period, professional fees (legal) of \$6,410 were paid or became payable to Irwin Lowy LLP, a law firm in which former Company director and officer, Mr. Chris Irwin is a partner. Of this amount, \$3,346 of fees are included under share issuance costs. On January 27, 2023, Mr. Irwin resigned as a director and officer of the Company.

Accounts payable and accrued liabilities include \$5,038 (March 31, 2023 - \$12,851) payable to entities controlled by or associated with Company directors/officers.

In September 2023, the Company received unsecured and non-interest bearing cash loans of \$10,000 from Company directors/officers. These loans were provided for working capital purposes and are to be repaid any time after October 1, 2024.

SHARE CAPITAL

As of the date of this MD&A, the Company has the following securities outstanding:

Security	Number
Common shares	15,568,060
Warrants	66,290
Options	Nil

NEW ACCOUNTING POLICIES

For information on current and future changes in accounting policies and disclosures, please refer to Note 4 in KO's interim condensed consolidated financial statements for the three-month period ended June 30, 2023.

KO GOLD CORP.

Management's Discussion & Analysis (for the three-month period ended June 30, 2023)

FINANCIAL INSTRUMENTS

Disclosure on KO's financial instruments and related risks may be found in Note 13 of KO's interim condensed consolidated financial statements for the three-month period ended June 30, 2023.

KO's current exposure to liquidity risk has been partially mitigated with the amount of capital raised in F2023. However, the Company's exposure to liquidity risk remains and will continue to revolve around the amounts required to fund its Otago and Smylers Gold Projects' obligations and exploration activities, in addition to funding its corporate overheads and any future property or project acquisitions. A large majority of the Otago and Smylers Gold Projects' expenditures are denominated in New Zealand dollars giving rise to market risk from changes in foreign exchange rates.

The Company does not have a risk management committee or written risk management policies. The Company has not entered into any specialized financial agreements to minimize its credit or foreign currency risks. There are no off-balance sheet arrangements.

CAUTIONARY STATEMENTS

This MD&A may contain forward-looking statements relating to, but not limited to, KO's assumptions, estimates, expectations and statements that describe KO's future plans, intentions, beliefs, objectives or goals, that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those expressed or anticipated by such forward-looking statements. Statements that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements or forward-looking information, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words. Examples of such forward-looking statements, without limiting the generality of the foregoing, include:

- potential to earn an interest in mineral properties or projects and complete property acquisitions
- ability to satisfy permitting requirements, work commitments and expenditure requirements
- reference to competitor's exploration results
- potential of exploration properties
- financial or capital market conditions
- evaluation of the potential impact of future accounting changes
- capital requirements and ability to obtain funding
- ability to continue as a going concern.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements and forward-looking information. Such factors include, but are not limited to:

- condition of underlying commodity markets and prices
- ability to raise necessary capital
- fluctuations in foreign exchange and stock market volatility
- receipt or retention of necessary permits or approvals
- suspension or delays in our operations due to public health concerns
- access to properties and contests over title to properties
- obtaining exploration, environmental and mining approvals
- timing of commencement of exploration or development activities
- quality of exploration results and mineralogy
- geological, technical, drilling and operating difficulties

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- establishment of sufficient and economic resources or reserves
- availability and cost of contractors, equipment, supplies, labour and insurance
- performance of our partners and their financial wherewithal
- the speculative nature of exploration and development and investor sentiment
- degree of support from local communities
- competition for, among other things, capital, acquisitions of resources and/or reserves, undeveloped lands and skilled personnel
- changes in national and local governments, legislation, taxation, controls, regulations and political or economic developments in which the Company conducts or may conduct business
- business opportunities that may be presented to or pursued by us
- our ability to correctly value and successfully complete acquisitions
- effectiveness of corporate and investor relations

Although KO believes that the assumptions, estimates and expectations reflected in our forward-looking statements are reasonable, results may vary, and we cannot guarantee future results, levels of activity, performance or achievements. Readers are cautioned not to place undue reliance on these forward-looking statements due to the inherent uncertainty. KO disclaims any intent or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or other such factors which affect this information, except as required by law.

RISKS AND UNCERTAINTIES

KO is in the business of exploring mineral properties and, if warranted, developing and mining them, which is a highly speculative and costly endeavour. The mining sector is by its nature, cyclical, competitive and risky. Many of these risks are beyond the Company's control. Investment in the mining sector in general and the exploration sector involves a great deal of risk and uncertainty, and KO's common shares should be considered as a highly speculative investment. Current and potential investors should give special consideration to the risk factors involved.

Acquisition Risk

KO uses its best judgment in the acquisition of mineral properties or an alternative business venture and, in pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including agreements to finance the acquisition and development of the mineral properties or business venture. The Company cannot provide assurance that it can complete any acquisition that it pursues, on favourable terms, or that any acquisition will ultimately benefit the Company. The Company has assembled a board of directors with strong experience in mergers and acquisitions.

Community and Indigenous Risk

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain organizations, indigenous and public interest groups and media organizations, who oppose resource development can be vocal critics of the mining industry. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Under the Crown Minerals Act 1991, NZPAM must act in accordance with the principles of the Treaty of Waitangi (Te Tiriti o Waitangi) that underpin the relationship between indigenous peoples known as the Māori and the Crown. These principles include partnership, active protection, and redress. As such, when assessing a permit application, NZPAM consults with iwi and hapū whose rohe includes some or all of a permit area, or who may be directly affected by a permit. Iwi and hapū can provide recommendations and requests based on the Treaty principles.

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During the permit application assessments, Aukaha, a consultancy that represents iwi (Māori tribes), put forth submissions on behalf of Kāti Huirapa Rūnaka ki Puketeraki, Te Rūnanga o Ōtākou, Te Rūnanga o Moeraki and Hokonui Rūnanga (local iwi). The submissions requested by the Company typically make the following provisions when planning work programmes:

- Consider the Kāi Tahu ki Otago Natural Resource Management Plan.
- Keep any vegetation disturbance to a minimum (necessary to establish access and undertake the bed disturbance works).
- Limit any activities within the watercourse to outside the duration of spawning seasons or periods when the native fishery is considered sensitive.
- Adhere to the Heritage New Zealand Pouhere Taonga Archaeological Discovery Protocol.
- Ensure any prospecting activity is discrete and selective and does not change the shape or form of the existing landscape.

One or more groups of people may oppose the Company's current and future operations or further development or new development of its projects or operations. Such opposition may be directed through legal or administrative proceedings or expressed in manifestations such as protests, roadblocks or other forms of public expression against the Company's activities and may have a negative impact on the Company's reputation. Opposition by such groups to the Company's operations may require modification of, or preclude operation or development of, its projects or may require it to enter into agreements with such groups or local governments with respect to its projects, in some cases causing considerable delays to the advancement of the projects.

Competition Risk

KO must compete with a number of other companies and investors that possess greater financial and technical resources. Competition in the mining sector could adversely affect the Company's ability to acquire personnel, equipment and mineral properties or projects.

Conflicts of Interest Risk

Certain directors and officers of KO, in their personal capacities or as directors or officers of other companies, are engaged or have interests in mineral exploration and development activities outside of the Company. Accordingly, exploration opportunities or prospects of which they become aware of may not necessarily be made available to the Company.

Counterparty Risk

Counterparty risk is the risk that each party to a contract will not fulfill its contractual obligations. The entering into a transaction for a business opportunity exposes the Company to this risk. The Company is exposed to this risk through its HS Option Agreement.

Dependence on Directors, Management and Third-parties risk

KO is very dependent upon the efforts and commitment of its directors, management, consultants and the HS Optionor to the extent that if the services of these parties were not available, or the HS Optionor failed to perform its obligations at the Smylers Gold Project, a disruption in the Company's operations may occur, which may have an adverse effect on the Company's objectives and financial condition.

Environmental and Safety Risks

Exploration and development activities conducted on KO's mineral properties are subject to the environmental and health and safety laws and regulations of New Zealand. These laws and regulations set various standards regulating certain aspects of health, safety, and environmental quality. They provide for penalties and other liabilities for the violation of standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities

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and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily or permanently in the case of breaches of these standards.

In New Zealand, key environmental legislation concerning exploration and mining activities includes the Resource Management Act 1991 and the Wildlife Act 1953. Under the Resource Management Act, local authorities manage the environmental consenting process. Resource and land use consent must be obtained before commencing most exploration and mining activities. Other legislation regulating industrial activities, environmental effects, and the health and safety of the workplace also apply to mining activities, such as the Health and Safety at Work Act (2015) and the Heritage New Zealand Pouhere Taonga Act 2014.

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties, more stringent environmental assessments and a heightened degree of responsibility for companies and their officers, directors and employees. Environmental and health and safety laws and regulations may change at any time prior to the granting of necessary approvals. The support of local communities may be required to obtain necessary permits. Although the Company undertakes to comply with environmental and health and safety laws and regulations to minimize risks, there is no assurance that changes in these laws or regulations will not adversely affect the Company's operations.

Exploration Risk

There is no assurance that the activities of KO will be successful and result in a commercial or economic deposit being discovered and in fact, most companies are unsuccessful due to the low probability of discovering an economic deposit. Once mineralization is discovered, it may take several years until production is possible during which time the economics of a project may change. Substantial expenditures are required to establish reserves through drilling. KO's ability to establish a mining operation is subject to a host of variables, such as the physical, technical and economic attributes of a deposit, availability of capital, cyclical nature of commodity markets and government regulations. If the Company abandons the exploration and development of its Otago and/or Snylers Projects, there is no assurance that it will be able to acquire another mineral property of merit.

Exploration activities involve risks which even a combination of experience, knowledge and prudence may not be able to overcome. Exploration activities are subject to hazards and risks which could result in injury or death, property damage, adverse environmental conditions and legal liability. Fires, power disruptions and shortages and the inability to access land or obtain suitable or adequate equipment or labour are some of the hazards and risks involved in conducting an exploration program.

Financing and Liquidity Risk

KO's ability to continue as a going concern, retain its mineral properties, finance its exploration and development activities and make acquisitions is highly dependent on its working capital and its ability obtain additional funds in the capital/equity markets. The Company does not have production income or a regular source of cash flow to fund its operating activities. In addition, KO's financial success is dependent on the extent to which it can discover mineralization in economic quantities and the economic viability of developing its properties or projects.

KO will require significant capital to finance its overall objectives and there can be no assurance that the Company will be able to raise the capital required, thus jeopardizing the Company's ability to achieve its objectives, meet its obligations or continue as a going-concern. Given the nature of the Company's operations, which consist of exploration, evaluation, development and acquisition of mineral properties or mining projects, the Company believes that the most meaningful financial information relates primarily to current liquidity and solvency. There can be no assurance that the Company's directors/officers will fund the Company's working capital needs.

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Failure to obtain sufficient and timely financing may result in delaying or indefinitely postponing exploration or development activities. If the Company obtains debt financing, it may expose its operations to restrictive loan and lease covenants and undertakings. If the Company obtains equity financing, existing shareholders may suffer dilution.

Infrastructure Risk

Exploration and development 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. The lack of availability of acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of KO's projects. If adequate infrastructure is not available, there can be no assurance that the exploration or development of the Company's projects will be commenced or completed on a timely basis, if at all.

Public Health Risk

KO's operations are exposed to public health crises (ie: COVID-19) and other events outside of its control. Public health crisis, such as epidemics and pandemics, acts of terrorism, war or other conflicts, could have adverse economic and social impacts on global societies and in areas in which the Company operates. Such public health risks pose a threat to maintaining our operations as planned, due to shortages of workers and contractors, supply chain disruptions, insufficient healthcare, changes in how people socialize and interact, government or regulatory actions or inactions, declines in the price of and demand for our underlying commodities, as well as capital market volatility. There can be no assurance that our workers, partners, suppliers, consultants and contractors will not be negatively impacted by such events. As a result, the Company may not be able to predict and effectively mitigate the impact from such public health risks on its operations and these events could have a material adverse effect on our business, operating results, financial condition and share price.

Permit and Property Title Risk

KO's current and anticipated future exploration and development activities on its properties, require permits from various governmental authorities including NZPAM. The permits for the Otago Gold Project are held the Company and the permits for the Smylers Gold Project are held by private entities. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could prevent, delay or restrict the Company from proceeding with certain exploration or development activities.

Although KO takes reasonable measures to ensure proper title in the properties in which it holds or is acquiring an interest, there may still be undetected title defects affecting such properties. Accordingly, the properties in which KO holds or is acquiring an interest may be subject to prior unregistered liens, agreements, transfers or claims, or unsatisfied work commitments, all of which could have a material adverse impact on KO's operations. In addition, the Company may be unable to access or operate its properties as permitted or to enforce its rights with respect to its properties. If a title defect exists, it is possible that the Company may lose all or part of its interest in the properties to which such defects relate.

There can be no assurance that the Company or the private entities holding the permits will be able to secure, obtain, renew or maintain all necessary licenses and permits or other tenures that may be required to explore and develop the properties. Further, there can be no assurance that governments having jurisdiction over the Company's mineral properties will not revoke or significantly alter such permits or other tenures or that such permits and tenures will not be challenged or impugned. Delays or a failure to obtain or renew such permits, or a failure to comply with the terms of any such permits that the Company has obtained or is earning an interest in, could have a material adverse impact on the Company.

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Price Risk

The ability of KO to finance the acquisition, exploration and development of its mineral properties and the future profitability of the Company is strongly related to: the price of gold; the market price of the Company's equities; and, commodity and investor sentiment. Gold and equity prices fluctuate on a daily basis and are affected by a number of factors beyond the Company's control. A decline in either the price of gold, the Company's issued equities or investor sentiment could have a negative impact on the Company's ability to raise additional capital. Management monitors the commodity and stock markets to determine the applicable financing strategy to be taken when needed.

Share Volatility and Dilution Risk

The securities markets are subject to a high level of price and volume volatility, and the securities of many mineral exploration companies can experience wide fluctuations in price, which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The price of KO's common shares may also be significantly affected by short term changes in mineral prices or in the Company's financial condition or results of operations as reflected in its financial reporting.

In order to finance future operations and development efforts, the Company may raise funds through the issue of common shares or the issue of securities convertible into common shares. The Company cannot predict the size of future issues of common shares or the issue of securities convertible into common shares or the effect, if any, that future issues and sales of the Company's common shares will have on the market price of its common shares. Any transaction involving the issue of shares, or securities convertible into shares, could result in dilution, possibly substantial, to present and prospective holders of shares.

Sufficiency of Insurance Risk

The business of KO is subject to several risks and hazards, including adverse environmental conditions, pollution, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the political or regulatory environment and natural phenomena such as inclement weather conditions, floods, earthquakes and dust storms. Such occurrences could result in damage to mineral properties, personal injury or death, environmental damage, delays in the exploration and development of the Otago and/or Smylers Gold Projects, monetary losses and possible legal liability.

Although the Company may obtain insurance to protect against certain risks in such amounts as the Company considers to be reasonable, the insurance may not cover all the potential risks associated with the operations of the Company and insurance coverage may not be available or may not be adequate to cover any resulting liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and development is not generally available to the Company or to other companies in the mining industry on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect on the Company's business, results of operations, financial condition and/or the value of its securities or otherwise affect the Company's insurability and reputation in the market. The Company has not obtained insurance (title, general liability, environmental, etc.) for any of its activities in New Zealand.

Surface Rights and Land Access Risk

The Company is required to obtain permission from the landowners to access the properties that comprise the Otago and Smylers Gold Projects. The Company understands that it is necessary, as a practical matter, to negotiate land access. However, there is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in

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circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine at the Otago Gold Project or the Smylers Gold Project becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

SCHEDULE C
AUDIT COMMITTEE CHARTER

See attached.

KO GOLD INC.

Audit Committee Charter

Name

There shall be a committee of the Board of Directors (the "**Board**") of KO Gold Inc. (the "**Company**") known as the Audit Committee (the "**Committee**").

Purpose

The Committee has been established to assist the Board in fulfilling its oversight responsibilities and fiduciary obligations, in contemplation that the increasing regulatory focus on governance is principally employing audit committees as the instrumentality of the regulations. The primary functions and areas of responsibility of the Committee are to:

- Ensure the financial statements of the Company accurately reflect the financial condition of the Company;
- Review as well as report and provide recommendations to the Board on the annual and interim consolidated financial statements and related Management's Discussion and Analysis ("**MD&A**");
- Identify and monitor the management of the principal risks that could impact the financial reporting of the Company;
- Ensure the Company has a disaster recovery plan in the case that any of the principal risks become realized;
- Make recommendations to the Board regarding the appointment, terms of engagement and compensation of the external auditor;
- Monitor the integrity of the Company's financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
- Oversee the work of the external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- Resolve disagreements between management and the external auditor regarding financial reporting;
- Receive the report of the external auditors, who must report directly to the Committee;
- Review and approve all external communication in respect of the Company's financial press releases; and
- Provide an avenue of communication among the Company's external auditors, management, the internal accounting department and the Board.

Composition and Qualifications

All Committee members shall meet all applicable requirements prescribed under the *Business Corporations Act* (Ontario), as well as any requirements or guidelines prescribed from time to time under applicable securities legislation, including National Instrument 52-110 as amended, restated or superseded. The Committee shall be comprised of not less than three directors as determined from time to time by the Board. Each member shall be an independent director who is

free from any direct or indirect relationship that would, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment. While it is not necessary for members to have a comprehensive knowledge of generally accepted accounting principles and standards, all members of the Committee shall be "financially literate" so as to be able to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the issues raised by the Company's financial statements. A director who is not financially literate may be appointed to the Committee by the Board provided that such director becomes financially literate within a reasonable period following his or her appointment, and provided that the Board has determined that such appointment will not materially adversely affect the ability of the Committee to act independently.

Committee members shall be appointed by the Board on recommendation by the Nomination Committee. The Board shall designate the Chair of the Committee and in so doing shall consider any recommendation of the Corporate Governance Committee. If a Chair is not designated or present at any meeting, the members of the Committee may designate a Chair by majority vote. The Chair shall have responsibility for ensuring that the Committee fulfills its mandate and duties effectively.

Each member of the Committee shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board, following consultation with the Corporate Governance Committee, may fill a vacancy at any time.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate as determined by the Chair, and at least once in each fiscal quarter. A schedule for each of the meetings shall be prepared and disseminated to Committee members by the Chief Financial Officer prior to the start of each fiscal year.

A majority of the members of the Committee shall constitute a quorum for meetings.

An agenda shall be prepared by the Chair of the Committee as far in advance of each meeting as reasonably practicable. Minutes of all meetings of the Committee shall be prepared as soon as possible following the meeting and submitted for approval at or prior to the next following meeting.

The Committee should meet privately at least once per year with senior management of the Company, the director of the internal accounting department of the Company, the Company's external auditors, and as a committee to discuss any matters that the Committee or any of these groups believe should be discussed.

Specific Responsibilities and Duties

Specific responsibilities and duties of the Committee shall include, without limitation, the following:

General Review Procedures

1. Review and reassess the adequacy of this Charter at least annually and submit any proposed amendments to the Board for approval.

2. Review the Company's annual audited financial statements, related MD&A, and other documents prior to filing or distribution of such documents or issuing a press release in respect of the financial statements and MD&A. Review should include discussion with management and external auditors of significant issues regarding accounting principles, practices, and significant management estimates and judgments.
3. Annually, in consultation with management, external auditors, and internal auditors, consider the integrity of the Company's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. Review significant findings prepared by the external auditors and the internal auditing department together with management's responses.
4. Review the effectiveness of the overall process for identifying the principal risks affecting financial reporting and provide the Committee's views to the Board of Directors.
5. Review with financial management and the external auditors the Company's quarterly financial results, related MD&A and other documents prior to the filing or distribution of such documents or issuing a press release in respect of the financial statements and MD&A. Discuss any significant changes to the Company's accounting principles. The Chair of the Committee may represent the entire Committee for purposes of this review.

External Auditors

6. The external auditors are ultimately accountable to the Committee, as representatives of the shareholders. The external auditors must report directly to the Committee, who shall review the independence and performance of the auditors and annually recommend to the Board the appointment of the external auditors or approve any discharge of auditors when circumstances warrant. The Committee shall approve the compensation of the external auditors.
7. The Committee must pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the auditors, unless such non-audit services are reasonably expected to constitute not more than five (5) percent of the total fees paid by the Company to the external auditor during the particular fiscal year, or if the Company did not recognize such services as non-audit services at the time of engagement. The pre-approval requirement will be satisfied if such non-audit services are promptly brought to the attention of the Committee prior to the completion of the audit and approved by the Committee, or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee. In addition, the Committee may satisfy the pre-approval requirement by adopting specific and detailed policies and procedures for the engagement of non-audit services, so long as the Committee is informed of each non-audit service and such procedures do not include delegation of the Committee's responsibilities to management.
8. On an annual basis, the Committee should review and discuss with the external auditors all significant relationships they have with the Company that could impair the auditors' independence.

9. Review the external auditors' audit plan and discuss and approve the audit scope, staffing, locations, reliance upon management, and internal audit and general audit approach.
10. Prior to releasing the year-end earnings, discuss the results of the audit with the external auditors. Discuss any matters that are required to be communicated to audit committees in accordance with the standards established by the Canadian Institute of Chartered Accountants.
11. Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in the Company's financial reporting.

Internal Audit Department and Legal Compliance

12. Review and approve management's decisions related to the need for internal auditing.
13. Review the mandate, budget, plan, changes in plan, activities, organizational structure and qualifications of the internal audit department, as needed.
14. Review the appointment, performance and replacement of the senior internal audit executive.
15. Review significant reports prepared by the internal audit department together with management's response and follow-up to these reports.

Other Miscellaneous Responsibilities

16. Annually assess the effectiveness of the Committee against its Mandate and report the results of the assessment to the Board.
17. Prepare and disclose a summary of the Mandate to shareholders.
18. Perform any other activities consistent with this Mandate, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.
19. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

Authority

The Committee shall have the authority to:

1. Delegate approval-granting authority to pre-approve non-audit services by the external auditor to one or more of its members;
2. Engage independent counsel and other advisors as it determines necessary to carry out its duties;
3. Set and pay the compensation for any advisors employed by the Committee;
4. Communicate directly with the internal and external auditors;
5. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding internal accounting controls, or auditing matters and the

confidential, anonymous submission by employees of the Company regarding questionable accounting or auditing matters.

Reporting

The Committee shall report its deliberations and discussions regularly to the Board and shall submit to the Board the minutes of its meetings.

Resources

The Committee shall have full and unrestricted access to all of the Company's books, records, facilities and personnel as well as the Company's external auditors and shall have the authority, in its sole discretion, to conduct any investigation appropriate to fulfilling its responsibilities. The Committee shall further have the authority to retain, at the Company's expense, such special legal, accounting or other consultants or experts as it deems necessary in the performance of its duties and to request any officer or employee of the Company or the Company's external counsel or auditors to attend a meeting of the Committee.

Limitation on the Oversight Role of the Committee

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the information provided to the Corporation by such persons or organizations.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations, each of which is the responsibility of management and the Company's external auditors.

CERTIFICATE OF KO GOLD INC.

Dated: September 18, 2023

This final prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this final prospectus as required by the securities legislation of Ontario and British Columbia.

"Greg Isenor"

Chief Executive Officer and Director

"Mark McMurdie"

Chief Financial Officer and Director

ON BEHALF OF THE BOARD OF DIRECTORS

"Norman Stacey"

Director

"Paul Teniere"

Director

CERTIFICATE OF THE PROMOTER

Dated: September 18, 2023.

This final prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this final prospectus as required by the securities legislation of Ontario and British Columbia.

"Greg Isenor"

Greg Isenor
Promoter