Cabral Gold

Cabral Gold Inc.

(An Exploration Stage Company)

Interim MD&A – Quarterly Highlights

For the three and nine months ended September 30, 2022 and September 30, 2021

Dated: November 28, 2022

Management Discussion and Analysis

The following Interim MD&A – Quarterly Highlights ("**MD&A**") of Cabral Gold Inc. ("**Cabral**" or the "**Company**") has been prepared as at November 28, 2022. It is intended to be read in conjunction with the condensed interim consolidated financial statements of the Company as at and for the nine months ended September 30, 2022.

This Interim MD&A – Quarterly Highlights has been compiled in accordance with Section 2.2.1 of Form 51-102F1 - *Management's Discussion & Analysis*.

All of the financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards ("**IFRS**") unless otherwise noted.

All monetary amounts are expressed in Canadian dollars unless otherwise noted.

Guillermo Hughes, P. Geo. MAusIMM and FAIG, a consultant to the Company as well as a Qualified Person as defined by National Instrument 43-101, ("**NI 43-101**") approved the technical information presented in this MD&A.

Cautionary Statement on Forward-Looking Information

This MD&A document contains 'forward-looking information' and 'forward-looking statements' (together, the "**forward-looking statements**") within the meaning of applicable securities laws. Such forward-looking statements concern the Company's anticipated operations in future periods, planned exploration and development of its properties, and plans related to its business and other matters that may occur in the future. This information relates to analyses and other information that is based on expectations of future performance and planned work programs. These forward-looking statements are made as of November 28, 2022.

Users of forward-looking statements are cautioned that actual results may vary from the forward-looking statements contained herein. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to:

- Risks related to the exploration and development of natural resource properties
- Risks related to the uncertainty of mineral resource calculations and the inclusion of inferred mineral resources in economic estimations
- Risks related to fluctuations in future metal prices (particularly gold prices)
- Risks related to market events and conditions
- Risks related to governmental regulations, including without limitation, environmental laws and regulations
- Risks related to delays in obtaining governmental or regulatory approvals, licenses or permits

- Risks related to the Company's mineral properties being subject to prior unregistered agreements, transfers or claims and other defects in title
- Risks related to uncertainty associated with the Company's ability to obtain funding in the future
- Risks related to the Company's inability to meet its financial obligations under agreements to which it is a party (see 'Liquidity and going concern')
- Risks related to competition from larger companies with greater financial and technical resources
- Risks related to the Company's directors and officers becoming associated with other natural resource companies which may give rise to conflicts of interest
- The ability of the Company to complete planned programs and achieve specific objectives may be unfavorably impacted by rising diesel fuel costs, unfavorable appreciation of the Brazilian currency and general increases in inflation

Reference is made to the risk factors presented in the Annual Information Form for the year ended December 31, 2021 dated as of May 5, 2022 and the preliminary short form prospectus dated May 25, 2022 both of which are available on www.sedar.com.

Although the forward-looking statements contained in this document are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this document, and the Company assumes no obligation to update or revise them to reflect new events or circumstances except as may be required under applicable securities laws. There can be no assurance that forward-looking statements, or the material factors or assumptions used to develop such forward-looking statements, will prove to be accurate. Accordingly, readers should not place undue reliance on forward-looking statements.

Overview

The Company is a mineral exploration and development company with interests in gold projects in the state of Pará in northern Brazil. Cabral's primary project is Cuiú Cuiú.

The Company holds its interest in Cuiú Cuiú through Magellan Minerais Prospecção Geológica Ltda. ("**Magellan Brazil**"). Magellan Brazil is a wholly owned subsidiary of Cabral Gold B.C. Inc. ("**CGBC**") which in turn is a wholly owned subsidiary of the Company.

Highlights

The three months ended September 30, 2022 and the period ended November 28, 2022 were highlighted by the following activities and initiatives:

Exploration and development

- The reduction of exploration and development activities that had commenced in Q2 2022 due to adverse market conditions continued in Q3 2022. The final contracted diamond drill was demobilised in mid-July and the Company's own RC drill ceased operations in September. The termination of drill activity was accompanied by a corresponding reduction in staffing and camp costs
- Management's efforts in Q3 2022 were focussed on advancing the Company's short- to medium-term objectives of updating the resource estimate and demonstrating the economic potential of the gold-in-oxide mineralization at Cuiú Cuiú
- During Q3 2022, Cabral's drill program was focused on advancing the MG deposit (with a contracted diamond drill) and on infill drilling of the gold-in-oxide blankets at Central, PDM and MG and testing a series of predominately grass-roots targets (with the Company's own RC drill). A total of 596 metres

of diamond drilling and 433 metres of RC drilling were completed during Q3 2022. Drill results have been disclosed via news releases throughout the period under review (see 'Cuiú Cuiú – Q3 20022 and subsequent work programs')
- In May 2022, the Company announced plans to release an updated Mineral Resource Estimate in Q4 2022 to be followed by an independent NI 43-101 technical report for the Cuiú Cuiú property. In June 2022, the Company announced that it intended to file an updated technical report, including updated Mineral Resource Estimate, significantly earlier than previously announced in response to a review by applicable securities regulators of the preliminary short form prospectus filed on May 25, 2022. The updated Mineral Resource Estimate was announced in September 2022 comprising total Indicated Resources of 21.6m tonnes grading 0.87 g/t gold (604.0k ounces) and total Inferred Resources of 19.8m tonnes grading 0.84 g/t gold (534.5k ounces) (see 'Updated Mineral Resource Estimate')
- In May 2022, the Company announced that it will assess the economic viability regarding the gold-in-oxide blankets and oxidized saprolite basement at MG, PDM and Central, and may complete a preliminary economic assessment ("**PEA**") following the completion of the Mineral Resource Estimate. Whilst the Company has made no formal decision regarding the completion of a PEA, the Company has continued to internally investigate the economic viability ofexploiting the gold-in-oxide blankets and basement saprolite mineralization. Initiating formal economic studies in the future will be dependent on the availability of capital and results of internal scoping studies
- Metallurgical studies, including column-leach tests, were undertaken on mineralized material from the gold-in-oxide blanket and mineralized basement saprolite from MG by Kappes, Cassiday & Associates in Nevada. Results received in July 2022, indicating 82% gold recovery after 70 days, suggest heap-leach processing could be a viable option for the oxide gold resources. Metallurgical studies of oxidized and fresh mineralized rocks focussing on conventional mill processing with filter pressing and dry stacking of tailings will be conducted in Brazil in the first half of 2023 by Testwork Desenvolvimento do Processos Ltda based in Belo Horizonte and GSEM Engenharia Mineral

Finance

- The balance of cash and cash equivalents as at September 30, 2022 was $913,689 and the net working capital deficit as at this date was $1,822,783. See extensive discussion regarding the Company's liquidity position under Liquidity and going concern'
- In November 2022, the Company announced that it had closed the first tranche of a non-brokered private placement, consisting of 6,200,000 units at a price of $0.20 per unit for gross proceeds of $1,240,000 (see 'Liquidity and going concern – non-brokered November 2022 private placement')
- The value of the Brazilian real ("**R$**") relative to the Canadian dollar ("**$**") continued to be volatile in Q3 2022 and subsequent thereto. The exchange rate was 4.13 on July 4, 2022 and 3.96 on November 21, 2022, and ranged from 3.73 to 4.26 during the period. Depreciation of the R$ relative to the $ serves to reduce R$ denominated expenditures and liabilities when measured in $.

Other

- In October 2022, the Company announced that Sami Arap Sobrinho joined the Company's Board of Directors and that Carlos Vilhena had elected to resign from the Board of Directors to pursue other opportunities. Mr. Arap is a founding member and senior partner of Arap, Nishi & Uyeda Advogados, a boutique law firm based in São Paulo
- Ongoing corporate social responsibility activities continued during 2022 to date within the community of Cuiú Cuiú and surrounding areas. Funding of community initiatives was reduced or deferred in Q2 2022 and Q3 2022 in response to the Company's financial circumstances (see 'Cuiú Cuiú - Corporate social responsibility') .

Corporate outlook

Management's immediate focus is on strengthening the Company's working capital position through the raising of capital via equity issuances and other means.

In recent quarters, the cost structure of the Company has been reduced significantly through the curtailing of exploration activity (including all drilling and assay activity), the termination of staff and reduction in camp, travel, freight and related costs. The Company has raised nominal funds through the disposal of non-core assets.

The payment of numerous creditor liabilities has been deferred in order to preserve cash. Certain of these deferrals have been made unilaterally by the Company. The payment of management remuneration and other amounts owing to management has also been deferred.

The recent closing of the first tranche of the financing announced in late October 2022 amounted to $1,205,000 which compares to the Company's working capital deficit of $1,822,783 as at September 30, 2022. A portion of funds raised will be directed to paying down deferred creditor liabilities; efforts will also be directed to restructuring certain creditor liabilities.

Management's longer-term focus over the next three to six months will be on the following:

- Continued strengthening of the Company's working capital position
- Improving the overall grade of the current resource estimate by reviewing and modifying the wireframe models used in the most recent Mineral Resource Estimate
- Planning for additional drilling at the Central and MG gold deposits as well as the new Machichie and PDM discoveries aimed at adding significant inferred and indicated ounces to the current resource estimate. SLR Consulting (Canada) Ltd. ("**SLR**") of Toronto has been directly involved in this planning process (SLR prepared the NI 43-101 technical report issued in October 2022; see 'Updated Mineral Resource Estimate')
- Seeking to demonstrate the potential economic viability of the gold-in-oxide blankets and underlying mineralized basement saprolite

See also 'Exploration outlook', below.

Despite the cost-cutting initiatives undertaken in Brazil, the Company continues to employ a small, core contingent of experienced exploration staff, such as geologists and drill technicians. These persons may be rapidly mobilised to restart exploration activities in due course.

Cuiú Cuiú

The Company's primary gold project is Cuiú Cuiú.

Cuiú Cuiú garimpeiro condominium payments

On February 19, 2006, Magellan Brazil entered into a surface-access agreement with the holders of the traditional surface rights over the Cuiú Cuiú property. The 2006 agreement has since been amended and extended several times the most recent of which was on March 29, 2017. The current terms of the agreement require Magellan Brazil to pay R$ 5,400 per year (equivalent of $1,371 as at September 30, 2022) to each of the 20 majority stakeholders and R$ 2,700 per year ($686) to each of the 62 minority stakeholders.

Payments totalling approximately $73,000 were made to the garimpeiros (both majority and minority stakeholders) in March and April 2022 in connection with the surface access fee in respect of the year ended March 2023.

Q3 2022 and subsequent work programs

Highlights of the Q3 2022 exploration program are as follows. Complete reported results of exploration programs are available on www.cabralgold.com and www.sedar.com.

MG Gold Deposit

The diamond-drill program that commenced in 2021, continued through mid July 2022. During Q3 2022, two diamond-drill holes were completed at MG. The holes were designed to obtain samples for metallurgical testing of the mineralised oxide blanket and basement saprolite.

Central Gold Deposit

During Q3 2022, two diamond-drill holes were completed at Central. Both holes were also designed to obtain samples for metallurgical testing of the mineralized oxide blanket and basement saprolite.

PDM Target

No drilling was undertaken during Q3 2022.

Highlights of oxide mineralization drill results released in Q3 2022 include:
- 11.0m @ 3.1 g/t
- 15.0m @ 1.5 g/t
- 32.0m @ 0.5 g/t

Machichie Main zone

A diamond-drill program that commenced in Q2 2022 at Machichie Main zone was completed in July 2022 including two holes that were completed in July.

Highlights of drill results released in Q3 2022 include:
- 16.6m @ 2.9 g/t
- 3.6m @ 3.4 g/t
- 15.7m @ 1.6 g/t
- 12.2m @ 1.4 g/t
- 7.3m @ 5.0 g/t
- 6.4m @ 11.6 g/t

Updated Mineral Resource Estimate

The Company had initially planned to release an updated Mineral Resource Estimate in Q4 2022, to be followed thereafter by an independent NI 43-101 technical report for the Cuiú Cuiú property. As a result of a request from the BC Securities Commission received in connection with the filing of the preliminary short form prospectus in late May 2022, both the Mineral Resource Estimate and NI 43-101 technical report were updated sooner than originally anticipated, and prior to completion of the planned drill program designed to expand the resource base.

The Company retained SLR to prepare the updated Mineral Resource Estimate and NI 43-101 technical report.

The updated Mineral Resource Estimate was announced in September 2022. This NI 43-101 compliant resource included Indicated Resources of 21.6m tonnes grading 0.87 g/t gold (604.0k ounces) and Inferred Resources of 19.8m tonnes grading 0.84 g/t gold (534.5k ounces) contained within the MG, Central/Central North, PDM and JB deposits. The September 2022 update reflected an increased of 433k ounces (253%) in Indicated Resources from the previous estimate issued in 2021.

Highlights of the September 2022 Mineral Resource Update included the following:

- Open-pit Indicated Resources amenable to mill processing are 21.6m tonnes grading 0.87 g/t gold (604.0k ounces), while open-pit Inferred Resources are 17.2m tonnes grading 0.68 g/t gold (376.9k ounces)
- Open-pit oxide resources amenable to heap-leach processing are reported for Central/Central North, MG and PDM, comprising Indicated Resources of 9.3m tonnes grading 0.52 g/t gold (153.7k ounces), and Inferred Resources of 6.1m tonnes grading 0.40 g/t gold (79.2k ounces)
- All of the deposits included in the current Mineral Resource Estimate remain open along strike and down dip of the resource estimate wireframes. The deepest drill holes returned positive results and there are no known geological structures that could interrupt, or constrain the mineralization below the current wireframes
- New discoveries at Machichie and in basement at PDM have not yet been sufficiently drilled to include in a resource estimate

A summary of the SLR 2022 Mineral Resource Estimate segregated by mining method, resource category, weathering type, and mineral deposit is as follows:

OP/UG	Category	Zone	Deposit	Tonnage (Mt)	Au (g/t)	Au (koz)
Open Pit	Indicated	*Blanket*	*Central/CN*	*1.07*	*0.38*	*13.1*
			MG	*2.99*	*0.36*	*34.5*
			Sub-Total	4.05	0.37	47.6
		Saprolite	*Central/CN*	*2.42*	*0.67*	*52.3*
			MG	*2.79*	*0.60*	*53.8*
			Sub-Total	5.21	0.63	106.1
		Oxide	**Total**	**9.26**	**0.52**	**153.7**
		Fresh	*Central/CN*	*7.50*	*0.91*	*219.9*
			MG	*4.79*	*1.50*	*230.3*
			Sub-Total	12.29	1.14	450.3
		Total OP Indicated		***21.56***	***0.87***	***604.0***
	Inferred	*Blanket*	*Central/CN*	*1.33*	*0.28*	*12.0*
			MG	*0.91*	*0.31*	*9.2*
			PDM	*1.60*	*0.43*	*22.1*
			Sub-Total	3.84	0.35	43.3
		Saprolite	*Central/CN*	*2.03*	*0.50*	*32.8*
			MG	*0.28*	*0.35*	*3.1*
			Sub-Total	2.30	0.49	36.0
		Oxide	**Total**	**6.15**	**0.40**	**79.2**
		Fresh	*Central/CN*	*8.47*	*0.91*	*247.5*
			MG	*0.33*	*0.57*	*5.9*

			JB	*2.29*	*0.60*	*44.2*
			Sub-Total	11.08	0.84	297.6
		Total OP Inferred		***17.23***	***0.68***	***376.9***
Underground	Inferred	*Fresh*	*Central/CN*	*1.23*	*1.88*	*74.3*
			MG	*0.99*	*2.08*	*65.8*
			JB	*0.34*	*1.62*	*17.4*
			Sub-Total	2.55	1.92	157.6
		Total UG Inferred		***2.55***	***1.92***	***157.6***
Total Indicated				**21.56**	**0.87**	**604.0**
Total Inferred				**19.78**	**0.84**	**534.5**

Notes to table:

1. CIM (2014) definitions were followed for Mineral Resources.
2. Mineral Resources are estimated at a cut-off grade of 0.26 g/t Au for open-pit fresh-rock mineralization, 0.14 g/t Au for blanket mineralization and saprolite, and 1.15 g/t Au for underground fresh-rock mineralization.
3. Mineral Resources are estimated using a long-term gold price of US$1,800 per ounce.
4. Open pit and underground Mineral Resources are reported within a conceptual open pit and within underground constraining shapes for material below the pit.
5. All blocks within underground constraining shapes have been included in the Mineral Resource estimate.
6. Minimum widths are 2 m for open pit and 1.5 m for underground.
7. Bulk density is 1.86 t/m3 for Central/CN saprolite and 2.69 t/m3 for Central/CN fresh, 1.60 t/m3 for MG saprolite and 2.76 t/m3 for MG fresh, 2.66 t/m3 for JB fresh, and 1.91 t/m3 for PDM saprolite.
8. Metallurgical recovery used is 82% for saprolite/blanket material, and 90% for fresh rock.
9. Numbers may not add due to rounding.

The Cuiú Cuiú project, including the updated Mineral Resource Estimate, is discussed in a technical report dated October 12, 2022, with an effective date of July 31, 2022, which is available on www.sedar.com.

Other third-party studies

The Company engaged Kappes, Cassiday & Associates of Reno, Nevada to complete heap-leach testing on mineralized oxidized basement and blanket materials. The final report was received in July 2022.

Conventional metallurgical milling studies are planned for the first half of 2023 to be undertaken by Testwork Desenvolvimento do Processos Ltda based in Belo Horizonte together with GSEM Engenharia Mineral. The purpose of the studies is to better understand the potential process flowsheets of both the oxide and unweathered primary mineralization, as well as tailings characterisation. These studies will enable the Company to propose alternatives to traditional tailings dams with application of dewatering, filter-press and dry-stacking technologies. It is expected that the removal of tailings dams from any proposed future mine will ultimately expedite the licensing approval process with both the ANM and SEMA. Results are expected in the second half of 2023.

Depending on the outcome of internal scoping studies and future funding, the Company may complete a PEA focussed on exploitation of the unconformable gold-in-oxide blankets and oxidized saprolite basement at MG, PDM and Central, utilizing revised and maiden resources.

Exploration outlook

The 2022 Cabral drill campaign was initially focused primarily in and around the MG gold deposit, but was subsequently expanded to test targets in and around the Central deposit as well as the PDM and Machichie targets. This drilling has resulted in the discovery of a gold-in-oxide blanket and an underlying zone of primary mineralization at PDM as well as a significant zone of primary gold mineralization at Machichie and a sheeted vein array at Machichie West. Gold-in-oxide blanket and mineralized basement saprolite were also identified above the primary fresh-rock MG and Central gold deposits. Such oxide mineralization could be amenable to heap-leach processing.

A significant amount of wide-spaced exploration drilling has now been completed at both the Machichie and PDM discoveries, however, the on strike and down-dip limits as well as continuity of the mineralized zones have not yet been firmly established. Further drilling is required to determine maiden resource estimates at both discoveries.

Subject to the availability of funding (see 'Liquidity and going concern), the Company's exploration plans for the next three to six months is expected to be a continuation of the initiatives described above and summarised as follows:

- The Company may complete an internal scoping study and/or external PEA focused on exploitation of the unconformable gold-in-oxide blankets and oxidized saprolite basement at MG, PDM and Central, utilizing revised and maiden resources
- The Company intends to review the wireframe models with a view to improving the overall grade of the current resource estimate
- Step-out diamond drilling aimed at expanding the current resources at the existing MG and Central gold deposits
- Additional diamond and RC drilling aimed at establishing maiden resources at both the PDM and Machichie discoveries
- The Company will continue all necessary actions required to advance the permitting process
- A number of metallurgical studies on mineralized material from the gold-in-oxide blanket and fresh basement are planned and results are expected throughout 2023
- Public audiences have been deferred from late 2022 to the second half of 2023

All expiry dates of licences were officially extended for an additional 15 months from the original expiry dates due to the COVID-19 pandemic.

Cumulative exploration expenditures

Cumulative exploration spend incurred on the Cuiú Cuiú property through September 30, 2022 by the Company and a previous owner of the property amounts to approxiamtely $47m as follows:

	Previous owner (1)		Dec. 31, 2021 (2)		9 months ended Sept. 30, 2022		Total
Drilling (direct costs)	$	12,252,193	$	3,833,020	$	2,347,445	$ 18,432,658
Payroll		7,187,040		4,227,624		1,500,183	12,914,847
Field costs		1,255,833		4,110,707		1,813,024	7,179,564
Consulting, third parties		1,178,055		1,478,387		565,835	3,222,277
Freight and travel		931,739		1,490,712		496,767	2,919,218
Assay		832,789		525,225		376,332	1,734,346
Geophysics		772,114		-		-	772,114
	$	**24,409,763**	**$**	**15,665,675**	**$**	**7,099,586**	**$ 47,175,024**

(1) Relates to exploration expenditures incurred from the initial establishment of Magellan Brazil in 2005 through April 16, 2016 when Magellan Brazil was transferred from Magellan Minerals Ltd. to CGBC (formerly Cabral Gold Ltd.) through a series of transactions. CGBC became a wholly owned subsidiary of Cabral Gold Inc. on October 30, 2017
(2) Relates to exploration expenditures incurred from October 30, 2017 through December 31, 2021. Virtually no exploration activity was undertaken from April 16, 2016 through October 30, 2017
(3) Compiled based on previously reported annual financial statements denominated in Canadian dollars

Permitting process

On December 23, 2020, the EIA-RIMA (environmental background study) was submitted as part of the mining applications for 850.615/2004 and 850.047/2005 within the legally required timeframe.

At the same time, an application for six trial-mining licenses (*Guias de Utilizacao*) covering an area of approximately 250 hectares was submitted for the Central, PDM, MG and Machichie areas of which two were granted by the ANM on February 3, 2021 (one for each tenement 850.615/2004 and 850.047/2005, on the MG and Machichie target areas).

Teams from the Para State Environmental Authority (*SEMA*) conducted a preliminary field visit in August 2021 and completed their field audit in early November 2021, both as part of the trial-mining licence process. The environmental licensing for these trial-mining licenses, with submission of a formal Environmental Management Report (*Relatório de controle ambiental* or RCA) / Environmental Management Plan (*Plano de controle ambiental* or PCA) report to the state SEMAS/PA in December 2020 and the Preliminary Licence (LP) and Installation Licence (LI) were approved and published on June 14, 2022.

An application for reconsideration of the trial-mining licences to increase total volume was submitted on April 15, 2022 and a positive technical analysis was approved on April 18, 2022. The request was voted on by the Directors of the ANM on May 25, 2022 and the increase in volume was approved and formally published on June 8, 2022. This increase expands the capacity of the two trial-mining licenses to up to 200,000 tonnes per year on the western 850.615/2004 tenement (which includes PDM, Central and the western portions of the Machichie and MG targets) and a further 100,000 tonnes per year capacity on the eastern tenement, 850.047/2005 (which includes the eastern portions of the Machichie and MG targets).

A request to apply the Covid Extensions to the current trial-mining licenses, as provided by applicable laws, will be made with a potential increase of nine months. Also, an advance request for a second three-year period will also be made.

A request for analysis of the EIA-RIMA was made in Q2 2022 to help fast-track the environmental licensing process to receive the Preliminary License in late 2023 or early 2024.

Corporate social responsibility

Corporate social responsibility activities within the surrounding community of Cuiú Cuiú continued in 2022 to date including the following:

- Ongoing contributions to the community's school
- Contribution to the construction of water tanks to better utilize the water bore previously supplied by the Company. Plans are in place to improve the water distribution in the community in the summer of 2023 and provide additional water bores, if necessary, to meet demand
- The provision of basic sanitation services in the village of Cuiú Cuiú through the maintenance of a garbage collection service three times a week, creation of a landfill, education programs and various other initiatives
- Sharing of the Company's medical centre facilities and related staff with the community with extensive assistance provided to the community in terms of both personnel and medical resources in connection with the COVID-19 pandemic
- Ongoing provision of space for the local police post and logistical support to the police
- Ongoing discussions are continuing to help facilitate the construction of a new school in July 2023, to be financed by the local government
- New radio tower infrastructure built by Cabral in partnership with Nova Net provided dramatically improved radio and internet communication for the project. Some of the excess bandwidth has been liberated to provide better communications for the Cuiú Cuiú community with third parties providing all-weather stable internet services for Cuiú Cuiú residents. Previously, internet access was provided by unstable satellite services.

The support of the local community is extremely important in the permitting process. Despite the importance of local community support, funding of community initiatives was reduced or deferred in Q2 2022 and Q3 2022 in response to the Company's financial circumstances.

Poconé properties

The Company was a party to two sets of agreements with third parties pursuant to which mineral properties in the Poconé region of the state of Mato Grosso were to be identified, explored and developed. The first agreement was entered into between Magellan and ECI Exploration & Mining Inc. ("**ECI**") on October 17, 2011 effective December 2009 pursuant to which ECI and Magellan would share equally in the rights and responsibilities associated with the identification, exploration and development of mineral properties (the "**ECI Venture**"). The second set of agreements was between Magellan, ECI and Brasil Central Engenharia Ltda. ("**Brasil Central**") pursuant to which Magellan, ECI, and Brasil Central would seek to identify, explore and develop mineral properties through a newly incorporated entity, Poconé Gold Mineração Ltda. (**"PGM").** Magellan Brazil held a 35% interest in PGM until September 26, 2018.

Magellan's rights and responsibilities associated with both the ECI Venture and PGM were transferred to CGBC pursuant to an agreement dated April 15, 2016 between CGBC, Magellan and ECI.

While the Poconé properties have never had a carrying value in the books of the Company, Magellan Brazil's share of various liabilities relating to the ECI Venture and PGM were recognised.

Virtually no exploration activity was undertaken on any of the Poconé properties since 2012, however, claim maintenance charges continued to be incurred and certain of these charges were restructured. In addition, the Company historically incurred various other charges and realised proceeds on the liquidation of certain assets relating to both the ECI Venture and PGM.

In August 2015, ECI received notification that a former optionor of one of the property interests acquired by ECI on behalf of the ECI Venture had filed a claim against ECI and PGM in connection with an option agreement that had been entered into with the ECI Venture in December 2009. As of April 29, 2022, no claim had been filed against the Company, however, the Company is responsible for 50% of costs of ECI pursuant to the ECI Venture agreement. The plaintiff is claiming an amount of US$ 780,000 plus damages.

On September 26, 2018, an agreement was entered into pursuant to which the shares of PGM held by both Magellan Brazil and the Brazilian subsidiary of ECI were transferred to Brasil Central in exchange for Brasil Central taking over the debts of PGM and making nominal cash payments.

The disposal of PGM does not reduce the Company's exposure relating to the aforementioned legal claim against ECI and PGM. Furthermore, as part of the sale of PGM, Magellan Brazil and the Brazilian subsidiary of ECI provided an indemnification to PGM relating to any losses resulting from the legal claim.

Recent decisions of the applicable courts have gone against the defendants in this case which increases the risk that the Company may ultimately incur a loss. As at November 28, 2022, however, the significant uncertainty present regarding the outcome of the case and related issues is such that at this time, management is unable to estimate the likelihood of a loss ultimately being realised by the Company or the quantum and timing of any such loss should it occur. No provision has been made in the accounts for any amount associated with the claim.

Proposed transactions

As at the date hereof, there were no announced asset or business acquisitions or dispositions other than as described herein.

Summary of quarterly results

A summary of results in respect of the five quarters ended September 30, 2022 is as follows. This summary information has been derived from the audited consolidated financial statements and condensed interim consolidated financial statements (unaudited) of the Company.

Statements of loss

	Q3 2021	Q4 2021	Q1 2022	Q2 2022	Q3 2022
Revenue	-	-	-	-	-
Exploration and development	2,575,258	2,699,055	2,764,764	3,230,381	1,267,258
Diamond drill rigs (end of quarter)	*3*	*3*	*4*	*1*	-
RC rigs (end of quarter)	*2*	*1*	*1*	*1*	-
Administration (cash):					
Management	137,743	109,857	114,193	109,145	111,713
Marketing	108,808	88,544	72,377	77,420	68,707
Professional fees	13,962	9,654	11,955	24,422	26,157
Office and administration	26,977	23,521	28,475	37,331	23,294
Listing expense	10,577	1,808	13,565	34,209	1,359
Travel	-	10,851	-	14,412	1,487
	298,067	*244,235*	*240,565*	*296,939*	*232,717*
Administration (non-cash):					
Stock-based compensation	568,879	443,933	346,737	233,816	188,564
Depreciation	102,609	125,452	147,475	164,607	156,348
	671,488	*569,385*	*494,212*	*398,423*	*344,912*
Foreign exchange loss (gain)	(3,746)	(790)	2,959	6,756	62,812
Interest income	(12,204)	(16,393)	(23,026)	(8,714)	(11,029)
Interest expense	-	-	-	26,392	94,604
Other income	-	-	-	-	(32,187)
Net loss	**3,528,863**	**3,495,492**	**3,479,474**	**3,950,177**	**1,959,087**

- Exploration and evaluation: See 'Cuiú Cuiú – Q3 2022 and subsequent work programs'. Exploration spend increased steadily from quarter to quarter during the period under review and declined sgnficantly in Q3 2022 in response to adverse market conditions. The initial RC drill program using the Company's own RC drill rig commenced in Q3 2020; exploration spend continued to grow thereafter with the commencement of a second RC drill program (using a contracted RC drill rig) in Q4 2020 and the diamond-drill program in Q1 2021. Exploration activity ramped up significantly again in Q3 2021 following the closing of the July 2021 bought-deal financing including the introduction of two more diamond-drill rigs to the drill program. While exploration and development spend is primarily driven by the number of drill rigs operating (see number of rigs by quarter in the above table), other exploration and related initiatives such as soil sampling, trenching, stream-sediment sampling, permitting activity and the undertaking of various third-party studies also influence costs. Volatility in the \$ to R\$ foreign exchange rate leads to a corresponding volatility in \$ denominated exploration and development spend, the vast majority of which is incurred in Brazil in R\$
- Management costs relate to compensation of the Company's officers (Executive Chairman, President and CEO and CFO). In Q3 2021, a \$15,000 bonus was paid to each of the Executive Chairman and CFO, and the Executive Chairman received a remuneration increase
- Marketing expenditures relate to attendance at conferences (virtual until Q1 2022), various advisory services and other marketing related expenditures
- Professional fees relate to audit and legal fees. The increase in Q2 2022 was related to final 2021 audit fees being higher than accrued during the course of 2021 while the increase in Q3 2022 was related to increased legal fees attributable to various issues including proposed financing initiatives and the preparation of the NI 43-101 technical report
- Office and administration relates to the costs of operating the Company's Vancouver office. The increase in Q2 2022 was related to the 2022 AGM which took place in June 2022
- Listing fees increased in Q2 2022 due to various annual fees falling due in the quarter

- Stock-based compensation relates to the amortisation of tranches of stock options and RSUs granted as follows:
  - September 2019: 266,666 RSUs issued vesting over 36 months
  - September 2019: 2,575,000 stock options having a term of five years and an exercise price of $0.15 and vesting over two years
  - July 2020: 3,405,000 stock options having a term of five years and an exercise price of $0.27 and vesting over two years
  - August 2020: 575,000 RSUs issued vesting over 36 months
  - November 2020: 1,150,000 stock options having a term of five years and an exercise price of $0.60 and vesting over two years
  - April 2021: 600,000 stock options having a term of five years and an exercise price of $0.49 and vesting over two years
  - April 2021: 85,938 RSUs issued vesting over 18 months and 498,437 RSUs issued vesting over 36 months
  - August 2021: 4,050,000 stock options having a term of five years and an exercise price of $0.51 and vesting over two years.

Statements of financial position

	30-Sep-21 (Q3 2021)	**31-Dec-21 (Q4 2021)**	**31-Mar-22 (Q1 2022)**	**30-Jun-22 (Q2 2022)**	**30-Sep-22 (Q3 2022)**
Cash and cash equivalents	8,545,505	4,898,213	2,041,562	3,090,010	913,689
Other current assets	404,773	323,849	228,472	212,161	201,261
Fixed assets	1,649,247	2,030,837	2,362,193	2,169,015	2,032,398
Mineral properties	2,061,357	2,277,461	2,795,840	2,693,162	2,801,319
Total assets	*12,660,882*	*9,530,360*	*7,428,067*	*8,164,348*	*5,948,667*
Liabilities	892,873	908,838	1,325,205	2,448,670	1,896,001
Term loan	-	-	-	979,336	1,041,732
Share capital	31,313,524	30,891,884	30,891,884	32,947,016	32,959,184
Reserves	4,150,586	5,020,479	5,367,216	6,053,913	6,238,911
Subscription receipts	-	-	-	30,000	-
Other comprehensive income	(946,607)	(1,045,855)	(431,778)	(619,950)	(553,437)
Accumulated deficit	(22,749,494)	(26,244,986)	(29,724,460)	(33,674,637)	(35,633,724)
Total equity	*11,768,009*	*8,621,522*	*6,102,862*	*4,736,342*	*3,010,934*
	-	-	-	-	-

- Other current assets include accounts receivable and prepaid expenses. The balance increased in Q3 2021 as a result of a significant deposit paid to the drill contractor in connection with the diamond-drill program which was drawn down in subsequent quarters
- Increases in the balance of fixed assets through Q1 2022 relate primarily to camp construction and miscellaneous capital expenditures relating to the establishment of the exploration camp at Cuiú Cuiú, the purchase and refurbishment of the RC rig, the purchase and refurbishment of several used vehicles used at Cuiú Cuiú and the purchase of various other camp tools and equipment (see 'Cuiú Cuiú - Camp and other construction'). The balance also includes the cost of a 30 hectare plot of land in Cuiú Cuiú that was purchased by Magellan Brazil in early 2016 prior to its acquisition by Cabral. The cost of fixed asset additions have been offset by depreciation expense. Volatility in the value of the R$ relative to the $ also impacts the carrying value of fixed assets
- The balance of mineral properties relates to capitalised mineral property acquisition and claim maintenance costs. Increases relate to claim maintenance expenditures comprising payments to both the Brazilian authorities (Q1 and Q3 of each year) and members of the Cuiú Cuiú garimpiero

condominium (Q1 and Q2 of each year) as well as various surface access payments and acquisition expenditures relating to other parts of the Cuiú Cuiú district (including both majority and minority interests in the Cuiú Cuiú garimpeiro condominium). As is the case with fixed assets, volatility in the value of the R$ relative to the $ also impacts the carrying value of mineral properties. With the exception of $228,796, the September 30, 2022 balance related entirely to Cuiú Cuiú

- The balance of liabilities relates to accounts payable and accrued liabilities. The balance increased significantly through June 30, 2022 due to the significant and steady increase in the scope of exploration activity as well as camp construction activity and seasonal issues impacting payroll liabilities. The significant growth in liabilities in Q2 2022 was also attributable to the accumulation of liabilities in both Brazil and Canada many of which are overdue (see 'Corporate outlook' and 'Liquidity and going concern – Growing trade liabilities'). The balance declined in Q3 2022 as a result of the significant decline in the scope of operations in the quarter as well as the payment of certain of the liabilities that had previously been deferred
- The increases in share capital during the period under review relate to proceeds realised on the July 2021 and the June 2022 financings.

Liquidity and going concern

As at September 30, 2022, the Company had a cash balance of $913,689, and net working deficit of $1,822,783.

Going concern

The nature of the Company's operations results in significant expenditures for the acquisition and exploration of mineral properties. To date, the Company has not generated any revenue from mining or other operations as it is considered to be in the exploration stage.

The Company's ability to continue as a going concern is dependent upon its ability to obtain additional funding to finance its exploration programs and to cover administrative and overhead expenses. The Company hopes to raise additional funding through the sale of equity or other instruments. Any financing solution could be highly dilutive to shareholders. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities.

There is no assurance that the Company will be successful in its initiatives to obtain additional funding. Management believes it will be able to raise additional financing from the sale of equity or other insturments as required in the long term but recognizes there will be considerable risks involved that may be beyond their control, particularly in the short term. These material uncertainties cast significant doubt on the Company's ability to continue as a going concern.

The recoverability of the carrying value of mineral properties and deferred expenditures is dependent upon a number of factors including the existence of recoverable reserves, the ability of the Company to obtain financing to maintain properties in good standing and continue exploration and development and the discovery of economically recoverable reserves.

The Company's financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

In the event the Company is unable to arrange appropriate financing, the carrying value of its assets and liabilities could be subject to material adjustment, and the Company would be unable to meet its obligations (including those that may be associated with the Term Loan) as they become due in the normal course of business.

The Company has significantly curtailed exploration and other activity. Acccordingly, the objectives described under 'Cuiú Cuiú – Exploration outlook' may not be achieved or may be achieved with delay.

Growing trade liabilities

The Company has sought to preserve cash (including the proceeds of the June 2022 private placement described below) through the deferal of payment to certain significant suppliers in both Brazil and Canada. Certain of these payment deferrals have been initiated unilaterially by the Company. Penalty interest charges associated with delays in payment have been incurred by the Company and such charges are expected to continue and may increase.

In addition to trade liabilities, certain amounts owing to management in respect of remuneration also began being deferrred in late Q2 2022 and continue to be deferred as at November 28, 2022.

May 2022 'best efforts' prospectus offering (not closed)

In May 2022, the Company announced that it had entered into an agreement with Paradigm Capital Inc. on behalf of a syndicate of investment dealers pursuant to which the agents had agreed to offer for sale on a 'best efforts' marketed basis, an aggregate of up to 16,130,000 units from the treasury of the Company, at a price of $0.31 per unit for total gross proceeds to the Company of up to approximately $5 million. Each unit was comprised of one common share of the Company and one-half of one common share purchase warrant of the Company. Each full warrant entitled the holder thereof to acquire one common share from the Company at a price of $0.50 per share for a period of 24 months after closing.

The 'best efforts' financing was announced on May 25, 2022. A preliminary short form prospectus was filed on the same date. The regulatory authorities subsequently responded with a comment letter that required the Company to file a NI 43-101 compliant technical report on the Cuiú Cuiú project; this report was ultimately filed in October 2022 (see 'Cuiú Cuiú – Updated Mineral Resource Estimate'). As a result of delays associated with the preparation and submission of the technical report, the preliminary short form prospectus expired on August 23, 2022.

June 2022 'best efforts' brokered private placement

Given the delays associated with the best efforts' prospectus offering announced in May 2022, the Company announced an alternate 'best efforts' private placement offering in June 2022. The Company entered into an agreement with Paradigm Capital Inc. to act as lead agent and sole book runner in connection with the private placement of up to 10,000,000 units of the Company at a price of $0.30 per unit for total proceeds of up to $3,000,000. Each unit consists of one common share in the capital of the Company and one common share purchase warrant of the Company. Each warrant entitles the holder thereof to acquire one common share at an exercise price of $0.50 per common share for a period of 24 months after the closing of the offering.

The Company granted a 15% over allotment option to the lead agent exercisable in whole or in part at the sole discretion of the lead agent.

The agents were paid a cash commission equal to 6.0% of the gross proceeds of the offering (including on the exercise of the over-allotment option), subject to a reduced cash commission equal to 3.0% in respect of any sales of units to purchasers on a president's list provided by the Company to the lead agent. The Company also issued to the agents that number of compensation options that was equal to 6.0% of the units issued under the offering (including on any exercise of the over-allotment option), subject to a reduced number of compensation options equal to 3.0% in respect of any sales of units to purchasers on the president's list, each exercisable for one common share at $0.30 for a period of 24 months after closing.

In late June 2022, the Company announced the closing of the 'best efforts' brokered private placement consisting of a total of 10,038,358 units of the Company at a price of $0.30 per unit for aggregate gross proceeds to the Company of approximately $3,011,507 (including over-allotment option).

The Company paid a cash commission of $142,851 and issued an aggregate of 476,170 compensation options in connection with the closing.

Total share issuance costs amounted to $524,892 (excluding the estimated value of the compensation options of $41,855).

In July 2022, the Company announced a second closing of the private placement consisting of 100,000 additional units on a non-brokered basis at a price of $0.30 per unit for gross proceeds of $30,000.

All securities issued in connection with the private placement are subject to a statutory hold period of four months from the date of issuance in accordance with applicable securities legislation and the policies of the TSX Venture Exchange.

Officers and directors of the Company subscribed for a total of 480,000 units for gross proceeds of $144,000.

November 2022 non-brokered preivate placement

In late October 2022, the Company announced a non-brokered private placement financing of up to 10,000,000 units at a price of $0.20 per unit for gross proceeds of up to $2,000,000.

In late November 2022, the Company closed the first tranche of a non-brokered private placement financing consisting of a total of 6,200,000 units at a price of $0.20 per unit for gross proceeds of $1,240,000.

Each unit is comprised of one common share of the Company and one common share purchase warrant having a term of two years. Each warrant entitles the holder to acquire one common share at an exercise price of at an exercise price of $0.30 in the first year following closing, increasing to $0.40 in the second year following closing.

Total finder's fees paid to third parties in connection with the first closing amounted to $3,000. The Company also issued an aggregate of 15,000 finder warrants. Each finder warrant entitles the holder to purchase one common share at an exercise price of $0.20 for a period of two years following closing.

Term loan from the President and CEO

In May 2022, the Company announced that it had entered into an agreement for a term loan with Alan Carter, President and CEO of the Company, pursuant to which Dr. Carter would provide short-term financing to the Company by way of an unsecured term loan of up to $1,500,000 (the "**Term Loan**").

The Term Loan will be advanced to the Company as requested by the Company and will bear interest at a rate of 10% per annum. The parties intend that subject to TSX Venture Exchange approval, interest on the Term Loan will be repayable in common shares. A total of $250,000 of the Term Loan will be repayable within 90 days following advance of funds and the balance plus applicable interest will be repayable on or before December 31, 2022. If the Company repays the $250,000 contemplated above plus an additional $250,000 prior to December 31, 2022, the maturity date of the Term Loan may be extended from December

31, 2022 until March 31, 2023 at the option of the Company. If the maturity date is so extended, the interest rate will increase to 12.5% retroactively to the date of initial advance on any amount not repaid by December 31, 2022.

The loan agreement provides for the funds to be advanced to the Company in either $ or US$. The repayment of advanced funds to the lender is to be made in the currency that was originally advanced. The lender elected to advance the funds in US$.

The outstanding balance of the Term Loan as at September 30, 2022 amounted to $1,041,732 (US$ 760,000) excluding accrued interest of $34,605 (US$ 25,247). No further funds were advanced by the lender subsequent to September 30, 2022.

The proceeds of the Term Loan were used for the advancement of the Company's Cuiú Cuiú project and for working capital and general corporate purposes.

Entering into the Term Loan marks the first time the Company has taken on debt and introduces risks to the Company that it was not previously subject to.

The total amount of the $1,500,000 Term Loan has not been advanced thus far. Interest has been accrued on the advanced balance at 10% per annum.

The Company's ability to repay the Term Loan pursuant to the terms of the loan agreement and avoid a possible event of default will be dependent on the success of equity or other financings in late 2022 or 2023 or renegotiating the terms of the loan agreement with the lender.

If an event of default should occur, the lender may demand immediate payment of all amounts owing from the Company and could initiate legal action against the Company.

COVID-19

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations or the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations.

Operating activities

Cash used in operating activities in the nine months ended September 30, 2022 amounted to $6,984,391 as follows:

- The net loss for the period of $9,388,738
- Net non-cash items totalling $1,310,594 including stock-based compensation and depreciation
- Cash derived from the net reduction in non-cash working capital assets of $1,093,753 relating primarily to an increase in accounts payable (see 'Growing trade liabilities', above).

Investing activities

Cash used in investing activities in the nine months ended September 30, 2022 amounted to $568,770 as follows:

- Additions to mineral properties of $297,177 relating to capitalised acquisition and claim maintenance costs including the January and July claim maintenance payments to the Brazilian authorities, the purchase of the interest of a majority stakeholder in the Cuiú Cuiú garimpeiro condominium and the annual payment to the Cuiú Cuiú garimpeiro condominium
- Additions to fixed assets of $271,593 relating primarily to the purchase of equipment and camp construction in the first half of the year.

Financing activities

Cash provided by financing activities in the nine months ended September 30, 2022 amounted to $3,495,951 as follows:

- Net proceeds of the June 2022 'best efforts' brokered private placement of $2,489,615 comprising gross proceeds of $3,041,507 less unit issuance costs of $524,892 (excluding the estimated value of compensation options paid to agents of $41,855)
- Proceeds of the term loan from the Company's President and CEO of $979,336.

Dividends

The Company has neither declared nor paid any dividends on its common shares to date. The Company does not anticipate paying any dividends on its common shares in the foreseeable future.

Contractual commitments

The Company had no significant medium-term or long-term contractual commitments in place as at September 30, 2022 or November 28, 2022 beyond its stated liabilities and the following:

- Magellan Brazil entered into an agreement in January 2018 with Terra Ambiente Ltda–ME relating to the provision of the EIA-RIMA environmental study; the agreement was subsequently amended. As at September 30, 2022, approximately R$ 160,000 ($41,000) of the contract (as amended) was outstanding
- The Company is committed to sharing in net costs and commitments associated with its Poconé venture including its share of any losses relating to current litigation against PGM and a venture partner.

Capital commitments

The Company had no capital expenditure commitments as at either September 30, 2022 or November 28, 2022.

Transactions with related parties

The Company incurred the following costs of management remuneration in the nine months ended September 30, 2022:

		9 months ended Sept. 30, 2022		9 months ended Sept. 30, 2021
Management:				
Employment remuneration	$	134,250	$	134,250
Consulting fees		182,337		177,000
Payroll related costs		17,635		16,340
Stock-based compensation, stock options		188,206		225,093
Stock-based compensation, RSUs		35,480		38,159
		557,908		590,842
Directors (excluding management):				
Stock-based compensation, stock options		125,264		233,365
Stock-based compensation, RSUs		41,655		55,741
		166,919		289,106
	$	**724,827**	**$**	**879,948**

Management comprises the Executive Chairman, the President CEO and the CFO. Employment remuneration is paid to the President and CEO and the CFO. Consulting fees are paid to Geofin Consulting ("**Geofin**") and Hornby Capital Corp. ("**HCC**"), companies controlled by the Executive Chairman and the CFO, respectively.

During the nine months ended September 30, 2022, the Company has paid $105,937 (nine months ended September 30, 2021: $101,700) to Geofin for consulting services.

During the nine months ended September 30, 2022, the Company has paid $76,400 (nine months ended September 30, 2021: $91,350) to HCC for consulting services.

In the nine months ended September 30, 2022, $46,375 was paid or accrued to officers of the Company as company expense reimbursements, including but not limited to marketing, travel, office and regulatory costs (nine months ended September 30, 2021: $48,286). As at September 30, 2022, the Company owed officers of the Company $11,428 (September 30, 2021: $14,289) for various expenses, including but not limited to marketing, travel, office and regulatory costs. As at September 30, 2022, the Company also owed officers of the Company $51,407 (September 30, 2021: nil) for unpaid remuneration. The amounts owing were included in accounts payable and accrued liabilities and are non-interest bearing, unsecured and have no set terms of repayment.

In May 2022, the Company announced that it had entered into an agreement for a term loan with Alan Carter, President and CEO of the Company (see 'Liquidity and going concern - Term loan from the President and CEO').

Outstanding share data

The Company has authorized capital of an unlimited number of common shares with no par value.

The Company had the following common shares, share purchase warrants and stock options outstanding as at both September 30, 2022 and November 28, 2022:

		Exercise price	Nov. 28, 2022	Sept. 30, 2022
Issued and outstanding common shares			**158,022,818**	**151,822,818**
Share purchase warrants (expiration date):				
July 6, 2023 (July 2021 bought deal)	$	0.80	10,649,000	10,649,000
July 6, 2023 (underwriters, July 2021 bought deal)	$	0.54	1,042,320	1,042,320
June 27, 2024 (June 2022 private placement)	$	0.50	10,038,358	10,038,358
July 19, 2024 (July 2022 second closing)	$	0.50	100,000	100,000
June 27, 2024 (compensation options, June 2022 private placement)	$	0.30	476,170	476,170
November 25, 2024 (November 2022 private placemer		*	6,200,000	-
November 25, 2024 (finder warrants, November 2022 private placement)	$	0.20	15,000	-
			28,520,848	22,305,848
Stock options (expiration date):				
June 19, 2023	$	0.23	450,000	450,000
January 22, 2024	$	0.25	1,323,224	1,323,224
September 6, 2024	$	0.15	2,045,000	2,045,000
July 21, 2025	$	0.27	2,765,000	2,765,000
November 13, 2025	$	0.60	1,150,000	1,150,000
April 11, 2026	$	0.49	600,000	600,000
August 30, 2026	$	0.51	4,050,000	4,050,000
			12,383,224	12,383,224
RSUs (vesting date):				
January 30, 2022			200,000	200,000
September 6, 2022			66,667	66,667
October 12, 2022			85,939	85,939
July 30, 2023			200,000	200,000
April 12, 2024			498,435	498,435
			1,051,041	1,051,041
Fully diluted			**199,977,931**	**187,562,931**

* Each warrant entitles the holder to acquire one common share at an exercise price of at an exercise price of $0.30 in the first year following closing through November 25, 2023, increasing to $0.40 in the second year following closing through November 25, 2024

The RSUs that vested as at January 30, 2022, September 6, 2022 and October 12, 2022 were not issued as at these dates due to a black-out in effect.

Recent accounting pronouncements

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended December 31, 2022, and have not been applied in preparing these consolidated financial statements.

The Company has determined that these new accounting standards and amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or will not have a significant impact on the Company’s consolidated financial statements.