



Tectonic Metals Inc.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and nine months ended September 30, 2023 and 2022

This management's discussion and analysis ("MD&A") of the financial condition and results of operations of Tectonic Metals Inc., together with its wholly owned subsidiaries (the "Company" or "Tectonic") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine months ended September 30, 2023 and 2022. This MD&A has been prepared in compliance with the requirements of National Instrument ("NI") 51-102 *Continuous Disclosure Obligations*. This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and related notes for the three and nine months ended September 30, 2023 and 2022, (the "financial statements"), as well as the audited consolidated financial statements for the years ended December 31, 2022 and 2021, (the "Annual Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The results for the periods presented are not necessarily indicative of the results that may be expected for any future period. Except as otherwise indicated, all financial data in this MD&A has been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), applicable to the preparation of financial statements including International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. Periods for the nine months ended September 30, 2023 and 2022 are referred to as "YTD 2023" and "YTD 2022", respectively.

All monetary amounts in the MD&A are expressed in Canadian dollars, except number of shares, or as otherwise indicated. References to "USD" or "US\$" are to US dollars. Additional information regarding the Company is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), and the Company's website [www.tectonicmetals.com](http://www.tectonicmetals.com). This MD&A has been prepared effective as of November 29, 2023.

### **FORWARD-LOOKING STATEMENTS**

This MD&A includes forward-looking statements that are based upon current expectations, which involve risks and uncertainties associated with our business and the environment in which the business operates. Any statements contained herein that are not statements of historical fact may be deemed to be forward looking statements, including those identified by the expressions "considers", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved", or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including "may", "future", "expected", "will", "intends", and "estimates". By their very nature forward-looking statements involve 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 the forward-looking statements. The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

### **NATURE OF OPERATIONS AND GOING CONCERN**

Tectonic Metals Inc. was incorporated on April 7, 2017, under the laws of the British Columbia Business Corporations Act. The Company's head office is at 1400 - 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5.

The Company is listed on the Toronto Venture Exchange ("TSX-V") trading under the symbol "TECT", is co-listed on the United States ("US") OTCQB trading under the symbol "TETOF" and is co-listed on the Frankfurt Stock Exchange trading under the symbol "T15B".

The Company's principal business activities include the acquisition and exploration of mineral exploration and evaluation assets in the US and Canada. The Company has not yet determined whether its exploration and evaluation assets contain ore reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

The financial statements are prepared on a going concern basis, which contemplates that the Company will be able to continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities in the normal course of business. There is no certainty that additional financing at terms that are acceptable to the Company will be available, and an inability to obtain financing would have a direct impact on the Company's ability to continue as a going concern. These conditions indicate a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Management intends to finance its operations for the upcoming year with the proceeds from equity financing, and its current working capital.

## **EXPLORATION HIGHLIGHTS**

During the period from August to October 2023 the Company commenced its Drill Program at the Flat Gold Property. Highlights of the program are shown below with further details of the program included in the Flat section of the MD&A include:

- **Multi-Year Camp Established:** The multi-year, 24 person camp was built following four successful deliveries of camp materials to the Flat Airstrip by a Hercules C-130 Transport Aircraft. Camp facilities remain onsite and were successfully decommissioned for the winter season.
- **Drill Mobilization:** Despite challenging, unforeseen weather conditions impacting visibility and access to the Project, the Tectonic team safely and successfully overcame various obstacles, such as low lying clouds, thick dense fog and excessive +50% above average rainfall to successfully mobilize workers, equipment, fuel, and the diamond and the reverse circulating ("RC") drills to site.
- **Drilling:** 19 drill holes of combined diamond and RC drilling for a total of 2,633 meters were completed at Chicken Mountain with the objective of expanding mineralization along strike and at depth and drilling new discoveries.
  - Diamond Drilling: 915 meters of oriented diamond drilling across 3 holes to a maximum depth of 428.5 meters was completed by the diamond drill to expand previously drilled mineralization along strike and to depth while providing valuable structural data to assist in understanding optimal orientation and controls on mineralization and for future targeting.
  - RC Circulation Drilling: 718 meters of drilling across 16 holes was completed by the RC drill to test new, historically undrilled areas of the Chicken Mountain gold in soil anomaly.
- **Health & Safety:** More than 17,000 work-hours incurred on-site on the Project with no Lost Time Incidents.

On August 16, 2023, the Company announced the formation of the Company's Technical Advisory Committee. The Technical Advisory Committee consists of leading professionals in structural economic geology, metallurgical processing, and mining, The Company welcomes Fred Lightner and Mark Smith to the Technical Advisory Committee. Both individuals have an impressive track record, having been instrumental in the success of the Kaminak Gold Corporation ("Kaminak") Coffee Gold Project. Their leadership in the Feasibility Study was a catalyst for Goldcorp Inc.'s (now Newmont Corporation) acquisition of Kaminak in 2016 for \$520M. Tectonic has also appointed specialist Structural-Economic Geoscientists Dr. Ian Basson, Michael McCall and Dr. Corne Koegelenberg to the Technical Advisory Committee. These individuals, associated with TECT Geological Consulting ("TGC") ([www.tectgeological.com](http://www.tectgeological.com)), are renowned internationally and have worked on world-class projects and mines across the globe for prominent mining companies, such as Rio Tinto, Barrick, BHP, De Beers, Debswana, Goldfields, Glencore, and Anglo American.

On July 13, 2023, the Company announced plans for a combined oriented diamond core and reverse circulation drill program at its Flat Gold Project.

On February 16, 2023, the Company reported gold recoveries to 96.8% from coarse crush bottle rolls warranting an investigation into heap leaching of mineralization from the Company's Flat Gold Project ("Flat"). Metallurgical samples were selected by Tectonic from historically drilled diamond core samples with the objective of investigating the potential for free-milling gold mineralization at Flat, and more specifically, within the Chicken Mountain Zone ("CMZ"). Results from the 5 composites indicate that high gold recoveries are attainable and demonstrate that the mineralization presently known at Flat is not grind sensitive, extremely low in sulphur, non preg robbing and favourable to various gold extraction methods.

On December 5, 2022, the Company announced the completion of the Company's inaugural field program at the Flat Gold Project. Tectonic's surface field program at Flat represents the first exploration work at the property in more than 20 years and comprised ground-truthing, channel/grab sampling of historic bedrock exposures and mechanical excavation and sampling of new trenches at Flat's main zone, Chicken Mountain.

On December 16, 2022, the Company decided not to continue with the Seventy-mile property and terminated the lease agreement, resulting in an impairment of exploration and evaluation assets of \$233,508.

During the year ended December 31, 2022, the Company decided not to continue with the Maple Leaf property resulting in an impairment of exploration and evaluation assets of \$15,977.

## **CORPORATE HIGHLIGHTS**

### **DURING THE NINE MONTHS ENDED SEPTEMBER 30, 2023**

On September 29, 2023, the Company closed the third tranche of a private placement (the “2023 Private Placement”) and issued 5,090,909 units at a price of \$0.11 per unit for gross proceeds of \$560,000. Each unit is comprised of one common share and one-half common share purchase warrant. Each full warrant is exercisable into one common share at an exercise price of \$0.15 and will expire on September 29, 2025. The gross proceeds attributed to the warrants was \$125,363. The Company paid cash share issuance costs of \$22,696. The Company will use the funds for exploration activity on the Flat property and to fund working capital. This private placement included an investment by the Company’s largest shareholder Crescat Capital (“Crescat”) to maintain their strategic holding percentage.

On August 10, 2023, the Company closed the second tranche of 2023 Private Placement and issued 39,300,873 units at a price of \$0.11 per unit for gross proceeds of \$4,323,096. Each unit is comprised of one common share and one-half common share purchase warrant. Each full warrant is exercisable into one common share at an exercise price of \$0.15 and will expire on August 10, 2025. The gross proceeds attributed to the warrants was \$881,827. The Company paid cash share issuance costs of \$348,064, of which \$20,654 was to a related party and issued 1,261,630 finders’ warrants with an aggregate fair value of \$73,023. Each finders’ warrant is exercisable at a price of \$0.11 and will expire on August 10, 2025. The Company will use the funds for exploration activity on the Flat property and to fund working capital. This private placement included an investment by the Company’s largest shareholder Crescat to maintain their strategic holding percentage.

On June 23, 2023, the Company closed the first tranche of 2023 Private Placement of 30,425,316 units at a price of \$0.11 per unit for gross proceeds of \$3,346,785. Each unit is comprised of one common share and a one-half share purchase warrant. The Company paid \$402,002 of cash share issuance costs and issued 1,143,296 finders’ warrants. The Company will use the funds for exploration activity on the Flat property and to fund working capital. This private placement included an investment by the Company’s largest shareholder Crescat to maintain their strategic holding percentage.

### **ABOUT CRESCAT CAPITAL**

Crescat is a global macro asset management firm headquartered in Denver, Colorado, which deploys tactical investment themes based on proprietary value-driven equity and macro models. Crescat’s investment goals are to provide industry-leading absolute and risk-adjusted returns over complete business cycles with low correlation to common benchmarks, and they apply their investment process across a mix of asset classes and strategies.

At the Company’s Annual General and Special Meeting on September 21, 2023 the Company received approval from disinterested shareholders for Crescat to become a Control Person as defined by the Securities Act and in the TSXV’s policies. This allows Crescat to hold over 20% of the Company’s issued and outstanding common shares.

### **ABOUT DOYON, LIMITED**

Tectonic and Doyon, Limited (“Doyon”) initially partnered in the summer of 2018, where Tectonic was granted exclusive rights to explore, develop and mine all minerals, ores and mineral products extracted from Seventy-mile, and previously the Northway project, which are situated on Doyon land. In the summer of 2021, Tectonic was granted similar rights on Flat, which is situated on Doyon land. Forming partnerships and establishing production agreements on Tectonic’s early-stage projects at the onset is a critical component of the Company’s business model. Such discovery-to-production agreements manage risks and align the interests and expectations of all parties involved, so the task of advancing a project from discovery through to the development of a mine is more streamlined.

With more than 12.5 million acres of land and over 20,000 shareholders, Doyon is the largest private landholder in Alaska and one of the largest in North America. Doyon’s mission is to continually enhance its position as a financially secure Native corporation and promote the economic and social well-being of its shareholders and future shareholders. They focus on strengthening the Native way of life and protecting and enhancing their land and resources.

## **SCIENTIFIC AND TECHNICAL INFORMATION**

Scientific and technical information presented in this MD&A has been approved by Peter Kleespies, M.Sc., P.Geo, VPX, a qualified person who by reason of education, affiliation with a professional association (as defined in the NI 43-101 “*Standards of Disclosure for Mineral Projects*” (the “NI 43-101”) and past relevant work experience, fulfills the requirements of a Qualified Person, as defined in NI 43-101.

## **DISCUSSION OF OPERATIONS**

### **TIBBS**

#### **Overview**

The Tibbs project ("Tibbs") is located in the Goodpaster Mining District approximately 175 kilometres southeast of Fairbanks, Alaska, and 35 kilometres east of the Northern Star Resources' Pogo Mine (the "Pogo Mine"). The project is accessible via helicopter and historic winter trails and hosts an unimproved airstrip in the Tibbs Creek drainage. The property covers 29,280 acres of highly prospective geology hosting over 25 target areas and historic lode gold production in three locations.

Tectonic has completed exploration work at the property over four campaigns beginning in 2017, with a gradual progression from grassroots methodologies such as geological mapping and power auger soil sampling, heli-portable excavator trenching, and airborne magnetic and electromagnetic geophysics through to RAB drilling campaigns in 2019 and 2020. Soil geochemical sampling in 2020 identified previously unknown, high-tenor gold, arsenic, and bismuth soil anomalies west of the previous exploration in similar host rocks as the Pogo deposit. Tectonic's 2021 program was the first core drilled on the property since 2011 and the first oriented core in the property's history. The program was designed to obtain structural control on high-grade mineralization drilled by the Company over the previous two seasons, while testing newly discovered exploration targets with similar structural, geological, and geochemical features as mineralization at the Pogo Gold Mine.

On June 15, 2017, the Company and Tibbs Creek Gold, LLC ("TCG") entered into a mining lease and option agreement (the "Tibbs Agreement") where TCG granted to the Company the full and exclusive right to use, occupy and carry out mineral exploration, production and extraction activities on Tibbs to earn a 100% interest in Tibbs. Tibbs comprises 169 claims covering a total of 5,457.5 hectares located in the Big Delta B1 Quadrangle of the Fairbanks Recording District in the state of Alaska. The Tibbs Agreement is for a period of 10 years terminating June 15, 2027. The Tibbs Agreement grants TCG a 2.5% net smelter return royalty ("NSR"), of which 1.5% can be purchased for US\$1,500,000.

During the three and nine months ended September 30, 2023 no field work was conducted at the Tibbs property.

On July 30, 2019, the Company received notice from another junior mining company that seven of the claims at Tibbs wholly or partially overtake their claims, and that they are asserting the senior claim. Tectonic considers the disputed claims to be non-core, and this notice will not impact Tectonic's exploration efforts going forward on the rest of the Company's Tibbs claims. The Company is currently investigating the validity of this notice with its counsel and will not be performing any exploration work on the disputed claims until the matter is resolved.

#### **Option payments and exploration commitments**

In consideration, the Company paid TCG a total of \$445,162 (US\$330,000) up to September 30, 2023. Pursuant to the option agreement, the Company is required to pay a US\$50,000 option payment each June from 2021 to 2027 and was required to incur an aggregate US\$1,000,000 in exploration expenses by June 2022. During the year ended December 31, 2021, the Company fulfilled this exploration expenditure commitment. On June 1, 2023, the Company paid TCG a total of \$68,175 (US\$50,000) pursuant to the option agreement.

Further, the Company has agreed to pay TCG a cash payment of US\$1,000,000 if the Company commences commercial production on Tibbs. The Company has the option to acquire Tibbs at any time during the lease term by making a lump sum payment equal to the aggregate amount of any remaining Tibbs Anniversary Payments. If, during the term of the Tibbs Agreement, the Company completes a preliminary economy assessment, the Company must make a cash payment of US\$25,000 each year to TCG in addition to the Tibbs Anniversary Payments.

#### **Exploration programs**

In October 2021, the Company announced results from the first seven diamond drill holes comprising a total of 803m of drilling from the Company's 2021 Phase I campaign at Tibbs, which include highlight intercepts containing visible gold and returning 7.69 g/t Au over 6.12m, including 33.92 g/t Au over 1.22m at Michigan and 12.45 g/t Au over 5.15m, including 41.39 g/t Au over 1.26m at Gray Lead.

In November 2021, the Company announced the discovery of high-grade quartz-sulphide veining in grab samples from the underexplored gneissic rocks at the Tibbs Gold Project. Rock grab gold values from the West Trench Prospect ranged from trace to 190.4 g/t Au and are the first evidence of Pogo-style vein mineralization in the western gneissic terrain.

In March 2022, the Company announced the results of check assaying of ¼ drill core from the Phase I diamond drill program at Michigan. The check assay program indicates the presence of gold nugget effect at the Michigan prospect highlighted by a 104.5 g/t Au ¼ core check assay that originally returned 1.034 g/t Au over 1.0m. Tectonic has initiated a program of selective metallic screen assaying for all known intervals of quartz vein mineralization and visible gold drilled during the 2021 season to allow Tectonic to further understand the extent and distribution of nuggety gold within the project area and how to best assay drill samples going forward. In March 2022, the Company announced results from five diamond drill holes and nine RC drill holes comprising a total of 3,032m of drilling from the Company's 2021 Phase II campaign at Tibbs. Results included the identification of four stacked, low-angle, Pogo-style quartz vein horizons at Gray Lead West with highlight intercepts of 9.95 g/t Au over 0.75m and 7.64 g/t Au over 0.60m, and the discovery of gneiss-hosted, interpreted low angle veining at Galosh and Johnson Saddle, which returned peak values of 2.44 g/t Au over 3.05m and 3.43 g/t Au over 1.52m, respectively.

## SEVENTY-MILE

### Overview

Seventy-mile is a greenstone belt in a Tier 1 jurisdiction greater than 40 km long, owned by Doyon. Seventy-mile comprises approximately 150,000 acres of Native-Owned Land, with numerous gold zones delineated by reconnaissance drilling, trenching, and soil and rock sampling.

In consideration, the Company paid Doyon \$233,508 (US\$180,000) for lease requirements from lease inception to December 16, 2022.

On December 16, 2022 the Company decided not to continue with the Seventy-mile property and terminated the lease agreement, resulting in an impairment of exploration and evaluation assets of \$233,508.

## CARRIE CREEK AND MT. HARPER

### Overview

In August 2020, the Company entered into a mining lease agreement with Doyon for a 100% interest in two areas of Alaska Native regional corporation mineral estate in the Goodpaster District, Alaska ("Carrie Creek and Mt. Harper"). Carrie Creek is comprised on a north and south block of land contiguous with Tibbs and covers 15,800 acres. Mt. Harper is nearby and is 49,800 acres in size and is located approximately 20 km to the east of Tibbs.

The lease covers the mineral estate and the surface estate and grants the Company rights to conduct mineral exploration and, if warranted, mineral development and production activities. Doyon is granted a 2% NSR for precious minerals and a 1% NSR for base minerals until the end of the fourth year of commercial production. Doyon is granted a 3% NSR for precious minerals and a 2% NSR for base minerals from the fifth to tenth anniversaries of commercial production. After the tenth anniversary of commercial production, the production royalty for precious minerals is the greater of a 4% NSR or 15% of net proceeds and the production royalty for base minerals is the greater of a 3% NSR or 15% of net proceeds. The initial lease term is for 15 years, and the lease agreement includes renewal clauses to extend the lease period up to the entire commercial operational period of a mine.

### Option payments and exploration commitments

In consideration, the Company paid Doyon \$53,961 (US\$40,000) for lease requirements from lease inception to September 30, 2023 and pursuant to the lease agreement is required to pay:

- US\$10,000 each January from 2021 to 2024 (2021, 2022 and 2023 payments made);
- US\$40,000 each January from 2025 to 2029;
- US\$100,000 each January from 2030 and thereafter. If the Company exercises an option to extend the lease term by another five years after completion of a feasibility study, this payment will be increased to US\$200,000; and
- US\$150,000 upon completion of a feasibility study.

During the three and nine months ended September 30, 2023 no field work was conducted at the Carrie Creek and Mt. Harper Properties.

Pursuant to the lease agreement, the Company is required to incur the following amounts for exploration expenses on Carrie Creek and Mt. Harper:

	US\$
2020-2022 (commitment fully met)	1,000,000
2023-2026	1,200,000
2027-2030	2,000,000
Each four-year lease period commencing 2031	2,000,000

Eligible expenses include all actual direct costs incurred related to the exploration and development of Carrie Creek and Mt. Harper, including, without limitation, costs related to services performed outside of the property and reasonably allocated to operations on the property. The Company is permitted to carry-forward excess expenses and apply them against a future year. As at September 30, 2023, the Company incurred US\$1,073,178 in cumulative eligible expenses on Carrie Creek and Mt. Harper.

Additionally, the Company contributes to the Doyon Foundation an annual US\$10,000 scholarship for the term of the lease. The scholarship amount increases to US\$50,000 each year following the commencement of commercial production at either the Carrie Creek or Mt. Harper properties. On April 24, 2023, the Company fulfilled its current year's commitment.

## **Exploration programs**

In July 2021, Tectonic completed a four-week mapping program at Carrie Creek to validate the geological mapping completed by a previous lessee in the late 1990s and conducted a prospecting program in the southwestern reaches of the property at Jorts and Jeans. The surface mapping and prospecting program resulted in new discoveries of high-grade gold in grab sampling at the Jorts and Jeans targets, and a total of 223 rock samples collected property wide. The Jorts and Jeans targets are separated by 1.3 km and are adjacent to claims owned by Northern Star. Both targets are situated on the same northeastern trend that hosts Northern Star's Brink Gold Zone and the adjacent Porthos Ridge exploration target, west of Jeans. Based on these promising results and the limited time remaining in the field season, Tectonic quickly followed up with a RC drill, completing 9 holes for 1,185m at Jeans and Jorts while testing for Brink-style sheeted quartz veins.

During July and August of 2021, a second mapping and prospecting program was launched at the Mt. Harper Polymetallic Project ("Mt. Harper"), which concentrated on the eastern portion of the property in the vicinity of the Section 21 prospect and a total of 125 rock samples were collected.

The 2021 mapping campaign was the first comprehensive mapping and prospecting programs on both Carrie Creek and Mt. Harper in over 20 years. The objective of the programs is to obtain geological control on the various styles of mineralization observed on the respective properties to date and advance select targets to the drill-ready stage.

In September 2021, the Company announced initial results from the Company's 2021 mapping campaign at Carrie Creek grab rock sampling in the southern extent of Tibbs produced two robust, high-grade gold rock anomalies with gold values ranging from trace to 50.3 g/t Au at the Jorts Prospect and trace to 7.8 g/t Au at the Jeans Ridge Prospect. Mineralization at both prospects consists of granodiorite-hosted sheeted quartz veins that contain bismuthinite and rare visible gold. Mineralization is interpreted to represent veining associated with an intrusion-related gold system.

In March 2022, the Company announced results from the nine RC drill holes comprising a total of 1,185m of drilling from the Jeans and Jorts targets, with highlight intercepts of 1.21 g/t Au over 1.53m and 1.79 g/t Au over 1.53m from Jorts.

## **FLAT**

### **Overview**

Flat is a large scale, intrusion-hosted gold system with mineralization beginning at surface and is the 3<sup>rd</sup> largest placer mining district in Alaska. Historical exploration work has demonstrated continuity of low-grade gold mineralization (approximately one g/t Au) but has shown potential for discrete high-grade mineralization (greater than 20 g/t Au), as observed in similar geological settings such as the Fort Knox gold mine.

In September 2021, the Company entered into a mining lease agreement with Doyon for a 100% interest in Flat located 40 kilometers north of the Donlin Gold Project, owned and operated by Barrick Gold Corp. and Novagold Resources Inc., and located in the Kuskokwim Mineral Belt, Alaska. The agreement covers all aspects of exploration, development, production and royalties, including key environmental, social and governance provisions. The initial term of the lease is for 15 years and includes renewal clauses to extend the lease period up to the entire operational period of the mine. Doyon is granted a 2% NSR for precious minerals and a 1% NSR for base minerals until the fifth anniversary of the commencement of commercial production. Doyon is granted a 3% NSR for precious minerals and a 2% NSR for base minerals from the fifth to tenth anniversaries of commercial production. After the tenth anniversary of the commencement of commercial production, the production royalty for precious minerals is the greater of a 4% NSR or 15% of net proceeds and the production royalty for base minerals is the greater of a 3% NSR or 15% of net proceeds.

## Option payments and exploration commitments

In consideration, the Company paid Doyon \$142,195 (US\$110,000) for lease requirements from lease inception to September 30, 2023 and is required to pay:

- US\$40,000 each January from 2022 to 2025 (2022 and 2023 payments were paid);
- US\$50,000 each January from 2026 to 2030;
- US\$100,000 each January thereafter. If the Company exercises its option to extend the lease term, this payment will be increased to US\$200,000; and
- US\$150,000 upon completion of a feasibility study.

Pursuant to the option agreement, the Company is required to incur the following amounts for exploration expenses on Flat:

	US\$
2021-2023 (including no less than \$500,000 by the end of 2022)	1,000,000
2024-2026	2,000,000
2027-2029	2,500,000
Each three-year lease period commencing 2030	2,500,000

Eligible expenses include all actual direct costs incurred related to the exploration and development of Flat, including, without limitation, costs related to services performed outside of the property and reasonably allocated to operations on the property. The Company is permitted to carry-forward excess expenses and apply them against a future year. As at September 30, 2023, the Company incurred US\$4,267,700 in cumulative expenses on Flat.

The Company has committed to contributing to the Doyon Foundation an US\$10,000 scholarship for the term of the lease. The scholarship amount increases to US\$50,000 each year following the commencement of commercial production at the Flat property. On April 24, 2023, the Company fulfilled its current year's commitment.

## Exploration programs

During the period from August to October 2023 the Company commenced its Drill Program at the Flat Gold Property. Highlights of the program are shown below:

- **Upgraded Infrastructure:** The 4,100 foot-long airstrip has seen little to no activity in almost 20 years and therefore required maintenance and upgrading to support this year's activities.
- **Multi-Year Camp Established:** The multi-year, 24 person camp was built following four successful deliveries of camp materials to the Flat Airstrip by a Hercules C-130 Transport Aircraft. Camp facilities remain onsite and were successfully decommissioned for the winter season.
- **Drill Mobilization:** Despite challenging, unforeseen weather conditions impacting visibility and access to the Project, the Tectonic team safely and successfully overcame various obstacles, such as low lying clouds, thick dense fog and excessive +50% above average rainfall to successfully mobilize workers, equipment, fuel, and the diamond and the reverse circulating ("RC") drills to site.
- **Drilling:** 19 drill holes of combined diamond and RC drilling for a total of 2,633 meters were completed at Chicken Mountain with the objective of expanding mineralization along strike and at depth and drilling new discoveries.
  - Diamond Drilling: 915 meters of oriented diamond drilling across 3 holes to a maximum depth of 428.5 meters was completed by the diamond drill to expand previously drilled mineralization along strike and to depth while providing valuable structural data to assist in understanding optimal orientation and controls on mineralization and for future targeting.
  - RC Circulation Drilling: 1,718 meters of drilling across 16 holes was completed by the RC drill to test new, historically undrilled areas of the Chicken Mountain gold in soil anomaly.
- **Drills Remain On-site:** Both the diamond and RC circulation drills have been winterized and retained onsite in anticipation of the 2024 drill season.
- **Field Mapping and Prospecting:** Field mapping/prospecting was performed during the drill campaign, which focused on the relationships between monzonite intrusions, volcanic cap rocks, and hornfelsed Kuskokwim sediments, from Chicken Mountain northwards towards the Golden Apex area. Some 49 representative rock samples were collected for ongoing geochemical and petrographic work.
- **Aerial High Resolution LiDAR/Orthophoto Survey:** Completed over ~237 square kilometers covering the Flat volcano-intrusive complex, associated hornfelsed Kuskowim sediments, and historic placer mining activity/infrastructure within the project area. This advanced and precise LiDAR survey, combined with orthophotos, creates a comprehensive and detailed base-map. With high resolution and accuracy, this data serves as a foundation for overlaying other geological datasets. Not only does LiDAR help identify surface structures and lineaments, it also provides valuable insights into the underground geology. This aids in geological mapping and can lead to the discovery of potential gold deposits associated with geological structures.

- **Site Visit:** Management hosted a site tour for members of Doyon Limited, investors, mining securities analysts, and the Board of Directions.
- **Health & Safety:** More than 17,000 work-hours incurred on-site on the Project with no Lost Time Incidents.

On February 16, 2023 the Company announced the results of a metallurgical test program at its Flat Property. Metallurgical samples were selected by Tectonic from historically drilled diamond core samples with the objective of investigating the potential for free-milling gold mineralization at Flat, and more specifically, within the Chicken Mountain Zone (“CMZ”).

Tectonic’s Metallurgical Test Work Program focused on Flat’s primary target known as the Chicken Mountain Zone (“CMZ”) comprised of intrusion-related gold mineralization hosted within a zoned monzonitic intrusion, which forms part of the more extensive Late Cretaceous Flat volcano-plutonic complex intruding Cretaceous-aged Kuskokwim sediments. 55 drill holes (diamond and reverse circulation) were historically drilled at CMZ, all of which encountered gold mineralization. Five composites (four oxide and one fresh non-oxidized sulphide) derived from 41 samples collected from 9 drill holes for a total weight of 119 kilograms were formed and determined to be representative of the known gold mineralization at Flat. The five composites were then subject to an array of metallurgical testing, including bottle roll testing at various crush sizes, gravity testing, combined bottle roll + gravity testing and flotation testing, to provide insight on what metallurgical processing methods might be ideal going forward.

## **MAPLE LEAF**

### **Overview**

The Company staked 74 state of Alaska mining claims known as Maple Leaf, located approximately 15 km east-northeast of Tibbs in the prolific Goodpaster Mining District. The Maple Leaf claims cover 4,791 hectares of prospective geology and known high-grade gold prospects, which have seen only minimal historical exploration work.

During July 2021, the Company performed geological mapping and prospecting via rock sampling focused at the Tourmaline Hill prospect in the western portion of Maple Leaf. The goal of the program was to enhance Tectonic’s understanding of the geology and mineralization, generate new exploration targets and follow-up on the Tourmaline Hill prospect.

During the year ended December 31, 2022, the Company decided not to continue with the Maple Leaf property resulting in an impairment of exploration and evaluation assets of \$15,977.

## **HEALTH AND SAFETY, ENVIRONMENT AND COMMUNITY**

### **Health and safety**

There were no fatalities or lost-time injuries reported at any of the Company’s project sites.

### **Environment**

There were no environmental issues reported at any of the Company’s project sites.

### **Community**

As per the Carrie Creek and Mt. Harper and Flat agreements, the Company committed to contributing to the Doyon Foundation an aggregate USD20,000 scholarship for the term of the lease. On April 24, 2023, the Company fulfilled its current year’s commitment. The Doyon Foundation was established as a separate non-profit charitable organization in 1989 by Doyon. Doyon Foundation’s mission is to provide educational, career and cultural opportunities to enhance the identity and quality of life for Doyon shareholders. Doyon Foundation carries out its mission by providing basic and competitive scholarships, works with organizations to place interns and advance traditional Native knowledge by partnering with various organizations.



## EXPLORATION AND EVALUATION ASSETS AND EXPENSES

A summary of the Company's exploration and evaluation assets is as follows:

	Tibbs	Seventy-mile	Carrie and Mt. Harper	Flat	Maple leaf	Total
	\$	\$	\$	\$	\$	\$
Balance, December 31, 2021	311,927	233,508	40,453	88,163	15,977	690,028
Cash acquisition payments	65,060	-	13,508	54,032	-	132,600
Impairment	-	(233,508)	-	-	(15,977)	(249,485)
Balance, December 31, 2022	376,987	-	53,961	142,195	-	573,143
Cash property payment	68,175	-	-	-	-	68,175
<b>Balance, September 30, 2023</b>	<b>445,162</b>	<b>-</b>	<b>53,961</b>	<b>142,195</b>	<b>-</b>	<b>641,318</b>

A summary of the Company's exploration and evaluation expenses for the three months ended September 30, 2023 is as follows:

	Tibbs	Carrie Creek	Flat	Project generation and support	Total
	\$	\$	\$	\$	\$
Geological and geophysical consulting	-	-	401,801	-	401,801
Salary and legal costs	-	-	40,401	-	40,401
Conference and conventions	-	-	-	8,140	8,140
Other camp expenses	2,724	-	137,307	1,267	141,298
Administrative expenses	-	-	19,200	3,994	23,194
Computer software	460	102	1,205	1,492	3,259
Land management	940	-	12,075	-	13,015
Drilling program	-	-	3,996,455	-	3,996,455
Laboratory expenses	2,257	-	4,200	-	6,457
Community expenses	-	-	12,500	-	12,500
	<b>6,381</b>	<b>102</b>	<b>4,625,144</b>	<b>14,893</b>	<b>4,646,520</b>

A summary of the Company's exploration and evaluation expenses for the three months ended September 30, 2022 is as follows:

	Tibbs	Seventy-mile	Carrie and Mt Harper	Flat	Maple leaf	Project generation and support	Total
	\$	\$	\$	\$	\$	\$	\$
Geological and geophysical consulting	6,271	8,376	3,646	18,096	5,250	2,917	44,556
Salary and legal costs	-	13,510	-	-	-	-	13,510
Other camp expenses	24	3,964	27	357	-	642	5,014
Claim maintenance	-	-	-	-	-	(64)	(64)
Computer software	5,811	5,562	1,002	4,416	-	2,278	19,069
Drilling program	15,223	754,049	1,397	20,202	-	-	790,871
Surveying program	195	-	6,299	-	-	2,677	9,171
Mapping program	-	-	23,117	334,172	-	-	357,289
Registration fees	-	-	-	-	-	375	375
	<b>27,524</b>	<b>785,461</b>	<b>35,488</b>	<b>377,243</b>	<b>5,250</b>	<b>8,825</b>	<b>1,239,791</b>

A summary of the Company's exploration and evaluation expenses for the nine months ended September 30, 2023 is as follows:

	<b>Tibbs</b>	<b>Carrie Creek</b>	<b>Flat</b>	<b>Project generation and support</b>	<b>Total</b>
	\$	\$	\$	\$	\$
Geological and geophysical consulting	3,646	3,452	649,743	1,796	658,637
Salary and legal costs	-	-	99,344	2,585	101,929
Conference and conventions	-	-	-	23,219	23,219
Other camp expenses	4,434	360	146,557	12,818	164,169
Administrative expenses	-	-	19,200	18,811	38,011
Computer software	1,803	886	15,956	6,232	24,877
Land management	10,505	1,426	34,899	-	46,830
Drilling program	-	-	4,013,830	-	4,013,830
Surveying program	-	-	8,174	-	8,174
Laboratory expenses	2,257	-	42,400	-	44,657
Scholarship fees	-	6,791	13,556	-	20,347
Community expenses	-	-	12,500	-	12,500
	<b>22,645</b>	<b>12,915</b>	<b>5,056,159</b>	<b>65,461</b>	<b>5,157,180</b>

A summary of the Company's exploration and evaluation expenses for the nine months ended September 30, 2022 is as follows:

	<b>Tibbs</b>	<b>Seventy- mile</b>	<b>Carrie and Mt Harper</b>	<b>Flat</b>	<b>Maple leaf</b>	<b>Project generation and support</b>	<b>Total</b>
	\$	\$	\$	\$	\$	\$	\$
Geological and geophysical consulting	21,575	24,110	24,068	35,552	17,668	16,033	139,006
Salary and legal costs	58,121	13,510	13,680	7,384	13,981	14,332	121,008
Claim maintenance	64	64	129	-	-	739	996
Other camp expenses	144	3,969	27	357	232	3,548	8,277
Mapping program	5,493	1,305	25,714	338,312	-	-	370,824
Registration fees	-	-	-	-	625	500	1,125
Computer software	14,314	9,505	5,897	8,359	-	19,616	57,691
Drilling program	132,364	838,411	13,897	20,202	-	-	1,004,874
Surveying program	535	1,133	6,828	227	82	2,879	11,684
Scholarship fees	-	31,240	31,240	12,496	-	-	74,976
	<b>232,610</b>	<b>923,247</b>	<b>121,480</b>	<b>422,889</b>	<b>32,588</b>	<b>57,647</b>	<b>1,790,461</b>

## **SUMMARY OF QUARTERLY RESULTS**

The following table shows results from the previous eight fiscal quarters:

<b>Period ending</b>	<b>Exploration and evaluation assets</b>	<b>Working capital</b>	<b>Net loss and comprehensive loss</b>	<b>Basic and diluted loss per share</b>
	\$	\$	\$	\$
<b>September 30, 2023</b>	<b>641,318</b>	<b>3,314,826</b>	<b>(5,200,079)</b>	<b>(0.02)</b>
June 30, 2023	641,318	3,871,737	(484,036)	(0.00)
March 31, 2023	573,143	1,381,727	(999,217)	(0.00)
December 31, 2022	573,143	2,345,087	(979,686)	(0.00)
September 30, 2022	755,088	111,723	(1,741,859)	(0.01)
June 30, 2022	755,088	1,549,909	(697,800)	(0.00)
March 31, 2022	690,028	250,085	(586,937)	(0.00)
December 31, 2021	690,028	829,407	(1,411,758)	(0.01)

During the three months ended September 30, 2023, the working capital decreased to \$3,314,826 compared to \$3,871,737 as a result of cash used for exploration expenses offset by cash raised from the closure of the second and third tranche of the 2023 Private Placement. During the three months ended September 30, 2023, the Company incurred a net loss and comprehensive loss of \$5,200,079. This increase compared to \$484,036 in the three months ended June 30, 2023 is predominantly due to increased exploration expenses as the Company commenced its 2023 drill program at Flat.

During the three months ended June 30, 2023, the working capital increased to \$3,871,737 as a result of the closure of the first tranche of the 2023 Private Placement for gross proceeds of \$3,346,785, offset by share issuance costs of \$305,647. In addition, exploration and evaluation assets increased to \$641,318 from the previous quarter as a result of a cash property payment of \$68,175 for Tibbs. During the three months ended June 30, 2023, the Company incurred a net loss and comprehensive loss of \$484,036. This decrease compared to \$999,217 during Q1 2023 is as a result of decreased exploration expenses, employee benefits and salaries as bonus's were paid in Q1 2023, corporate development and marketing with reduced conference attendance in Q2 2023 and reduced share-based payments due to a recovery in Q2 2023 for forfeited options.

During the three months ended March 31, 2023, the Company incurred a net loss and comprehensive loss of \$999,217. This is in line with the loss incurred in Q4 2022 of \$979,686 as both periods had similarly low exploration costs of \$327,513 in Q1 2023 and \$344,355 in Q4 2022 due to the lack of exploration activity conducted during the Alaskan winter. In addition, working capital decreased to \$1,381,727 due to regular operating expenses, exploration expenses and no private placement taking place in Q1 2023.

During the three months ended December 31, 2022, the Company incurred a net loss and comprehensive loss of \$979,686. This decrease compared to \$1,741,859 during Q3 2022 is as a result of decreased exploration expenses of \$344,354 during Q4 2022 compared to \$1,239,791 during Q3 2022, which is expected due to the seasonality of exploration activity. In addition, working capital increased to \$2,345,087 as a result of the November 17, 2023 private placement combined with reduced exploration expenses in Q4 2022. Exploration and evaluation assets decreased to \$573,143 as a result of the impairments recognized on the Seventy-mile and Maple Leaf properties.

During the three months ended September 30, 2022, the Company incurred a net loss and comprehensive loss of \$1,741,859. This increase compared to \$697,800 during Q2 2022 is as a result of increased exploration expenses of \$1,239,791 during Q3 2022, predominantly relating to Seventy-mile. In addition, working capital decreased to \$111,723 as a result of cash used for exploration expenses, which more than offset the cash raised from the closing of the second tranche of the private placement on July 8, 2022.

During the three months ended June 30, 2022, working capital increased to \$1,549,909 as a result of the closure of the first tranche of the private placement, which generated net proceeds of \$1,883,533. In addition, exploration and evaluation assets increased to \$755,088 from the previous quarter as a result of a cash property payment of \$65,060 for Tibbs.

During the three months ended March 31, 2022, the Company incurred a net loss and comprehensive loss of \$586,937. This decrease is mainly as a result of decreased exploration expenses of \$273,139 during Q1 2022 compared to \$1,052,219 during Q4 2021. In addition, working capital decreased to \$250,085 as a result of cash used for operations with no offsetting cash inflows.

During the three months ended December 31, 2021, the Company incurred a net loss and comprehensive loss of \$1,411,758. This decrease is mainly as a result of decreased exploration expenses of \$1,052,219 during Q4 2021 compared to \$4,944,495 during Q3 2021 which is expected due to the seasonality of exploration activity. In addition, working capital decreased to \$829,407 as a result of cash used for exploration expenses and cash property payments.

## **SELECTED QUARTERLY RESULTS**

	<b>Q3 2023</b>	<b>Q3 2022</b>
	<b>\$</b>	<b>\$</b>
Exploration and evaluation expenses	<b>4,646,520</b>	1,239,791
Operating expenses	<b>5,201,028</b>	1,741,859
Net loss and comprehensive loss	<b>5,200,079</b>	1,741,859

### **Q3 2023 compared to Q3 2022**

The Company recorded a net loss and comprehensive loss of \$5,200,079 compared to \$1,741,859 in the prior year comparable period. The primary drivers of this increase in the net loss were as follows:

- Corporate development and marketing increased to \$176,587 compared to \$127,187 in the prior year comparable period due to increased investor relation consulting needs and attendance of conventions and conferences, as management focused their efforts to promote the Company to attract potential investors for the 2023 Private Placement.
- Exploration and evaluation expenses increased to \$4,646,520 compared to \$1,239,791 in the prior year comparable period due to the commencement of the drill program at the Flat property.
- General and administration increased to \$46,812 compared to \$34,802 in the prior year comparable due to increased computer and software expenses and shareholder communication costs.
- Travel and meals increased to \$30,975 compared to \$8,190 in the prior year comparable period due to the increased travel for investor events and conferences and conventions noted above.

Partially offsetting the increase in net loss and comprehensive were:

- Accounting and legal fees decreased to \$91,708 compared to \$105,706 due to higher charges incurred for tax compliance and legal services provided in the prior year comparable period. The Company has since moved to a different service provider in the current year.
- Employee benefit and salary decreased to \$89,160 compared to \$140,376 in the prior comparable period due to Company replacing certain full-time employees for part-time consultants.

### **SELECTED YEAR-TO-DATE RESULTS**

	<b>YTD 2023</b>	<b>YTD 2022</b>
	<b>\$</b>	<b>\$</b>
Exploration and evaluation expenses	<b>5,157,180</b>	1,790,461
Operating expenses	<b>6,699,836</b>	3,026,596
Net loss and comprehensive loss	<b>6,683,332</b>	3,026,596

### **YTD 2023 compared to YTD 2022**

The Company recorded a net loss and comprehensive loss of \$6,683,332 compared to \$3,026,596 in the prior year comparable period. The primary drivers of this increase in the net loss were as follows:

- Corporate development and marketing increased to \$445,952 compared to \$274,910 in the prior year comparable period due to increased investor relation consulting needs and attendance of conventions and conferences, as the management focused their efforts to promote the Company to attract potential investors for the 2023 Private Placement.
- Exploration and evaluation expenses increased to \$5,157,180 compared to \$1,790,461 in the prior year comparable period due to the commencement of the drill program at the Flat property.
- General and administration increased to \$155,268 compared to \$98,944 in the prior year comparable due to increased computer and software expenses, shareholder communication costs and miscellaneous costs associated with the closure of the Company's office.
- Travel and meals increased to \$90,160 compared to \$26,114 in the prior year comparable period as a result of increased attendance at conferences and investor relations to attract potential investors for the 2023 Private Placement.

Partially offsetting the increase in the net loss was the decrease in accounting and legal fees of \$222,617 compared to \$262,678 in the prior comparable period mainly due to an under accrual for 2021 audit fees recognized in Q1 2022.

### **LIQUIDITY AND CAPITAL RESOURCES**

#### **Liquidity**

The Company has no cash inflow from operations. Its only significant source of funds since incorporation has been the sale of its common shares.

The Company's ability to continue as a going concern is dependent upon the it's ability to fund any additional losses we may incur. There is no certainty that additional financing at terms that are acceptable to the Company will be available, and an inability to obtain financing would have a direct impact on the Company's ability to continue as a going concern. These conditions indicate a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Company's financial statements were prepared on a going concern basis, which implies that the Company will realize its assets and discharge its liabilities in the normal course of business. The financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary if the Company is unable to achieve and maintain profitable operations.

As at September 30, 2023, the Company had sufficient cash on hand to discharge its financial liabilities as they become due but will require additional funding to continue operations.

## Cash flow activities

A summary of the Company's cash position and changes in cash is as follows:

	Nine months ended. September 30,	
	2023	2022
Cash used in operating activities	(7,548,669)	(2,785,924)
Cash used in investing activities	(64,745)	(72,281)
Cash provided by financing activities	7,610,990	2,266,799
Effect of foreign exchange on changes in cash	35,242	622
Net change in cash	32,818	(590,784)
Cash, beginning of period	2,552,145	1,074,068
Cash, end of period	2,584,963	483,284

Cash used in operating activities increased to \$7,548,669 compared to \$2,785,924 in the prior year comparable period due to increased net loss explained above in the Selected Year-to-Date Results section of this MD&A and significant deposit paid in three months ending September 30, 2023, relating to the Company's Flat drill program.

Cash used in investing activities decreased to \$64,745 compared to \$72,281 in the prior year comparable period due to purchases of equipment in the prior year comparable period which did not occur current period.

Cash provided by financing activities increased to \$7,610,990 compared to \$2,266,799 due to higher net cash proceeds received from the 2023 Private Placement compared to the private placements in 2022.

## Capital resources

The Company's objectives when managing capital are to support further advancement of the Company's business objectives, as well as to ensure that the Company is able to meet its financial obligations as they come due. The capital of the Company consists of cash and share capital. At September 30, 2023, the Company was not subject to any externally imposed capital requirements. There were no changes in the Company's approach to capital management during the nine months ended September 30, 2023.

*During the nine months ended September 30, 2023, the Company had the following share transactions:*

On June 21, 2023 the Company issued 60,000 shares pursuant to the exercise of warrants at an exercise price of \$0.17 for gross proceeds of \$10,200.

On June 23, 2023, the Company closed the first tranche of 2023 Private Placement and issued 30,425,316 units at a price of \$0.11 per unit for gross proceeds of \$3,346,785. Each unit is comprised of one common share and one-half common share purchase warrant. Each full warrant is exercisable into one common share at an exercise price of \$0.15 and will expire on June 23, 2025. The gross proceeds attributed to the warrants was \$722,153. The Company paid cash share issuance costs of \$402,002, of which \$14,900 was to a related party and issued 1,143,296 finders' warrants with an aggregate fair value of \$80,773. Each finders' warrant is exercisable at a price of \$0.11 and will expire on June 23, 2025.

On August 10, 2023, the Company closed the second tranche of 2023 Private Placement and issued 39,300,873 units at a price of \$0.11 per unit for gross proceeds of \$4,323,096. Each unit is comprised of one common share and one-half common share purchase warrant. Each full warrant is exercisable into one common share at an exercise price of \$0.15 and will expire on August 10, 2025. The gross proceeds attributed to the warrants was \$881,827. The Company paid cash share issuance costs of \$348,064, of which \$20,654 was to a related party and issued 1,261,630 finders' warrants with an aggregate fair value of \$73,023. Each finders' warrant is exercisable at a price of \$0.11 and will expire on August 10, 2025.

On September 29, 2023, the Company closed the third tranche of the 2023 Private Placement and issued 5,090,909 units at a price of \$0.11 per unit for gross proceeds of \$560,000. Each unit is comprised of one common share and one-half common share purchase warrant. Each full warrant is exercisable into one common share at an exercise price of \$0.15 and will expire on September 29, 2025. The gross proceeds attributed to the warrants was \$125,363. The Company paid cash share issuance costs of \$22,696.

## **RELATED PARTY TRANSACTIONS**

Key management personnel are those having the authority and responsibility for planning, directing, and controlling the Company. A summary of the Company's related party transactions with its key management personnel is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Accounting and legal fees	56,517	28,053	135,430	94,753
Employee benefits and salary - administration expense	62,500	60,000	314,246	180,000
Employee benefits and salary - exploration expense	-	-	-	31,556
Exploration and evaluation expenses	60,417	44,105	166,250	123,855
Share-based compensation	44,456	22,155	86,078	29,823
Share issuance costs	23,279	-	38,179	-
	<b>247,169</b>	154,313	<b>740,183</b>	459,987

As at September 30, 2023, accounts payable and accrued liabilities contain amounts due to related parties of \$42,197 (December 31, 2022 - \$10,763). The amounts have no specified terms of repayment and are due upon demand.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company had no off-balance sheet arrangements as at September 30, 2023 and as at the date of this MD&A.

## **PROPOSED TRANSACTIONS**

The Company had no proposed transactions as at September 30, 2023 and as at the date of this MD&A.

## **CRITICAL ACCOUNTING ESTIMATES**

The Company's significant accounting policies are described in Note 3 of the Company's financial statements for the years ended December 31, 2022 and 2021 as on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## **CHANGES IN ACCOUNTING STANDARDS**

### **Accounting standards issued but not yet effective**

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards as they are not applicable to the financial statements of the Company.

## **FINANCIAL RISK MANAGEMENT**

### **Fair value of financial instruments**

As at September 30, 2023, the Company's financial instruments consist of cash and accounts payable and accrued liabilities all of which are measured at amortized cost.

The carrying value of cash and accounts payable and accrued liabilities approximate their fair values due to their short-term to maturity.

### **Financial instruments risk**

The Company's financial instruments are exposed in varying degrees to a variety of financial risks. The Board of Directors approves and monitors the risk management processes:

#### **a) Credit risk**

Credit risk is the risk of financial loss to the Company if a counterparty fails to meet an obligation under contract. Credit risk exposure arises with respect to the Company's cash. The risk exposure is limited because the Company places its instruments in institutions of high credit worthiness within Canada.

## b) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not hold any financial instruments with variable interest rates, other than cash and, therefore, is not exposed to significant interest rate risk.

## c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. As the Company's operations do not generate cash, financial liabilities are discharged using funding through the issuance of common stock or debt as required. As at September 30, 2023, the Company had sufficient cash on hand to discharge its financial liabilities as they become due.

## d) Foreign exchange risk

Foreign exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

A summary of the Company's financial instruments held in US dollars, expressed in Canadian dollars is as follows:

	September 30, 2023	December 31, 2022
Cash	\$ 885,768	\$ 394,367
Accounts payable and accrued liabilities	(293,244)	(157,108)
Net financial assets	592,524	237,259

As at September 30, 2023, a 5% change in the foreign exchange rates would result in an impact of approximately \$29,626 (December 31, 2022 - \$11,863) to the financial instruments denominated in USD. The Company has no hedging agreements in place with respect to foreign exchange rates.

## CAPITAL MANAGEMENT

The Company considers capital to include items within shareholders' equity. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The management of the capital structure is based on the funds available to the Company in order to support the acquisition, exploration and evaluation of mineral properties and to maintain the Company in good standing with the various regulatory authorities. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities or issue debt instruments. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets.

The properties in which the Company currently has an interest are in the exploration stage and are not positive cash-flow generating; as such, the Company has historically relied on the equity markets to fund its activities. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to any capital restrictions and the Company's approach to capital management has not changed.

## OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares without par value. The Company had the following outstanding securities:

	September 30, 2023	Date of this MD&A
Common shares	# 314,907,588	# 330,700,924
Stock options	9,375,000	9,375,000
Warrants	99,372,494	99,372,494

## **SUBSEQUENT EVENTS**

On November 8, 2023, the Company closed an early exercise program for outstanding warrants (the "Program") issuing a total of 15,793,336 common shares in the Company for gross proceeds of \$1,579,334. Participants in the Program received one common share as per the original warrant terms, plus as an incentive, one common share purchase warrant (the "Incentive Warrant"). Each Incentive Warrant will allow the holder to acquire one common share at an exercise price of CA\$0.13 for a period of two years following the date of the issuance of the Incentive Warrant. A total of 15,793,336 Incentive Warrants were issued pursuant to the Program. The Company's management did not hold any of the Eligible Warrants.

On October 18, 2023, the Company completed the acquisition of three potential intrusions that are similar in many respects to the Company's existing Flat property. Under terms of the agreement for the acquired claims, the Company will pay the lessor US\$25,000 at execution of the lease and make annual payments on or before the anniversary of the effective date of the agreement comprising of US\$25,000 for years one to three, and US\$50,000 annually for years four and beyond. The Company shall have the option at any time prior to the sixth anniversary to purchase 100% interest in the claims for US\$200,000 payable in cash or common shares of the Company.

In order to maintain its option to purchase in good standing, in addition to making the annual payments noted above, the Company must make the following expenses for work on the property:

- US\$50,000 before December 1, 2024;
- an additional US\$100,000 before December 1, 2025;
- an additional US\$100,000 before December 1, 2026;
- an additional US\$200,000 before December 1, 2027; and
- an additional US\$200,000 before December 1, 2028.

## **RISKS AND UNCERTAINTIES**

For a detailed listing of the risk factors faced by the Company, please refer to the Company's MD&A for the years ended December 31, 2022 and 2021.