



**RED PINE EXPLORATION INC.**

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**Management's Discussion and Analysis**

For the Year Ended July 31, 2024  
(Expressed in Canadian Dollars)

(dated: October 9, 2024)

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**Red Pine Exploration Inc.  
Management's Discussion and Analysis  
For the Year Ended July 31, 2024**

**INTRODUCTION**

The following management discussion and analysis (“**MD&A**”) is intended to help the reader understand Red Pine Exploration Inc.’s (the “**Company**”, “**Red Pine**”, “**we**” or “**our**”), operations, financial performance and present and future business environment. This MD&A should be read in conjunction with the Company’s Consolidated Financial Statements and notes thereto as at and for the year ended July 31, 2024 (the “**Financial Statements**”).

**BASIS OF PRESENTATION**

This MD&A and the Financial Statements have been prepared in Canadian dollars (“**CAD**” or “**\$**”), unless otherwise indicated, and in accordance with International Financial Reporting Standards (“**IFRS**”). For the purposes of preparing our MD&A, we consider the materiality of information. We evaluate materiality with reference to all relevant circumstances, including potential market sensitivity. Information is considered material if: (i) it would significantly alter the total mix of information available to investors; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of our shares.

This MD&A and the accompanying Financial Statements were approved by the Company’s Board of Directors (the “**Board**”) on October 9, 2024.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

Certain statements contained in this document constitute “forward-looking information”. When used in this document, the words “may”, “would”, “could”, “will”, “intend”, “plan”, “propose”, “anticipate”, “believe”, used by any of the Company’s management, are intended to identify forward-looking information. Such statements reflect the Company’s forecasts, estimates and expectations, as they relate to the Company’s current views based on their experience and expertise with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments unless required by law.

**CORPORATE PROFILE**

**UPDATED NATIONAL INSTRUMENT 43-101 TECHNICAL REPORT FOR THE WAWA GOLD PROJECT**

The Company announced an updated Mineral Resource Estimate (the “**2024 MRE**”) for the Wawa Gold Project on August 28, 2024. On September 30, 2024, the Company filed a National Instrument 43-101 Technical Report dated September 30, 2024 (with a resource effective date of August 28, 2024) entitled “National Instrument 43-101 Technical Report for the Wawa Gold Project”<sup>1</sup> (the “**2024 Technical Report**”) which supersedes the previously published National Instrument 43-101 Technical Report dated June 21, 2023 (with a resource effective date of May 31, 2019) entitled “National Instrument 43-101 Technical Report for the Wawa Gold Project”<sup>2</sup> (the “**2019 MRE**”). Readers are encouraged to review the 2024 MRE. The following summary is qualified in its entirety by the full text of the 2024 MRE, a copy of which can be found under the Company’s profile on [www.SEDARPLUS.ca](http://www.SEDARPLUS.ca)

The 2024 MRE has added significantly to the previously published 2019 MRE. The 2024 MRE discloses that the Wawa Gold Project contains an Indicated Mineral Resource of 14.7 million (“**M**”) tonnes grading 1.8 grams per tonne gold (“**g/t Au**”) containing 842,000 ounces of gold and an Inferred Mineral Resource of 16.2 M tonnes grading 1.6 g/t Au containing 843,000 ounces of gold, inclusive of both open pit and underground:

<b>Zone</b>	<b>Category</b>	<b>Resource</b>	<b>Tonnes</b>	<b>Grade (g/t Au)</b>	<b>Ounces Gold</b>
Jubilee	Indicated	Open Pit	14,354,000	1.72	794,000
Jubilee	Inferred	Open Pit	14,718,000	1.40	665,000
Jubilee/Minto	Indicated	Underground	299,000	4.99	48,000
Jubilee/Minto	Inferred	Underground	1,465,000	3.80	179,000
Total	Indicated	Open Pit/Underground	14,653,000	1.79	842,000
Total	Inferred	Open Pit/Underground	16,183,000	1.62	843,000

The open pit Mineral Resource is constrained within a pit shell above a 0.40 g/t Au cut-off and the underground Mineral Resource is constrained above a 2.0 g/t Au cut-off for Jubilee and 2.4 g/t Au cut-off for Minto.

The deposit is highlighted by continuous gold mineralization starting from surface and extending up to 1,200 metres (“**m**”) down dip thus providing optionality for potential future open pit and underground development scenarios:

High-grade mineralization will be the focus of the near-term exploration program, specifically the down dip and down plunge extensions of the Jubilee and Minto deposits as part of an underground mining scenario.

The 2024 MRE shows clear potential for expansion of lower grade mineralization located in the hanging wall of the Jubilee Shear and in the northern extension of the Jubilee Shear that would occur within an open pit scenario.

<sup>1</sup> National Instrument 43-101 Technical Report for the Wawa Gold Project, Brian Thomas P.Geol. and James MacDonald P.Geol. of WSP Canada Inc., and Steve Haggarty, P. Eng., Haggarty Technical Services Corp., report effective September 30, 2024

<sup>2</sup> National Instrument 43-101 Technical Report for the Wawa Gold Project, Brian Thomas P.Geol. and James MacDonald P.Geol. of WSP Canada Inc., and Steve Haggarty, P. Eng., Haggarty Technical Services Corp., report effective August 18, 2021

The 2024 MRE comprises a small portion of the Company's land holdings and there remain numerous historic zones and high priority targets elsewhere on the Wawa Gold Project property.

### **PREVIOUSLY DISCLOSED ASSAY MANIPULATIONS**

Following the discovery of a gold assay ("**assay**") reporting inconsistency between a certified assay result received from Activation Laboratories Ltd. ("**Actlabs**") and the corresponding assay result in the Company's drill hole database (the "**database**") in late April 2024, staff immediately commenced a review of other assay results to determine if this was an isolated incident. The review pointed to multiple instances of inconsistencies between the certified assay results received from Actlabs and the corresponding assay results in the Company's database. The matter was immediately brought to the attention of the Board which determined that a detailed investigation would be required.

On May 1, 2024, out of an abundance of caution, the Company issued a press release in which it advised the public not to rely on any assay results that had been previously disclosed until it could determine whether, and to what extent, the Company's public disclosure had been compromised.

The Company commenced an investigation which was delineated over two distinct periods:

- the assay results received over the period 2014-2019 (the "**2014-2019 Period**") which resulted in the mineral resource estimates set out in the 2023 Technical Report<sup>1</sup>; and
- the assay results received over the period from 2019 to the present (the "**2019-2024 Period**"), which were not included in the 2023 Technical Report but some of which were disclosed to the market by way of press releases as well as certain other disclosure documents such as management's discussion and analysis accompanying the Company's interim and annual financial statements.

The investigation ultimately found that the inconsistencies had resulted from the unauthorized manipulation of certain assay results (the "**Manipulated Assays**") received from Actlabs by the Company's former Chief Executive Officer (the "**Former CEO**"). The impact of the Manipulated Assays on the 2014-2019 Period was disclosed by the Company in a press release on May 10, 2024, and the impact on the 2019-2024 Period was disclosed by the Company in a press release on May 15, 2024.

The Company reported the matter to the Ontario Securities Commission ("**OSC**") on May 11, 2024 and will continue to work cooperatively with the OSC on any investigation into the matter.

The Company engaged WSP Global Inc. ("**WSP**") to independently verify all assay certificates from 2014 to the present for comparison to the Company's updated database to ensure the accuracy of the database. Each of the Company and WSP requested and received new copies of the assay certificates that the assay labs had sent to the Company during the periods in question and re-compiled the original database independently using these unmanipulated assay certificates. In addition, the Company audited the historical database which includes drilling completed prior to the Company acquiring the property in 2014 and found no instances of manipulations in the historical databases. The Company announced the completion of this process in its press release of June 24, 2024. Subsequently, the Company expanded the independent verification sampling and assaying of drill core performed by WSP, re-confirming the presence of significant gold mineralization on the Wawa Gold Project, as stated in Red Pine's press release of July 24, 2024. Further information can be found in the Company's management discussion & analysis for the interim period ended April 30, 2024 and filed under the Company's profile on [www.SEDARPLUS.ca](http://www.SEDARPLUS.ca).

<sup>1</sup> National Instrument 43-101 Technical Report for the Wawa Gold Project, Brian Thomas P.Ge. and James MacDonald P.Ge. of WSP Canada Inc., and Steve Haggarty, P. Eng., Haggarty Technical Services Corp., report effective August 18, 2021

On July 29, 2024, the Company commenced a claim against the Former CEO in the Ontario Superior Court of Justice seeking an aggregate amount of approximately \$9.4 million for, among other things, reimbursement of amounts paid to the Former CEO in connection with his termination of employment from the Company and general damages for breach of fiduciary, contractual and statutory duties owed to the Company. A Statement of Defence and Counterclaim was received by the Company on September 24, 2024. The Counterclaim seeks an aggregate amount of approximately \$6.4 million for, among other things, loss of future income. The Company does not believe the Statement of Defence and Counterclaim has merit and intends to vigorously pursue its claim against the Former CEO and to also vigorously defend the Counterclaim.

## **HIGHLIGHTS**

### **Current Period Exploration Program**

In the year ended July 31, 2024, the Company continued to drill on the Wawa Gold Project in preparation of an updated MRE and completed:

- the drilling of 27,923 m in 76 drill holes to test the extension of gold mineralization in the geological structures above the Jubilee Shear, in gaps in the Jubilee Shear and in shear zones below the Jubilee Shear;
- the sampling and assaying of 22,788 drill core samples from the logging of 31,637.89 m of drill core from 93 drill holes;
- data interpretation and modelling to support the updated MRE; and
- rebuilding and independent verification of the gold assay database for drill core samples in preparation of the updated MRE.

**Drilling results of significance disclosed in the three months ended July 31, 2024 include:**

#### **Contained within the Jubilee Shear System (July 18, 2024)**

- 2.39 g/t Au over 39.07 m, including 7.99 g/t Au over 6.99 m in SD-24-497

#### **Contained within the Jubilee Shear System (June 27, 2024)**

- 3.10 g/t Au over 16.61 m, including 40.20 g/t Au over 1.00 m in SD-24-520
- 65.60 g/t Au over 1.12 m and 4.00 g/t Au over 2.20 m, including 7.47 g/t Au over 1.10 m in SD-24-521
- 2.43 g/t Au over 18.19 m, including 6.15 g/t Au over 1.26 m and 9.70 g/t Au over 2.75 m in SD-24-506
- 2.02 g/t Au over 8.39 m, including 4.66 g/t Au over 2.40 m in SD-24-508

#### **Contained within the Jubilee Shear System (May 29, 2024)**

- 5.58 g/t Au over 18.44 m, including 6.18 g/t Au over 1.11 m, and 72.20 g/t Au over 0.88 m in SD-24-515
- 2.21 g/t Au over 13.27 m, including 7.59 g/t Au over 0.88 m in SD-24-499A
- 1.48 g/t Au over 11.89 m, including 5.69 g/t Au over 1.00 m in SD-24-511
- 1.40 g/t Au over 14.00 m, including 8.77 g/t Au over 1.00 m in SD-24-505

### **Contained within the Hanging Wall of the Jubilee Shear**

- 0.65 g/t Au over 5.42 m, 0.71 g/t Au over 4.11 m and 0.75 g/t Au over 2.55 m in shear zones and vein network in SD-24-521 (June 27, 2024)
- 0.73 g/t Au over 9.57 m, including 2.41 g/t Au over 1.09 m within the Minto B Shear in SD-24-496 (May 29, 2024)
- 1.25 g/t Au over 7.86 m within a new vein network in SD-24-509A (May 29, 2024)

### **Change in Senior Management**

On February 21, 2024, the Company announced that Quentin Yarie had stepped down as President & Chief Executive Officer of the Company. Paul Martin, the Chair of the Board assumed the role of Interim CEO until the search for Mr. Yarie's permanent replacement was concluded.

On April 19, 2024, the Company announced that Michael Michaud would be joining Red Pine as its President & Chief Executive Officer and as a member of the Board. Mr. Michaud is a Professional Geologist with over 30 years of experience in domestic and international gold exploration and mining that includes a broad range of deposit types within North and South America, Africa, Asia and Europe. Mr. Michaud was responsible for developing and implementing regional and mine-site exploration strategies to discover new deposits and to expand mineral resources and reserves around existing mines. Mr. Michaud was appointed to the Board on April 19, 2024 and assumed his role as President & Chief Executive Officer on July 15, 2024.

### **Board Additions**

On April 19, 2024, Mr. Michaud was appointed to the Board and on April 29, 2024, Ms. Alice Murphy was appointed to the Board and was also appointed Chair of the Audit Committee. Ms. Murphy is an experienced finance, governance, government relations and mining professional. She is currently a director and Chair of the Audit Committee of Moon River Moly Ltd. which is a Canadian-based resource company focused on the acquisition and development of mineral projects.

## **OUTLOOK**

### **The Company's primary business objectives in FY2024-2025 include:**

- Updating the mineral resource estimate and completing the Updated Technical Report, which was completed subsequent to the year ended July 31, 2024. Refer to the Company's website and [SEDAR+](#) under the Company's profile.
- Increasing the size of the Surluga/Minto resources.
- Obtaining additional financing. This was completed subsequent to the year ended July 31, 2024 (refer to note 15 of the Company's Financial Statements).

As at July 31, 2024, the Company had cash resources of \$1,434,594. Subsequent to the quarter ended April 30, 2024, and after discovery of the Manipulated Assays, the Company proceeded to reduce costs by, among other things, cancelling all drilling activities in mid-May. The Company had intended to finance in

May or June 2024 but was precluded from immediately doing so following the discovery, and prior to the resolution of, the Manipulated Assays.

The Company demonstrated strong capital markets support during the year ended July 31, 2024 with the success of the \$5.24 million of gross proceeds raised from share issuances and the \$6.75 million Net Smelter Return Royalty sale. The Company obtained additional funding on October 1, 2024, as noted above.

The Company may seek additional funding before July 31, 2025 to extend and/or expand the drilling campaign and analysis. Funding requirements also include payments under its First Nations Agreements. The success of any financing will be dependent on factors such as the drilling results from the continuing drill program and the prevailing market conditions for junior exploration companies. If the Company is unsuccessful in obtaining financing, or obtaining financing on acceptable terms, the Company would be required to cease drilling on the Wawa Project. There can be no assurances that the Company will be able to find additional financing on terms acceptable to the Company, or at all.

### **Qualified Person**

Jean-Francois Montreuil, P.Ge., the Company's Vice-President of Exploration, is the Qualified Person, as defined by NI 43-101, who has reviewed and approved the technical information disclosed in this MD&A.

### **COMPANY OVERVIEW**

Red Pine was founded in 1936 under the laws of Ontario, Canada for the acquisition, exploration, and development of mining properties. The Company's head office and primary location of its registered records is 145 Wellington Street West, Suite 1001, Toronto, Ontario, M5J 1H8.

The Company's common shares (the "**Common Shares**") are listed for trading on the TSX Venture Exchange ("**TSXV**") under the symbol "RPX" and on the OTCQB Marketplace under the symbol "RDEXF".

Red Pine is a Canadian junior precious metal exploration company engaged in the acquisition, exploration, and development of mineral properties with a particular focus on gold exploration projects located in northern Ontario. The Company's flagship asset is the Wawa Gold Project. (See "**Wawa Gold Project**" below)

The Company's mineral properties are currently in the exploration stage, and it does not operate any mines. The Company does not generate operating revenues, nor does it plan to pay dividends in the foreseeable future. Its continued operations are dependent upon the ability of the Company to obtain financing for the continued exploration of its mineral properties. The Company has not determined, through a feasibility study, whether the Wawa Gold Project, or any other mineral property, contains mineralization that is economically recoverable.



## Overview of Projects

### Wawa Gold Project

The Wawa Gold Project covers over 7,041 hectares (“ha”), including 302 claims covering 4,808 ha; 17 leases covering 790 ha; and 105 patents covering 1,443 ha. The Wawa Gold Project hosts several former smaller scale mining operations with a combined historic production of 419,560 tonnes with a recovered 120,093 oz of gold at an average head grade of 9.04g/t<sup>1</sup> Au, is located approximately 2 kilometres (“km”) east of the Town of Wawa in northern Ontario.

On March 30, 2021, Red Pine completed a consolidation of the Wawa Gold Project through the payment of \$11.3 million in cash, the granting of a 2% net smelter return royalty (“NSR”) valued at \$160,000 and the set-off of a \$1.1 million payable to Red Pine by the vendors. 1.5% of the 2% NSR is subject to a buyback for a total cost of \$1.75 million. On August 29, 2023, the Company entered into a royalty agreement with Franco-Nevada Corporation for the sale of a 1.5% NSR for C\$6,750,000, less transaction costs (refer to note 9 of the Financial Statements).

### Other Properties

The Company holds claims in various other properties which have not been the focus of the Company’s exploration programs in recent years. The other properties, each owned 100% by the Company, are summarized as follows:

	<b>Number of Claims &amp; Leases</b>	<b>Hectares</b>	<b>Northern Ontario Location</b>
Cayenne Property	5	133	Genoa Township, approximately 110 km southwest of Timmins, ON
Fern Elizabeth Property	55	1,085	10 km northwest of Atikokan, ON
Rand Garrison Property	22	277	50 km north of Kirkland Lake, ON
Totals	82	1,495	

The Company also holds NSR royalties on the following properties:

- a 1.5% NSR on approximately 75 square km of claims 20 km east of the Newmont Borden Gold mine near Chapleau, Ontario;
- a 1.5% NSR on approximately 70 square km of patents 100 km southwest of Timmins and 36 km south of Foleyet, Ontario.

## SELECTED FINANCIAL INFORMATION AND RESULTS OF OPERATIONS

The Company, in accordance with TSXV policy 2.4, is a Tier 2 mining issuer. Accordingly, the Company has not recorded any revenues and depends upon share issuances to fund its exploration and evaluation expenditures and administrative expenses.

During the year ended July 31, 2024, the Company continued the process to advance its exploration and evaluation of its Wawa Gold Project. A summary of significant activities since July 31, 2023, is included above in the ‘Highlights’ section.

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<sup>1</sup> This information is historical in nature and has not been verified by the Company

The following table provides select financial information that should be read in conjunction with the Financial Statements for the years ended July 31, 2024 and 2023:

	<b>Selected items for the three-month period ended:</b>			
	<b>July 31, 2024</b>	<b>April 30, 2024</b>	<b>January 31, 2024</b>	<b>October 31, 2023</b>
<b>Results of Operations:</b>				
Exploration expenditures	\$ 1,698,179	\$ 4,132,193	\$ 2,784,064	\$ 2,920,357
Gain on (Sale) of Net Smelter Return royalty	-	-	-	(6,330,964)
Income (Loss) and comprehensive income (loss)	(2,192,454)	(4,737,123)	(2,863,685)	3,288,330
Basic and diluted income (loss) per Share	(0.01)	(0.02)	(0.02)	0.02
<b>Financial Position:</b>				
Cash and cash equivalents <sup>(2)</sup>	1,434,594	3,531,555	7,745,642	6,195,238
Working capital (deficit) <sup>(1)</sup>	204,957	2,324,845	6,968,091	5,980,395
Total assets	2,129,143	4,537,373	8,794,780	7,232,722
Total non-current liabilities	49,626	78,695	107,243	-
Shareholders' equity (deficit)	\$ 692,328	\$ 2,827,922	\$ 7,487,812	\$ 6,398,028

	Selected items for the three-month period ended:			
	July 31, 2023	April 30, 2023	January 31, 2023	October 31, 2022
<b>Results of Operations:</b>				
Exploration expenditures	\$ 2,786,388	\$ 1,666,924	\$ 2,122,087	\$ 2,371,543
Exploration property (sale) and Acquisition	-	-	-	-
Loss and comprehensive loss	(3,017,062)	(2,262,332)	(2,607,075)	(2,887,383)
Basic and diluted loss per share	(0.02)	(0.02)	(0.02)	(0.02)
<b>Financial Position – Select Items:</b>				
Cash and cash equivalents <sup>(2)</sup>	3,382,626	319,099	1,879,127	4,591,509
Working capital (deficit) <sup>(1)</sup>	2,650,046	(833,040)	1,237,515	3,638,311
Total assets	4,173,794	1,182,658	2,822,399	5,777,969
Total non-current liabilities	-	-	-	-
Shareholders' equity	\$ 3,102,867	\$ (291,391)	\$ 1,859,976	\$ 4,306,136

(1) Refer to note 5 of the Financial Statements for a definition of Working Capital.

(2) Includes cash committed under flow-through financing commitments which have prescribed periods within which to spend these funds.

The Company's exploration expenditures in the year ended July 31, 2024 were \$11,534,793 compared to the year ended July 31, 2023 of \$8,946,942. Refer to the discussion of exploration expenditures further in this MD&A for more information.

On September 29, 2022 the Company closed a "bought deal" financing, including partial exercise of the over-allotment option, comprised of (i) 7,693,000 Common Shares (the "**Offered Shares**") at a price of C\$0.26 per Offered Share (the "**Offered Share Price**"), and (ii) 11,726,599 flow-through Common Shares (the "**FT Shares**" and, together with the Offered Shares, the "**Offered Securities**") at a price of C\$0.30 per FT Share, for aggregate gross proceeds to the Company of C\$5,518,160 (the "**Offering**").

On May 8, 2023 the Company closed a private placement financing, including the full exercise of the Agents' option, comprised of (i) 5,675,000 units of the Company ("**Units**") at a price of C\$0.20 per Unit (the "**Issue Price**"), (ii) 11,538,230 tranche 1 flow-through units of the Company (the "**Tranche 1 FT Units**") at a price of C\$0.235 per Tranche 1 FT Unit, and (iii) 13,679,000 tranche 2 flow-through units of the Company (the "**Tranche 2 FT Units**") at a price of C\$0.285 per Tranche 2 FT Unit for aggregate gross proceeds to the Company of C\$7,744,999.00. Each Unit, Tranche 1 FT Unit and Tranche 2 FT Unit comprises one Common Share of the Company and one half of one Common Share purchase warrant of the Company.

On August 29, 2023, the Company entered into a net smelter return royalty agreement (the “**Royalty Agreement**”) with Franco-Nevada Corporation (“**Franco-Nevada**”) for the sale of a 1.5% net smelter return royalty (the “**Royalty**”) on its Wawa Gold Project located in Ontario for immediate cash proceeds to the Company of C\$6,750,000, less transaction costs of \$419,036.

On December 7, 2023, the Company closed a “bought deal” private placement for gross proceeds of \$5,235,693 including partial exercise of Underwriters’ option. The Offering consisted of i) 18,182,000 tranche 1 flow-through shares (the “**Tranche 1 FT Shares**”) of the Company at a price of C\$0.22 per Tranche 1 FT Share (the “**Tranche 1 FT Issue Price**”), and (ii) 3,704,000 tranche 2 flow-through shares (the “**Tranche 2 FT Shares**” and together with the Tranche 1 FT Shares, the “**Offered FT Shares**”) of the Company at a price of C\$0.27 per Tranche 2 FT Share (the “**Tranche 2 FT Issue Price**”). The Underwriters were granted an option (“**Underwriters’ Option**”) to purchase up to an additional 15% of the Offering in any combination of (i) Tranche 1 FT Shares at the Tranche 1 FT Issue Price, and (ii) Tranche 2 FT Shares at the Tranche 2 FT Issue Price. The Underwriters exercised their option and purchased an additional 1,070,785 Tranche 1 FT Shares at the Tranche 1 FT Issue Price. Each Unit, Tranche 1 FT Share and Tranche 2 FT Share comprises one common share of the Company.

The following table summarizes the cumulative exploration and evaluation expenditures the Company has incurred on its mineral properties. Wawa expenditures include all amounts incurred prior to any prorated recovery from the previous joint-venture partner.

	<b>Wawa Gold Project</b>	<b>Other Properties</b>	<b>Total Properties</b>
<b>Balance, July 31, 2022</b>	\$ 70,274,667	\$ 13,569,860	\$ 83,844,527
Exploration expenditures	8,946,942	-	8,946,942
<b>Balance, July 31, 2023</b>	<b>\$ 79,221,609</b>	<b>\$ 13,569,860</b>	<b>\$ 92,791,469</b>
Exploration expenditures	11,534,793	-	11,534,793
<b>Balance, July 31, 2024</b>	<b>\$ 90,756,402</b>	<b>\$ 13,569,860</b>	<b>\$ 104,326,262</b>

The following table summarizes the Wawa Gold Project exploration expenditures:

<b>Exploration expenditures</b>	<b>Year ended July 31</b>	
	<b>2024</b>	<b>2023</b>
Camp costs	\$ 1,028,596	\$ 929,093
Compensation	2,760,866	2,499,647
Drilling, assays and analysis	5,795,539	4,904,966
First Nations Community Consultations	987,862	-
Geophysical survey	215,311	-
Equipment costs	319,084	384,394
Resource estimate costs	130,831	-
Land management	296,704	228,842
<b>Exploration Expenditures</b>	<b>\$ 11,534,793</b>	<b>\$ 8,946,942</b>

The average cost of the drilling, assays and analysis was \$207.55 per metre drilled in the twelve months ended July 31, 2024 (\$5,795,539/27,923 m) (twelve months ended July 31, 2023 - \$224.27 per metre drilled (\$4,904,966/ 21,871 m)), excluding the cost of the Company's staff, camp and other expenses. The decrease in the average per metre drilling cost was due to greater efficiencies resulting from the addition of a second drill in the fourth quarter of the preceding fiscal year reducing mobilization charges on a per metre basis, which carried forward into the first nine months of the current year, prior to the cessation of drilling during the fourth quarter, as a result of cost saving measures instituted after the discovery of the assay manipulations. Overall, the increase in Drilling, assays and analysis in the twelve months ended July 31, 2024, is primarily due to 28% more metres drilled as well as higher associated assay costs due to more samples, in comparison to the twelve months ended July 31, 2023.

First Nations Community Consultations costs are incurred as a result of agreements signed in prior years with First Nations on whose traditional lands the Company conducts exploration activities. These costs require reconciliation with government approved expenditures before they can be finalized and invoiced from the respective Communities. The amount has been accrued in the twelve months ended July 31, 2024 and is recorded as a current liability as at July 31, 2024.

Camp and other costs were higher in the twelve months ended July 31, 2024, compared to the prior year period due to higher food expenditures in the first nine months of the year, reflecting general food cost increases, partially offset by lower camp costs stemming from the cancellation of drilling operations in May 2024.

Compensation costs in the twelve months ended July 31, 2024 were higher than the twelve months ended July 31, 2023 reflecting higher annual bonus payments and salaries as well as a small increase in the number of personnel earlier in the fiscal year. The higher number of site employees became necessary as a result of the increase in exploration activity, primarily attributable to work associated with the addition of the second drill, such as core handling.

Costs associated with a Geophysical gravity survey were incurred in the twelve months ended July 31, 2024, in order to assist with the exploration program for intrusion related mineralization. Included in the \$215,311 amount were \$72,385 of costs pertaining to a line-cutting survey.

Consistent with the nine months ended April 30, 2024, Equipment costs on site were lower in the twelve months ended July 31, 2024 due to the ability to utilize the access roads, built in the three months ended October 31, 2022. This decrease was partially offset in the twelve months ended April 30, 2024 as a result of higher usage charges for some equipment reflecting more activity as well as higher maintenance costs.

Resource estimate costs of \$130,831 were incurred during the last three months of the year ended July 31, 2024 in preparation of the Company's release of its first mineral resource update since 2019, and associated NI 43-101 report. These costs will continue into the subsequent fiscal quarter.

Land management costs increased due to timing of certain municipal tax bills. The Company did not receive some of its tax bills in respect of the 2023 calendar year until January 2024, resulting in a catch-up of costs during the current year. As these municipal tax bills are now being received on a timelier basis, the variance in expenses is anticipated to narrow going forward. This increase in tax costs was partially offset by lower consulting fees as a result of a portion of the associated activities being managed by Company employees rather than external service providers.

Operating Expense Discussion (excluding exploration)

	Year ended July 31	
	2024	2023
<b>Expenses</b>		
Exploration expenditures	\$ 11,534,793	\$ 8,946,942
Gain on sale of Net Smelter Return Royalty	(6,330,964)	-
Amortization	199,025	327,310
Foreign exchange loss (gain)	(1,477)	(50)
General and administrative	684,201	744,881
Interest expense (income)	(256,139)	(59,059)
Lease accretion	9,363	4,540
Payroll and professional fees	1,707,768	996,406
Share-based compensation	148,121	588,594
<b>Total Expenses</b>	<b>\$ 7,694,691</b>	<b>\$ 11,549,564</b>

Depreciation and amortization expenses decreased in the year ended July 31, 2024 as the majority of assets are now fully amortized. This was partially offset by \$58,026 of mobile and exploration equipment additions in the first and second quarters of the current fiscal year.

The Gain on sale of the Net Smelter Return Royalty reflected the sale of a royalty on the Company's flagship Wawa Gold Project. Refer to note 9 of the Financial Statements for more detail.

Interest income increased significantly over the comparative period due to higher average cash balances and higher bank-offered interest rates, in the twelve months ended July 31, 2024 in comparison to the twelve months ended July 31, 2023.

Payroll and professional fees increased by \$711,362 primarily due to severance costs paid to the former CEO, higher professional fees to contend with the Assay Manipulations, bonuses approved and paid during the year ended July 31, 2024 and general salary increases.

Share based compensation expense amounted to \$148,121 in the twelve months ended July 31, 2024 (twelve months ended July 31, 2023 - \$588,594). The decrease was due to a combination of options granted in prior periods becoming fully vested, forfeitures during the year and a lower Black Scholes value attributed to the most recent stock option grants on May 12, 2023; March 20, 2024 and April 29, 2024, respectively.

General and administrative expenses comprise of the following:

	Year ended July 31	
	2024	2023
<b>General &amp; Administrative Expenses</b>		
Insurance	\$ 113,378	\$ 104,834
Investor relations	388,256	530,990
Office and IT	106,844	10,070
Regulatory fees	70,960	92,284
Travel	4,763	6,703
<b>Total General &amp; Administrative</b>	<b>\$ 684,201</b>	<b>\$ 744,881</b>

Insurance costs in the year ended July 31, 2024 were marginally higher in comparison to the prior period as a result of premium increases reflecting broader economic conditions.

Investor relations expenses decreased by \$142,734 in the twelve months ended July 31, 2024, compared to the year ended July 31, 2023, reflecting a reduction in activities during the current year. The Company entered into several third-party agreements for marketing and communications activities and participated in additional conferences, which increased spending in the three months ended October 31, 2022 and was offset by lower spending in the balance of the year ended July 31, 2023.

Office and IT expenses were higher for the year ended July 31, 2024, due to reimbursements of costs paid in the current year to the former CEO as well as a one-time credit in the comparative year which did not re-occur.

Regulatory and Corporate travel fees, respectively, were on par with the comparative period.

## **LIQUIDITY AND CAPITAL RESOURCES MANAGEMENT**

The Company manages capital through its financial and operational forecasting processes. The Company's capital management objectives, policies and processes remained unchanged from the year ended July 31, 2023.

As at July 31, 2024, the Company had cash and cash equivalents of \$1,434,594 (July 31, 2023: \$3,382,626). The Company has completed its flow-through spending commitments under the terms of its flow-through equity financings as at July 31, 2024. For the year ended July 31, 2024 the Company used net cash in operating activities of \$12,872,765 (year ended July 31, 2023: \$10,993,897). During the year ended July 31, 2024, the Company incurred \$11,534,793 in exploration expenditures, inclusive of \$987,862 of accrued payments to First Nations Communities. Comparatively, in the year ended July 31, 2023, the Company incurred \$8,946,942 in exploration expenditures.

On October 1, 2024, the Company completed an agreement in connection with a "bought deal" private placement, for gross proceeds of approximately \$11,000,358 (the "**Offering**"), including the exercise, in full, of an Underwriters' Option. The Offering consisted of i) 33,336,000 common shares (the "**Non-FT Shares**") of the Company at a price of C\$0.09 per Non-FT Share (the "**Non-FT Issue Price**"), ii) 28,572,000 tranche 1 flow-through shares (the "**Tranche 1 FT Shares**") of the Company at a price of C\$0.105 per Tranche 1 FT Share (the "**Tranche 1 FT Issue Price**"), and 39,683,000 tranche 2 flow-through shares (the "**Tranche 2 FT Shares**" at a price of C\$0.126 per Tranche 2 FT Share (the "**Tranche 2 FT Issue Price**") and

together with the Non-FT Shares and Tranche 1 FT Shares, the “**Offered Shares**”) of the Company.

On December 7, 2023, the Company closed a bought deal private placement for gross proceeds of \$5,235,000 including partial exercise of Underwriters’ option. The Offering consisted of i) 18,182,000 tranche 1 flow-through shares (the “**Tranche 1 FT Shares**”) of the Company at a price of C\$0.22 per Tranche 1 FT Share (the “**Tranche 1 FT Issue Price**”), and (ii) 3,704,000 tranche 2 flow-through shares (the “**Tranche 2 FT Shares**” and together with the Tranche 1 FT Shares, the “**Offered FT Shares**”) of the Company at a price of C\$0.27 per Tranche 2 FT Share (the “**Tranche 2 FT Issue Price**”). The Underwriters were granted an option (Underwriters’ Option) to purchase up to an additional 15% of the Offering in any combination of (i) Tranche 1 FT Shares at the Tranche 1 FT Issue Price, and (ii) Tranche 2 FT Shares at the Tranche 2 FT Issue Price. The Underwriters exercised their option and purchased an additional 1,070,785 Tranche 1 FT Shares at the Tranche 1 FT Issue Price. Each Unit, Tranche 1 FT Share and Tranche 2 FT Share comprises one common share of the Company.

On August 29, 2023, the Company entered into a net smelter return royalty agreement (the “**Royalty Agreement**”) with Franco-Nevada Corporation (“**Franco-Nevada**”) for the sale of a 1.5% net smelter return royalty (the “**Royalty**”) on its Wawa Gold Project located in Ontario for immediate cash proceeds to the Company of \$6,750,000, less transaction costs of \$419,036.

On May 8, 2023 the Company closed a private placement financing, including the full exercise of the Agents’ option, comprised of (i) 5,675,000 units of the Company (“**Units**”) at a price of C\$0.20 per Unit (the “**Issue Price**”), (ii) 11,538,230 tranche 1 flow-through units of the Company (the “**Tranche 1 FT Units**”) at a price of C\$0.235 per Tranche 1 FT Unit, and (iii) 13,679,000 tranche 2 flow-through units of the Company (the “**Tranche 2 FT Units**”) at a price of C\$0.285 per Tranche 2 FT Unit for aggregate gross proceeds to the Company of C\$7,745,000. Each Unit, Tranche 1 FT Unit and Tranche 2 FT Unit comprises one common share of the Company and one half of one common share purchase warrant of the Company.

On September 29, 2022 the Company closed a bought deal financing, including partial exercise of the over-allotment option, comprised of (i) 7,693,000 Common Shares (the “**Offered Shares**”) at a price of C\$0.26 per Offered Share (the “**Offered Share Price**”), and (ii) 11,726,599 flow-through Common Shares of the Company (the “**FT Shares**” and together with the Offered Shares, the “**Offered Securities**”) at a price of C\$0.30 per FT Share, for aggregate gross proceeds to the Company of C\$5,518,160. All qualifying Canadian exploration expenditures (“**CEE**”) were renounced in favour of the subscribers of the FT Shares effective December 31, 2022.

### **SHARE CAPITAL AS AT OCTOBER 9, 2023**

The Company’s issued and outstanding shares increased to 190,711,334 shares as at July 31, 2024, as a result of the financing completed on December 7, 2023. The issued and outstanding Common Shares status is summarized below:

	As at	Common Shares
Issued and outstanding as at	July 31, 2023	167,754,549
Issued and outstanding as at	<b>July 31, 2024</b>	<b>190,711,334</b>
Issued and outstanding as at	<b>October 9, 2024</b>	<b>292,302,334</b>



The Company's outstanding warrants decreased from July 31, 2023 as a result of expiries during the year ended July 31, 2024, partially offset by the financing completed on December 7, 2023. The issued and outstanding warrant status is summarized below:

	Warrants Outstanding	Weighted Average Exercise Price
Warrants expiring on November 18, 2023	775,422	0.50
Warrants expiring on September 29, 2024	1,165,175	0.26
Warrants expiring on May 8, 2024	15,446,115	0.25
Warrants expiring on May 8, 2025	1,853,533	0.20
<b>Balance, July 31, 2023</b>	<b>19,240,245</b>	<b>\$0.26</b>
Warrants expired on November 18, 2023	(775,422)	0.50
Warrants issued on December 7, 2023: expiring on December 7, 2025	1,377,407	0.22
Warrants expired on May 8, 2024	(15,446,115)	0.25
<b>Balance at July 31, 2024</b>	<b>4,396,115</b>	<b>\$0.22</b>
Warrants expired on September 29, 2024	(1,165,175)	0.26
Warrants issued on October 1, 2024	6,095,460	0.09
<b>Balance at October 9, 2024</b>	<b>9,326,400</b>	<b>\$0.13</b>

## MARKET TRENDS

The Company's future financial performance is dependent on many external factors including the markets for precious metals. The markets for these commodities are volatile and difficult to predict as they are impacted by many factors including international political, social and economic conditions and the COVID-19 pandemic. These conditions, combined with volatility in the capital markets, could materially affect the future financial performance of the Company.

## OFF-BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS

The Company does not have any off-balance sheet arrangements, including any arrangements that would affect the liquidity, capital resources, market and credit risk support or other benefits.

## RISK FACTORS

The Company's principal activity of mineral exploration and development is considered to be very high risk and the mining industry, in general, is intensely competitive in all its phases. Companies involved in this industry are subject to many and varied types of risks including, but not limited to, lack of capital, availability of manpower and equipment, climate, environmental, commodity prices, and political and economic risks. Additional capital will be required to fund continuing operations and advance the exploration and development activities at the Wawa Gold Project and for other prospective properties.

The Company's risk factors are consistent with those disclosed and referred to in the Company's Annual Information Form for the year ended July 31, 2021 dated June 14, 2022; the Company's Short Form Prospectus dated September 20, 2022; and the MD&A for the year ended July 31, 2023 dated October 5, 2023. Each of these documents are available at [SEDAR+](#) under the Company's profile.

The Company has not entered into any specialized financial arrangements to minimize its investment risk, currency risk or commodity risk.

An investment in the Common Shares is highly speculative and subject to risks and uncertainties. The occurrence of any one or more of these risks or uncertainties could have a material adverse effect on the value of any investment in the Company and its business, prospects, financial position or operating results. Prospective investors should carefully consider the risk factors detailed below when contemplating a purchase of the Common Shares. Although the Company has attempted to ensure the list is as comprehensive as possible, prospective investors should note the list cannot be exhaustive of all possible risk factors associated with an investment in the Common Shares or in connection with its operations. Such risks relate to, among others:

- Litigation and Legal;
- Regulatory;
- The Company's ability to continue as a going concern;
- Additional Capital Requirements;
- Uncertainty Relating to Mineral Resources;
- Exploration Stage Corporation;
- Exploration, Mining Operations and Insurance;
- Commodity Prices;
- Availability and increased cost of parts, equipment and skilled labour;
- Aboriginal Land Claims;
- Government Regulation, Permits and Licenses;
- Environmental Risks and Hazards and Permitting;
- Title to Property;
- Price Volatility;
- Competition;
- Information Technology and Social Media;
- Military Conflict in Ukraine and the Middle East;
- Climate Change;
- Legal and Accounting Requirements and Risk of Non-Compliance;
- Expense of Compliance with Changing Corporate Governance Regulations;
- Reliance on Management and Consultants;
- Dependence on Good Relations with Employees;
- Conflicts of Interest; and
- Accounting Policies and Internal Controls.

Should one or more of the foregoing risks or uncertainties, or a risk or event not contemplated by or known to the Company at this time, materialize, or should the underlying assumptions of the Company's business prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

The risk factors are described as follows:

#### *Litigation and Legal*

Litigation and legal risks are the risk of loss due to legal action taken by a third party to seek financial or other compensation from the Company. In addition to the litigation and legal risks set out in the MD&A for

the year ending July 31, 2023, the Manipulated Assays may expose the Company to additional litigation risk including, for example, litigation commenced by a third party with whom contractual relations were entered into where such contracts referenced the accuracy of the public record. These contractual relations include financings, sales of royalty interests and mineral property sales. Other legal risks include the risk of class-action or other lawsuits from investors who purchased or sold securities during any time the Company's public record may have included material misrepresentations. Securities legislation in Canada includes provisions relating to secondary market liability which provide a mechanism for investors to recover damages from an issuer whose public record includes misrepresentations at the time such investors purchased or sold securities. The Company may be exposed to litigation risk if investors are able to successfully establish that there were misrepresentations in the Company's public record.

On July 29, 2024, the Company commenced a claim against the Former CEO in the Ontario Superior Court of Justice seeking an aggregate amount of approximately \$9.4 million for, among other things, reimbursement of amounts paid to the Former CEO in connection with his termination of employment from the Company and general damages for breach of fiduciary, contractual and statutory duties owed to the Company. A Statement of Defence and Counterclaim was received by the Company on September 24, 2024. The Counterclaim seeks an aggregate amount of approximately \$6.4 million for, among other things, loss of future income. The Company does not believe the Statement of Defence and Counterclaim has merit and intends to vigorously pursue its claim against the Former CEO and to also vigorously defend the Counterclaim. In the event that there is an adverse finding against the Company in respect of the Counterclaim despite the Company's evaluation that the Counterclaim is without merit, the Company may be subject to significant payment obligations which would negatively affect its operations.

### *Regulatory*

As a reporting issuer in certain jurisdictions in Canada, the Company is required to publicly disclose certain information regarding its business and operations. Such disclosure must not contain any misrepresentations, as that term is defined under applicable securities legislation. In the event that a securities regulatory authority determines that the Manipulated Assays constituted a breach of applicable securities legislation and determines to launch an enforcement action, the results of any such action may result in material unfavourable consequences for the Company.

### *The Company's Ability to Continue as a Going Concern*

The independent auditor's report on the Financial Statements and the notes thereto and the auditors' report thereon for the financial year ended July 31, 2024 contains explanatory language that substantial doubt exists about the Company's ability to continue as a going concern. Due to the Company's lack of operating history and present inability to generate revenues, it has sustained operating losses since its inception. If the Company is unable to obtain sufficient financing as required, or achieve profitability, then it would, in all likelihood, experience severe liquidity problems and may have to curtail or terminate its operations. If the Company curtails its operations, it may be placed into bankruptcy or undergo liquidation or sale, the result of which will adversely affect the value of the Common Shares.

### *Additional Capital Requirements*

The Company paused its drilling campaign in mid-May and has implemented other cost reduction measures as it was unable to finance its operations, as planned, in light of the Manipulated Assays. While the Company has the funds required to continue to explore its mineral properties for the short to medium term as a result of the closing of a financing subsequent to the year ended July 31, 2024, the failure to

obtain additional financing will result in a delay or indefinite postponement of further exploration following the depletion of the funds currently on hand or, potentially, a loss of a property interest. Although the Company has been successful in obtaining the necessary financing to date, additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders. Failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations.

#### *Uncertainty Relating to Mineral Resources*

The Company currently has only established mineral resources relating to the Wawa Gold Project. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Inferred mineral resources are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. Due to the uncertainty which may be attached to inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to measured or indicated mineral resources or ultimately mineral reserves as a result of continued exploration.

#### *Exploration Stage Company*

The Company is in the exploration stage and does not operate any producing mines. The Company is engaged in the business of exploring its properties. Although management believes the Wawa Gold Project has sufficient merit to justify focusing the Company's limited resources on it, the Company will in consequence be exposed to some heightened degree of risk due to the lack of property diversification. Due to the challenging nature of mineral exploration, the Company has not generally approached its mineral exploration programs with a fixed budget or fixed expectations. The Company re-visits every activity as appropriate on an ongoing basis and adjusts its exploration programs based on numerous factors including but not limited to the type of rock, geology, geochemistry, drill hole deviation and assay results it encounters during exploration activities and adjusts its models accordingly. Development of the Wawa Gold Project will only follow upon obtaining satisfactory results from the ongoing exploration program and any subsequent work and studies that may be required. There can be no assurance that any of the Company's planned exploration activities on the Wawa Gold Project will ever lead to an economically viable minable resource.

#### *Exploration, Mining Operations and Insurance*

Company's activities on the Wawa Gold Project are exploratory in nature and therefore subject to a significant degree of risk. Exploration and mining operations generally involve a high degree of risk which even a combination of careful evaluation, experience and knowledge may not reduce or eliminate. While the discovery of a mineral body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site.

Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices (which are highly cyclical), and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

The Company's exploration activities are subject to all of the hazards and risks normally encountered in mineral exploration. Such risks include unusual and unexpected geological formations, seismic activity, rock bursts, cave-ins, water inflows, fires and other conditions involved in the drilling and removal of material, environmental hazards, industrial accidents, periodic interruptions due to adverse weather conditions, equipment breakdowns, employee sickness, labour disputes, political unrest and theft. The occurrence of any of the foregoing could result in damage to, or destruction of, mineral properties or interests, equipment and production facilities, personal injury, damage to life or property, environmental damage, delays or interruption of operations, increases in costs, monetary losses, legal liability and adverse government action. At the present time, the Company does not insure against such risks; even if it were to obtain such insurance in the future, the nature of these risks are such that liabilities could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure or against which it may elect not to insure. The potential costs which could be associated with any liabilities not covered by insurance or in excess of insurance coverage or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the future earnings and competitive position of the Company and, potentially, its financial position.

#### *Commodity Prices*

The price of the Company's securities, its financial results, and its access to the capital required to finance its exploration activities may in the future be adversely affected by declines in the price of precious metals. Precious metal prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of precious metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection, the degree to which a dominant producer uses its market strength to bring supply into equilibrium with demand, and international political and economic trends, conditions and events. The prices of precious metals have fluctuated widely in recent years, and future price declines could cause continued exploration of the Wawa Gold Project to be impractical.

#### *Availability and increased cost of parts, equipment and skilled labour*

An increase in demand for resources such as drilling and other exploration equipment, tires and other machine parts and items required to advance drilling and other exploration activities, as well as skilled exploration labour shortages, may cause unanticipated cost increases and delays in the Company's exploration schedule, thereby impacting the Company's operating costs and development schedule.

#### *Aboriginal Land Claims*

The potential exists for disruption of mineral exploration and development activities across broad swaths of the Province of Ontario, due to unresolved historical land claims issues and grievances on the part of First Nations communities, on whose traditional lands many of these activities take place. Red Pine has entered into agreements with certain First Nations which articulate a mutually agreed upon process for consultation for exploration phase activities conducted within the exploration area. Red Pine has entered into separate agreements with the Michipicoten First Nation, Garden River First Nation and the Batchewana First Nation. The stated purpose of these agreements is to articulate a clear and mutually agreed upon consultation process to identify adverse impacts to Aboriginal and treaty rights and engage with respect to accommodation, and to establish a mutually beneficial, positive and productive

relationship. In addition to supporting consultation, Red Pine has agreed to support the promotion of employment opportunities for First Nation members. While these agreements apply to exploration phase activities, the agreements contemplate the negotiation of future agreements pertaining to advanced exploration and, potentially, development. Although these agreements have established the foundation for a positive and mutually beneficial relationship between the Company and the historic First Nation communities, and have aligned the interests of each party toward ensuring the success of exploration activities on the Wawa Gold Project, there can be no assurances that circumstances will not in the future arise that may undermine the current relationships that exist between the Company and the Michipicoten, Garden River First Nation and the Batchewana First Nations. There can be no assurance that any of the mineral properties of the Company will not be affected by land claims, issues or grievances.

#### *Government Regulation, Permits and Licenses*

Exploration and development activities related to mineral exploration and development are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration, development and mining activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards and land reclamation. These laws also place limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Although the Company believes that its exploration operations are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration or ultimately, if merited, production or development, mining and milling, or that more stringent implementation thereof could have a substantial adverse impact on its current or future operations.

In the event the Company develops any of its mineral properties, government approvals, licences and permits will be required in connection with mining operations. To the extent such approvals are required and not obtained, mining operations may be curtailed or prohibited from proceeding with planned operations, which could have an impact on the business and financial condition of the Company. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed.

Amendments to current laws, regulations and permits governing operations and activities of exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company's exploration operations and cause reduction in the level of activities of the Company.

#### *Environmental Risks and Hazards and Permitting*

All phases of the Company's exploration activities are subject to environmental regulation in the jurisdiction in which they operate. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on its properties, including the Wawa Gold Project, which are unknown to the Company at present which have been caused by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners or operators of the properties.

The Company's operations are subject to receiving and maintaining permits from appropriate governmental authorities. Although the Company believes that it currently has all required permits for its operations as currently conducted, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of such permits for the existing operations, additional permits for any possible future changes to operations or additional permits associated with new legislation. Prior to any development on any of its properties, permits from appropriate governmental authorities may be required. There can be no assurance that it will continue to hold all permits necessary to continue its exploration or future operations.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations or in the exploration of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed on them for violations of applicable laws or regulations.

Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, may have a material adverse impact on the owners or operators of mining operations, resulting in increased capital expenditures or production costs, reduced levels of production at producing properties or abandonment or delays in development of properties.

#### *Title to Property*

The Company has carefully examined the historical record of ownership of the registered surface and mineral rights for the Wawa Gold Project and its other properties and has established and confirmed that its ownership thereof is valid and secure and that title is properly registered. However, there can be no assurance or guarantee that the Company's interests in the Wawa Gold Project or its other properties will not be challenged. There can be no assurance that the Company will be able to secure the grant or the renewal of exploration permits or other tenures on terms satisfactory to it, or that governments having jurisdiction over the Wawa Gold Project or the Company's other properties will not revoke or significantly alter such permits or other tenures or that such permits and tenures will not be challenged or impugned. It is always possible, though unlikely, that third parties may have valid claims not appearing in the historical record underlying portions of the Company's interests, and that the permits or tenures may be subject to prior unregistered agreements, transfers or claims, and that title may be affected by undetected defects. If a title defect exists, it is possible that the Company may lose all or part of its interest in the Wawa Gold Project or its other properties to which such defects relate.

#### *Price Volatility*

Securities of small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include both macroeconomic developments in North America and globally as well as market perceptions of the attractiveness of particular industries. In the past several years and more recently with the outbreak of COVID-19 and the military conflict in Ukraine, worldwide securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies may not reflect the underlying asset values or prospects of such companies. It can be anticipated that the Company's securities will continue to be subject to such market trends and volatility, and that the value of its securities will continue to fluctuate accordingly.

### *Competition*

The mineral exploration business is generally competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for needed equipment and qualified employees and contractors with the experience and skill sets required to explore and ultimately develop the Wawa Gold Project, if warranted. There is no assurance that the Company will be able to compete successfully with others in acquiring such equipment or personnel.

### *Information Technology and Social Media*

The Company is reliant on the continuous and uninterrupted operations of its information technology (“IT”) systems. The Company’s operations depend, in part, on how well the Company and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, hacking, computer viruses, vandalism and theft. Any IT failure pertaining to availability, access or system security could result in disruption for personnel and could adversely affect the reputation, operations or financial performance of the Company. The Company’s IT systems could be compromised by unauthorized parties attempting to extract business sensitive, confidential or personal information, corrupting information, disrupting business processes or by inadvertent or intentional actions by the Company’s employees or vendors.

A cyber security incident resulting in a security breach or failure to identify a security threat, could disrupt business and could result in the loss of business sensitive, confidential or personal information or other assets, as well as litigation, regulatory enforcement, violation of privacy and security laws and regulations and remediation costs. Although to date the Company has not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that it will not incur such losses in the future.

Social media and other web-based information sharing applications may result in negative publicity or have the effect of damaging the reputation of the Company, whether or not such publicity is in fact verified, truthful or correct. The Company may not have the ability to control how it is perceived by others. Reputational loss may result in challenges in developing and maintaining community and shareholder relations and decreased investor confidence.

### *Military Conflict in Ukraine and the Middle East*

The military conflict in Ukraine as well as the military conflicts in the Middle East could lead to heightened volatility in the global markets, increased inflation, and turbulence in commodities markets. More recently, in response to Russian military actions in Ukraine, several countries (including Canada, the United States and certain allies) have imposed economic sanctions and export control measures, and may impose additional sanctions or export control measures in the future, which have and could in the future result in, among other things, severe or complete restrictions on exports and other commerce and business dealings involving Russia, certain regions of Ukraine, and/or particular entities and individuals. While the Company does not have any direct exposure or connection to Russia or Ukraine or the Middle East, as the military conflicts are a rapidly developing situation, it is uncertain as to how such events and any related economic sanctions could impact the global economy and commodities markets. Any negative developments in respect thereof could have a material adverse effect on the Company’s business, operations or financial



condition, including if such developments led to instability in the capital markets which the Company relies upon to finance its operations.

#### *Climate Change*

Global climate change could exacerbate certain of the threats facing Red Pine's business, including the frequency and severity of weather-related events, resource shortages, changes in rainfall and storm patterns and intensities, water shortages, rising water levels and changing temperatures which can disrupt the Company's operations, damage its infrastructure or properties, create financial risk to the business of the Company or otherwise have a material adverse effect on the Company's results of operations, financial position or liquidity. These may result in substantial costs to respond during the event, to recover from the event and possibly to modify existing or future infrastructure requirements to prevent recurrence. Climate changes could also disrupt the operations of Red Pine by impacting the availability and cost of materials needed for exploration and development activities and could increase insurance and other operating costs.

Global climate change also results in regulatory risks. There continues to be a lack of consistent climate legislation, which creates economic and regulatory uncertainty. Increased public awareness and concern regarding global climate change may result in more legislative and/or regulatory requirements to reduce or mitigate the effects of greenhouse gas emissions.

#### *Legal and Accounting Requirements and Risk of Non-Compliance*

As a publicly-listed company, the Company is subject to numerous legal and accounting requirements that do not apply to private companies. The cost of compliance with many of these requirements is material, not only in absolute terms but, more importantly, in relation to the overall scope of the operations of a small company. Failure to comply with these requirements can have numerous adverse consequences including, but not limited to, the Company's inability to file required periodic reports on a timely basis, loss of market confidence, delisting of its securities and/or governmental or private actions against the Company. There can be no assurance that the Company will be able to comply with all of these requirements or that the cost of such compliance will not prove to be a substantial competitive disadvantage vis-à-vis privately held and larger public competitors.

#### *Expense of Compliance with Changing Corporate Governance Regulations*

Changing laws, regulations and standards relating to corporate governance and public disclosure have created uncertainty for public companies and significantly increased the costs and risks associated with accessing the Canadian public markets. The management team of the Company needs to devote significant time and financial resources to comply with both existing and evolving standards for public companies, which will lead to increased general and administrative expenses and a diversion of management time and attention from revenue generating activities to compliance activities.

#### *Reliance on Management and Consultants*

The success of the Company is largely dependent upon the performance of its senior management and outside consultants and contractors. The Company has not purchased any "key-person" insurance nor has it entered into any non-competition or non-disclosure agreements with any of its directors, officers or key employees and has no current plans to do so. The Company has hired and makes extensive use of outside consultants and contractors and will continue to rely upon consultants and contractors for much of its geological and technical expertise. The loss of access to existing consultants and contractors, or an inability

to hire suitably qualified consultants, contractors or personnel to address new areas of need, would materially impact the Company's ability to carry out the exploration of the Wawa Gold Project.

#### *Dependence on Good Relations with Employees*

Successful exploration activities depend on the skills and abilities of the Company's employees. There is intense competition for engineers, geologists and persons with relevant expertise. The ability of the Company to retain engineers, geologists and persons with such expertise is very important to its operations. There can be no assurances that the Company will be able to retain such personnel when they are required, which could have a material adverse effect on the Company's operations, results of operations and financial condition.

#### *Conflicts of Interest*

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration, development and mining operations and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each director is required to declare and refrain from voting on any matter in which such director may have a conflict of interest in accordance with the procedures set forth in the *Business Corporations Act* (Ontario) and other applicable laws.

#### *Accounting Policies and Internal Controls*

The Company prepares its financial reports in accordance with IFRS. In preparation of its financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Material accounting policies are described in more detail in the Company's audited financial statements. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported, the Company has implemented and continues to analyze its internal control systems for financial reporting. Although the Company believes its financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, the Company cannot provide absolute assurance in this regard.

#### **MATERIAL ACCOUNTING POLICIES**

The Company's material accounting policies are included in Note 2 of the Company's Consolidated Financial Statements for the years ended July 31, 2024 and July 31, 2023.

#### **INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management is responsible for designing internal controls over financial reporting, or supervising their design, in order to provide reasonable assurance regarding the reliability of financial reporting and preparation of consolidated financial statements for reporting purposes in accordance with IFRS.

There was no change in the Company's internal controls over financial reporting that occurred during the year ended July 31, 2024 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Based on a review of its internal control procedures at the end of the period covered by this MD&A, the conclusion of management is that the internal control over financial reporting is appropriately designed and operating effectively as of July 31, 2024.