Electric Metals (USA) Limited

Management's Discussion and Analysis

Nine Months Ended September 30, 2024

Dated: November 29, 2024

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Electric Metals (USA) Limited ("EML" or the "Company") was prepared by management of the Company as at November 29, 2024, and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and notes thereto for the three and nine months ended September 30, 2024 (the "Financial Statements"). The Financial Statements include the financial information of EML and its wholly-owned and controlled subsidiaries, Electric Metals (USA) Pty Limited, North Star Manganese Inc ("NSM"), North American Silver Corp. ("NAS"), and Centennial Mining Inc. Additional information relating to the Company is available on the Company's website at electricmetals.com and SEDAR+ at **www.sedarplus.ca**.

The Financial Statements have been prepared by management and have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"). All amounts are expressed in US dollars unless otherwise stated. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements.

Forward-Looking Statements

Certain statements contained in this document constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Company's future financial position and results of operations, strategy, proposed acquisitions, plans, objectives, goals and targets, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking statements, include, but are not limited to, limited operating history; no history of earnings or payment of any dividends; unlikely to generate earnings or pay dividends in the immediate or foreseeable future; possible variations in mineral resources; labour disputes; operating or capital costs; availability of sufficient financing to fund planned or further required work in a timely manner and on acceptable terms; failure of equipment or processes to operate as anticipated; political, regulatory, environmental, social and other risks of the mining industry; reliance on management team; conflicts of interest among certain directors and officers of the Company; lack of liquidity for shareholders of the Company; and market risk.

Management provides forward-looking statements because it believes they provide useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate for other purposes. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. These forward-looking statements are made as of the date of this MD&A.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Company's present and future business and operating strategies and the environment in which the Company will operate in the future.

Description of Business

The Company was incorporated under the *Canada Business Corporations Act* on March 1, 2018. The head and registered offices of the Company are located at Suite 800, 365 Bay Street, Toronto ON M5H 2V1. The Company is engaged in the exploration and development of mineral properties in the USA. The Company's common shares are listed on the TSX Venture Exchange (the "TSXV") under the symbol "EML". Effective January 2022, the Company obtained approval for trading on the OTCQB under the ticker symbol "EMUSF".

Exploration Projects

Figure 1 shows the location of the Emily Manganese Project, the Corcoran Canyon Silver Project and the Belmont Silver Project, all of which are located in the USA. The Company's principal focus is on the exploration and development of the Emily Manganese Project.

Figure 1 – EML Property Location Map

Emily Manganese Project

EML's subsidiary, NSM, has a 100% interest in the Emily Manganese Project established through a series of agreements with Cooperative Mineral Resources, LLC ("CMR") and People's Security Company, Inc. ("PSC"), and two private landowners. The CMR and PSC agreements establish two general arrangements related to the use of lands owned by CMR and PSC:

1. a contract mining and sales arrangement between NSM and CMR for the extraction of manganese ores from the property whereby NSM has the exclusive right to mine and purchase the manganese ore; and
2. separate property leases and a manganese processing agreement between NSM, CMR and PSC, where CMR and PSC will receive as rent for their properties a portion of NSM's net distributed profits from downstream sale of processed advanced materials from any ores mined by NSM from the Area of Interest.

NSM also has an option to purchase all of CMR's and PSC's mineral and surface assets, including all rights and obligations, for $30,250,000, less any net distributable profits paid by NSM.

In January and February 2023, NSM signed lease and purchase option agreements with two private landowners in Emily, Minnesota on two adjacent blocks of land covering approximately 77 acres of surface and mineral rights. Pursuant to the lease and purchase option agreements, NSM will pay each of the private landowners an annual fee of $6,000 due on closing and on each anniversary date of the agreement (paid for 2023 and 2024). NSM can purchase each of the optioned properties at any time for a mutually agreed market price or a professional appraisal price plus 15%. Each property is subject to a 2.5% net smelter return ("NSR") that can be repurchased for $500,000 for each 1.25%, at any time.

In April 2024, the Company announced receipt of the expanded mineral resource estimate for the Emily Manganese Project. There was a 20.9% increase in total indicated resources to 6.2 million tonnes with an average manganese grade of 19.27% and a 596.5% increase in inferred resources to 4.9 million tonnes with an average manganese grade of 17.50%, in each case using a 10% cutoff grade. There was a 64.2% increase in total indicated resources to 14.5 million tonnes with an average manganese grade of 12.06% and an 800.1% increase in inferred resources to 9.6 million tonnes with an average manganese grade of 12.11%, in each case using a 5% cutoff grade. Additional details in respect of the Emily Manganese Project can be found in the technical report entitled "Electric Metals (USA) Limited Emily Manganese Project - NI 43-101 Technical Report - Project No. 219001" prepared by Forte Dynamics, Inc. of Fort Collins, CO which was on the Company's website at electricmetals.com and filed under the Company's profile on www.sedarplus.ca in May 2024.

On September 24, 2024, the Company announced the successful results of metallurgical testing at the Emily Manganese Project. Kemetco Research Inc. ("Kemetco") conducted the testing program, successfully demonstrating the capability of producing high-purity manganese sulfate monohydrate (HPMSM) from manganese samples recovered from the 2023 drill program at the Emily manganese deposit. The current metallurgical test program confirmed the potential for producing a full suite of manganese products, including HPMSM, Electrolytic Manganese Metal (EMM), Electrolytic Manganese Dioxide (EMD / MnO2), and other high-purity manganese chemicals from Emily feedstocks. The results provide a strong foundation for the future development of a full-scale processing plant. The next phase will focus on flowsheet development and further process optimization to advance towards a Scoping Study / Preliminary Economic Assessment and Pre-Feasibility Study. Additional details can be found in the September 24, 2024 news release on the Company's website at electricmetals.com and under the Company's profile on www.sedarplus.ca.

Corcoran Canyon Silver Project ("Corcoran")

Corcoran is a silver-gold project located northeast of Tonopah, in central Nevada, USA. The Corcoran Project is owned 100% by EML through its wholly owned subsidiary Centennial Mining Inc. Corcoran comprises 27 core unpatented mineral claims, with an NI 43-101 Resource Estimate (2020), and are currently subject to an NSR royalty ranging from 0.4% to 3%. Corcoran also contains 301 adjacent unpatented mineral claims. Centennial is staking new and restaking certain older claims in potential exploration ground and intends to pay the annual holding fees associated with the staking. Any surrounding claims within a 2-mile radius buffer acquired or staked by the Company would also become subject to a 1.7% NSR royalty, unless those claims are subject to an NSR royalty owed to a third party.

Reclamation bonds of $82,660, associated with Centennial Mining Inc.'s exploration, have been paid towards Corcoran. The termination of liability under the bonds will be permitted only after it is determined there is no outstanding reclamation liability at which time the bond will be refunded, or until a satisfactory replacement bond is furnished.

Belmont Silver Project ("Belmont")

Belmont is a silver-gold project located northeast of Tonopah, in central Nevada, USA. The Belmont Project is owned 100% by EML through its wholly owned subsidiary Centennial Mining Inc. Belmont is a historic silver mining district (late-1800s), and the Project consists of multiple leases of patented mining claims (246 hectares) and 124 unpatented mineral claims that surround or cover the majority of old silver workings of the Belmont silver mining camp. Centennial is staking new and restaking certain older claims, and new leases in potential exploration ground, and intends to pay the annual holding fees associated with the staking and new leases.

A reclamation bond of $13,683, associated with Centennial Mining Inc.'s exploration, has been paid towards Belmont. The termination of liability under the bond will be permitted only after it is determined there is no outstanding reclamation liability at which time the bond will be refunded, or until satisfactory replacement bond coverage is furnished.

Altair Option Agreement

In November 2023, the Company entered into an option and acquisition agreement (the "Option Agreement") with Altair Resources Inc. ("Altair") pursuant to which Altair may earn up to a 100% interest in Corcoran and Belmont (collectively, the "Projects").

Altair will have the right to earn a 70% interest in the Projects until the end of the third anniversary of signing the Option Agreement, and a 100% interest in the Projects until the end of the fourth anniversary of signing of the Option Agreement.

Discussions between the companies are ongoing.

Summary of Expenditures

Below is a summary of the changes in the exploration and evaluation assets during the nine months ended September 30, 2024 and year ended December 31, 2023:

	Emily Manganese Project $	**Corcoran Canyon Silver Project $**	**Belmont Silver Project $**	**Total $**
Balance, December 31, 2022	1,832,308	4,028,679	826,060	6,687,047
Acquisition costs	67,891	58,412	110,369	236,672
Consulting – Geological	1,012,924	(713)	(5,860)	1,006,351
Consulting – Environmental	274,593	102,901	-	377,494
Consulting – Drilling	20,521	-	-	20,521
Consulting - Other	163,410	4,265	4,802	172,477
Permitting, sampling, assays and surveys	267,873	947	(19)	268,801
Drilling	2,657,966	(561)	3,850	2,661,255
Field supplies	153,952	-	-	153,952
Site visits	114,265	-	-	114,265
Balance, December 31, 2023	6,565,703	4,193,930	939,202	11,698,835
Acquisition costs	13,056	4,139	3,803	20,998
Consulting – Geological	163,950	-	-	163,950
Consulting – Environmental	96,280	983	-	97,263
Consulting - Other	179,576	-	-	179,576
Permitting, sampling, assays and surveys	90,727	188	188	91,103
Balance, September 30, 2024	**7,109,292**	**4,199,240**	**943,193**	**12,251,725**

Selected Financial Information

The following selected financial data is derived from the consolidated financial statements of the Company.

Selected Statement of Financial Position Data

	As at September 30, 2024	As at December 31, 2023
Working capital (deficiency)	(1,090,804)	673,966
Total current assets	263,649	1,983,451
Total current liabilities	1,354,453	1,309,485
Total shareholders' equity	11,258,955	12,472,351

Quarterly Information

The following selected financial data is derived from the Company's unaudited quarterly financial statements for the last eight quarters.

	Three months ended			
	September 30, 2024 $	June 30, 2024 $	March 31, 2024 $	December 31, 2023 $
Revenues	Nil	Nil	Nil	Nil
Working capital (deficiency)	(1,090,804)	(553,684)	115,992	673,966
Total assets	12,613,408	12,822,757	13,148,872	13,781,836
Net loss for the period	(359,629)	(638,619)	(311,478)	(483,697)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)

	Three months ended			
	September 30, 2023 $	June 30, 2023 $	March 31, 2023 $	December 31, 2022 $
Revenues	Nil	Nil	Nil	Nil
Working capital (deficiency)	(1,090,162)	(2,801,287)	(1,512,650)	(2,079,142)
Total assets	12,683,248	11,131,614	8,871,434	7,124,383
Net loss for the period	(741,642)	(678,742)	(623,510)	(590,428)
Net loss per share	(0.01)	(0.01)	(0.01)	(0.01)

The net loss for the quarter ended March 31, 2023 is higher than the previous quarter due to share-based compensation recognized during the quarter.

The net loss for the quarters ended June 30, 2023 and September 30, 2023 are higher than the previous quarters primarily due to legal fees associated with consultation regarding preliminary project development and state leasing matters for the Emily Manganese Project.

The working capital deficiency decreased during the quarters ended September 30, 2023 and December 31, 2023, as a result of the increased cash balance due to proceeds from financings and decreased accounts payable and accrued liabilities.

The net loss for the quarter ended March 31, 2024 is lower than the previous quarters due to a decrease in share-based compensation recognized during the period.

The net loss for the quarter ended June 30, 2024 is higher than the previous quarter due to an increase in share-based compensation recognized during the period and an increase in investor relations and marketing activities.

The net loss for the quarter ended September 30, 2024 is lower than the previous quarter due to a decrease in share-based compensation recognized during the period and a decrease in consulting fees and directors fees.

Results of Operations

Three months ended September 30, 2024
The Company recorded a net loss of $359,629 ($0.00 per share) for the three months ended September 30, 2024 (2023 - $741,642 and $0.01 per share). Variances of note in the operational expenses are:

Professional fees of $118,400 (2023 – $354,654) were lower during the three months ended September 30, 2024 primarily due to a decrease in legal fees incurred for project development and leasing matters for the Emily Manganese Project and corporate governance matters.

Consulting fees of $60,189 (2023 – $231,911) were lower during the three months ended September 30, 2024. The 2023 fees were higher due to consulting fees recognized for StoneBridge Analytics, a company owned by a director of the Company, during the nine months ended September 30, 2023.

Partially offset by:

Marketing fees of $134,323 (2023 – $79,092) were higher during the three months ended September 30, 2024 due to an increase in investor relations activity to generate awareness of the Company and its projects.

Nine months ended September 30, 2024
The Company recorded a net loss of $1,309,726 ($0.01 per share) for the nine months ended September 30, 2024 (2023 - $2,043,894 and $0.02 per share). Variances of note in the operational expenses are:

Share based compensation of $132,998 (2023 – $319,230) was lower during the nine months ended September 30, 2024 as fewer options were granted in the current period.

Professional fees of $453,447 (2023 – $839,500) were lower during the nine months ended September 30, 2024 primarily due to a decrease in legal fees incurred for project development and leasing matters for Emily and corporate governance matters.

Consulting fees of $249,641 (2023 – $344,090) were lower during the nine months ended September 30, 2024. The 2023 fees were higher due to consulting fees recognized for StoneBridge Analytics, a company owned by a director of the Company, during the 2023 period, offset by payments made towards the termination of consulting agreements during the 2024 period.

Outlook

As of September 30, 2024, the Company had a working capital deficit of $1,090,804 (December 31, 2023 – surplus of $673,966). During the nine months ended September 30, 2024, net cash used in operating activities was $1,014,835. Net cash used in investing activities was $552,890 for mineral property acquisition and exploration costs. Net cash used in financing activities was $80,928 for loan repayments to related parties.

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and to maintain a flexible capital structure that optimizes the costs of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets.

The Company is a junior exploration company principally engaged in the exploration and development of the Emily Manganese project in Minnesota, USA. The Company's future performance depends on, among other things, its ability to discover and develop resources and ore reserves at commercially recoverable quantities, the prevailing market price of commodities it produces, the Company's ability to secure required financing, and in the event ore reserves are found in economically recoverable quantities, the Company's ability to secure operating and environmental permits to commence and maintain mining operations.

The Company's financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At September 30, 2024, the Company had accumulated losses of $11,162,596 since its inception and expects to incur further losses in the development of its business. The continuation of the Company is dependent upon obtaining necessary financing to meet its ongoing operational levels of exploration and corporate overhead. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future. These conditions indicate a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern.

Additional funds will be required to enable the Company to continue its operations and there can be no assurance that financing will be available on terms which are acceptable to the Company or at all. The unaudited condensed interim consolidated financial statements do not give effect to any adjustments to the amounts and classifications of assets and liabilities which might be necessary should the Company be unable to continue its operations as a going concern.

Capital Expenditures

The Company incurred $552,890 in exploration and evaluation expenditures and acquisition costs during the nine months ended September 30, 2024 (2023 - $4,865,637). For a breakdown of costs by project, refer to the Summary of Expenditures section above.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements as of September 30, 2024.

Transactions with Related Parties

Related party transactions are comprised of services rendered by key management personnel of the Company or by a company with a director and/or officer in common.

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

The Company incurred charges to Directors and Officers, or to companies associated with these individuals, during the three and nine months ended September 30, 2024 and 2023:

	Three months ended September 30,		Nine months ended September 30,	
	2024	**2023**	**2024**	**2023**
	$	**$**	**$**	**$**
Directors fees	-	(8,994)	55,204	26,627
Consulting fees	60,000	231,893	243,849	330,326
Capitalized exploration and evaluation asset expenditures	-	21,591	6,615	53,281
Professional fees	23,629	84,586	146,737	206,181
Share issue costs	-	58,362	-	95,268
Share-based compensation	4,053	-	132,988	319,230
	87,682	387,438	585,393	1,030,913

The amounts due to related parties included in accounts payable and accrued liabilities at September 30, 2024 are $240,000 owing to StoneBridge Analytics LLC, a consulting company in which Henry Sandri is a partner, $3,214 owing to Steve Durbin and $10,816 owing to Malaspina Consultants Inc., a company in which the CFO of the Company (Natasha Tsai) is a shareholder.

During the three and nine months ended September 30, 2024, the Company entered into the following transactions with key management personnel and/or related entities:

a) Incurred director fees of $nil and $27,602 (2023 - $8,752 and $26,627) to John Kutkevicius, former director of the Company.
b) Incurred director fees of $nil and $nil (2023 - $(26,499) and $(26,627) to Henry Sandri.
c) Incurred director fees of $nil and $27,602 (2023 - $8,753 and $26,627) to Megan McElwain, former director of the Company.

d) Incurred consulting fees of $60,000 and $160,000 (2023 - $nil and $nil) to Sage Management LLC, a company controlled by the CEO of the Company (Brian Savage).
e) Incurred consulting fees of $nil and $28,644 (2023 – $51,893 and $150,326) to Gary Lewis, the former CEO of the Company.
f) Incurred consulting fees of $nil and $nil (2023 - $180,000 and $180,000) to StoneBridge Analytics LLC, a consulting company in which Henry Sandri is a partner.
g) Incurred consulting fees of $nil and $61,820 (2023 – $21,591 and $53,281) to Ian Pringle, of which $nil and $6,615 (2023 – $21,591 and $53,281) was capitalized to exploration and evaluation assets.
h) Incurred professional fees of $16,499 and $70,956 (2023 – $19,745 and $64,216) to Malaspina Consultants Inc., a company in which the CFO of the Company (Natasha Tsai) is a shareholder.
i) Incurred professional fees of $7,130 and $75,781 (2023 – $64,841, and $141,965) to Wildeboer Dellelce LLP, a legal firm where John Kutkevicius, former director of the Company, is a partner.
j) Incurred share issue costs of $nil and $nil (2023 - $58,362 and $95,268) to Wildeboer Dellelce LLP, a legal firm where John Kutkevicius, former director of the Company, is a partner.

On May 3, 2021, the Company entered into a consulting agreement with a company owned by the former CEO of the Company for annual fees of CAD$240,000. During the nine months ended September 30, 2024, the consulting agreement was terminated and the Company entered into a separation agreement with the company owned by the former CEO of the Company for a lump sum payment of CAD$149,200 paid in cash.

On May 3, 2021, the Company entered into a consulting agreement with a company owned by a former officer of the Company for annual fees of CAD$150,000. During the nine months ended September 30, 2024, the Company terminated the consulting agreement without cause for a lump sum payment of CAD$37,500 paid in cash.

On February 1, 2024, the Company entered into a consulting agreement with a company owned by a director and CEO of the Company for monthly fees of $20,000 with an initial term of one year which is automatically renewable for subsequent one year terms unless terminated earlier by either party. If the Company completes one or more equity or debt financings for aggregate net proceeds of at least $5,000,000, then, commencing on the month immediately following, the monthly fee shall automatically increase to $30,000. As further consideration, the Company shall grant to the director and CEO of the Company, 7,000,000 share options which vest in accordance with certain vesting criteria. The 7,000,000 stock options have been granted subsequent to September 30, 2024.

On June 24, 2024, the Company entered into agreements with two former directors of the Company whereby the Company agreed to pay CAD$37,500 representing the stipend owed as a director of the Company upon the earlier of (i) the completion of a financing of the Company for aggregate gross proceeds of a minimum of $1,500,000 and (ii) December 31, 2024.

Subsequent to September 30, 2024, the Company also incurred the following related party transactions:

a) In October 2024, the Company granted 7,500,000 stock options to directors and officers of the Company. 1,000,000 options vest on February 1, 2025 and have an exercise price of CAD$0.25 per share for 5 years. 6,000,000 options vest based on key performance metrics and have an exercise price of $0.25 for 5 years. The remaining 500,000 options vested immediately at an exercise price of CAD$0.35 per share for 5 years. 7,000,000 of these stock options were pursuant to the consulting agreement dated February 1, 2024 with a director and CEO of the Company referenced to in the Transactions with Related Parties section.

b) In October 2024, the Company granted 793,376 deferred share units ("DSUs') to its non-management directors for consideration for services rendered, and 200,000 incentive stock options to an officer of the Company. The DSUs were granted at an average grant price of CAD$0.11 per unit. The stock options have an exercise price of CAD$0.25. 100,000 options vest on June 19, 2025, while 100,000 stock options vest based on key performance metrics.

c) In October 2024, the Company announced its intention to complete a non-brokered private placement of up to a maximum of 10,000,000 common shares of the Company at a price of CAD$0.10 per share for maximum gross proceeds of CAD$1,000,000 (the "Offering"). The closing of the Offering is subject to certain conditions, including, but not limited to, the receipt of all necessary approvals, including the approval of the TSXV. The Company may engage one or more agents or finders in connection with the Offering and may pay finders fees.

Critical Accounting Estimates and Policies

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The effect of a change in an accounting estimate is recognized prospectively by including it in profit or loss in the period of the change, if the change affects that period only; in the period of the change and future periods, if the change affects both. Please refer to Note 3 of the Company's audited annual consolidated financial statements for the year ended December 31, 2023.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, short-term investments, reclamation bonds, accounts payable and accrued liabilities and loans from related parties. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

Disclosure of Outstanding Share Data

As at the date of this MD&A, the following is a description of the outstanding equity securities and convertible securities previously issued by the Company:

Issued and outstanding common shares	144,712,683
Deferred share units	793,376
Share options with a weighted average exercise price of CAD$0.26	13,400,000
Share purchase warrants with a weighted average exercise price of CAD$0.32	34,560,990
Fully Diluted	**193,467,049**

Disclosure Controls and Procedures

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim consolidated financial statements for the nine months ended September 30, 2024 and this accompanying MD&A (together, the "Interim Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company on SEDAR+ at www.sedarplus.ca.

Risks and Uncertainties

The Company is currently subject to a number of risks including, but not limited to, financial and regulatory risks. The financial risk is derived from the uncertainty pertaining to the Company's ability to raise capital to continue operations. Regulatory risks include the possible delays in getting regulatory approval for the transactions that the Board of Directors believe to be in the best interest of the Company and include increased fees for filings and the introduction of ever more complex reporting requirements, the cost of which the Company must meet in order to maintain its exchange listing.

There is no assurance that the exploration of the Company's properties will be successful in its quest to find a commercially viable quantity of mineral resources. The Company's exploration and development activities may be affected by changes in government, political instability and the nature of various government regulations relating to the mining industry. The Company cannot predict the government's positions on mining concessions, land tenure, environmental regulation or taxation. A change in government positions on these issues could adversely affect the Company's business and/or its holdings, assets and operations. Any changes in regulations or shifts in political conditions are beyond the control of the Company.

Other Information

Additional information about the Company is available on SEDAR+ at www.sedarplus.ca.