

**BANYAN GOLD CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD ENDED DECEMBER 31, 2024**

**Background**

This discussion and analysis of financial position and results of operations is prepared as at February 18, 2025 and should be read in conjunction with the year-end financial statements and the accompanying notes for the fiscal year ended December 31, 2024 for Banyan Gold Corp. (the "**Corporation**", "**Company**", "**Issuer**" or "**Banyan**"). The financial statements, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards ("**IFRS**"). Except as otherwise disclosed, all dollar figures included therein and in the following Management Discussion and Analysis ("**MD&A**") are quoted in Canadian dollars.

This MD&A contains "forward-looking statements" that are subject to risk factors set out in the cautionary statement below. Additional information relevant to the Company's activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com) and at [www.banyangold.com](http://www.banyangold.com).

**Cautionary Note Regarding Forward-Looking Statements**

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, Banyan. These forward-looking statements are made as of the date of this MD&A. Except as required by applicable securities legislation, we assume no obligation to update publicly or revise any forward-looking statements to reflect subsequent information, events, or circumstances.

**Company Overview**

The Company was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the Alberta Corporations Act ("**ABCA**") on July 26, 2010 under the name Banyan Coast Capital Corp, which was subsequently changed to Banyan Gold Corp under a certificate of amendment on February 14, 2013. On November 24, 2010, the Company became a reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan and Ontario.

Banyan completed its IPO and commenced trading on January 27, 2011 on the TSX Venture Exchange and trades under the symbol BYN.

Banyan is in the business of exploration and development of mineral properties. The Company currently holds three main projects in the mining friendly Yukon Territory.

***AurMac Project***

The Company's flagship asset is the AurMac Project located in the Mayo Mining District.

The Corporation has earned a 75% interest in and has the right to earn a 100% interest in each of the Aurex Property and McQuesten Property subject to certain royalties. The original Aurex and McQuesten gold properties are contiguous, comprising 8,230 hectares and approximately 1,000 hectares and are both highly prospective for intrusive-related gold mineralization, and include areas of historic gold production (lode and placer), in the prolific Mayo Mining District, Yukon Territory. The Company has staked additional 100% owned claims around the original properties and has brought the AurMac project up to approximately 173 square kilometres in size.

An updated NI 43-101 7.0 million ounce gold Mineral Resource Estimate ("MRE") for the AurMac Project was prepared by Marc Jutras of Ginto Consulting Inc. with an effective date of February 6, 2024 and filed on Sedarplus.ca on March 18, 2024

**Table 1: Pit-Constrained Inferred Mineral Resources – AurMac Project<sup>(1)(2)(3)(4)(5)</sup>**

Deposit	Gold Cut-Off g/t	Tonnage Tonnes	Average Gold Grade g/t	Gold Content oz.
<b>Inferred</b>				
<b>Airstrip</b>	<b>0.30</b>	<b>35,243,000</b>	<b>0.75</b>	<b>845,000</b>
<b>Powerline<sup>1</sup></b>	<b>0.30</b>	<b>312,243,000</b>	<b>0.61</b>	<b>6,158,000</b>
<b>Combined Inferred</b>	<b>0.30</b>	<b>347,486,000</b>	<b>0.63</b>	<b>7,003,000</b>

Notes to Table 1:

1. The effective date for the MRE is February 6, 2024 and was prepared by Marc Jutras, P.Eng., M.A.Sc., Principal, Ginto Consulting Inc., an independent Qualified Person in accordance with the requirements of NI 43-101. The technical report supporting the Resource Estimate entitled "AurMac Property, Mayo Mining District, Yukon Territory, Canada" (the "Technical Report") has been filed on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) on March 18, 2024.
2. Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, changes in global gold markets or other relevant issues.
3. The CIM Definition Standards were followed for classification of Mineral Resources. The quantity and grade of reported Inferred Mineral Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Mineral Resources as an Indicated Mineral Resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured Mineral Resource category.
4. Mineral Resources are reported at a cut-off grade of 0.30 g/t gold for all deposits, using a US\$/CAN\$ exchange rate of 0.75 and constrained within an open pit shell optimized with the Lerchs-Grossman algorithm to constrain the Mineral Resources with the following estimated parameters: gold price of US\$1,800/ounce, US\$2.50/t mining cost, US\$5.50/t processing cost, US\$2.00/t G+A, 80% gold recoveries, and 45° pit slopes.
5. The number of tonnes and ounces was rounded to the nearest thousand. Any discrepancies in the totals are due to rounding effects; rounding followed the recommendations as per NI 43-101.

### Nitra Claims

The Nitra Claims are comprised of 1,442 claims covering 296 km<sup>2</sup>. They begin approximately five km to the west of the AurMac Project and are 100% owned with no underlying royalties.

### Hyland Gold Project

The Corporation's other major asset is the Hyland Gold Project located in the Watson Lake mining district. The Hyland Main Zone Indicated MRE, prepared in accordance with NI 43-101, at a 0.3 g/t gold equivalent cut-off, contains 8.6 million tonnes grading 0.85 g/t AuEq for 236,000 AuEq ounces with an Inferred MRE of 10.8 million tonnes grading 0.83 g/t AuEq for 288,000 AuEq ounces\*.

Classification	Cut-off Grade (AuEq) (g/t)	In situ Tonnes	Gold Grade (g/t)	Gold Oz	Silver Grade (g/t)	Silver Oz	Gold Eq Grade (g/t)	Gold Eq Oz
<b>Indicated</b>	<b>0.3</b>	8,637,000	0.78	216,000	7.04	1,954,000	0.85	236,000
<b>Inferred</b>	<b>0.3</b>	10,784,000	0.77	266,000	5.32	1,845,000	0.83	288,000

Notes:

1. Mineral resources which are not mineral reserves do not have demonstrated economic viability. All figures are rounded to reflect the relative accuracy of the estimate.
2. Mineral resources are reported at a cut-off grade of 0.3 g/t AuEq. AuEq grade is based on \$1,350.00/oz Au, \$17.00/oz Ag and assumes a 100% recovery. The AuEq calculation does not apply any adjustment factors for difference in metallurgical recoveries of gold and silver. This information can only be derived from definitive metallurgical testing which has yet to be completed.
3. The updated Indicated and Inferred MRE presented in this Technical Report was prepared and disclosed in compliance with all disclosure requirements for mineral resources set out in the NI 43-101 Standards of Disclosure for Mineral Projects (2011). The classification of the updated mineral resource is consistent with CIM Definition Standards - For Mineral Resources and Mineral Reserves (2014), including the critical requirement that all mineral resources "have reasonable prospects for eventual economic extraction".

\*News Release March 22, 2018 and Technical Report filed May 2, 2018 can be found on SEDAR and [www.banyangold.com](http://www.banyangold.com).

## CORPORATE RESULTS

### Results of Operations

Banyan continued to focus on the AurMac Project, in the Mayo Mining District, Yukon, which has existing road access and powerlines across the property. Between June and October 2024, Banyan drilled a total of 118 holes, totaling 20,803 metres, focused on the goals of converting key areas of the Powerline deposit and Airstrip Deposit to indicated as well as increasing understanding of the geological controls to refine the geological model. The initial drill results have confirmed the corporation's belief that areas of higher-grade gold exist, along with strong grade continuity.

Metallurgical test work continued systematically through the period on both the Airstrip and Powerline Deposit mineralization and will be ongoing with additional test work through Q2 2025. The focus is on work that will help to fine-tuning the mill flow sheets, ensuring optimal processing techniques are in place ahead of the 2025 Preliminary Economic Assessment (PEA). Additionally, environmental baseline studies were expanded, in preparation for continued conversations with First Nations, community and for subsequent exploration and potential development permitting of the AurMac Project. Banyan continued its practices of progressive reclamation of drill sites and trails during the period, demonstrating Banyan's commitment to sustainable and high-level environmental practices.

Banyan completed a Z-Tem survey, which was conducted across both the AurMac and Nitra properties. This advanced survey is currently being used, along with previous geophysics, soil geochemistry, and knowledge of the mineralization, to prioritize both proximal and distal exploration targets for the upcoming 2025 field season.

### Qualified Person

The property disclosure content of this report was prepared under the supervision of Banyan consultant, Paul D. Gray, P.Geo., a "qualified person" as defined under NI 43-101.

### Exploration & Metallurgy Highlights

A 20,803m (118 hole) drill program commenced during the beginning of the quarter. The focus of the program was drilling to increase confidence and understand of higher-grade continuity in areas which would likely be part of the mine plan for the PEA planned for late 2025.

Initial assay results continue to increase the confidence and demonstrate the continuity of the near-surface gold mineralization of the Powerline Deposit, as part of the AurMac Resource. The program will both continue to add ounces and advances the Resource from the Inferred category to Indicated.

The Company received the following assay highlights during the quarter from the 2024 drill program.:

- AX-24-534: 48.0 metres ("m") of 0.53 g/t Au from 75.1 m
- AX-24-536: 75.1 m of 0.29 g/t Au from near-surface (23.9 m)
- AX-24-538: 21.5 m of 1.06 g/t Au from near-surface 71.9 m
- AX-24-540: **0.2 m of 539.30 g/t Au** from 166.1 m
  - And 56.7 m of 0.36 g/t Au from 166.3 m
- AX-24-541: **90.0m of 0.68 g/t Au** from surface (13.5 m)

- AX-24-542: **154.1m of 0.58 g/t Au** from surface (18.3 m)
  - AX-24-544: **0.3 m of 290.10 g/t Au** from 37.1 m
  - AX-24-545: 78.6 m of 0.41 g/t Au from 74.9 m
  - AX-24-548: 79.6 m of 0.56 g/t Au from near-surface (26.5 m)
  - AX-24-549: 37.5 m of 0.81 g/t Au from near-surface (44.5 m)
- \*True widths are estimated to be greater than 90% of the reported intervals.*

**Analysis of property expenditures:**  
(all in \$ Cdn)

	Aurex*	McQuesten*	Nitra	Aurex* Extension	Hyland	Total
<b>Balance, Sept 30, 2023</b>	<b>40,943,640</b>	<b>3,406,635</b>	<b>694,035</b>	<b>92,010</b>	<b>3,909,769</b>	<b>49,046,089</b>
Acquisition costs	-	600,000	-	-	-	600,000
Exploration & evaluation expenses capitalized	830,616	-	30,982	-	-	861,597
<b>Balance, Dec 31, 2023</b>	<b>41,774,256</b>	<b>4,006,635</b>	<b>725,017</b>	<b>92,010</b>	<b>3,909,769</b>	<b>50,507,687</b>
<b>Balance, Sept 30, 2024</b>	<b>43,981,210</b>	<b>9,048,605</b>	<b>738,605</b>	<b>160,244</b>	<b>3,911,901</b>	<b>57,840,565</b>
Acquisition costs	-	-	-	-	-	-
Exploration & evaluation expenses capitalized	592,834	1,089,670	139,437	17,087	-	1,839,028
<b>Balance, Dec 31, 2024</b>	<b>44,574,044</b>	<b>10,138,275</b>	<b>878,042</b>	<b>177,331</b>	<b>3,911,901</b>	<b>59,679,593</b>

*\*These Properties are collectively referred to as AurMac Property or Project in Corporate disclosure documents*

**Selected Financial Information**

The following selected financial information is derived from the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards ("IFRS").

**Fiscal Quarters of the Fiscal Year Ended September 30, 2025**

All in \$ Cdn	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<b>Operations</b>				
Revenues	\$ -			
Expenses	1,071,850			
Comprehensive (loss)/profit	(719,854)			
Loss Per Share – Basic & Fully Diluted	(0.00)			
<b>Balance Sheet</b>				
Working Capital	9,772,811			
<b>Total Assets</b>	<b>\$ 70,835,417</b>			
<b>Total Long-Term Liabilities*</b>	<b>\$ 13,117,752</b>			

*\*Long-Term Liabilities consists solely of Deferred Income Tax and are calculated at year end.*

### Fiscal Quarters of the Fiscal Year Ended September 30, 2024

All in \$ Cdn	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<b>Operations</b>				
Revenues	\$ —	\$ —	\$ —	\$ —
Expenses	1,507,118	672,169	1,803,929	810,101
Comprehensive (loss)/profit	(1,112,393)	(305,920)	(1,282,706)	(1,581,528)
Loss Per Share – Basic & Fully Diluted	(0.00)	(0.00)	(0.00)	(0.01)
<b>Balance Sheet</b>				
Working Capital	6,086,073	5,254,568	17,368,551	12,010,343
<b>Total Assets</b>	<b>\$ 57,793,351</b>	<b>\$ 57,619,427</b>	<b>\$ 71,706,397</b>	<b>\$ 72,768,015</b>
<b>Total Long-Term Liabilities*</b>	<b>\$ 8,765,000</b>	<b>\$ 8,765,000</b>	<b>\$ 8,765,000</b>	<b>\$ 13,117,752</b>

\*Long-Term Liabilities consists solely of Deferred Income Tax and are calculated at year end.

### Fiscal Quarters of the Fiscal Year Ended September 30, 2023

All in \$ Cdn	First Quarter <sup>1</sup>	Second Quarter <sup>1</sup>	Third Quarter	Fourth Quarter
<b>Operations</b>				
Revenues	\$ —	\$ —	\$ —	\$ —
Expenses	733,197	422,151	1,189,383	543,184
Comprehensive (loss)/profit	(477,707)	(295,980)	(948,799)	1,354,577
Loss Per Share – Basic & Fully Diluted	(0.00)	(0.00)	(0.00)	(0.00)
<b>Balance Sheet</b>				
Working Capital	18,589,097	15,639,727	10,503,421	7,859,004
<b>Total Assets</b>	<b>\$ 58,780,383</b>	<b>\$ 59,545,200</b>	<b>\$ 59,422,751</b>	<b>\$ 58,499,690</b>
<b>Total Long-Term Liabilities*</b>	<b>\$ 8,741,523</b>	<b>\$ 8,741,523</b>	<b>\$ 8,741,523</b>	<b>\$ 8,765,000</b>

\*Long-Term Liabilities consists solely of Deferred Income Tax and are calculated at year end.

### Results of Operations

During the period ended December 31, 2024, the Company recorded a net loss of \$719,854 vs a loss of \$1,112,263 during the prior period of December 31, 2023.

### Major Variances

**General & Admin Expenses.** A decrease of \$110,708 to \$131,533 vs \$242,241 in the prior year. This was mostly driven by a drop in marketing expenses of \$101,141. For further details in this category see “Additional Disclosure for General & Administrative Costs” below.

**Management Fees.** Management fees rose in the current year to \$607,751 vs \$465,000 in the prior year reflecting bonuses, director pay and additional activities on the corporate level.

**Professional Fees.** Professional fees have fallen to \$59,664 vs \$75,500 in the prior year due to reduced in-house contracting staff.

**Rental Revenue.** The Corporation was able to partially offset increased cost by billing \$211,865 vs \$293,860 in the prior year for the rental of camp facilities to third parties. While rentals will continue during F2025 they are unlikely to match the record amounts recorded during the last fiscal year.

#### **Additional Disclosure for General & Administrative Costs**

Since the Corporation has no revenue from operations, the following is a breakdown of general and admin expenses and material costs incurred in the last two fiscal periods:

<b>General &amp; Admin Costs</b>	<b>Quarter Ended December 31, 2024</b>	<b>Quarter Ended December 31, 2023</b>
Amortization	25,302	33,127
Travel	24,897	21,171
Advertising & Promotion	24,088	125,229
Office Supplies	16,417	10,607
Insurance	13,545	-
Rent	8,099	12,420
CPP Expense (stock options)	6,071	9,631
Transfer Agent Fees	5,688	18,639
Other General Office	3,258	2,195
Office Admin	2,724	-
Conference	775	1,845
Training	669	781
Shareholder Communications	-	2,683

#### **Liquidity and Capital Resources**

The accompanying audited financial statements are presented on a going concern basis, which assumes the Company will continue to realize its assets and discharge its liabilities in the normal course of operations.

The Company does not generate cash flows from operations and has, therefore, relied principally on the issuance of equity securities to finance its operation activities to the extent that such instruments are issuable under terms acceptable to the Company.

If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case the realizable values of its assets may decline materially from current estimates. The financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue operations.

From inception to December 31, 2024, the Company raised gross proceeds of \$78,932,539 from the sale of its common shares.

As at December 31, 2024, the Company had working capital of \$9,772,811 (2023 – \$6,086,073) which will be sufficient to fund the Company through fiscal 2025.

#### **Off-Balance Sheet Arrangements**

None

#### **Proposed Transactions**

None

## **Transactions with Related Parties**

During the quarter, \$607,751 (2023 - \$465,000) was billed to the Corporation by officers and directors of the Company. \$375,001 (2023 - \$294,000) was billed by KECM Services, a company controlled by the CEO, \$211,000 (2023 - \$157,500) was billed by 2572231 Alberta Corp., a company controlled by the CFO. \$21,750 (2023 - 13,500) was billed by the Directors for their quarterly stipend. The quarterly billings included \$461,000 (2023 - \$345,000) for yearly bonus payments to management were based on the completion of performance objectives agreed to and approved by the independent Compensation Committee.

## **Critical Judgments and Accounting Estimates**

These financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"). The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carry amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) the recoverability of receivables which are included in the statements of financial position;
- ii) the inputs used in accounting for stock-based compensation expense, which are included in the statement of operations;
- iii) recoverability of future income tax asset;
- iv) recoverability of exploration and evaluation expense asset;
- v) the valuation of the rehabilitation provision; and
- vi) the valuation of share-based payments transactions.

The Company's significant accounting policies are detailed in Note 3 to the Annual Financial Statements.

## **New Standards and Interpretations**

There were no new standards applicable to the Corporation during the quarter ended September 30, 2024.

## **Risks and Uncertainties**

The Company's financial performance is likely to be subject to the following risks:

There is no history of business or mining operations, revenue generation or production history. The Issuer was incorporated on July 26, 2010 and has yet to generate a profit from its activities. The Issuer will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Issuer anticipates that it may take several years to achieve positive cash flow from operations.

## **Exploration, Development and Operating Risks**

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Issuer's resource base.

The Issuer's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and

possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Issuer.

### ***Substantial Capital Requirements and Liquidity***

Substantial additional funds for the establishment of the Issuer's current and planned exploration program and potential mining operations will be required. No assurances can be given that the Issuer will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations, mineral prices, environmental rehabilitation or restitution. Revenues, taxes, transportation costs, capital expenditures and operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Issuer may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Issuer or at all.

If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, and pursue only those development plans that can be funded through cash flows generated from its existing operations.

### ***Fluctuating Mineral Prices***

The economics of mineral exploration is affected by many factors beyond the Issuer's control including, commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the Property(ies).

### ***Financing Risks and Dilution to Shareholders***

The Issuer has limited financial resources. If the Issuer's exploration programs on the Property are successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Issuer will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity which will result in dilution to the Issuer's shareholders.

### ***Requirement for Permits and Licenses***

A substantial number of additional permits and licenses may be required should the Issuer proceed beyond exploration; such licenses and permits may be difficult to obtain and may be subject to changes in regulations and in various operational circumstances. It is uncertain whether the Issuer will be able to obtain all such licenses and permits.

### ***Competition***

There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Issuer will compete with other mining companies, many of which have greater financial, technical and other resources than the Issuer, for, among other things, the acquisition of minerals claims, leases and other mineral interests, as well as for the recruitment and retention of qualified employees and other personnel.

### ***Reliance on Management and Dependence on Key Personnel***

The success of the Issuer is currently largely dependent upon the performance of its directors and officers and the ability to attract and retain its key personnel. The loss of the services of these persons may have a material adverse effect on the Issuer's business and prospects. The Issuer will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Issuer can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Resulting Issuer and its prospects.



### ***No Mineral Reserves***

Mineral reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different mineral grades may cause a mining operation to be unprofitable in any particular accounting period.

### ***Environmental Risks***

The Issuer's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

### ***Governmental Regulations and Licenses and Permits***

The activities of the Issuer are subject to provincial and federal approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health including potential Covid restrictions, mine safety, toxic substances and other matters. Although the Issuer believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Issuer. Further, the licenses and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Issuer's investments in such projects may decline.

### ***Local Resident Concerns***

Apart from ordinary environmental issues, work on, or the development and mining of the Property could be subject to resistance from local residents that could either prevent or delay exploration and development of the Property.

### ***Conflicts of Interest***

Certain of the directors and officers of the Issuer will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Issuer may become subject to conflicts of interest. The Alberta Corporations Act ("**ABCA**") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the Issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the ABCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the ABCA.

### ***Uninsurable Risks***

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against all such risks and the Issuer may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Issuer's results of operations and financial condition and could cause a decline in the value of the Issuer Shares. The Issuer does not intend to maintain insurance against environmental risks.

### **Victoria Gold Corp. Receivership**

As at December 31, 2024, the Company is the registered and beneficial legal owner of a 75% right, title and interest in the Aurex and McQuesten properties ("Properties"). The Company acquired its 75% interest in the Properties pursuant to option agreements with Victoria Gold Corp. ("Victoria"). Under the terms and conditions of its agreements with Victoria, the Company continues to hold the exclusive right to act as operator to conduct further work on the Properties, and the exclusive right and option, to acquire the remaining 25% interest in the Properties, currently held by Victoria.

In August 2024, Victoria was placed in receivership under the management of Pricewaterhouse Coopers ("PwC"). At the date of these audited statements, lien applications have been made against Victoria's interest in the Properties. The applications have not been heard in court and the applicants have not performed work on the Properties. The option agreements remain in good standing, however, given that Victoria is in receivership, there could be delays and additional legal costs associated with the removal of the liens and in the registration of the Company's acquisition of Victoria's remaining 25% interest in the Properties.

### **Investor Relations Activities**

The Company does not have any investor relations arrangements.

### **Financing Activities**

#### **Summary current year transactions**

	<b>Number of Shares</b>	<b>Price</b>	<b>Funds Raised</b>
Financings:			
Nil			
Stock options exercised:	1,050,000	\$ 0.06	\$ 63,000

#### **Current year**

There were no financings completed in the current year period.

#### **Prior Year**

There were no financings completed in the prior year period.

### **Disclosure of Outstanding Share Data**

#### **Authorized and Issued capital stock:**

- a) As of December 31, 2024:

Unlimited number of:  
Unlimited Class A voting common shares  
Unlimited Class B non-voting, common shares  
Unlimited Preferred Shares

All issued shares are fully paid

There were 329,843,649 Class A common shares issued and outstanding.

b) Options Outstanding:

At the end of the year ended December 31, 2024, the following share options were outstanding to directors, officers, employees and advisors:

Number	Exercise Price	Expiry Date
600,000	\$ 0.12	June 2, 2025
1,750,000	\$ 0.23	December 9, 2025
2,600,000	\$ 0.24	May 11, 2026
2,699,900	\$ 0.32	December 16, 2026
400,000	\$ 0.395	February 24, 2027
425,000	\$ 0.45	September 07, 2027
1,300,000	\$ 0.45	December 21, 2027
500,000	\$ 0.32	September 11, 2028
5,700,000	\$ 0.30	December 13, 2028
750,000	\$ 0.31	June 3, 2029
400,000	\$ 0.22	September 24, 2029
2,400,000	\$ 0.21	December 5, 2029
6,250,000	\$ 0.45	December 21, 2032
5,600,000	\$ 0.21	December 5, 2034
31,374,900		

**Subsequent Events**

None.