

**STALLION URANIUM CORP. (formerly STALLION DISCOVERIES CORP.)
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2023**

DATE: APRIL 30, 2024

DESCRIPTION OF BUSINESS

The Board of Directors of Stallion Uranium Corp. (formerly Stallion Discoveries Corp.) (the “Company” or “Stallion”) is pleased to present to its shareholders a summary of the Company’s activities for the year ended December 31, 2023, and any other pertinent events subsequent to that date up to and including the date of this report.

The following information should be read in conjunction with audited consolidated financial statements for the year ended December 31, 2023, and related notes, which are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

The Company’s principal business activity is the identification and evaluation of mineral resource assets.

FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking statements and information. Such forward looking statements are based on the Company’s plans and expectations and involve known and unknown risks, uncertainties and factors which may cause the actual results, performance or achievements of the Company to be materially different from any performance or achievement expressed or implied by such forward looking statement.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

The Company was incorporated on November 7, 2011 under the Business Corporations Act (British Columbia). The head office of the Company is located at 700 – 838 W Hastings Street, Vancouver, British Columbia, V6C 0A6.

The Company trades on the TSX Venture exchange under the symbol STUD.

On March 1, 2021, the Company entered into a Share Option Agreement (“Agreement”) pursuant to which the Company has been granted the option to acquire all the shares outstanding in 1262446 B.C. Ltd. (“Horse Heaven Parent”), a private mineral exploration company. Horse Heaven Parent is the sole owner of Horse Heaven Holdings Inc. which holds a 100% interest in the Horse Heaven mineral property. As consideration, the Company has agreed to pay a total of \$1,200,000 and issue an aggregate 36,000,000 common shares as follows:

- \$200,000 as a non-refundable deposit on the LOI and execution and delivery of the agreement (paid);
- \$200,000 and 12,000,000 common shares following the satisfaction or waiver of all of the conditions precedent in the Agreement (the “Effective Date”) (paid and issued);
- \$400,000 and 12,000,000 common shares on the first anniversary of the Effective Date (paid and issued); and
- \$400,000 and 12,000,000 common shares on the second anniversary of the Effective Date (paid and issued).

- The Company holds the right to accelerate any of these payments at its discretion and, upon all payments and share issuances being made, the option will be exercised.

In May 2023, the Company completed the payments and exercised its option to acquire 100% interest in Horse Heaven Parent.

On May 20, 2022, the Company entered into an earn-in option agreement to acquire 100% interest in the Richmond Mountain gold project (the “Project”) from Bronco Creek Exploration Inc., a wholly-owned subsidiary of EMX Royalty Corporation (“EMX”). The Company can earn 100% interest in the Project by:

- (a) making execution and option payments totalling US\$500,000 over a five-year option period as follows:
- US\$25,000 upon execution and delivery of the agreement (paid).
 - US\$25,000 on or before the first anniversary of the Effective Date (paid);
 - US\$50,000 on or before the second anniversary of the Effective Date;
 - US\$50,000 on or before the third anniversary of the Effective Date;
 - US\$100,000 on or before the fourth anniversary of the Effective Date; and
 - US\$250,000 on or before the fifth anniversary of the Effective Date.
- (b) completing US\$1,500,000 in exploration expenditures during the option period as follows:
- US\$200,000 on or before the first anniversary of the Effective Date;
 - US\$200,000 on or before the second anniversary of the Effective Date;
 - US\$300,000 on or before the third anniversary of the Effective Date;
 - US\$350,000 on or before the fourth anniversary of the Effective Date; and
 - US\$450,000 on or before the fifth anniversary of the Effective Date.

Upon completing the option earn-in, EMX will retain a 4% NSR royalty interest on the Project. The Company has the ability to buy down the NSR to 2.5% by:

- (a) completing an initial half-percent (0.5%) royalty buyback for a payment of US\$750,000 prior to the third anniversary of the option exercise.
- (b) if the first buyback is completed, an additional half percent (0.5%) can be bought back for US\$1,000,000, and a third half percent (0.5%) increment for US\$1,200,000 at any time prior to Commercial Production.

Beginning on the first anniversary of the option exercise, the Company will also make annual advance royalty (“AAR”) payments of US\$100,000. Additionally, after the option has been exercised, the Company will make payments in gold ounces (or the USD equivalent) at the following Project milestones:

- 200 ounces of gold upon completion of a Preliminary Economic Assessment;
- 400 ounces of gold upon completion of a Prefeasibility Study; and
- 650 ounces of gold upon completion of a Feasibility Study.

On January 5, 2023 and January 11, 2023, the Company entered into share purchase agreements to acquire 100% interest in U92 Exploration Limited (“U92”) and Hathor Exploration Ltd. (“Hathor”), which own certain mineral claims in the Athabasca Basin.

SIGNIFICANT EVENTS

Acquisition of subsidiaries

On January 5, 2023, the Company acquired U92 pursuant to a share purchase agreement. U92 is a corporation existing under the laws of the Province of British Columbia with strategic claims in the Western Athabasca Basin.

The Company acquired all of the issued and outstanding common shares of U92, in consideration of issuing 3,000,000 common shares of the Company with a fair value of \$1,050,000 and paying \$300,000 cash.

On January 11, 2023, the Company acquired Hathor pursuant to a share purchase agreement. Hathor is a corporation existing under the laws of the Province of British Columbia, which includes 17 mineral claims held strategically throughout the Athabasca Basin.

The Company acquired all of the issued and outstanding common shares of Hathor, in consideration of \$400,000 paid in cash and \$37,500 as a finder's fee to an arms-length third party.

With the combined acquisitions, the Company now holds 23 mineral claims covering 78,831 hectares in strategic locations throughout the Athabasca Basin.

Option Agreement

On July 18, 2023, the Company entered into an option agreement with Atha Energy Corp. ("Atha") which give the Company an option to acquire a 70% interest (the "Option") in 47 mineral claims covering 547,520 acres in Western Athabasca Basin, Saskatchewan (the "Project"). The Option will become exercisable upon completion of the following milestones and will remain exercisable for one year thereafter:

- Issuance of 3,333,333 common shares of the Company within two business days following the satisfaction of customary conditions precedent (issued);
- Incurring of \$3,311,770 Exploration Expenditure on the Project within 12 months; and
- Incurring an additional \$8,688,230 Exploration Expenditure (for an aggregate of \$12,000,000) on the Project within 60 months.

During the term of the Option, the Company will be the sole operator of all exploration programs on the Project.

Following the exercise of the Option, the Company and Atha will commence a joint venture on the Project with the Company and Atha holding a 70% and 30% interest, respectively.

Private placements

On February 15, 2023, the Company closed a non-brokered private placement offering for total gross proceeds of \$4,000,000. The Company has allotted and issued 16,000,000 at a price of \$0.25 per unit. Each unit consists of one common share of the Company and one-half of one transferable share purchase warrant, each whole warrant entitling the holder to acquire one additional common share at an exercise price of \$0.50 for a period of 12 months from the closing date. The Company has paid finder's fees of \$296,040 to eligible arms-length parties. The Company will use the proceeds from the Private Placement towards exploration efforts across the Company's projects as well as general working capital purposes. All securities issued pursuant to the Private Placement will be subject to a hold period expiring June 16, 2023.

On October 11, 2023, the Company closed a private placement of 9,160,451 flow-through units of the Company at a price of \$0.24 per unit and 5,525,000 non-flow through units of the Company at a price of \$0.20 per unit for a gross proceed of \$3,303,508. Each flow-through unit consisted of one common share of the Company and one-half of one common share purchase warrant. Each unit consisted of one common share of the Company and one-half of one warrant. Each warrant entitles the holder to purchase one common share in the capital of the Company at a price of \$0.30 per share for a period of 24 months. In connection with this private placement, the Company paid finders' fees of \$195,894 and issued 851,232 finder's warrants with a fair value of \$81,399. Each finder's warrant entitles the holder to acquire one share at a price of \$0.30 per share for a period of 24 months. In addition, the Company has paid an advisory fee of \$60,000 to Canaccord Genuity Corp. which was paid through the issuance of 300,000 units.

On December 22, 2023, the Company closed a private placement of 1,250,000 flow-through units of the Company at a price of \$0.24 per unit for a gross proceed of \$300,000. Each flow-through unit consisted of one common share of the Company and one-half of one common share purchase warrant. Each warrant entitles the holder to purchase one non-flow through common share in the capital of the Company at a price of \$0.30 per share for a period of 24 months. In connection with this private placement, the Company paid finders' fees of \$21,000 and issued 87,500 finder's warrants with a fair value of \$8,161. Each finder's warrant entitles the holder to acquire one share at a price of \$0.30 per share for a period of 24 months.

SELECTED ANNUAL INFORMATION

	Years ended December 31,		
	2023	2022	2021
	-\$	-\$	-\$
Net loss	(2,224,719)	(875,923)	(614,741)
Net loss per share (basic and diluted)	(0.03)	(0.02)	(0.01)
Total assets	25,641,093	13,503,304	10,092,011

SUMMARY OF QUARTERLY RESULTS

The following is a summary of selected financial information for the most recent eight quarters ending December 31, 2023:

Quarter-Ended	12/31/23	9/30/23	6/30/23	3/31/23	12/31/22	9/30/22	6/30/22	3/31/22
Income (Loss) for the period	(\$854,131)	(\$426,304)	(\$338,237)	(\$606,047)	(\$154,547)	(\$163,773)	(\$156,228)	(\$401,375)
Basic and diluted loss per share	(\$0.01)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.01)

Three months ended December 31, 2023

During the three months ended December 31, 2023, the Company recognized net loss of \$854,131 (2022 – \$154,547). The increase in net loss was primarily due to increases in investor relations fees of \$452,142 (2022 - \$20,181), consulting fees to \$110,551 (2022 – \$36,000), management fees to \$54,000 (2022 – \$45,000), professional fees of \$151,379 (2022 - \$62,467) and transfer agent and filing fees to \$43,377 (2022 – \$4,529). In addition, the Company earned interest income of \$17,171 (2022 – \$14,110) related to GIC investment.

Year ended December 31, 2023

During the year ended December 31, 2023, the Company recognized a net loss of \$2,224,719 (2022 – \$875,923). The increase in net loss was primarily due to increases in investor relations fees of \$1,115,967 (2022 - \$83,466), consulting fees to \$271,000 (2022 – \$175,800), management fees to \$211,500 (2022 – \$180,000), office and miscellaneous to \$132,555 (2022 – \$64,233), and transfer agent and filing fees to \$125,931 (2022 – \$41,712). In addition, the Company earned interest income of \$77,578 (2022 – \$34,529) related to GIC investment and granted share-based compensation of \$253,722 (2022 –\$261,076) related to the vesting of stock options granted.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2023, the Company had working capital of \$1,382,260 compared to working capital of \$1,480,623 as at December 31, 2022. Net cash used in operating activities for the year ended December 31, 2023 was \$3,048,228 (2022 – \$607,609).

The Company also spent \$400,000 related to the acquisition of Horse Heaven property and \$33,657 related to Richmond Mountain property. In addition, \$4,267,237 was spent in exploration and evaluation expenditures mainly related to the Athabasca Basin property.

Net cash provided by financing activities for the year ended December 31, 2023 was \$7,090,573 (2022 - \$Nil) related to the completion of a private placement of 16,000,000 units of the Company at a price of \$0.25 per unit for gross proceeds of \$4,000,000, a private placement of 9,160,451 flow-through units at a price of \$0.24 per unit and 5,525,000 non-flow through units at a price of \$0.20 per unit for gross proceeds of \$3,303,508, and a private placement of 1,250,000 flow-through units at a price of \$0.24 per unit for gross proceeds of \$300,000. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant.

The Company has a history of operating losses and of negative cash flows from operations. While management identifies projects of merit for acquisition, the Company will remain reliant on capital markets for future funding to meet its ongoing obligations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements at the time of this management discussion and analysis.

RELATED PARTY TRANSACTIONS

- (a) During the year ended December 31, 2023, consulting fees of \$108,000 (2022 – \$108,000) and fieldwork expense of \$11,412 (2022 - \$26,205) was incurred to a company controlled by the VP Exploration US of the Company.
- (b) During the year ended December 31, 2023, the amount of \$175,500 (2022 – \$144,000) was incurred to a company controlled by the Chief Executive Officer of the Company for management fees.
- (c) During the year ended December 31, 2023, the amount of \$36,000 (2022 – \$36,000) and \$26,500 (2022 - \$29,000) were incurred to companies controlled by the Chief Financial Officer of the Company for management fees and professional fees, respectively.
- (d) During the year ended December 31, 2023, consulting fees of \$36,000 (2022 - \$36,000) was incurred to a company controlled by the Corporate Secretary of the Company.
- (e) During the year ended December 31, 2023, consulting fees of \$60,000 (2022 - \$Nil) was incurred to a company controlled by the VP Exploration, Canada of the Company.
- (f) During the year ended December 31, 2023, the Company granted stock options with a fair value of \$250,005 (2022 - \$245,720) to directors and officers of the Company.
- (g) As at December 31, 2023, the balance owing of \$Nil (2022 - \$9,398) is owed to a company where a director of the Company is the President and CEO. During the year ended December 31, 2023, the amount of \$Nil (2022 - \$8,950) was incurred to this Company for investor relations.

SUBSEQUENT EVENTS

On January 9, 2024, the Company granted 900,000 stock options exercisable at a price of \$0.25 per common share expiring 5 years from the date of grant to officers, directors and consultants of the Company, of which, 100,000 options granted to the new Advisory Board Member are subject to vesting provisions of 50% vested on the date of grant and 50% vested six months after date of grant.

On February 8, 2024, the Company closed a private placement of 4,779,460 Federal flow-through units (“FFT Unit”) of the Company at a price of \$0.32 per unit, 4,248,318 Saskatchewan flow-through units (“SFT Unit”) of the Company at a price of \$0.36 per unit and 3,750,001 units at \$0.22 per unit for gross proceeds of \$3,883,822. Each FFT Unit consisted of one flow-through common share and one-half of one share purchase warrant. Each SFT Unit consisted of one flow-through common share and one-half of one warrant. Each unit consists of one common share of the company and one-half of one warrant. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.36 per share at any time on or before that date which is 24 months after the closing date of the Offering. The Company has paid a total of \$196,825 and issued 805,194 finder’s warrants. Each finder’s warrant is exercisable at \$0.22 per common share for 24 months from the closing date. In addition, the Company has paid \$100,000 as an advisory fee to Canaccord Genuity Corp.

On February 12, 2024, the Company entered into a purchase and sale agreement with Glorious Creation Limited (“Glorious”), under which the Company granted Glorious the right to acquire a 100% interest in 7 mineral claims totalling approximately 10,874 acres and located within the Athabasca Basin Property located in the province of Saskatchewan. Pursuant to the agreement, the consideration paid by Glorious is as follows:

Cash payments to be made by Glorious:

- \$100,000 upon signing the agreement (received); and
- \$300,000 on the closing date.

Common shares issued by Glorious:

- 500,000 common shares six months following the closing date;
- 500,000 common shares twelve months following the closing date;
- 500,000 common shares eighteen months following the closing date; and
- 1,000,000 common shares twenty-four months following the closing date.

The Company shall retain a 3% NSR from minerals mined and removed from the property, of which Glorious may purchase up to one half of the NSR at any time prior to commercial production on the property as follows: \$500,000 for 0.5%; \$750,000 for an additional 0.5%; and \$1,000,000 for an additional 0.5%.

FINANCIAL INSTRUMENTS

As at December 31, 2023, the Company’s financial instruments consists of cash and cash equivalents, accounts payable and accrued liabilities. The fair values of these financial instruments approximate carrying values due to the relatively short-term maturity of these instruments.

ACCOUNTING POLICIES

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended December 31, 2023 and have not been applied in preparing the Company’s consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company’s consolidated financial statements.

ADDITIONAL INFORMATION FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

An analysis of material components of the Company’s general and administrative expenses is disclosed in the audited consolidated financial statements for the year ended December 31, 2023 to which this MD&A relates. An analysis of material components of the Company’s exploration and evaluation assets is disclosed in the audited consolidated financial statements for the year ended December 31, 2023 to which this MD&A relates.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at the date of this MD&A:

Common shares outstanding	123,409,065
Stock options outstanding	3,350,000
Warrants outstanding	24,250,541
Fully diluted share capital	151,009,606

RISKS AND UNCERTAINTIES

The Company is in the business of acquiring and exploring natural resource properties. Due to the nature of the Company's proposed business and the present stage of exploration of its resource properties, which are at very early stages, the following risk factors, amongst others, will apply:

Exploration Stage Company

The Company does not hold any known mineral reserves of any kind and does not generate any revenues from production. The Company's success will depend largely upon its ability to locate commercially productive mineral reserves. Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that exploration efforts will be successful.

Success in establishing reserves is a result of a number of factors, including the quality of management, the level of geological and technical expertise, and the quality of property available for exploration. Once mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change.

Substantial expenditures are required to establish proven and probable reserves through drilling and bulk sampling, to determine the optimal metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities. Because of these uncertainties, no assurance can be given that any future exploration programs will result in the establishment or expansion of resources or reserves.

Exploration and Development Risks

The business of exploring for minerals and mining involves a high degree of risk. There are no assurance the Company's mineral exploration activities will be successful. Few properties that are explored are ultimately developed into producing mines. In exploring and developing any future mineral deposits the Company will be subjected to an array of complex economic factors and technical considerations. Delays in obtaining governmental approvals, inability to obtain financing or other factors could cause delays in exploring and developing properties. Such delays could materially adversely affect the financial performance of the Company. Unusual or unexpected formations, formation pressures, power outages, labour disruptions, flooding, explosions, cave-ins, landslides, environmental hazards, the discharge of toxic chemicals and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. The Company has limited experience in the development and operation of mines and in the construction of facilities required to bring mines into production. The Company has relied and may continue to rely upon consultants and others for operating expertise. Depending on the price of minerals produced, the Company may determine that it is impractical to commence or continue commercial production.

Financing

The Company's objective is to ensure that there are sufficient committed financial resources to meet its short-term business requirements for a minimum of twelve months. Currently, the Company has sufficient funds on hand to continue operating for the next twelve months. The Company has no formal credit facilities at this time and given the Company's current stage of development, it is not expected that such credit facilities would be available to the Company.

Future exploration, development, mining, and processing of minerals from any of the Company's future properties will require substantial additional financing. The only current sources of funds available to the Company are the sale of additional equity capital, which if available, may result in substantial dilution to existing shareholders. There is no assurance that such funding will be available to the Company, or that it will be obtained on terms favourable to the Company. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration, development, or production on any or all of the Company's properties, or even a loss of property interests.

Competition

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

Difficulties in Raising Development Capital

Recent market events and conditions, including disruptions in the Canadian, United States and international credit markets and other financial systems and the uncertainty of the Canadian, United States and global economic conditions, could, among other things, impede access to capital or increase the cost of capital, which would have an adverse effect on the Company's ability to fund its capital requirements to pursue the acquisition and exploration of any significant mineral projects or to secure its share of development financing following a decision to place any of its current or future mineral properties into production (whether on its own or on a joint venture basis).

Share Price Volatility

There can be no assurance that significant fluctuations in the trading price of the Company's common shares will not occur, or that such fluctuations will not materially adversely impact on the Company's ability to raise equity funding without significant dilution to its existing shareholders, or at all.

Permits and Licenses

The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects, on reasonable terms or at all. Delay or failure to obtain such licenses and permits or failure to comply with the terms of any such licenses and permits that the Company does obtain, could have a material adverse effect on the Company.

Acquisition of Mineral Concessions under Agreements

In the junior natural resource industry, it is typical for companies to enter into option agreements which allow the optionee to acquire the property over time while performing initial exploration activities. If the Company continues to enter into these types of agreements, the Company may have to make a series of cash payments and/or share issuances over certain time periods, expend certain minimum amounts on the exploration of the properties or contribute its share of ongoing expenditures. Failure by the Company to make such payments, issue such shares or make such expenditures in a timely fashion may result in the Company losing its interest in such properties. There can be no assurance that the Company will have, or be able to obtain, the necessary financial resources to be able to maintain all of its property agreements in good standing, or to be able to comply with all of its obligations thereunder, with the result that the Company could forfeit its interest in one or more of its mineral properties.

Environmental and Other Regulatory Requirements

Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence on any properties, the Company must obtain regulatory approval and there is no assurance that such approvals will be obtained. Although the Company believes its mineral and exploration 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.

Uninsured Risks

The Company may become subject to liability for cave-ins, pollution or other hazards against which it cannot insure or against which it may elect not to insure because of high premium costs or other reasons. The payment of such liabilities would reduce the funds available for exploration and mining activities. In particular, the Company is not insured for environmental liability or earthquake damage.

Operating Hazards and Risks

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of base metals, any of which could result in work stoppages, damage to property, and possible environmental damage. The Company currently does not maintain liability insurance against such liabilities. Although the Company currently intends to obtain insurance when it commences operations of reasonable significance, the nature of these risks is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable, or the Company might not elect to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a materially adverse effect upon its financial condition.

Title Matters

Often, the mining claims in which the Company could acquire an interest in have not been surveyed and, accordingly, the precise location of the boundaries of the claims and ownership of mineral rights on specific tracts of land comprising the claims may be in doubt. Such claims would not be converted to lease and tenure, and are, accordingly, subject to annual compliance with assessment work requirement. Other parties may dispute the Company's title to its mining properties. While the Company has diligently investigated title to all mineral claims and, to the best of its knowledge, title to all properties is in good standing; this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements, first nation's land claim or transfers of land claims and titles which may be affected by undetected defects.

Conflicts of Interest

Certain of the Company's directors and officers serve as directors or officers of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. Under the laws of the Province of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Fluctuation of Metal Prices

The market price of precious metals and other minerals is volatile and cannot be controlled. If the price of precious metals and other minerals should drop significantly, the economic prospects of the projects which the Company has an interest in could be significantly reduced or rendered uneconomic. There is no assurance that, even if commercial quantities of ore are discovered, a profitable market may exist for the sale of same. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Mineral prices have fluctuated widely, particularly in recent years. The marketability of minerals is also affected by numerous other factors beyond the control of the Company, including government regulations relating to royalties, allowable production and importing and exporting of minerals, the effect of which cannot be accurately predicted.

CONTROLS AND PROCEDURES

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company are certifying officers to design and implement on a cost-effective basis.

OFFICERS AND DIRECTORS

Drew Zimmerman, CEO and Director

William Breen, President and Vice President of Exploration US

Darren Slugoski, Vice President of Exploration Canada

Dong Shim, CFO

Jay Martin, Director

Terri Anne Welyki, Director

Matthew Schwab, Director

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