

**BANYAN GOLD CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE YEAR ENDED SEPTEMBER 30, 2023**

**Background**

This discussion and analysis of financial position and results of operations is prepared as at January 18, 2024 and should be read in conjunction with the year-end financial statements and the accompanying notes for the fiscal year ended September 30, 2023 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 (3) 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 51% interest in and has the right to earn a 100% interest in each of the Aurex Property and McQuesten Property (see ***subsequent events***) 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 Mineral Resources Estimate of 6.2 Million ounces was announced on the AurMac Project May 23, 2023 (see Resource Update – AurMac below).

***Nitra Claims***

The Nitra Claims are comprised of 1,442 claims covering 296 km<sup>2</sup>. They begin approximately 5 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
Indicated	0.3	8,637,000	0.78	216,000	7.04	1,954,000	0.85	236,000
Inferred	0.3	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

During the year, Banyan continued to focus on the road and powerline accessible AurMac Project with the release of an updated Mineral Resource Estimate on May 24, 2023 (see AurMac Project above).

In addition, the Corporation has spent approximately \$12.5 million on exploration during the year as the Company finished off a 50,000 metre ("m") drill program during the first quarter and commenced a 25,000 m drill program on the AurMac Project on March 6, 2023 and concluding in August with results arriving through the year end.

As well as the 25,000 m drill program, the Company has been carried out extensive soil sampling on the AurMac Project and the nearby Nitra Property, and environmental baseline work and metallurgical studies with Forte Analytical LLC on the AurMac Project.

### Management Additions

During the fourth quarter the Company welcomed Kai Woloshyn to the new role of Vice President of Project Development. Mr. Woloshyn's experience in mine development, environmental assessment, permitting and reclamation, along with First Nation engagement, will benefit Banyan as we enter a new phase of growth.

The Company also welcomed Brad Thrall, as an Advisor. Mr. Thrall's brings over 35 years of experience in metallurgical engineering, mine development, operations and corporate executive roles, having been integral in permitting and building two mines in the Yukon.

### 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.

## Corporate

On June 15, 2023, the Corporation held its Annual General & Special Meeting of Shareholders. At the meeting, the following matters were approved:

- i. Setting the number of directors at four;
- ii. The proposed slate of four directors, namely: Tara Christie, David Reid, Steve Burtleton and Marc Blythe;
- iii. The appointment of John J. Geib, Chartered Accountant, as the Corporation's auditors; and
- iv. The renewal of the Corporation's Stock Option Plan

## Financing

On the corporate front, the Corporation completed an upsized private placement of on December 22, 2022 of \$12.2 million.

The Private Placement consisted of 12,978,520 premium flow-through shares ("**Premium FT Shares**") at a price of \$0.568 per Premium FT Share and 12,021,480 common shares (which were not flow-through shares) ("**Hard Shares**") at a price of \$0.40 per Hard Share (together the "**Offering**") for gross proceeds of \$12,180,391.

Each Premium FT Share was issued as a flow-through share within the meaning of the Income Tax Act (Canada). Proceeds from the sale of the Premium FT Shares will be used to incur Canadian exploration expenses as defined in Subsection 66.1(6) of the Income Tax Act and flow-through mining expenditures as defined in Subsection 127(9) of the Income Tax Act. Such proceeds will be renounced to the subscribers with an effective date not later than

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 – Prospectus Exemptions ("**NI 45-106**"), an aggregate of 8,978,520 Premium FT Shares and 12,021,480 Hard Shares were purchased by residents in Canada and/or other qualifying jurisdictions pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 and accordingly, such securities will not be subject to a statutory hold period pursuant to applicable Canadian securities laws.

The remaining 4,000,000 Premium FT Shares were issued to accredited investors under Section 2.3 of NI 45-106.

## Resource Update - Aurmac

On May 24, 2023, the Corporation announced an updated Mineral Resource Estimate ("**MRE**") in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**") Definition Standards incorporated by reference in National Instrument 43-101 ("**NI 43-101**") for the AurMac Project located in the Mayo Mining district, approximately 56 kilometres ("**km**") northeast from the village of Mayo, Yukon and 356 km north of Whitehorse, Yukon. This was subsequently filed on SEDAR.com on July 7, 2023.

The updated MRE comprises a total Inferred Mineral Resource of **6,181,000** ounces of gold on the road accessible AurMac Project.

This pit constrained MRE is contained in three near/on-surface deposits: The Airstrip, Powerline and Aurex Hill deposits. The MRE is summarized below:

**Table 1: Pit-Constrained Inferred Mineral Resources – AurMac Project**

Deposit	Gold Cut-Off (g/t)	Tonnage (Mt)	Average Gold Grade (g/t)	Contained Gold (koz)
Airstrip	0.25	41.2	0.68	897
Powerline	0.25	197.4	0.61	3,840
Aurex Hill	0.30	74.3	0.60	1,444
<b>Total Combined</b>	<b>0.25 to 0.3</b>	<b>312.9</b>	<b>0.61</b>	<b>6,181</b>

Notes:

1. The effective date for the Mineral Resource is May 18, 2023.

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 0.25 g/t Au for the Airstrip and Powerline and 0.3 g/t Au for the Aurex Hill 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% heap leach recoveries, and 45° pit slope.<sup>1</sup>
5. The number of tonnes was rounded to the nearest hundred thousand. The number of 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.

### Exploration Highlights

A 50,000 M drill program completed on the AurMac Project during the first quarter with a further 25,000 M drill program commencing in March and concluding in August 2023.

#### F2023 AurMac Received Drilling Highlights:

During the fiscal year, the Company received the following assay highlights from the 2022/2023 drill programs:

- 177.9 metres (“m”) of 0.47 g/t Au from 24.4 m in DDH AX-22-251  
Including 27.1 m of 1.50 g/t Au from 97.2 m
- 114.1 m of 0.52 g/t Au from 167.8 m in DDH AX-22-252  
Including 30.4m of 0.69 g/t Au from 206.4 m  
Including 26.1 m of 1.01 g/t Au from 255.8 m
- 40.5 m of 0.86 g/t Au from 183.0 m in DDH AX-22-22-257
- 31.8 m of 1.80 g/t Au from 56.4 m in DDH AX-22-258
- 28.2 m of 0.89 g/t Au from 59.8 m in DDH AX-22-272
- 145.8 m of 0.52 g/t Au from surface (12.6 m) in DDH AX-22-277  
Including 45.7m of 0.88 g/t Au from surface (12.6 m)
- 56.6 m of 0.46 g/t Au from 35.1 m in DDH AX-22-283
- 34.5 m of 1.00 g/t Au from 67.1 m in DDH AX-22-284
- 19.2 m of 1.24 g/t Au from 121.9 m in DDH AX-22-284
- 49.6 m of 0.48 g/t Au from 28.1 m in DDH AX-22-291
- 30.9 m of 1.27 g/t Au from 50.3 m in DDH AX-22-293
- 58.2 m of 0.57 g/t Au from surface (9.1 m) in DDH AX-22-299
- 67.1 m of 0.69 g/t Au from surface (16.8 m) in DDH AX-22-301
- 71.0 m of 0.41 g/t Au from 48.7 m in DDH AX-22-303
- 48.0 m of 0.47 g/t Au from 249.7 m in DDH AX-22-310
- 64.4 m of 0.81 g/t Au from 53.0 m in DDH AX-22-313
- 84.4 m of 1.13 g/t Au from 22.8 m in DDH AX-22-320
- 70.6 m of 0.49 g/t Au from surface (5.4 m) in DDH AX-22-337
- 42.6 m of 0.85 g/t Au from 117.1 m in DDH AX-22-338
- 71.5 m of 0.92 g/t Au from 145.2 m in DDH AX-22-339
- 62.2 m of 0.59 g/t Au from 269.5 m in DDH AX-22-306
- 32.5 m of 0.69 g/t Au from 52.4 m in DDH AX-22-312
- 45.4 m of 0.57 g/t Au from 115.8 m in DDH AX-22-321
- 47.7 m of 0.70 g/t Au from 47.7 m in DDH AX-22-323
- 46.9 m of 0.65 g/t Au from 149.4 m in DDH AX-22-333
- 66.5 m of 0.36 g/t Au from surface (4.6 m) in DDH AX-22-341
- 34.8 m of 1.02 g/t Au from 153.9 m in DDH AX-22-346
- 42.9 m of 0.80 g/t Au from 100.0 m in DDH AX-22-354
- 63.8 m of 0.69 g/t Au from 160.2 m in DDH AX-22-357
- 55.5 m of 0.45 g/t Au from 121.9 m in DDH AX-22-358
- 144.8 m of 0.30 g/t Au from 12.2 m in DDH AX-22-360

<sup>1</sup> The gold price and cost assumptions are consistent with current pricing assumptions and costs and, in particular, are consistent with those employed for recent technical reports for similar pit-constrained Yukon gold projects.

- 143.2 m of 0.31 g/t Au from 18.3 m in DDH AX-22-362
- 31.2 m of 0.84 g/t Au from 293.4 m in DDH-22-350
- 30.5 m of 1.48 g/t Au from 28.3 m in DDH-22-364
- 78.3 m of 0.48 g/t Au from 73.9 m in DDH-22-371
- 105.9 m of 0.41 g/t Au from 10.7 m in DDH-22-376
- 43.7 m of 0.60 g/t Au from 72.7 m in DDH-22-380
- 63.2 m of 0.45 g/t Au from 41.7 m in DDH-22-382
- 54.1 m of 0.43 g/t Au from 128.7 m in DDH-22-384
- 90.0 m of 0.46 g/t Au from 21.3 m in DDH-22-386
- 64.3 m of 0.42 g/t Au from 54.6 m in DDH-22-387
- AX-23-415: 37.4 m of 0.82 g/t Au from 103.4 m
- AX-23-429: 28.0 m of 0.81 g/t Au from 80.5 m
- AX-23-429: 18.5 m of 2.22 g/t Au from 182.0 m
- AX-23-436: 53.8 m of 0.81 g/t Au from 194.5 m
- AX-23-451: 17.7 m of 1.44 g/t Au from 141.1 m
- AX-23-455: 39.9 m of 0.60 g/t gold from 61.6 m
- AX-23-458: 34.2 m of 0.95 g/t gold from 33.5 m
- AX-23-458: 16.1 m of 1.66 g/t gold from 85.8 m
- AX-23-460: 70.0 m of 0.31 g/t gold from 10.0 m
- AX-23-460: 37.4 m of 0.65 g/t gold from 165.7 m
- AX-23-461: 90.3 m of 0.52 g/t gold from 10.0 m
- AX-23-462: 61.5 m of 0.39 g/t gold from 72.1 m
- AX-23-463: 144.5 m of 0.38 g/t gold from 8.5 m
- AX-23-464: 115.0 m of 0.31 g/t gold from 27.0 m
- AX-23-466: 59.4 m of 0.53 g/t gold from 72.1 m
- AX-23-467: 73.7 m of 0.48 g/t gold from 90.1 m
- AX-23-469: 65.1 m of 0.50 g/t gold from 27.2 m

*\*True widths are estimated to be greater than 90% of the reported intervals.*

In addition to drilling and the resource update, the Company initiated work on building a metallurgical profile of the AurMac Project, in particular, the Powerline Deposit which is the largest deposit. Work completed includes: establishing geometallurgical domains, representative sampling across the Powerline deposit, gold deportment studies and cyanide amenability leaching tests including bottle roll, floatation, CIL/CIP, VAT and column testing.

#### Analysis of property expenditures:

	Aurex	McQuesten	Nitra	Aurex Extension	Hyland	Total
<b>Balance, Sept 30, 2021</b>	<b>9,268,639</b>	<b>3,278,399</b>	<b>364,352</b>	<b>92,010</b>	<b>3,850,346</b>	<b>16,853,746</b>
Acquisition costs	165,000	-	10,500	-	-	175,500
Government grants received	-	-	(80,000)	-	-	(80,000)
Exploration & evaluation expenses capitalized	18,018,841	68,750	132,482	-	41,540	18,261,613
<b>Balance, Sept 30, 2022</b>	<b>27,452,480</b>	<b>3,347,149</b>	<b>427,334</b>	<b>92,010</b>	<b>3,891,886</b>	<b>35,210,859</b>
Acquisition costs	-	-	13,600	-	-	13,600
Government grants received	-	-	(10,000)	-	-	(10,000)
Exploration & evaluation expenses capitalized	13,491,160	59,486	263,101	-	17,883	13,831,630
<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>
<b>Total grants capitalized</b>	<b>(60,000)</b>	<b>(60,000)</b>	<b>(130,000)</b>	<b>-</b>	<b>(162,965)</b>	<b>(412,965)</b>

## 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, 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>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

1. Adjusted to reflect post quarter changes.

### Fiscal Quarters of the Fiscal Year Ended September 30, 2022

All in \$ Cdn	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<b>Operations</b>				
Revenues	\$ –	\$ –	\$ –	\$ –
Expenses	1,155,061	440,452	368,987	585,523
Comprehensive (loss)/profit	(1,140,698)	(367,205)	(296,006)	348,885
Loss Per Share – Basic & Fully Diluted	(0.01)	(0.00)	(0.00)	(0.00)
<b>Balance Sheet</b>				
Working Capital	8,920,251	5,267,083	15,693,706	10,673,292
<b>Total Assets</b>	<b>\$ 30,530,046</b>	<b>\$ 31,136,539</b>	<b>\$ 49,033,336</b>	<b>\$ 48,360,787</b>
<b>Total Long-Term Liabilities</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

## Fiscal Quarters of the Fiscal Year Ended September 30, 2021

All in \$ Cdn	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<b>Operations</b>				
Revenues	\$ –	\$ –	\$ –	\$ –
Expenses	552,339	195,647	718,850	294,063
Comprehensive (loss)/profit	(547,510)	(189,268)	(655,587)	(1,523,481)
Loss Per Share – Basic & Fully Diluted	0.00	0.00	0.00	(0.01)
<b>Balance Sheet</b>				
Working Capital	5,226,235	4,652,834	2,112,142	13,662,582
<b>Total Assets</b>	<b>\$ 15,282,839</b>	<b>\$ 16,575,155</b>	<b>\$ 15,929,261</b>	<b>\$ 32,020,391</b>
<b>Total Long-Term Liabilities</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

### Results of Operations

During the year, the Corporation completed a Private Placement consisting of 12,978,520 premium flow-through shares ("**Premium FT Shares**") at a price of \$0.568 per Premium FT Share and 12,021,480 common shares (which were not flow-through shares) ("**Hard Shares**") at a price of \$0.40 per Hard Share (together the "**Offering**") for gross proceeds of \$12,180,391.

A further \$46,532 was raised through the exercise of stock options.

During the year ended September 30, 2023, the Company recorded a net profit after tax of \$367,909 vs a loss of \$(1,455,024) during the prior year ended September 30, 2022.

### Major Variances

**General & Admin Expenses.** An increase to \$207,965 in the current year to \$1,046,186 over the prior year's total of \$838,221. This increase is the result of increases in amortization from camp growth and travel costs from in person marketing. For further details in this category see "*Additional Disclosure for General & Administrative Costs*" below.

**Management Fees.** Management fees rose in the current year to \$775,500 vs \$689,056 in the prior year reflecting bonuses, director pay and additional activities on the corporate level to support additional staffing, drilling and fundraising.

**Professional Fees.** Professional fees have risen to \$308,128 vs \$169,240 in the prior year due to additional in-house contracting staff.

**Rental Revenue.** The Corporation was able to partially offset increased cost by billing \$686,299 vs \$207,282 in the prior year for the rental of camp facilities to a third parties.

**Deferred Income Tax.** The current year net amount is deferred income tax recovery of \$2,092,022 vs a recovery of \$777,284 in the prior year following tax adjustments for flow through funds raised in the prior year and being totally spent and no flow through funds raised in the current 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>Fiscal Year End September 30, 2023</b>	<b>Fiscal Year End September 30, 2022</b>
Marketing	487,764	439,064
Amortization	135,697	91,476
Travel	113,855	65,989
Payroll	88,905	67,761
Insurance	68,262	51,832
Rent	47,473	18,163
S/W Licenses	34,643	35,161
Office Supplies	20,635	18,809
Shareholder Com – AGM	14,467	9,950
Transfer Agent Fees	12,668	10,820
Other	10,465	10,653
Training	4,475	13,364
Telephone	4,273	3,272
Interest & Bank Charges	2,605	1,907

### Liquidity and Capital Resources

The accompanying interim 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 September 30, 2023, the Company raised gross proceeds of \$64,299,739 from the sale of its common shares.

As at September 30, 2023, the Company had working capital of \$7,859,004 (2022 – \$10,673,292) which will be sufficient to fund the Company through fiscal 2024.

### Off-Balance Sheet Arrangements

None

### Proposed Transactions

None

### Transactions with Related Parties

During the year, \$753,000 (2022 - \$689,056) was billed to the Corporation by officers and directors of the Company. \$240,000 (2022 - \$174,250) has been billed to management fees by 1195472 Ontario Ltd. for the CFO, \$450,000 (2022 – \$445,250) was invoiced for management fees by KECM Services, a company controlled by the CEO. \$63,000 (2022 – 69,556) was paid for director fees. As of September 30, 2023, there were balances in accounts payable of \$ 6,082 (2022 - \$76,941) owed to related parties for expenses and management fees.



## **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, 2022.

## ***Risks and Uncertainties***

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

The has 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 Resulting Issuer 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.

### ***Investor Relations Activities***

The Company does not have any investor relations arrangements.

## Financing Activities

### Summary current year transactions

	Number of Shares	Price	Funds Raised
Private placement:	12,978,520	\$ 0.568	\$ 7,371,799
	12,021,480	\$ 0.400	\$ 4,808,592
Stock options exercised:	300,000	\$ 0.080	\$ 24,000
	200,000	\$ 0.075	\$ 15,000
	150,000	\$ 0.050	\$ 7,500
	100	\$ 0.320	\$ 32

### Current year

On December 22, 2022, the Corporation completed a non-brokered private placement financing of \$12.2 million.

The Private Placement consisted of 12,978,520 premium flow-through shares ("Premium FT Shares") at a price of \$0.568 per Premium FT Share and 12,021,480 common shares (which were not flow-through shares) ("Hard Shares") at a price of \$0.40 per Hard Share (together the "Offering") for gross proceeds of \$12,180,391.

Each Premium FT Share was issued as a flow-through share within the meaning of the Income Tax Act (Canada). Proceeds from the sale of the Premium FT Shares will be used to incur Canadian exploration expenses as defined in Subsection 66.1(6) of the Income Tax Act and flow-through mining expenditures as defined in Subsection 127(9) of the Income Tax Act. Such proceeds were renounced to the subscribers with an effective date of December 31, 2022.

### Prior Year

On June 24, 2022, the Corporation completed an upsized private placement of \$17 million consisting of 16,210,500 Charity Flow Through Shares priced at \$0.63 per share for gross proceeds of \$10,212,615; 5,334,000 Flow Through Shares priced at \$0.55 per share for gross proceeds of \$ 2,933,700; and 8,662,321 Shares priced at \$0.45 for gross proceeds of \$ 3,898,044

### Disclosure of Outstanding Share Data

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

- a) As of September 30, 2023:

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 284,873,649 Class A common shares issued and outstanding.

- b) Options Outstanding:

During the year a total of 650,100 stock options were issued as detailed in the Note 4 to the Company's annual audited financial statement dated January 18, 2024.

At the end of the year ended September 30, 2023, the following share options were outstanding to directors, officers, employees and advisors:

Number	Exercise Price	Expiry Date
1,000,000	\$ 0.050	December 19, 2023
4,100,000	\$ 0.060	December 12, 2024
750,000	\$ 0.120	June 2, 2025
1,800,000	\$ 0.230	December 9, 2025
3,500,000	\$ 0.240	May 11, 2026
3,324,900	\$ 0.320	December 16, 2026
400,000	\$ 0.395	February 24, 2027
425,000	\$ 0.450	September 7, 2027
500,000	\$ 0.320	September 11, 2028
6,250,000	\$ 0.450	December 21, 2032
1,500,000	\$ 0.450	December 21, 2027
23,549,900		

## Subsequent Events

### *Earn in on McQuesten Property*

On December 8, 2023, Banyan formally completed the 75% earn-in on the McQuesten property.

### *Issuance of Stock Options*

On December 13, 2023, the Company issued 6,000,000 stock options to purchase 6,000,000 shares at an exercise price of \$0.30 per share with a 5-year term to expiry. These options were issued in connection with Banyan's annual compensation review process and are granted under and subject to the terms and conditions of the Company's stock option plan. Furthermore, 925,000 stock options were cancelled for consultants and employees no longer with the Company.

### *Exercise of Stock Options*

Subsequent to the year end, the following stock options were exercised:

1,000,000 stock options with an exercise price of \$0.05 and an expiry of December 18, 2023.

100,000 stock options with an exercise price of \$0.06 and an expiry of December 12, 2024.