

## **NUBIAN RESOURCES LTD.**

# **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

Nubian Resources Ltd. ("Nubian" or the "Company") is listed on the TSX Venture Exchange ("TSX-V") and the OTCQB Venture Market under the trading symbols "NBR" and "NBRFF". The Company is a junior mineral exploration company whose mission is to create shareholder value by discovering and developing mineral resources which can be profitably exploited.

This management discussion and analysis ("MD&A") of the consolidated operating results and financial condition of the Company for the period ended October 31, 2022 have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A is intended to help the reader understand the condensed consolidated financial statements of the Company.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedure and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's board of directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management quarterly to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

Readers should use the information contained in this report in conjunction with all other disclosure documents including those filed on SEDAR ([www.SEDAR.com](http://www.SEDAR.com)). Additional information relating to Nubian can be found on the Company's website [www.nubianr.com](http://www.nubianr.com).

All dollar amounts referred to in this discussion and analysis are expressed in Canadian dollars except where indicated otherwise.

The date of this MD&A is December 20, 2022.

### **Forward Looking Statements**

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements. Forward-looking statements are usually identified by the use of certain terminology, including "will", "believes", "may", "expects", "should", "seeks", "anticipates", or "intends" or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward-looking statements. Forward-looking statements are statements that are not historical facts, and include but are not limited to, estimates and their underlying assumptions; statements regarding plans, objective and expectations with respect to the effectiveness of the Company's business model; future operations, products and services; the impact of regulatory initiatives on the Company's operations; the size of and opportunities related to the markets for the Company's products; general industry and macroeconomic growth rates; expectations related to possible joint and/or strategic ventures and statements regarding future performance.

Forward-looking statements used in this discussion are subject to various risks and uncertainties, most of which are difficult to predict and generally beyond the control of the Company. If risks or uncertainties materialize, or if underlying assumptions prove incorrect, the Company's actual results may vary materially from those expected, estimated or projected. Forward looking statements in this document are not a prediction of future events or circumstances, and those future events or circumstances may not occur. Given these uncertainties, users of the information included herein, including investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements.

## **NUBIAN RESOURCES LTD.**

# **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

### **Company Background**

The Company is focused on precious metals with a goal to develop properties with an economical resource equivalent of a minimum of 1 million ounces of “inferred and indicated” gold within two to three years from acquisition. Opportunities outside the precious metal sector are to be developed in conjunction with joint venture partners specialized in the respective metal and location, with Nubian retaining an interest in cash-flow and property royalty.

### **Recent Developments**

#### **Exploration Projects**

##### *Australian Projects*

On May 21, 2020, the Company entered into a binding letter of intent to acquire the Yandoit Project, situated in the historic Daylesford gold corridor of central Victoria, Australia (the “Yandoit LOI”). The approximately 38 square kilometre (3,800 ha) property consists of one Mining Licence and one Exploration Licence, collectively the “Yandoit Project”. At the time of the signing of the Yandoit LOI, the vendor, B.S.B. Mining Pty Ltd. (“BSB Mining”), an arm’s length party to the Company, was finalizing the purchase of a second Exploration Licence that has six historic gold mines. Under the terms of the Yandoit LOI, Nubian paid an AU\$20,000 (~C\$18,300) deposit for an exclusivity period of 90 days. As part of the Yandoit LOI, BSB Mining will be granted 2% net smelter return royalty, which can be purchased by Nubian at AU\$250,000 (~C\$229,000) at any time after 36 months from the definitive agreement date.

On August 17, 2020, the Company signed an extension to the Yandoit LOI to provide for additional time to complete due diligence and finalize definitive agreements. On September 24, 2020, the Company received Australian Foreign Investment Review Board (“FIRB”) approval for the acquisition of Ballarat Investment Project Management Pty Ltd. (“BIPM”), a company that holds the Yandoit Project mining concessions subsequent to organization and transfer by BSB Mining.

In connection with the Yandoit LOI, on October 27, 2020, the Company announced that its wholly-owned subsidiary, Blackwood Prospecting Pty Ltd. (“Blackwood”) entered into a definitive subscription agreement with BIPM and has settled on definitive agreements to acquire a 60% interest and the right to acquire the remaining 40% interest in the Yandoit Project.

On November 27, 2020, the Company closed the acquisition of the Yandoit Project with the payment of A\$370,000 (C\$357,346) in cash and issued 4,695,093 common shares in the capital of the Company at a deemed price of C\$0.15 per share to BIPM Shareholders, including 333,333 common shares issued pursuant to a finder’s fee agreement and entered into a promissory note with BIPM Shareholders, which promissory note is redeemable at the expiration of 18 months from the closing date for, at the sole election of Blackwood, one of the following: (i) the payment of AUD\$750,000 in cash; or (ii) the issuance to the BIPM Shareholders of a number of common shares in the capital of the Company equal to the quotient obtained by dividing the Canadian dollar equivalent of AUD\$750,000, by the volume weighted average price of the Company’s common shares traded on the TSX-V for the 20 trading days immediately preceding the redemption date; or (iii) by transferring to the BIPM Shareholders a number of shares of BIPM equivalent to 35% of the issued capital of BIPM (thereby reducing the Company’s indirect holdings in BIPM to 25% of the issued capital of BIPM).

On December 23, 2020, the Company announced the commencement of exploration at the Yandoit Project and provided exploration updates and results in press releases dated March 3, April 29, June 8, October 6, 2021 and March 22, 2022. See Overview of Properties, Australia, Yandoit for a summary of exploration results.

## **NUBIAN RESOURCES LTD.**

### **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

On June 8, 2021, the Company announced the commencement of diamond drilling at the Yandoit Project targeting seven locations within the project area along a north south trending gold mineralized corridor defined by historical mine shafts and workings. Targets were defined by a combination of recent geophysical surveys, soil geochemistry and geological mapping alongside past mine production records. It was noted that drilling would begin at the North Sardinia Prospect which consists of at least four major gold bearing reefs that were exploited and last mined around the 1860's and that drilling is planned to test these reefs at depth and to expand on known gold mineralization in the area. Mapping and sampling by Nubian has highlighted the prospectivity of North Sardinia, and revealed significant quantities of gold within sulphide that was not recoverable when mining previously occurred.

On August 6, 2021, the Company announced in relation to the Yandoit Project, that the transfers of the adjacent EL6274 and mining licence (MIN5503) to BIPM, a controlled subsidiary of the Company, were waiting for final authorization from Earth Resources Regulation, Department of Jobs, Precincts and Regions ("Earth Resources Regulation") due in part to the original license holder having been placed into Administration, an event beyond the Company's control, which resulted in an extended review process by Earth Resources Regulation. It was disclosed that until such time as the transfers occur, the Company was not able to conduct exploration or drilling programs in the areas covered by these licenses. On November 4, 2021, the Company announced that the transfer of EL6274 had been finalized.

On July 11, 2020, the Company entered into a binding letter of intent with Stavely Minerals Limited and its wholly-owned subsidiary, Stavely Tasmania Pty Ltd. (collectively "Stavely") to acquire three mining projects (the "Stavely LOI"). Together, the three mining projects comprise six exploration licenses that include the 82 km<sup>2</sup> Fosterville East Project located in central Victoria, approximately 10 km east of Kirkland Lake Gold's Fosterville Gold Mine, and the 27 km<sup>2</sup> Lefroy and 142 km<sup>2</sup> Mathinna projects located in northeast Tasmania (collectively the "Stavely Projects"). In exchange for acquiring 100% the Stavely Projects, Nubian paid an AU\$100,000 (CA\$94,900) non-refundable deposit and will issue Nubian shares equal to AU\$2,400,000 (CA\$2,278,000) based on the volume weighted average price of Nubian shares on the five trading days prior to the execution of definitive agreements, subject to a minimum of 5,050,000 common shares being issued.

On December 15, 2020, the Company closed its acquisition of the Stavely Projects. In exchange for acquiring 100% the Stavely Projects, Nubian paid AU\$2,500,000 comprising AU\$100,000 (CA\$94,900) in cash as a deposit and issued 5,050,000 common shares of the Company in accordance with the Stavely LOI. The common shares issued are subject to a statutory hold period of four months and one day in accordance with securities laws. In connection with the acquisitions, the Company's subsidiary, Blackwood, entered into a share Purchase Agreement with Van Diemens Gold Limited and Stavely Minerals Limited for the purchase of all of the issued and outstanding shares of Stavely Tasmania Pty Ltd, the owner of the Fosterville East project and the Lefroy and Mathinna projects, and a share purchase agreement with Lantech Developments Pty Ltd, Long Weekend (QLD) Pty Ltd and a private individual for the purchase of all of the issued and outstanding shares of Bestlevel Holdings Pty Ltd ("Bestlevel"), the part owner of three of Mathinna Exploration Licences. These three Exploration Licences in the Mathinna project had been held by Bestlevel and Stavely (as operator) pursuant to a farm-in agreement. In connection with the acquisition, the Company also issued 126,832 common shares as a finder's fee.

On September 8, 2021, the Company announced that a 50-line km gravity survey on the Company's Fosterville East property (EL006668) in the Central Victorian Goldfields, Australia had been completed. The initial geophysical campaign comprised five east-west and one north-south lines utilizing existing road access where possible. Two lines passed close to historic gold workings in the area.

## **NUBIAN RESOURCES LTD.**

### **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

#### *Peru Project*

On August 18, 2020, the Company accelerated its purchase of the Esquilache Silver Project, located in southern Peru, with a one-time cash payment to Zinc One Resources Inc. ("Zinc One") of \$350,000 to satisfy all the payments due under the original agreement dated December 28, 2017. Subsequent to the payment, and transfer by Zinc One, the Company was able to register its 100% ownership of the Esquilache Silver Project with the Peruvian Department of Mines clearing the way for the Company to apply for mine permits and firm up community agreements. Under the terms of the agreement with Zinc One, the Esquilache Silver Project is subject to a 2% NSR of which Nubian will have the right to purchase 1% for \$500,000 at any time, until the third anniversary of the first sale of gold, silver or concentrate.

On October 12, 2022, the Company announced that it entered into a royalty transfer agreement with Zinc One to purchase the 2% net smelter returns royalty (the "NSR Transfer Agreement") on the Esquilache Silver Project for a cash payment of \$75,000 and the issuance of 500,000 common shares of the Company. The common shares issued were subject to a four month and one day hold period in accordance with Canadian securities legislation.

#### *United States Projects*

On August 21, 2020, the Company announced that it had entered into a binding letter of intent with Athena Gold Corporation ("Athena") for Athena to acquire the Company's Excelsior Springs exploration project and the Palmetto mineral claims ("Excelsior Springs"). Under the terms of the Athena LOI, Athena paid a \$10,000 USD deposit to Nubian for an exclusive 90-day due diligence period during which time Nubian and Athena agreed to finalize definitive agreements with respect to the transaction, and for Athena to make an application for listing on a Canadian stock exchange and to raise a minimum of \$750,000 USD. On December 11, 2020, Nubian and Athena entered into an option agreement that provides for Athena to acquire a 10% interest in the Excelsior Springs and the Palmetto mineral claims with the issuance of 5,000,000 common shares at a deemed value of \$0.05 (the "First Option") and prior to December 31, 2021, for Athena to acquire the remaining 90% interest in Excelsior Springs and the Palmetto mineral claims with the issuance of 45,000,000 common shares at a deemed value of \$0.05 (the "Second Option"). To close the Second Option, it was agreed that Athena will have received approval for listing on the Canadian Securities Exchange, will have a minimum of \$500,000 USD in cash and a maximum of 75 million common shares outstanding, with the issuance of the 45,000,000 common shares providing Nubian with an approximate 40% interest in Athena, and further that the Second Option Conditions Precedent being met will trigger a 30 day period within which Athena must exercise the Second Option. Nubian agreed to a hold period of six months from the date of issuance of the Athena consideration shares and further, the Company intends to distribute all or a portion of the Athena consideration shares received by it to its shareholders following the closing of the transaction as a return of capital. Any such distribution of Athena shares would be subject to obtaining the prior approval of the Company's shareholders and any required approvals of the TSX-V. Nubian will retain a 1% NSR on Excelsior Springs and Athena will have the right to purchase 0.5% for \$500,000 and the remaining 0.5% at fair market value. The completion of the transaction is conditional upon the Company obtaining the prior approval of the transaction from the TSX-V and any other approvals required under applicable laws.

On October 21, 2021, the Company announced that Athena had received listing approval from the Canadian Securities Exchange with trading having commenced on October 18, 2021 under the symbol "ATHA" meeting the Second Option Conditions Precedent triggering the 30 day completion time to issuance the remaining 45,000,000 common shares of Athena. On November 23, 2021, the Company announced that it had entered into an Amending Agreement to provide for the exercise of the Second Option to December 31, 2021.

Effective December 31, 2021, the Company announced the acquisition by Athena of the remaining 90% interest that the Company held in Excelsior Springs, as contemplated in the option agreement (the "Option Agreement") dated December 11, 2020. Athena acquired the interest in Excelsior Springs through its acquisition of all of the

## **NUBIAN RESOURCES LTD.**

### **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

outstanding shares of Nubian Resources (USA) Ltd. ("Holdco"), the legal owner of the claims and mineral rights comprising Excelsior Springs. As a result of the transaction, through its ownership of Holdco, Athena now holds a 100% interest in Excelsior Springs, subject to a 1% of net smelter returns royalty (the "Royalty") with respect to the Property granted to the Company. The transaction was effected as at December 31, 2021 pursuant to the terms a share purchase agreement (the "Share Purchase Agreement"), whereby the Company sold to Athena and Athena purchased from the Company all of the shares of Holdco for the remaining consideration payable under the terms of the Option Agreement, which consisted of 45 million shares of Athena's common stock ("Athena Shares") and the Royalty.

Under the terms of the Share Purchase Agreement, Nubian also agreed to use commercially reasonable efforts to distribute all Athena Shares that it holds to its shareholders, pro rata, subject to certain conditions, including that the distribution can be effected in accordance with applicable laws and the policies of the TSX-V, exempt from the requirements to file a prospectus in Canada. In order to facilitate this proposed distribution, the Company and Athena agreed to prepare and file with the U.S. Securities and Exchange Commission (the "SEC") a registration statement on Form S-1, covering the resale and distribution by Nubian to its shareholders of the Athena Shares held by it, which distribution is not expected to occur for a minimum period of six months. The Company also agreed that, subject to certain exceptions, for a period of twelve months from the closing of the transaction, or until such time as Nubian owns less than 4.9% of the outstanding Athena Shares, it will not vote against any matters that have been recommended by Athena's board of directors for approval by Athena's shareholders at any meeting of Athena shareholders.

On June 22, 2022, the Company announced that Athena has filed the Form S-1 to qualify the shares held by the Company for a return of capital to Nubian shareholders pursuant to approval received at the Company's annual and special meeting held March 31, 2022.

On June 29, 2022, the Company announced that Athena encountered encouraging results from its Phase 1 drill program at Excelsior Springs.

On November 1, 2022, the Company announced that Athena has begun a follow-up Reverse Circulation drilling program at Excelsior Springs to further test the high grade gold discovery (announced June 29, 2022) through a focused step out drilling program. It was noted that the Board of Directors believes it is in the best interests of the Company to evaluate the follow-up drill program prior to making a decision on the timing of the return of capital transaction that was disclosed in the Company's June 22, 2022 press release. The Company expects to evaluate its options again in 2023 with respect to the Athena shares and further update shareholders at that time.

#### **Corporate**

On November 2, 2020, the Company announced the appointment of Matthew Andrews as a director and that David Fynn stepped down from the board of directors but will remain Chief Financial Officer of the Company. The Company also announced the appointment of Mark Saxon to its Technical Committee.

On January 27, 2021, the Company announced the appointment of Marc Henderson to the Company's board of directors and as Chairman of the Board and that in connection with Mr. Henderson's appointment, Campbell Woskett, a newly-elected director resigned, and will remain a member of the Company's Australian Advisory Committee.

On June 17, 2021, the Company announced that the Company's shares were approved to trade on the OTCQB Market under the symbol NBRFF.



## **NUBIAN RESOURCES LTD.**

### **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

On October 13, 2021, the Company announced that its common shares are eligible for settlement through the Depository Trust Company ("DTC"), a subsidiary of the Depository Trust & Clearing Corp. that manages the electronic clearing and settlement of publicly-traded companies in the United States.

On October 12, 2022, the Company announced that it has changed its auditors from Smythe LLP to DeVisser Gray LLP. At the request of the Company, Smythe LLP resigned as the auditor of the Company and the board of directors of the Company appointed DeVisser Gray LLP as the Company's auditor in each case effective as of October 4, 2022.

#### **Overview of Properties**

##### **Australia**

###### *Yandoit Project*

The approximately 38 square kilometre (3,800 ha) property consists of one Mining Licence and one Exploration Licence. The Project is situated in the historic Daylesford gold corridor of central Victoria, Australia, located about 39 km northeast of the city of Ballarat and 100 km northwest of Melbourne. The advanced-stage Project is in a region that has seen punctuated periods of hard rock and alluvial gold mining over the past 160 years. Local geological environments are very similar to that seen in the higher activity Bendigo (e.g., Fosterville Mine, 70 km to the northeast), Castlemaine, and Malmsbury gold corridors located to the north and northeast.

Gold mineralization in the Bendigo, Malden and Yandoit-Franklinford districts typically occurs as course gold in sediment-hosted stacked quartz reefs and within rich alluvial surface deposits. The gold-bearing quartz reefs form in faults and along dilational features associated with anticlinal and synclinal folds and structural offsets. Historical literature on the Project notes the Project's high gold grades and several sizeable gold nuggets that have been found at surface, some very recently. Typical high-grade gold grades and widths in the Project area are +12-34 g/t Au over one to two metres. Nubian has not undertaken sufficient work to confirm the historical information and the Company notes that additional sampling, drilling and quality control will be required to verify the information.

The heart of the Project covers a 5 km long gold mineralized corridor that has been outlined at surface, defined through historical and current gold showings, exploration pits, gold reef workings, surface gossans, and gold bearing alluvial sands.

On December 23, 2020, the Company announced the commencement of exploration to map and define drill targets within the extensive trends of prior mining, mapped quartz reefs and prospective fault zones through a deep auger soil sampling program on an extensive and close-spaced grid to test for gold and other metals within thin soils as well as an 18 kilometre Deep Penetrating Ground Radar (DPGR) geophysical survey. Exploration work was undertaken over an 8 kilometre long north-south trending gold mineralized corridor that extends throughout the Project and hosts up to eight historically mined gold bearing quartz reefs within a sequence of folded sedimentary rock units.

On March 3, 2021, the Company provided an update on the exploration being undertaken at the Project focused on the Sardinia Reef where historic workings trend for more than 2 km in strike, with 10 drill targets now prioritized. It was noted that 14 line-kilometres of DPGR was completed across three gold targets and that a total of 1,197 soil samples have been collected to date and analysed utilizing a Portable X-ray Fluorescence spectroscopy ("pXRF") device. Prior studies indicate arsenic works as a suitable pathfinder element for gold in the Central Victorian Goldfields, and as an exploration tool, the pXRF technique provides acceptable accuracy, precision and repeatability. From the 1,197 samples collected to date, pXRF arsenic ranges from below detection (3 ppm) to 697 ppm with an average of 11 ppm and median of 8 ppm.

## **NUBIAN RESOURCES LTD.**

### **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

On April 29, 2021, the Company released the metallurgical characterization results from rock chip samples gathered from mine dumps associated with the historic Goldsmith mine at the Project. The metallurgical work was undertaken to assist in the design of a processing circuit to extract gold from the Project in a potential future mining operation. Six samples, consisting of sulphide-bearing quartz were sent to Gekko Laboratories in Ballarat, Victoria for metallurgical characterization and gold recovery determination. Visible gold was not present in any sample, and consequently all rocks were regarded as waste and discarded during historic production. The samples are considered typical of sulphide-mineralized quartz, mined but discarded as barren during historic mining at the Project. Similar samples are found on surface dumps around the four sub-parallel gold reef systems discovered to date - Sardinia, Graveyard, Golconda and Welcome Line. All samples correlate with areas of anomalous arsenic in soil sampling. Mapping of the Welcome, Graveyard and Sardinia reefs suggests they are lateral extensions or splays off the Golconda and Goldsmith reefs that were the two dominant historical gold mines. The six samples were crushed and processed by gravity separation at Gekko Laboratories to produce heavy mineral concentrates. These concentrates were assayed for gold, silver and arsenic (arsenic being a well-known pathfinder for gold). High gold grades were identified in all concentrate samples, despite free gold not being visible, indicating the likely presence of gold within sulphide.

The weighted average grade from the six concentrate samples produced from rock chips was 29.36 g/t and 30 g/t Ag. This preliminary testwork suggests a substantial amount of gold may be present within sulphide, that was not recoverable within historic mining operations. Gravity combined with flotation may be very effective for the Project in the future to produce a bulk concentrate for sale or further treatment. Detailed test work from drill core samples along with bulk sampling is required to confirm these results, determine the distribution of gold between free and sulphide-hosted, and determine the quantity of sulphide in quartz veins.

On June 8, 2021, the Company announced the commencement of diamond drilling at the Project targeting seven locations within the Project area along a north south trending gold mineralized corridor defined by historical mine shafts and workings. Targets were defined by a combination of recent geophysical surveys, soil geochemistry and geological mapping alongside past mine production records. Drilling was planned to begin at the North Sardinia Prospect which consists of at least four major gold bearing reefs that were exploited and last mined around the 1860', however due to the delay in the transfer of EL6274, drilling efforts were diverted from the North Sardinia Prospect to the Goldsmith area on EL5193.

On October 6, 2021, the Company provided an update on the maiden drill program indicating that to date 1,164 metres of reverse circulation ("RC") and 458 metres of diamond core has been completed at the Goldsmith and Golconda prospects with assay results received from 20 holes including 2.0m @ 52.4 g/t gold in hole YRC008 highlighting the potential for exceptional high-grade gold at the Yandoit Project. It was noted that all 20 holes intersected quartz veins, sulphide and structural zones that are indicative of the reef positions targeted by historic mining. Full details of the results are included in the Company's press release of October 6, 2021.

On March 22, 2022, the Company announced further results on the maiden drill and soil sampling program indicating that a total of 1,164 metres of RC and 743.3 metres of diamond core was completed during 2021, focused on the Goldsmith and Golconda lines of lode in the northeast of the project area. Other areas along and across trend were also tested by 2,711 reconnaissance soil samples, identifying dozens of new prospect areas. Highlights from the exploration program included:

- 1.1m @ 2.3 g/t Au from 87.0m in GDD005 including 0.5m @ 3.97 g/t Au from 87.0m;
- 0.2m @ 2.04 g/t from 90.4m in GDD005;
- 2.9m @ 0.55 g/t Au from 17.4m in GDD006;
- GDD001 at Golconda returned 7.2m @ 0.95 g/t, including 2m @ 1.9 g/t Au from 198.2m and 1.1m @ 2.99 g/t;
- Surface rock assays returning up to 7.45 g/t Au; and
- Completion of 2,711 soil samples identifying numerous prospective areas.

## **NUBIAN RESOURCES LTD.**

### **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

The completed pXRF soil campaigns identified dozens of potentially gold bearing locations. Final batches of soil identified as containing elevated arsenic have been screened and are in process of being delivered at the Genalysis Intertek assay laboratory to confirm arsenic anomalism and detect the value of gold. Interestingly, pXRF analysis of soil returned occasional silver which may contribute as a diagnostic in targeting and defining these newer prospect areas. A final reconciliation of these soil results will be made once the results from the laboratory are completed.

The Yandoit Project is characterized by the presence of multiple north-south striking quartz vein systems, each spaced approximately 50 metres apart, marked by quartz float and abundant historic workings. The recently completed program focused on the northern extension of the Goldsmith and Golconda mines which were in production until approximately 1908, and were known for rich structurally controlled shoots of free gold.

In 2023, the Company plans to continue its coverage of geophysical and geochemical surveys across EL5193 and the newly-transferred EL6274, ultimately followed by further geological targeting with follow-up drill testing. The Company has identified multiple drill targets on EL6274 in the west of the project area. The Sardinia line of lode lies 1.6 km's to the west of previous drilling where soil sampling and ground penetrating radar has already been completed. Surface rock geochemistry by the previous tenement holder returned up to 0.61 g/t Au and 2,041 ppm arsenic. The Company has obtained quotes for a future drill program.

#### *Fosterville East Project*

The Fosterville East Project is located within the Bendigo Structural Zone approximately 10 km east of Kirkland Lake Gold's Fosterville Gold Mine and immediately east of a recently lifted exploration moratorium area, is largely covered by shallow cover which has limited the amount of past exploration. There is at least one major interpreted structure (Mount Pleasant Fault) running through the tenement which appears to be sub-parallel to the main north-northwest structures that control gold mineralization at the Fosterville Gold Mine. Like several major Victorian goldfields, the Fosterville Mine lies in the hanging wall of the west-dipping Redesdale Fault, Bendigo lies in the hanging wall of the Whitelaw Fault, and Ballarat in the hanging wall of the Williamson Creek Fault. Gold mineralization is associated with smaller faults that are interpreted to splay off these major structures. Most of the Fosterville East licence lies within a few kilometres of the hanging wall of the major north-northeast trending Heathcote Fault Zone, with the target Mount Pleasant Creek Fault interpreted as a north-northwest splay off of the west-dipping Heathcote Fault.

In 2021, the Company undertook a comprehensive review of all historical exploration data pertinent to the licence area, and commenced and completed a 50-line km gravity survey comprising five east-west and one north-south lines utilizing existing road access where possible. Two lines passed close to historic gold workings in the area. In 2023, the Company plans to undertake soil sampling which will be combined with gravity survey results to identify drill targets for a later drill program.

#### *Lefroy Project*

The 27 km<sup>2</sup> Lefroy Project consists of one Retention Licence which covers the historical Pinafore and Chum mines, and one Exploration Licence which covers the majority of the remaining historical Lefroy Goldfield. The Lefroy Goldfield is dominated by high-grade, east-west trending gold reefs that have historically been mined to depths of 30 to 100 metres. Historical reporting from Mineral Resources Tasmania show that the Lefroy Goldfield produced more than 167,000 ounces of gold at an average grade of 26 g/t Au, with the bulk of production coming from four mines that included the Pinafore and Chum mines<sup>1</sup>. The area has seen limited regional exploration activity in the last 20 years with most exploration focused near the past-producing mines.

---

<sup>1</sup> Tasmania Department of Mines, Report 1994/03, Northeast Goldfields: A Summary of the Beaconsfield, Lefroy, Back Creek and Gladstone goldfields, McClenaghan, 1994.



## **NUBIAN RESOURCES LTD.**

### **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

The Company notes that limited recent exploration and drilling has been completed and the selected sampling disclosed above is not necessarily representative of the mineralization currently hosted on the Lefroy Project. The data comes from historic reports prepared by previous owners and available in the public record including Mineral Resources Tasmania and a Nubian Qualified Person has not verified the data disclosed, including sampling, analytical and test data underlying the information.

With COVID-19 measures now lifted, the Company plans to move forward with its field work and has applied for one year extensions. The field work will include a combination of sampling, geophysical surveys and geological mapping. The data gathered from the field work program will be utilized to generate drill targets to test for additional gold mineralization in close proximity to the Lefroy Project, either down dip or along strike of the current known gold mineralization.

#### *Mathinna Project*

The 142 km<sup>2</sup> Mathinna Project consists of four Exploration Licences that cover about 30 km of structural trend within the historical Alberton-Mathinna Goldfield. Historical reporting from Mineral Resources Tasmania show that production from the Mathinna Project area is about 315,000 ounces of gold at an average reported grade of 26 g/t Au, with 20,000 to 30,000 ounces coming from alluvial production<sup>2</sup>.

The Company notes that limited recent exploration and drilling has been completed and the selected sampling disclosed above are not necessarily representative of the mineralization currently hosted on the Mathinna Project. The data comes from historic reports prepared by previous owners and available in the public record including Mineral Resources Tasmania and a Nubian Qualified Person has not verified the data disclosed in respect of the Mathinna Project, including sampling, analytical and test data underlying the information.

Located in northeast Tasmania, the Mathinna Project represents an area where some of Tasmania's best historical gold production has come from. Gold was discovered in the 1890's and the Company's tenements cover the Golden Gate Gold Mine, a prolific historical high grade gold producer in its time. The Company believes that there is a significant gold resource at Mathinna yet to be discovered. The Company's geologists visited the project early in 2021 prior to the State of Tasmania reinstating COVID-19 quarantine restrictions.

With COVID-19 measures now lifted, the Company plans to move forward with its field work, including a combination of sampling, geophysical surveys and geological mapping. It is envisaged that the geophysical surveys and the geological mapping of the historical mine workings could lead to better ore body modelling and eventually generate drilling targets.

## **Peru**

#### *Esquilache Silver Lead Zinc Project*

The Esquilache Silver Project is located in the Puno region in southeastern Peru, approximately 850 kilometres (km) southeast of Lima and 40 km southwest of the city of Puno, adjacent to Buenaventura's Chucapaca Gold/Silver deposit. The Esquilache Silver Project consists of two mining concessions covering an area of 1,600 hectares (ha) as well as the Virgen de Chapi extension located approximately 3 km south of the former Esquilache mill.

The Esquilache Silver Project contains three main mineralized zones – Sepulveda, Creston and Mamacocha where mineralization is widespread, high grade near surface and intersections remain open at depth.

---

<sup>2</sup> Tasmania Department of Mines, Report 1992/10, Northeast Goldfields: A Summary of the Tower Hill, Mathinna and Dans Rivulet goldfields, Taheri and Findlay, 1992.

## **NUBIAN RESOURCES LTD.**

### **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

Highlights of the most recent 2015 drilling program from the former owner of the Esquilache Silver Project included:

- 2.0 metres of 977.0 g/t Ag + 4.88 g/t Au
- 5.65 metres of 304 g/t Ag
- 24.2 metres of 131 g/t Ag + 0.4 g/t Au
- 8.1 metres of 292 g/t Ag + 0.73 g/t Au
- 2.0 metres of 593 g/t Ag

A *National Instrument* 43-101 technical report was filed by the Company on May 8, 2018.

On April 19, 2022, the Company announced the appointments of Steven Park as Project Manager for South America and Walter Cuba as Senior Geologist. The Company also announced that it has retained the services of two independent geological consulting groups, Atticus Geoscience Consulting S.A.C. and Caracle Creek Chile SpA for mineral resource modelling and to work with the new geological team to evaluate silver and zinc resources at the Esquilache Silver Project.

On December 7, 2022, the Company provided an update on indicating that after revision of the historical database, compiled by previous operators, the Nubian geological staff and Atticus Geoscience Consulting S.A.C. ("Atticus"), a consultant to the Company, re-modelling of 26 primary and secondary veins and have identified 26 additional veins containing significant mineralization that were not previously recognized on surface by historical geological mapping. It was noted that the Esquilache Silver Project database includes 7,075 samples from surface and underground sampling and from two historical drilling programs, totalling approximately 5,500 metres (Vena Resources Ltd., 2009-2011 and 2014-2015). It was noted that Atticus is currently modelling these vein sets with the objective of establishing drill targets to locate high-grade silver zones that would warrant initiating pre-feasibility studies as a preliminary step towards eventual production on a selective basis. As yet, no field work has been conducted by Nubian to verify all of the veins and vein systems.

With COVID-19 measures now lifted, the Company is in a good position to restart field various field program to advance the development of the Esquilache Silver Project.

#### **United States**

##### *Copper Hills Gold Project, New Mexico*

The Company owns 10 unpatented claims in Socorro County, New Mexico on an extension of the Morenci copper trend from Arizona.

##### *Dunfee Gold Project, Nevada*

The Company owns 22 unpatented claims in a gold project in Gold Point Mining District, Esmeralda County.

## NUBIAN RESOURCES LTD.

### Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

#### Selected Financial Information

The following table sets out selected consolidated financial statements for the last three completed fiscal years under Canadian GAAP and IFRS:

	2022		2021		2020	
Sales	\$	-	\$	-	\$	-
Net Income (Loss) and Comprehensive Loss	\$	6,760,209	\$	(1,701,332)	\$	(1,159,655)
Net Income (Loss) per share (basic and fully diluted)	\$	0.10	\$	(0.03)	\$	(0.04)
Total Assets	\$	18,189,188	\$	11,656,096	\$	2,620,893
Long Term Financial Liabilities	\$	-	\$	-	\$	-
Cash Dividends per share	\$	-	\$	-	\$	-

The following tables set out selected results of operations for each of the eight most recently completed quarters:

	Quarter ended October 31, 2022		Quarter ended July 31, 2022		Quarter ended April 30, 2022		Quarter ended January 31, 2022	
Sales	\$	-	\$	-	\$	-	\$	-
Net income (Loss)	\$	(225,910)	\$	138,156	\$	(256,722)	\$	4,300,363
Income (loss) per share - basic and fully diluted	\$	0.00	\$	0.00	\$	0.00	\$	0.07
Income (loss) and comprehensive income (loss)	\$	(3,225,910)	\$	3,138,156	\$	(3,256,722)	\$	7,050,363
Income (loss) and comprehensive income (loss) per share - basic and fully diluted	\$	(0.05)	\$	0.04	\$	(0.05)	\$	0.11

  

	Quarter ended October 31, 2021		Quarter ended July 31, 2021		Quarter ended April 30, 2021		Quarter ended January 31, 2021	
Sales	\$	-	\$	-	\$	-	\$	-
Loss	\$	(171,588)	\$	(229,521)	\$	(197,344)	\$	(1,183,070)
Loss per share - basic and fully diluted	\$	(0.00)	\$	(0.00)	\$	(0.01)	\$	(0.02)
Loss and comprehensive loss	\$	(171,588)	\$	(229,521)	\$	(143,182)	\$	(1,126,023)
Loss per share - basic and fully diluted	\$	(0.00)	\$	(0.00)	\$	(0.01)	\$	(0.02)

#### Results of Operations

##### For the three months ended October 31, 2022 compared to the period ended October 31, 2021

For the three months ended October 31, 2022, the Company recorded a loss of \$225,910 compared to a loss of \$171,588. The increase in loss was mainly a result of the write-off of a mineral licence offset by the reduced management and director fees.



## **NUBIAN RESOURCES LTD.**

### **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

#### **Capital Resources**

The Company's authorized capital consists of an unlimited number of common shares without par value.

##### During the year ended July 31, 2022:

During the year ended July 31, 2022, 225,000 share purchase options and 54,500 warrants were exercised for proceeds of \$25,000 and \$10,900, respectively.

##### During the period ended October 31, 2022:

On October 6, 2022, the Company entered into a royalty transfer agreement with Zinc One Resources Inc. ("Zinc One") to purchase the 2% NSR (the "NSR Transfer Agreement"). As consideration for the NSR Transfer Agreement, the Company paid Zinc One \$75,000 in cash and issued 500,000 common shares of the Company at a deemed value of \$0.095 per share, being \$47,500 in Nubian common shares.

During the period ended October 31, 2022, no share purchase options or warrants were exercised.

As at the date of this MD&A, the Company has 65,071,105 (July 31, 2022 – 64,571,105) issued and outstanding common shares.

#### **Significant Accounting Judgments and Estimates**

The Company's significant accounting policies are summarized in Note 2(d) of its audited consolidated financial statements for the year ended July 31, 2022.

The preparation of the condensed consolidated interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed consolidated interim financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and may affect both the period of revision and further periods.

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

- the recoverability of proceeds receivable which are included in the condensed consolidated interim statement of financial position;
- the carrying value and recoverable amount of exploration and evaluation assets; and
- the inputs used in accounting for share-based payments expense in the condensed consolidated interim statements of operations and comprehensive loss.



## **NUBIAN RESOURCES LTD.**

### **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

#### **Off-balance Sheet Arrangements**

The Company did not enter into any off-balance sheet arrangements during the period.

#### **Proposed Transactions**

The Company does not currently have any proposed transactions approved by the Board of Directors. All transactions are fully disclosed in the audited consolidated financial statements for the year ended July 31, 2022 and the unaudited consolidated financial statements for the period ended October 31, 2022.

#### **Future Accounting Pronouncements**

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated statements.

#### **Risk Factors**

The Company is engaged in the exploration for mineral deposits. These activities involve significant risks which even with careful evaluation, experience and knowledge may not, in some cases, be eliminated. The Company's success depends on a number of factors, many of which are beyond its control. The primary risk factors affecting the Company include inherent risks in the mining industry, metal price fluctuations and operating in foreign countries and currencies.

##### **(a) Inherent risks within the mining industry**

The commercial viability of any mineral deposit depends on many factors, not all of which are within the control of management. Some of the factors that will affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure. Government regulation, taxes, royalties, land tenure and use, social and community factors, environmental protection and reclamation and closure obligations could also have a profound impact on the economic viability of a mineral deposit.

Mining activities also involve risks such as unexpected or unusual geological operating conditions, floods, fires, earthquakes, other natural or environmental occurrences and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or for other reasons. The Company does not currently maintain insurance against political or environmental risks. Should any uninsured liabilities arise, they could result in increased costs, reductions in profitability, and a decline in the value of the Company's securities.

There is no assurance at this time that the Company's current mineral properties will be economically viable for development and production.

##### **(b) Prices for gold, silver, and base metals**

Metal prices are subject to volatile price fluctuations and may have a direct impact on the future commercial viability of the Company's exploration properties. Price volatility results from a variety of factors, including global consumption and demand for metals, international economic and political trends, fluctuations in the US dollar and other currencies, interest rates, and inflation.

## **NUBIAN RESOURCES LTD.**

### **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

#### (c) Foreign currency risks

The Company uses the Canadian dollar as its measurement and reporting currency, and therefore fluctuations in exchange rates between the Canadian dollar and other currencies may affect the results of operations and financial position of the Company. The Company does not currently have any foreign currency or commercial risk hedges in place. The Company raises the majority of its equity financings in Canadian dollars while expenditures related to foreign operations are predominately incurred in US dollars. Fluctuations in the exchange rates between the Canadian dollar, US Dollar may impact the Company's financial condition.

#### (d) Risks Associated with Foreign Operations

The Company's investments in foreign countries such as the U.S., Australia and Peru carry certain risks associated with different political, business, social and economic environments. The Company will undertake new investments only when it is satisfied that the risks and uncertainties of operating in different social, cultural, economic and political environments are manageable and reasonable relative to the expected benefits. Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance and regulatory characteristics of property rights in certain foreign countries.

Future government, political, legal or regulatory changes in the foreign jurisdictions in which the Company currently operates or plans to operate could affect many aspects of the Company's business, including title to properties and assets, environmental protection requirements, labor relations, taxation, currency convertibility, repatriation of profits or capital, the ability to import necessary materials or services, or the ability to export produced materials.

#### (e) Pandemic Diseases

The Company's operations are subject to the risk of emerging infectious diseases or the threat of outbreaks of viruses or other contagions or epidemic diseases. These infectious disease risks may not be adequately responded to locally, nationally or internationally due to lack of preparedness to detect and respond to outbreaks or respond to significant pandemic threats. As such, there are potentially significant economic and social impacts of infectious disease risks, including the inability of the Company's exploration operations to operate as intended due to shortage of skilled employees, shortages in supply chains, inability of employees to access sufficient healthcare, significant social upheavals, government or regulatory actions or inactions, the declines in the price of precious metals, capital market volatility, or other unknown but potentially significant impacts. Given the fact that the Company's properties are located in foreign jurisdictions, there are potentially significant economic losses from infectious disease outbreaks that can extend far beyond the initial location of an infection disease outbreak. As such, both catastrophic outbreaks as well as regional and local outbreaks can have a significant impact on the Company's operations. The Company may not be able to accurately predict the quantum of such risks. Any outbreak or threat of an outbreak of a virus or other contagions or epidemic disease could have a material adverse effect on the Company, its business, results from operations and financial condition.

#### **COVID-19**

In particular, the Company wishes to highlight that it continues to face risks related to COVID-19, which could significantly disrupt its operations and may materially and adversely affect its business and financial conditions.

In December 2019, a novel strain of the coronavirus emerged in China and the virus has now spread worldwide with infections having been reported globally resulting in a global pandemic. The extent to which COVID-19 may impact the Company's business, including its operations and the market for its securities, will depend on

## NUBIAN RESOURCES LTD.

### Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak. In particular, the continued spread of COVID- 19 globally could materially and adversely impact the Company's business including without limitation, limitations on travel, the availability of industry experts and personnel, restrictions to its planned exploration programs, increased insurance premiums, and other factors that will depend on future developments beyond the Company's control, which may have a material and adverse effect on the its business, financial condition and results of operations.

In addition, a significant outbreak of COVID-19 could result in a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the demand for precious metals and the Company's future prospects.

#### Related Party Transactions

The following Director transactions and Related Party balances pertain solely to Nubian.

##### (a) Director transactions

For the period ended October 31, 2022

	<b>Management &amp; consulting Fees</b>	<b>Share-based compensation</b>	<b>Employee Benefits</b>	<b>Total</b>
	\$	\$	\$	\$
Executive Directors and Officers*	45,000	-	1,852	46,852
Non-executive Directors*	32,917	-	-	32,917

For the period ended October 31, 2021

	<b>Management &amp; consulting Fees</b>	<b>Share-based compensation</b>	<b>Employee Benefits</b>	<b>Total</b>
	\$	\$	\$	\$
Executive Directors and Officers*	54,000	-	1,190	55,190
Non-executive Directors*	39,500	-	-	39,500

##### (b) Related Party balances

	<b>October 31, 2022</b>		July 31, 2022	
Accounts receivable	\$	6,178	\$	21,178
Accounts payable	\$	-	\$	6,784

\* Paid to directors, non-executive directors, and/or companies controlled by those individuals. All balances owing are unsecured with no fixed terms of repayment.

## NUBIAN RESOURCES LTD.

### Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

#### Financial Instruments and Risk Management

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. The disclosures in the notes to these consolidated financial statements describe how the categories of financial instruments are measured and how income and expenses, including fair value gains and losses, are recognized.

As at October 31, 2022, the classification of the financial instruments and as their carrying values and fair values are shown in the table below:

	Level	Book value/ amortized cost	Fair value/ amortized cost
<b>Financial assets</b>			
Cash	1	\$ 1,081,180	\$ 1,081,180
Marketable securities	1	4,500,000	4,500,000
		\$ 5,581,180	\$ 5,581,180
<b>Financial liabilities</b>			
Accounts payable	1	\$ 47,179	\$ 47,179
Promissory note	1	734,100	734,100
		\$ 781,279	\$ 781,279

#### Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada, United States of America, Peru and Australia and a portion of its expenses are incurred in Australian dollars ("AUD") and United States dollars ("USD"). A significant change in the currency exchange rates between the Canadian dollar and the AUD or USD could have an effect on the Company's results of operations, financial position or cash flows.

The Company has not hedged its exposure to currency fluctuations. At October 31, 2022, the Company was exposed to currency risk through the following assets and liabilities denominated in AUD and USD.

	October 31, 2022	July 31, 2022
Cash	\$ 100,341	\$ 40,712
Accounts payable and accrued liabilities	\$ (12,359)	\$ (16,715)

Based on the above net exposures at October 31, 2022, and assuming that all other variables remain constant a 10% appreciation or depreciation of the Canadian dollar against the AUD or USD would result in an increase/decrease of \$2,500 and \$6,300, respectively in the Company's loss from operations.

## **NUBIAN RESOURCES LTD.**

### **Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended October 31, 2022**

CONTAINING INFORMATION UP TO AND INCLUDING DECEMBER 20, 2022

#### **Controls and Procedures**

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not 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 NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer 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
- (b) 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 issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.