

**FOUNDERS METALS INC.**  
(the “Company” or “Founders Metals”)

**Form 51-102F1**  
**MANAGEMENT’S DISCUSSION and ANALYSIS**  
**FOR THE THREE MONTHS ENDED NOVEMBER 30, 2024**

The following Management’s Discussion and Analysis (“MD&A”) supplements, but does not form part of, the condensed consolidated interim financial statements of the Company and the notes thereto for the three months ended November 30, 2024 (the “Financial Statements”). Consequently, the following discussion and analysis of the results of operations and financial condition of Founders Metals should be read in conjunction with the Financial Statements which have been prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts are stated in Canadian dollars unless otherwise indicated. The reader should be aware that historical results are not necessarily indicative of future performance. This MD&A has been prepared based on information known to management as of January 20, 2025. The Company’s Board of Directors has approved the disclosure contained in this MD&A.

Additional information relating to the Company, including regulatory filings, can be found on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

**Forward-Looking Statements**

Certain statements contained in the following MD&A and elsewhere constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below. The Company assumes no obligation to update or revise forward looking statements to reflect new events or circumstances except as required by law.

**Description of Business**

Founders Metals Inc. (“Founders” or the “Company”) was incorporated under the Canada Business Corporations Act on April 6, 2000. The Company’s common shares are listed for trading on the TSX Venture Exchange under the trading symbol “FDR”, on the Frankfurt Stock Exchange under the trading symbol “9DLO”, and on the OTCQX Markets under the trading symbol “FDMIF”.

The address of the Company’s corporate office and principal place of business is 1050 – 1075 West Georgia Street, Vancouver, BC V6E 3C9. The Company’s principal business is to explore and develop the gold and mineral exploration Antino Gold Project located in Suriname.

**Recent Activities Including Events Subsequent to November 30, 2024**

Change to Board

On October 1, 2024, the company appointed Chris Taylor as an Independent Director to its Board of Directors.

Equity Financing

On November 5, 2024, the Company closed a strategic investment from B2Gold Corp. and issued 4,400,000 common shares at a price of \$2.75 for aggregate gross proceeds of \$12,100,000.

On October 25, 2024, the Company closed a bought deal private placement offering and issued 8,340,000 common shares at a price of \$2.40 for aggregate gross proceeds of \$20,016,000.

The proceeds raised will support the Company's ongoing exploration and development at the Antino Gold Project and general corporate purposes.

#### Grant of Options and Restricted Share Units ("RSUs")

On October 1, 2024, the Company granted 300,000 stock options to the newest director of the Company. The stock options are exercisable at \$2.55 per share with a 5-year term and vest immediately.

#### Amendment and Exercise of Option 1 of Antino Option Agreement

On September 6, 2024, the Company amended and restated the Assignment Agreement with Nana Resources N.V. on the Antino Project. The restated agreement removed the mineral resource estimate and subsequent preliminary economic assessment conditions for completing Option 1 and Option 2, respectively.

The Company has exercised its right to acquire 51% of the Project by making the balance of the required cash payment and issued the balance of the required number of common shares under Option 1 of the amended option agreement mentioned above.

#### **Exploration and Evaluation Properties**

Total costs incurred by the Company on its Exploration and Evaluation Properties are summarized as follows:

	<b>Elmtree Gold</b>	<b>Antino Gold</b>	<b>Total</b>
<b>Balance, August 31, 2024</b>	<b>\$9,318,742</b>	<b>\$18,993,633</b>	<b>\$28,312,375</b>
Acquisition	-	4,356,656	4,356,656
Software	-	14,504	14,504
Amortization	-	59,569	59,569
Assays and analysis	-	606,661	606,661
Drilling	-	1,326,658	1,326,658
Engineering consulting	-	68,189	68,189
Fieldwork	330	2,331,371	2,331,701
Airborne and geophysical survey	-	292,583	292,583
Freight	-	22,126	22,126
Geological consulting	-	439,029	439,029
Overhead	-	234,054	234,054
Project development	-	47,204	47,204
Resource development	-	54,450	54,450
Rentals	-	119,709	119,709
Travel and support	-	919,769	919,769
<b>Balance, November 30, 2024</b>	<b>\$9,319,072</b>	<b>\$29,886,165</b>	<b>\$39,205,237</b>

#### ***Antino Gold Project***

On March 21, 2023, the Company completed the acquisition (the "Acquisition") from Orea Mining Corp. ("Orea") of the option (the "Option") to acquire up to 75% of the Antino Gold Project (the "Project") in Suriname from Nana Resources N.V. Pursuant to an assignment agreement (the "Assignment Agreement") signed on March 17, 2023, Orea assigned to the Company all of its option, rights, and obligations pursuant to an existing option agreement (the "Option") with Nana Resources N.V. ("Nana") dated March 16, 2022 to acquire up to 75% of the shares in the capital of Lawa Gold N.V. ("Lawa") which is the registered owner of 100% of the Project (the "Assignment"). To acquire the Option, the Company paid Orea \$500,000 cash and issued 1,000,000 common shares of the Company.

On September 6, 2024, the Company amended and restated the Assignment Agreement with Nana on the project, whereby the restated agreement removes the mineral resource estimate and subsequent preliminary economic assessment conditions for completing Option 1 and Option 2, respectively.

The Option, as amended and restated, to acquire up to 75% ownership of the Project and become operator of the Project under the Assignment Agreement and Option Agreement is completed in the following three stages:

- a) Option 1 to acquire an initial 51% interest in the Project within three years of the Commencement Date of September 18, 2023 by:
- making cash payments totaling USD 1,650,000 (paid);
  - incurring a minimum of USD 6,000,000 in exploration expenses (incurred); and
  - issuing 1,615,000 common shares of the Company (issued).

The Company has exercised its right to acquire 51% of the Antino Gold Project by completing the required cash payments, incurring the minimum exploration expenses and issuing the required number of common shares of the Company.

- b) Option 2 to acquire an additional 19% interest in the Project, for a total of 70%, within two years of completion of the Option 1 by:
- making cash payments totaling USD 1,500,000;
  - issuing 95,000 common shares of the Company;
  - incurring a minimum of USD 10,000,000 in exploration expenses; and
  - completing and delivering to Nana, a concept study similar to a preliminary economic assessment of the Project by an independent qualified professional.

Upon completion of Option 2, the Company may either proceed with Option 3 or decline and immediately enter a joint venture with Nana, which would otherwise begin after Option 3 is complete.

- c) Option 3 to acquire an additional 5% in the Project, for a total of 75%, within three years of completion of Option 2 by:
- incurring a minimum of USD 10,000,000 in exploration expenses; and
  - completing a bankable feasibility study prepared in accordance with National Instrument 43-101.

Upon successful earn-in of the Project, the Company and the optionor, Nana, will form a joint venture with the objective of accelerating the project into commercial production.

### **Antino Gold Project Overview**

The Antino Gold Project is a resource definition stage gold exploration project located in southeastern Suriname, within the Guiana Shield Gold Belt (Figure 1). The project is approximately 275 km from the capital city of Paramaribo and is accessible by air to the Antino Camp airstrip, or by barge along the Maroni/Lawa River, which borders French Guiana. The 200 km<sup>2</sup> property holds rights to the exploitation of gold (Suriname Mining Titles), covering all necessary permits for exploration, drilling, and surficial/alluvial mining.

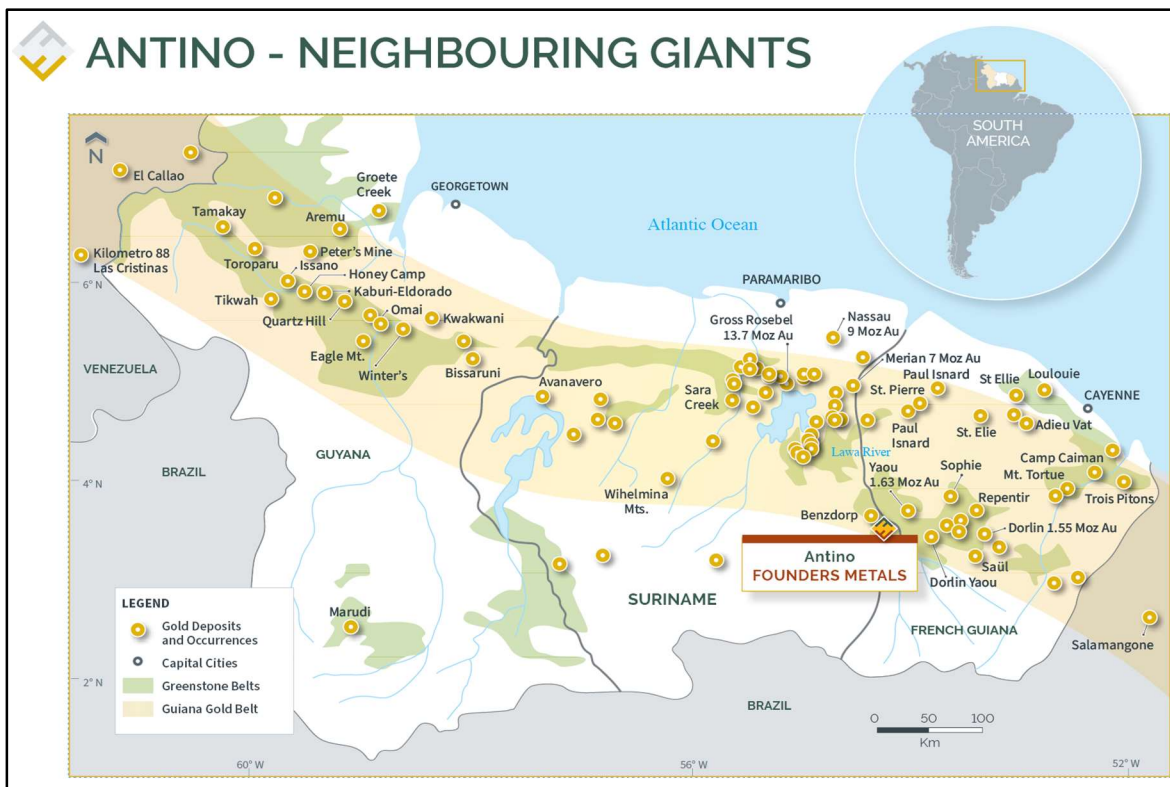


Figure 1: Antino Project Location in Broader Guiana Shield

The Antino Gold Project consists of two adjacent exploitation concessions (GMD-180A/16 and GMD-181A/16), each spanning 10,000 hectares. These concessions encompass a region with a history of producing over 500,000 ounces of gold through alluvial and surface mining. Gold discovery in the area dates back to 1881, attributed to the work of two French geologists, with mining activities persisting in various forms since that time. The project area includes two primary small-scale mining sites, Upper Antino and Buese, and multiple smaller artisanal mining operations located along the Antino and Maripasoula creeks. The widespread occurrence of alluvial mining across the property points to several potential primary gold sources. Moreover, the detection of in-situ gold across various locations on the property strongly suggests the presence of broad-scale, economically significant mineralization.

### Infrastructure

The Antino Gold Project is supported by significant existing infrastructure that includes a permanent camp, a 1.3-kilometer runway, and a comprehensive network of well-maintained roads on the property. These roads provide easy access to the main exploration and surface mining areas as well as the Tabiki port, which serves as a landing site for barges and boats to the property. The French Guiana town of Maripasoula, with a population of approximately 12,000, is 12 km from the Main Antino Camp. This close proximity offers logistical advantages to the Antino Project, such as easy access to medical facilities, various exploration and drilling supply chains, and communication networks.

### Historical Work

The Antino Project has leveraged a comprehensive historical dataset to expand known resource zones and pinpoint several high-priority exploration targets. 32,071 metres of historical drilling were completed on the property and consisted of approximately 60% diamond core drilling and 40% RC. Small-scale artisanal mining has historically targeted alluvial deposits and weathered bedrock (saprolite) material down to the depth of the fresh bedrock, typically between 40 and 80 metres below the surface. The primary processing method used is gravity separation of gold, which usually sees a recovery rate of 25-35%, indicating a promising opportunity for reprocessing the historical tailings.

Golden Star Resources spearheaded the first modern exploration program from 1993 to 1997, completing 6,051 metres of drilling over 59 drill holes, 7,614 auger drill points ranging from 1 to 15 meters in depth, and an extensive regional airborne magnetics/radiometrics survey. Golden Star also conducted trenching and took samples of panned gold concentrates.

Between 2006 and 2008, Reunion Gold carried out further exploration, which included 26,085 meters of both RC and diamond drilling over 299 drill holes (191 RC holes amounting to 8,973 meters and 108 DDH totalling 17,085 meters), 2,598 auger sampling sites, and 63 trenches totalling 7,962 meters. From 2015 to 2016, Nana Resources completed focused exploration programs around the primary gold production areas, which included mapping, trenching, deep auguring, and sampling.

Orea Mining's due diligence exploration work in 2021 featured channel and grab sampling, detailed mapping of the newly exposed pit walls and mining areas, re-evaluation of historical core samples, a new interpretation of historical airborne magnetic data, and a high-resolution LiDAR survey of the key exploration and mining areas.

The exploration history at the Antino Project reveals a dominant NW-NNW-oriented shear structure, with several secondary structures holding great promise. High-grade ore lenses, with some intervals showing grades well above 25 g/t gold with consistently traceable continuity along strike, have been identified in prominent areas such as Upper Antino and Buese (Figure 2). Furthermore, over twenty anomalous gold zones have been discovered through surface sampling across the Property. The Antino Structural Corridor, featuring significant mineralization, spans more than 8 kilometres along strike, with several nearby exploration targets identified through magnetic signatures, LiDAR lineaments, and auger sampling anomalies, pointing toward substantial potential for new discoveries along this primary structure.

The type of mineralization found at the Antino Project displays characteristics typical of an orogenic gold system, evidenced by regional-scale greenstone belts that have undergone extensive shearing and metamorphism, forming regular segments of distinct, high-grade gold contained within sheared quartz and quartz-carbonate veins. Various magmatic suites observed in surface mapping and drill cores, coupled with isolated instances of magmatic-hydrothermal style alterations documented in previous report logs, additionally indicate the possibility of intrusion-hosted bulk-tonnage style mineralization similar in character to the Omai mine in Guyana. Historical trenches, channel samplings, and drilling data in the primary Upper Antino and Buese target areas, as shown in Figure 2, are notable highlights.



Figure 2: Historical Drilling and Trench/Channel Highlights

## Recent Activity on the Antino Property

In Q1-2025, Founders Metals continued developing the Froyo Gold Zone at Upper Antino, Buese, and Lower Antino targets. In addition, a new discovery has been made ~3.5 km to the southeast of Buese along the > 15 km Antino Shear Corridor, dubbed the “Da Vinci” prospect. Drilling has confirmed gold mineralization from surface in two parallel shears over 100 m of strike and 180 m vertical depth in the first five holes at Da Vinci (Figure 3). Intercepts reaching up to 67 m of 1.26 g/t Au including 21 m of 3.24 g/t Au (Table 1) demonstrate the robust nature of mineralization at the newly defined prospect. The initial three-hole drill plan has been expanded to 12 holes to further define and extend the shear structures hosting mineralization.

This prospect displays several key geological features that are similar in nature to those associated with other gold zones on the property, including multiple subparallel northwest-striking shear zones, stronger and more frequent shearing at lithological contacts, dip-slip shearing, main folding event occurs before both shearing and mineralizing event, local late refolding with northeast axial traces, higher gold grades associated with brittle overprinting, and hydrothermal ankerite and sericite alteration.

Additional activities completed to date in Q1 include:

- Routine umpire QA/QC program with ALS Lima.
- Detailed study on the controls of gold mineralization by Dr. Vincent Combes.
- A thorough property wide geological mapping program comprising Lawa River boat excursions and helicopter supported field trips.
- Continuation of a comprehensive small-scale mining study by Vila Rica Mineral and Environment Consulting.
- Continuation of a vegetation characterization and land degradation recovery survey by Environmental Consulting and Projects (Ambiental Consultoria e Projetos).
- Continued infrastructure upgrades including:
  - o Construction of a fully equipped exploration camp at the Da Vinci prospect.
  - o Renovations to camp buildings.
  - o Road maintenance and construction for access to new exploration areas.

Drill intercept highlights include:

- Drill hole DVDD002 intercepts 67 m of 1.26 g/t Au including 21 m of 3.24 g/t Au
- Drill hole DVDD005 intercepts 47.1 m of 1.07 g/t Au from surface
- Drill hole DVDD003 intercepts 36 m of 2.21 g/t Au
- Drill hole DVDD001 intercepts 28.5 m of 1.30 g/t Au

Table 1: Drill Highlights

Hole		From (m)	To (m)	Interval (m)*	Au Comp g/t
DVDD001		71.1	99.6	28.5	1.30
DVDD001	INCL	72.6	83.1	10.5	2.39
DVDD002		151	218	67	1.26
DVDD002	INCL	197	218	21	3.24
DVDD003		72.6	108.6	36	2.21
DVDD004		0	15.6	15.6	1.18
DVDD005		0	47.1	47.1	1.07
DVDD005	INCL	18.6	29.1	10.5	3.40
DVDD005	and	122.1	125	2.9	0.74
DVDD005	and	137	144	7	0.37

\*Intervals represent down-hole depths with true widths of mineralization currently unknown



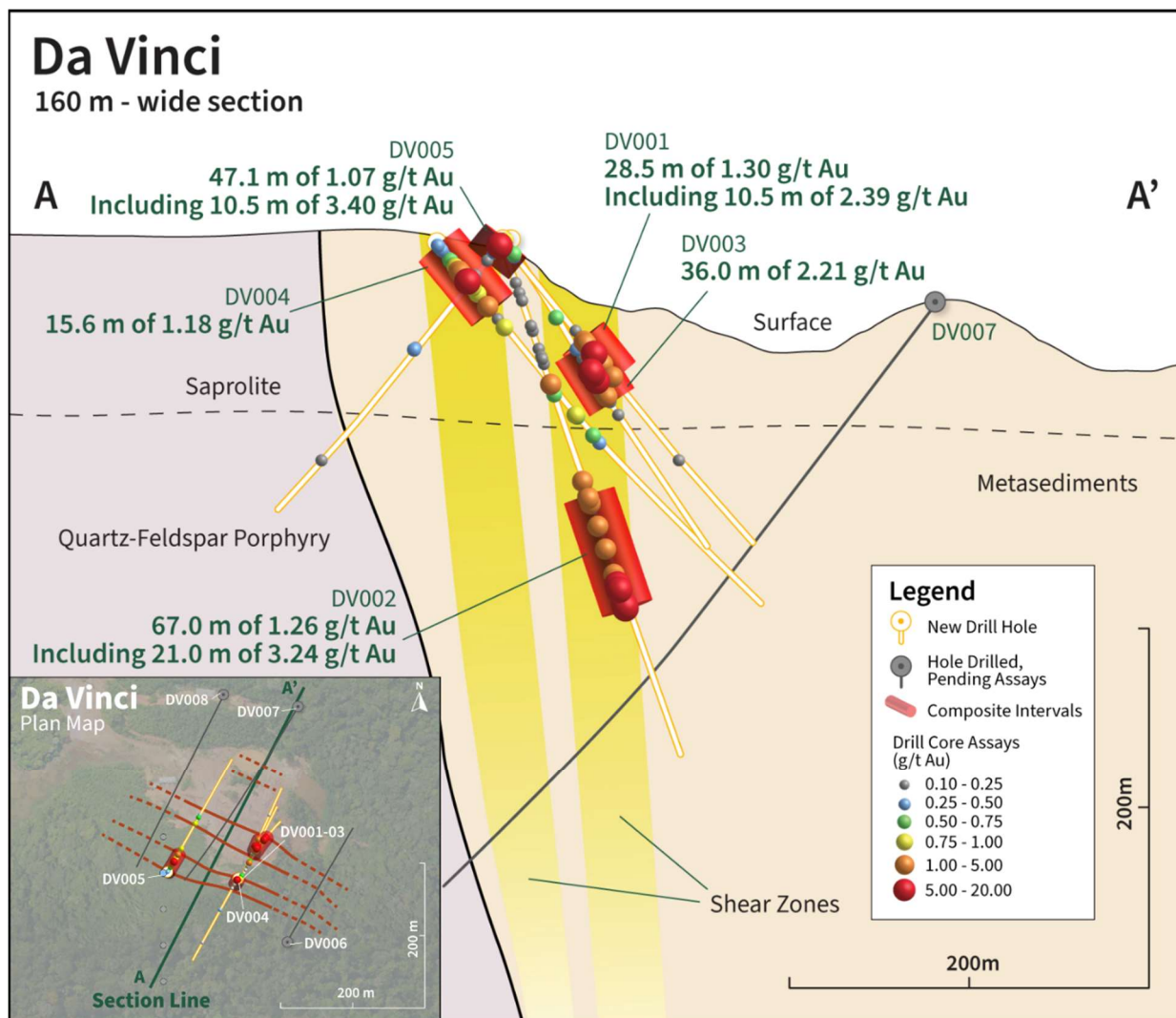


Figure 3: Section highlighting the first five holes at the Da Vinci prospect.

### Elmtree Project

On February 26, 2021, the Company acquired the Elmtree Gold Project, a mineral exploration property comprised of two mineral exploration properties, respectively, comprised of 24 and 25 contiguous mineral claims totalling 1,063,326 hectares in northeast New Brunswick.

The Company completed a three-cornered amalgamation (the "Amalgamation") of a wholly-owned subsidiary of Founders ("Sub1"), which acquired the Property, with another wholly-owned subsidiary of Founders ("Sub2"), which issued securities pursuant to the Bridge Financing and Concurrent Financing. In consideration for the Amalgamation, the security holders (other than Founders) of Sub1 and Sub2 exchanged their securities for like securities of Founders on a one-for-one basis, post-Consolidation, upon closing (the "Closing") of the Acquisition. As a consequence of the Amalgamation, Sub1 and Sub2 amalgamated under the Business Corporations Act (British Columbia) into a wholly owned subsidiary of Founders retaining the name 1290015 B.C. Ltd. ("Amalco") with Founders becoming the Resulting Issuer owning 100% of Amalco as the registered owner of the Elmtree Gold Project.

To acquire the property, the Company paid \$350,000 cash to the vendor and issued 14,000,000 common shares with an estimated fair value of \$0.45 per share for a total consideration of \$6,650,000. The vendor retains a 2% net smelter royalty. The Company also paid an arm's length third party a finders' fee of 200,000 common shares with an estimated fair value of \$0.45 per share.

## Elmtree Project Overview

The Elmtree Property comprises 72 mineral claims totalling over 1,800 hectares (ha) in northeastern New Brunswick, approximately 20 km northwest of Bathurst and within the Bathurst Mining Camp. The Bathurst area is a proven and profitable mining jurisdiction in a road-accessible area, hosting numerous volcanogenic massive sulphide (VMS) deposits, including the world-class Bathurst No. 12 Mine. The Property has been under active exploration since the late 1950s. However, substantial work began in 1984-1985 following the discovery of gold and base metal mineralization at the Discovery Zone (DZ) and West Gabbro Zone (WGZ).

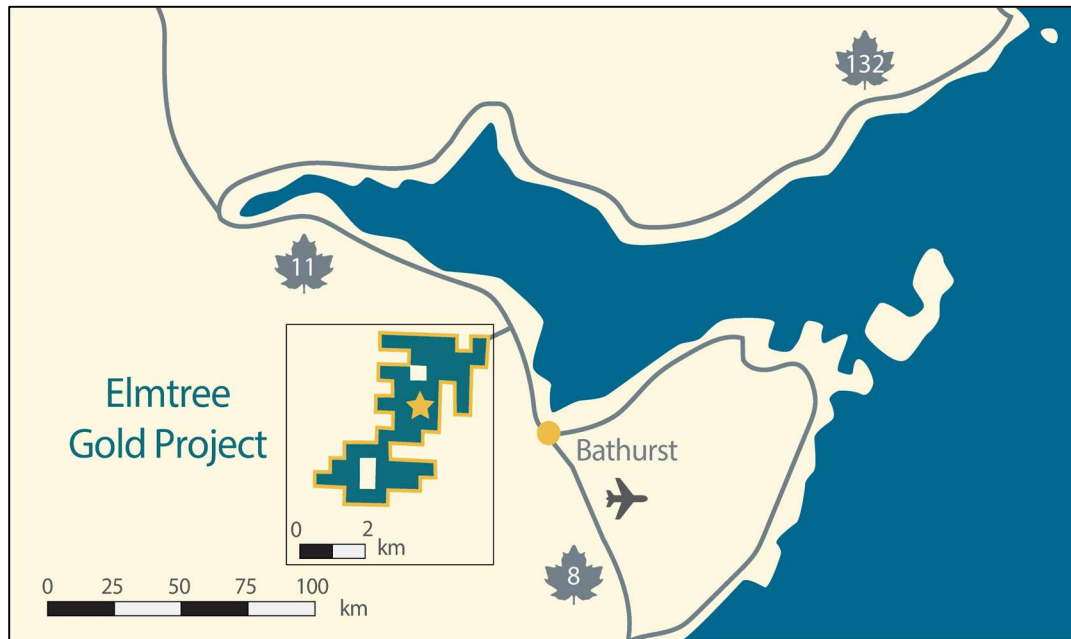


Figure 4: Project Location Map

Historical exploration work was focused on three gold deposits: the Discovery Zone, the West Gabbro Zone, and the South Gold Zone (Figure 5). Outside of these zones, the property remains underexplored for gold mineralization. Historical soil and geophysical surveys demonstrate strong correlations with the known gold mineralization and suggest the potential continuation of these gold-rich zones along strike and to depth. Elmtree project highlights include:

- Three existing gold-bearing zones, the higher-grade West Gabbro Zone, the South Gold Zone, and the original Discovery Zone. The West Gabbro and South Gold Zones primarily host gold mineralization, and the Discovery Zone contains both polymetallic (Sb, Zn, Pb, Ag) veins and gold
- Mineralization is structurally controlled by easterly-trending faults along the Elmtree Inlier's southern tectonic boundary
- Host rocks comprise strongly deformed Ordovician sedimentary rocks, including tectonic mélangé, intruded by Ordovician gabbroic and felsic dykes/sills
- The highest gold grades are spatially associated with sulphide-rich zones within areas of intense silicification and quartz veining
- The sulphide assemblage is defined by arsenopyrite, pyrrhotite, pyrite, and chalcopyrite
- Alteration minerals include carbonate, quartz, chlorite, albite with sericite and saussurite
- The current modelled deposits are near-surface and potentially amenable to open pit mining
- The property is accessible year-round by paved, government-maintained roads and is adjacent to a major highway and power
- The property lies approximately 22 km by road to a year-round port and the Glencore Smelter (closed in 2019)
- The region has a skilled labour force with over 50 years of mining expertise



## Recent Activity on the Elmtree Property

### *Data compilation and QA/QC of historical drilling*

A database of historical exploration work completed on, and immediately adjacent to, Founders' claims was completed by Rogue Geoscience Inc. The compilation greatly expands earlier work<sup>2</sup> and represents the most thorough amalgamation of historical data on the property. The database includes:

- 27,155.5 m of diamond drill core with 10,645 sample assays, including all 196 historical Elmtree holes, most of which have been focused on the Discovery Zone, West Gabbro Zone, and South Gold Zone deposits
- 474 m of trenching with 441 chip sample assays, including 144 assays with gold concentrations above 1,000 parts per billion (ppb) gold (Au)
- 2,640 soil geochemical assays, including 164 analyses >100 ppb Au
- 64 rock samples with multi-element geochemical assays
- Georeferenced maps and data from numerous airborne and ground geophysical surveys, including magnetics, VLF-EM, radiometric, and IP surveys
- Newly reprocessed geophysical data where appropriate
- Georeferenced and digitized outcrop, alteration, and bedrock maps
- Compilation of historical structural measurements in the area
- All data has undergone rigorous QA/QC to ensure accuracy and to establish and maintain database integrity

### *UAV Magnetics Survey*

A drone-based airborne magnetics survey was completed over the Elmtree Gold Project in July 2021. The survey was flown by Vision 4K, a specialist Canadian UAV/Drone-based geophysical survey provider.

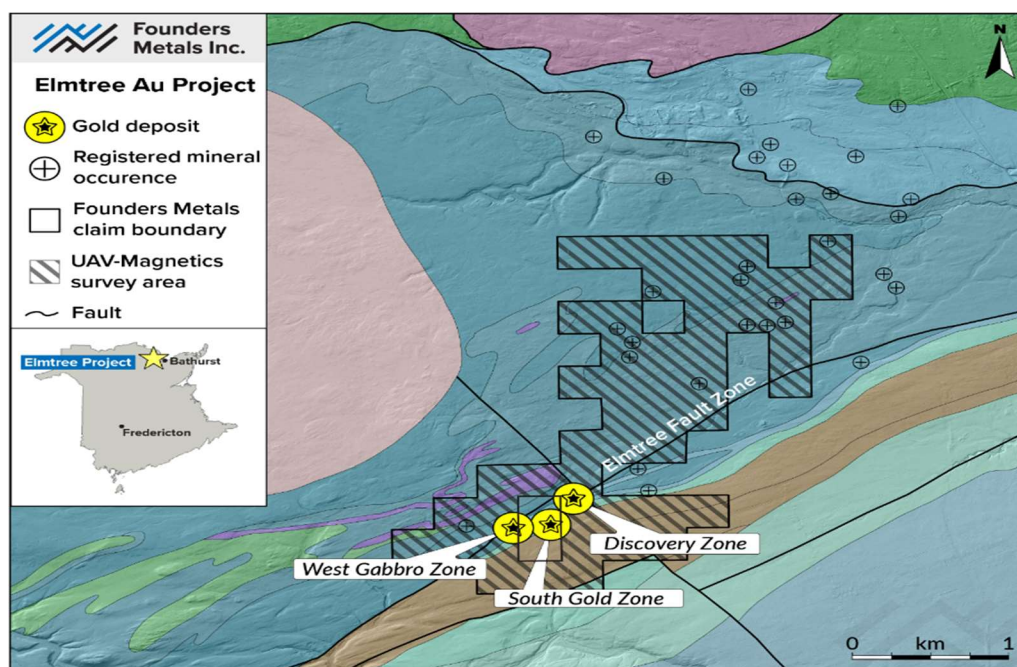


Figure 5: Map showing UAV magnetics survey coverage (hatched area). The regional geology overlay shows the coincidental nature of known gold mineralization with the Elmtree Fault Zone.

A high-resolution magnetic survey was chosen because a significant portion of the known Elmtree Gold Project's mineral resource<sup>1</sup> is hosted in iron-rich mafic rocks spatially associated with the Elmtree Fault Zone. The often highly magnetic nature of these rocks combined with higher concentrations of magnetic minerals (e.g., pyrrhotite) associated with the mineralized zones provides excellent targets for a detailed magnetics survey.

Survey highlights include:

- 855-line kilometres of drone-based airborne magnetics covering the entirety of Founders Metals' Elmtree Property
- 25 m spaced flight lines flown at a consistent 28 m elevation above ground level
- Ground-breaking, real-time obstacle avoidance system unique in North America allows the UAV to fly at the lowest consistent altitude throughout the survey
- With 1.2 m data collection intervals and flight speed up to 12 m/s (~43 km/h), the survey delivers consistent, high-resolution data at a much lower cost and in less time than traditional ground survey techniques.

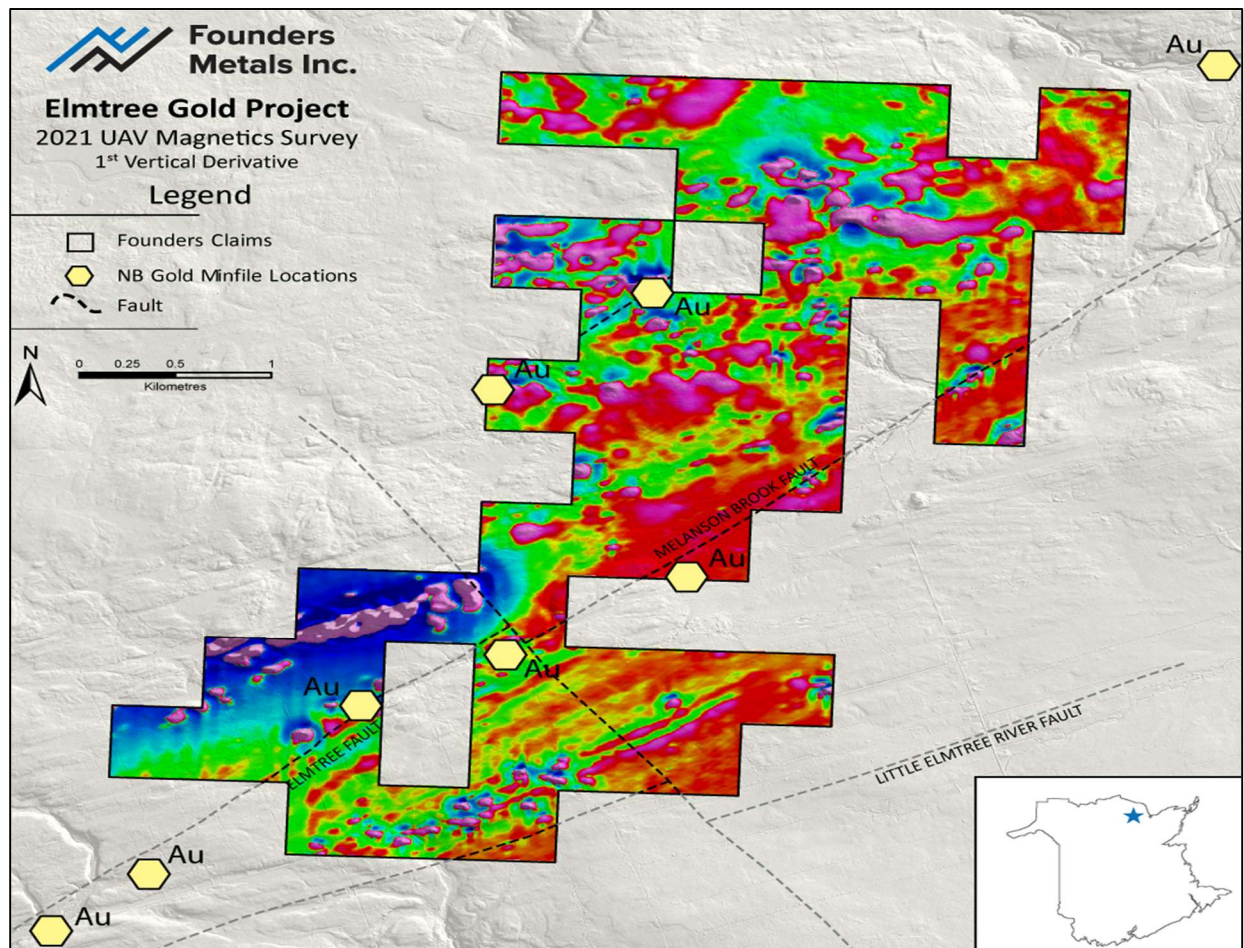


Figure 6: Map of 2021 UAV/drone magnetics survey (1st vertical derivative shown). Significant regional structures were added to demonstrate the spatial link between gold mineralization and northeast-trending structures.

#### *Soil geochemical survey and prospecting/mapping program*

Founders completed Ion Leach soil sampling over the entire Elmtree property to identify better mineralization and associated alteration through the thin, clay-rich, glacial cover. The first sampling phase extended historical soil grids around the known gold zones with samples every 25 metres along lines 50 m apart (Figure 7). Five percent of the historical soil grids were resampled to test their validity and support this earlier work's integration into the Elmtree Project's geochemical database.

Coarser, 50x100 m, phase-two sampling was designed to follow up on numerous targets identified from historical surface sampling, geophysics, and preliminary results from the 2021 drone magnetics survey (Figure 6).

*2021 New Brunswick Junior Mining Assistance Program Grant*

The team at Founders is grateful to have received \$30,000 from the New Brunswick Department of Natural Resources and Energy Development under the New Brunswick Junior Mining Assistance Program. The funds were used during the 2021 field season on exploration expenditures and advancing the Elmtree property.

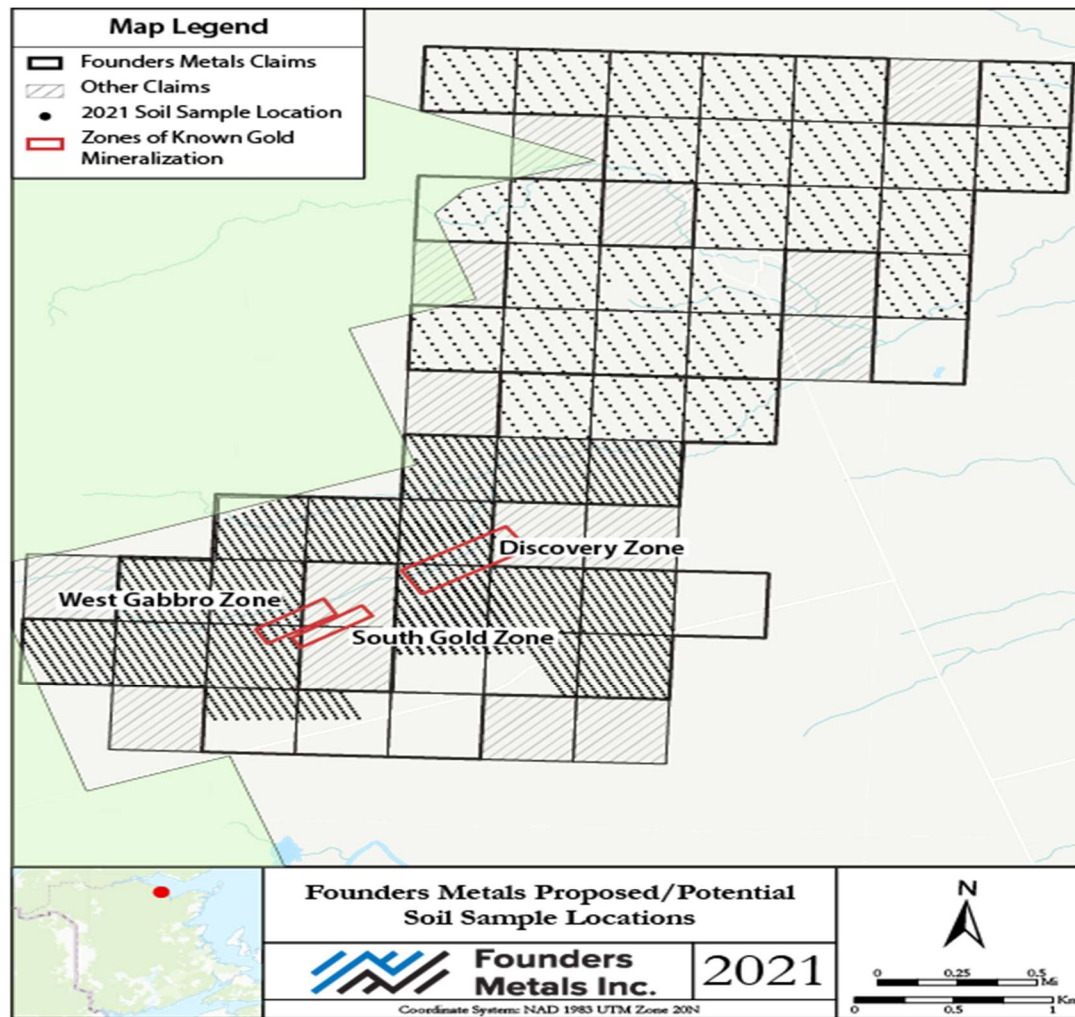


Figure 7: Map of 2021 soil geochemical samples over the Elmtree property.

## 2021 Preliminary drill results

The 2021 Drilling and exploration program focused on confirming and expanding historical gold mineralization at the Elmtree Gold Project. The Company drilled 2,311 m over 18 holes on the Elmtree Property. These holes intersected pervasive sulfidation in the iron-rich gabbroic host and abundant quartz/quartz-carbonate veining or brecciation. Gold mineralization has been identified in numerous holes, including EMT21-006 to EMT21-009, with intersections such as 2.06 grams per ton (g/t) over 24.8 m core length (see Table 1 below). In addition, gold mineralization in similarly altered, sulphide-rich zones are found locally within the hornfels sedimentary rocks surrounding the gabbro. Initial Elmtree drill highlights include:

- Drill hole EMT21-006 with 9.0 m of 2.11 g/t Au\*
- Drill hole EMT21-007 with 59.0 m of 1.14 g/t Au\*
- Drill hole EMT21-009 with 24.8 m of 2.06 g/t Au\*



Table 2: Partial assay results from rushed West Gabbro Zone samples.

Drillhole	from (m)	to (m)	width (m)*	Au (g/t)
<b>EMT21-006</b>	<b>35.2</b>	<b>44.2</b>	<b>9.0</b>	<b>2.11</b>
<b>EMT21-007</b>	<b>52.0</b>	<b>111.0</b>	<b>59.0</b>	<b>1.14</b>
	57.0	61.0	4.0	4.97
<i>including</i>	70.8	73.4	2.6	3.84
	82.0	87.2	5.2	2.20
	107.9	109.8	1.9	2.45
<b>EMT21-008</b>	21.4	24.0	2.6	2.13
	42.3	44.0	1.7	1.36
	51.0	56.2	5.2	1.03
<b>EMT21-009</b>	<b>17.9</b>	<b>42.7</b>	<b>24.8</b>	<b>2.06</b>
	17.9	30.0	12.1	2.81
<i>including</i>	34.8	42.7	8.0	2.18

\*Widths represent the core length. True width is estimated at 70-90% of core length.



Figure 8: (Left) Outcrop grab sample collected during 2021 prospecting at Elmtree. The sample contains pyrite, arsenopyrite, sphalerite, and galena. (Right) 2021 drill core photos showing pervasive alteration of Fe-bearing mafic minerals and abundant arsenopyrite throughout which correlates strongly to gold mineralization.

Throughout the 2021 program, the Company has flown an 855 line-km, high-resolution drone magnetics survey; collected 3,715 Ionic Leach soil samples and more than 160 rock grab samples. The 2021 surface sampling results will be combined with the geophysical data to generate additional drill targets on the property. Structural data collected from the oriented core is also being combined with the latest geophysical data to construct a detailed structural model of the gold deposit.

## Works Cited

<sup>1</sup>Murahwi, C.Z., San Martin, A.J. and Godard, M. (2011): Technical Report on the mineral resource estimate for the Elmtree Gold Property, Gloucester County New Brunswick, Canada; National Instrument 43-101 Technical Report prepared for CNRP Mining Inc. and Gorilla Resources Corp. by Micon International Limited, 125 p.

<sup>2</sup>Eccles, R.D. and Kruse, S. (2020): Technical Report on the Geological Introduction to Avalon Works Corp.'s Elmtree Gold Project, northeast New Brunswick, Canada by Apex Geoscience and Terrane Geoscience, 120 p.

## Summary of Quarterly Results

The following table summarizes financial data for the eight most recently completed quarters. All figures are in accordance with IFRS.

Quarter ended	Nov 30, 2024	Aug 31, 2024	May 31, 2024	Feb 29, 2024	Nov 30, 2023	Aug 31, 2023	May 31 2023	Feb 28 2023
Total Revenue (\$)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss) (\$)	(1,741,083)	11,401	(6,071,247)	(671,830)	(1,006,781)	(314,397)	(1,207,032)	(178,427)
Basic and diluted net income (loss) per common share (\$)	(0.02)	(0.01)	(0.09)	(0.01)	(0.02)	(0.01)	(0.03)	(0.01)

Historical quarterly results of operations and loss per share do not necessarily reflect any recurring expenditure patterns or predictable trends. The Company's expenditures are driven by the availability of financing to fund continued operations. In addition, fluctuations in quarterly net loss are primarily explained by non-cash share based compensation recorded which reflects the fair value of stock options and restricted share units granted and the underlying terms and vesting conditions. Share based compensation explains the increased net loss for the quarters ended November 30, 2024, May 31, 2024, November 30, 2023 and May 31, 2023.

## Results of Operations

During the three months ended November 30, 2024 ("the current quarter"), the Company incurred a net loss of \$1,741,083 (2023 – \$1,006,781) which includes the following:

- Marketing of \$330,955 (2023 - \$250,062) which includes the cost of conferences, marketing, website and investor relations.
- General and administrative expenses of \$355,057 (2023 – \$88,086) which includes office expenses, donations, insurance, salaries, conferences and technology costs.
- Management fees of \$199,253 (2023 - \$70,500) which includes fees paid to key management and directors.
- Professional fees of \$329,941 (2023 - \$28,638) were incurred for general legal, accounting and audit fees.
- Regulatory and filing fees of \$7,472 (2023 - \$46,887) which include transfer agent fees, listing fees, and filing fees with the TSXV and securities commissions.
- Foreign exchange loss of \$34,480 (2023 - \$935) which relates to the fluctuation in the Canadian dollar relative to the US dollar and resulting impact to US dollar denominated cash balances and amounts payable.
- Share based compensation of \$509,448 (2023 - \$541,500) which reflects the fair value of stock options granted and the underlying vesting terms.
- Interest income of \$25,523 (2023 - \$19,827) earned on excess cash on hand.

Total loss increased significantly by \$734,302 for the current quarter compared to the quarter ended November 30, 2023 as a result of increased overall corporate activity subsequent to the completion of equity financing. Increased activities associated with the Antino Gold project have required additional personnel and management resources to support both the project and corporate levels.



## Financial Instruments

### *Fair value of financial instruments*

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification within a hierarchy that prioritizes the inputs to fair value measurement.

The three levels of hierarchy are:

- Level 1 - Quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - Inputs for the asset or liability that are not based on observable market data.

The Company's cash and deposit are classified as Level 1, whereas accounts payable and accrued liabilities are classified as Level 2. As at November 30, 2024, the Company believes that the carrying values of cash, deposit, accounts payable and accrued liabilities approximate their fair values because of their nature and relatively short maturity dates or durations.

### *Financial instruments risk*

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

#### Credit risk

Credit risk is defined as the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The maximum exposure to credit risk is the carrying amount of the Company's financial assets. The credit risk is assessed as low.

#### Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle its obligations as they come due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds available to meet its short-term business requirements by considering the anticipated cash expenditures for its exploration and other operating activities, and its holding of cash and cash equivalents. The Company will pursue further equity or debt financing as required to meet its commitments. There is no assurance that such financing will be available or that it will be available on favourable terms.

As at November 30, 2024, the Company's financial liabilities consist of its accounts payable and accrued liabilities, which are all current obligations.

#### Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. As many of the transactions associated with the Antino Gold Project are conducted in US dollars, the Company is exposed to foreign currency exchange risk on these transactions.

As at November 30, 2024, the Company held payables and accruals of US 2,135,609. A 10% change in the US dollar exchange rate would result in a \$298,936 impact on foreign exchange gains or losses.

## Capital management

The Company monitors its equity as capital.

The Company's objectives in managing its capital are to maintain a sufficient capital base to support its operations and to meet its short-term obligations and at the same time preserve investor's confidence and retain the ability to seek out and acquire new projects of merit. The Company is not exposed to any externally imposed capital requirements.

## **Related party transactions**

The Company incurred and paid fees to key management, consisting of directors and officers, for management and professional services as follows:

<b>For the three months ended</b>	<b>November 30 2024</b>	<b>November 30 2023</b>
Management fees paid to key management and directors	\$ 168,950	\$ 39,000
Share-based compensation	509,448	-
Advertising and promotion fees paid to a director	-	30,000
Management fees paid to companies controlled by directors, officers - capitalized to exploration and evaluation assets	65,003	45,000
	<u>\$ 743,401</u>	<u>\$ 114,000</u>

As at November 30, 2024, accounts payable and accrued liabilities includes \$50,835 (August 31, 2024 - \$nil) payable to a company controlled by an officer or director of the Company. The amount is unsecured, non-interest bearing and has no fixed terms of repayment.

## **Liquidity and Capital Resources**

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain adequate financing in the future.

Working capital on November 30, 2024, was \$22,942,431 (2023 - \$2,103,807). The increase in working capital of \$20,838,624 during the three months ended November 30, 2024 is explained by cash provided by financing activities of \$32,249,937, net of share issue costs of \$1,987,734, in connection with the issuance of common shares. Net proceeds raised were used in the exploration and development of the Antino Gold Project and in corporate activities to support such activities.

## **Outstanding Share Data**

The following table summarizes the Company's outstanding share capital:

	<b>November 30, 2024</b>	<b>January 20, 2025</b>
Common shares outstanding	88,065,876	88,523,876
Options outstanding (average exercise price \$0.99)	4,767,000	4,617,000
Warrants outstanding (average exercise price \$0.59)	5,866,498	5,558,498
Restricted share units	2,650,000	2,650,000
<b>Fully Diluted</b>	<b>101,349,374</b>	<b>101,349,374</b>

## **Risks and Uncertainties**

### *Mining Risks*

The Company is subject to the risks typical in the mining business including uncertainty of success in exploration and development; operational risks including unusual and unexpected geological formations, rock bursts, particularly as exploration moves into deeper levels, cave-ins, flooding and other conditions involved in the drilling and removal of material as well as environmental damage and other hazards; risks that intended drilling schedules or estimated costs will not be achieved; and risks of fluctuations in the price of commodities and currency exchange rates. Metal prices are subject to volatile price movements over short periods of time and are affected by numerous factors, all of which are beyond the Company's control, including expectations of inflation, levels of interest rates, sale of gold by central banks, the demand for commodities, global or regional political, economic, and banking crises and production rates in major producing regions. The aggregate effect of these factors is impossible to predict with any degree of certainty.

### *Business Risks*

Natural resources exploration, development, production, and processing involve several business risks, some of which are beyond the Company's control. These can be categorized as operational, financial, and regulatory risks.

Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring, and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Financial risks include commodity prices, interest rates and foreign exchange rates, all of which are beyond the Company's control.

Regulatory risks include possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company and include increased fees for filings as well as the introduction of ever more complex reporting requirements, the cost of which the Company must meet to maintain its exchange listing.

### *Competition*

The mineral exploration and mining business is competitive in all of its phases. The Company will compete with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive exploration and evaluation properties. The Company's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable prospects for mineral exploration or development. There is no assurance that the Company will be able to compete successfully with others in acquiring such prospects.

### *No Operating History and Financial Resources*

The Company does not have an operating history and has no operating revenues and is unlikely to generate any in the foreseeable future. It anticipates that its cash resources are sufficient to cover its projected funding requirements for the remainder of the fiscal year. Additional funds will be required for general operating costs, and for further exploration to attempt to prove economic deposits and to bring such deposits to production. Additional funds will also be required for the Company to acquire and explore other mineral interests. The Company anticipates that its cash resources will be sufficient to cover its projected funding requirements for the ensuing year. If its exploration program is successful, additional funds will be required for further exploration to prove economic deposits and to bring such deposits to production. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or terminate its operations. Inferred mineral resources are not mineral reserves. Mineral resources which are not mineral reserves do not have demonstrated economic viability.

There is no guarantee that any part of the mineral resources discussed herein will be converted into a mineral reserve in the future.

#### *Price Volatility and Lack of Active Market*

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly.

#### *Key Executives*

The Company is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of the Company are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. The Company does not currently carry any key man life insurance on any of its executives.

#### *Potential Conflicts of Interest*

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

#### *Dividends*

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of the Company and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of the Company deem relevant.

#### *Nature of the Securities*

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

#### **Off-Balance Sheet Transactions and Outlook**

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

#### **Qualified Person**

The disclosures contained in this MD&A regarding the Company's exploration & evaluation properties have been prepared by, or under the supervision of Michael Dufresne, M.Sc, P.Geol., P.Geo., a principal of APEX Geoscience Ltd. and a Qualified Person for the purposes of National Instrument 43-101.

## **Approval**

The Board of Directors of the Company approved the disclosures contained in this MD&A.

## **Other Information**

Additional information related to the Company is available for viewing on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## **Forward-Looking Information**

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

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company’s ability to predict or control. Please refer to those risk factors identified or otherwise indirectly referenced in the “Risks and Uncertainties” section above. Readers are cautioned that the above does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements contained in this MD&A, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

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