



**KING GLOBAL VENTURES INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**QUARTERLY HIGHLIGHTS**

**FOR THE THREE MONTHS ENDED**  
**MARCH 31, 2022**

## **Introduction**

This interim Management Discussion and Analysis (“MD&A”) has been prepared based on information available to King Global Ventures Inc. (“King” or the “Company”) is. for the three months ended March 31, 2022 and has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management's discussion & analysis, being the Management's Discussion & Analysis (“Annual MD&A”) for the fiscal year ended December 31, 2021. This MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since date of the Annual MD&A.

This MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual financial statements for the years ended December 31, 2021, and December 31, 2020, together with the notes thereto, and unaudited condensed interim financial statements for the three months ended March 31, 2022, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of May 30, 2022, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of King's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or on SEDAR at [www.sedar.com](http://www.sedar.com).

## **Caution Regarding Forward-Looking Statements**

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-

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looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

<b>Forward-looking statements</b>	<b>Assumptions</b>	<b>Risk factors</b>
The Company’s cash balance at March 31, 2022, is sufficient to meet its ongoing operating expenses and complete its planned exploration activities on all of its current projects for the twelve-month period ending March 31, 2023 (see subsequent financing described in “Outlook and Overall Performance” below).	The operating and exploration activities of the Company for the twelve-month period ending March 31, 2023, and the costs associated therewith, will be consistent with King’s current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to King.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; ongoing uncertainties relating to the COVID-19 virus, changes in economic conditions.
King’s properties may contain economic deposits.	Financing will be available for future exploration and development of King’s properties; the actual results of King’s exploration and development activities will be favourable; operating, exploration and development costs will not exceed King’s expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to King, and applicable political and economic conditions are favourable to King; no title disputes exist with respect to the Company’s properties.	Commodity price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with King’s expectations; availability of financing for and actual results of King’s exploration and development activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; ongoing uncertainties relating to the COVID-19 virus, changes in economic and political conditions; the Company’s ability to retain and attract skilled staff.
Management’s outlook regarding future trends.	Financing will be available for King’s exploration and operating activities; the price of commodities will be favourable to King.	Commodity price volatility; changes in debt and equity markets; interest rate and exchange rate fluctuations; ongoing uncertainties relating to the COVID-19 virus, changes in economic and political conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond King’s ability to predict or control. Please also make reference to those risk factors referenced in the “Risks and Uncertainties” section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions

underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause King's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

## **Description of Business**

King Global Ventures Inc. (the "Company"), is an exploration/development-stage, publicly-traded company, and is trading on the TSX Venture Exchange ("TSXV") under the symbol 'KING'. The Company was incorporated in Ontario, Canada continued to the British Columbia Corporations Act on November 14, 2018 and on September 25, 2019, Rosita Mining Corporation changed to King Global Ventures Inc. The Company is a junior prospecting and natural-resource company, focused on growing exploration and mineral assets to build shareholder value. The Company's properties are located in the provinces of Quebec and Newfoundland, Canada. The Company are subject to the risk of foreign investment, including additional local taxation and royalties, renegotiation of contracts, possible expropriation, currency exchange fluctuations and political uncertainty. The Company's head office is at Suite 200, 82 Richmond Street East, Toronto, ON M5C 1P1.

## **Outlook and Overall Performance**

### ***Financial condition***

The Company had total assets of \$2,867,377 as at March 31, 2022 compared to \$2,923,493 as at December 31, 2021. The increase in total assets was due to an increase in cash.

The Company's total liabilities increased from \$762,668 at December 31, 2021 to \$784,423 at March 31, 2022. The increase in liabilities was due to increases in accounts payable and accrued liabilities of \$21,755.

As at March 31, 2022, the Company had working capital of \$694,871 compared to a working capital of \$796,110 at December 31, 2021. The decrease in working capital was due decrease in amounts receivable and prepaid expenses and an increase in accounts payable and accrued liabilities.

### ***Operations***

The Company's operations are not generally subject to seasonal variations. The timing of exploration activities is influenced primarily by the availability of funds and the identification of suitable exploration targets. However, due to either their location or nature, the exploration of some properties may be restricted during certain times of the year due to climatic conditions.

In **March 2022**, crews were being mobilized for GoldSpot Discoveries Corp. ("GoldSpot") Multi-Parameter Airborne Survey System (M-PASS) over its Golden Nugget and Miss Pickle Properties.

In **March 2022**, the Company has also engaged Environmental Applications Group Inc. ("EAG") for permit applications and are concluding discussions with diamond drill contractors for a Phase 1 drill program to test on 11 prospective targets on its Golden Nugget and Miss Pickle Properties. The permit application was filed in **April 2022** for the proposed Phase 1 drill program that anticipates a mid-May start and will last approximately six-weeks.

In **April 2022**, the Company issued 3,000,000 units at \$0.05 per unit, for gross proceeds of \$150,000. Each unit is comprised of one common share and one three year warrant exercisable at \$0.075. The Company issued a finder's fee comprised of \$12,000 cash and 240,000 warrants exercisable at \$0.075 for 12 months.

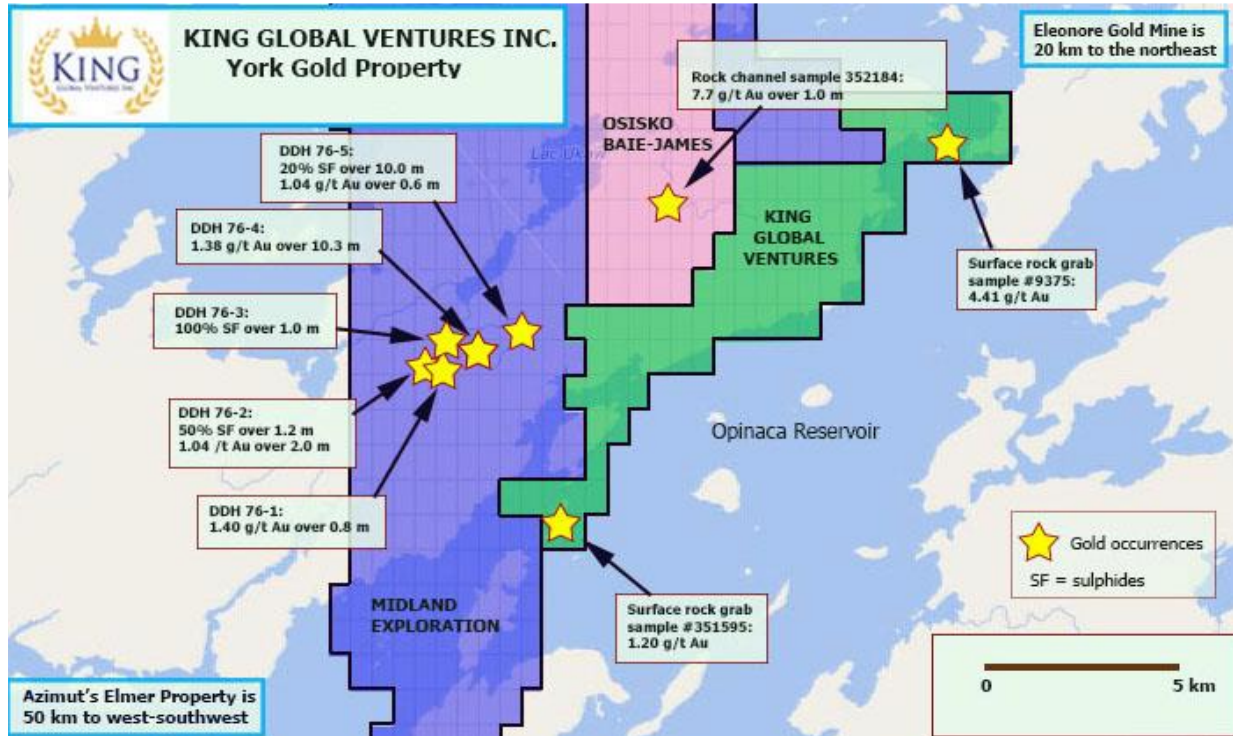
In **April 2022**, the Company proposes to extend the expiry date and amend the exercise price of an aggregate of 40,000,000 outstanding share purchase warrants. The historical warrants were originally issued pursuant to a private placement completed on May 19, 2020. The new expiry date will provide a two-year extension to expire two years from the upcoming expiry date of May 19, 2022. The exercise price of the historical warrants will be increased to 7.5 cents in the 1st year of the extended period, expiring May 19, 2023 and \$0.085 in the 2nd year of the extended period expiring May 19, 2024. All other terms of the warrants remain unchanged. The amendment to the terms of the warrants is subject to TSX-V approval.

In **April 2022**, the Company announced that GoldSpot's M-PASS on Golden Nugget and Miss Pickle properties has been underway for several weeks, but adverse weather conditions have delayed the completion of the program and was now completed in May 2022. Results of the survey will be used in conjunction with GoldSpot's Artificial Intelligence data analysis to further target refinement in preparation for King's upcoming drill program. The final compilation of data from the program is intended to highlight new target areas for further ground exploration. The Company plans to follow up on new generated targets with a summer field program of mapping, grab, channel, and soil sampling.

## **Exploration and Projects**

### **York Gold Project**

On February 14, 2020 the Company acquired a 100% interest in the York Gold Project, located in northeastern Quebec, and is comprised of 77 claims and exceeds 40 square kilometres in size for the following consideration: cash payment of \$12,000 and 1,250,000 units for the acquisition, where each unit is comprised of one common share and one share purchase warrant to acquire one additional share at \$0.07 per share for the first nine months and \$0.10 per share thereafter for a period of one year from the date of acquisition. The vendor retains a 2% NSR, of which 1% can be acquired for \$1,000,000.



### Newfoundland Projects

During the 2020, the Company acquired three gold exploration properties with high-grade indications, in the province of Newfoundland and Labrador, the Boulder Gold Property, the Golden Nugget Property and the Miss Pickle Property.

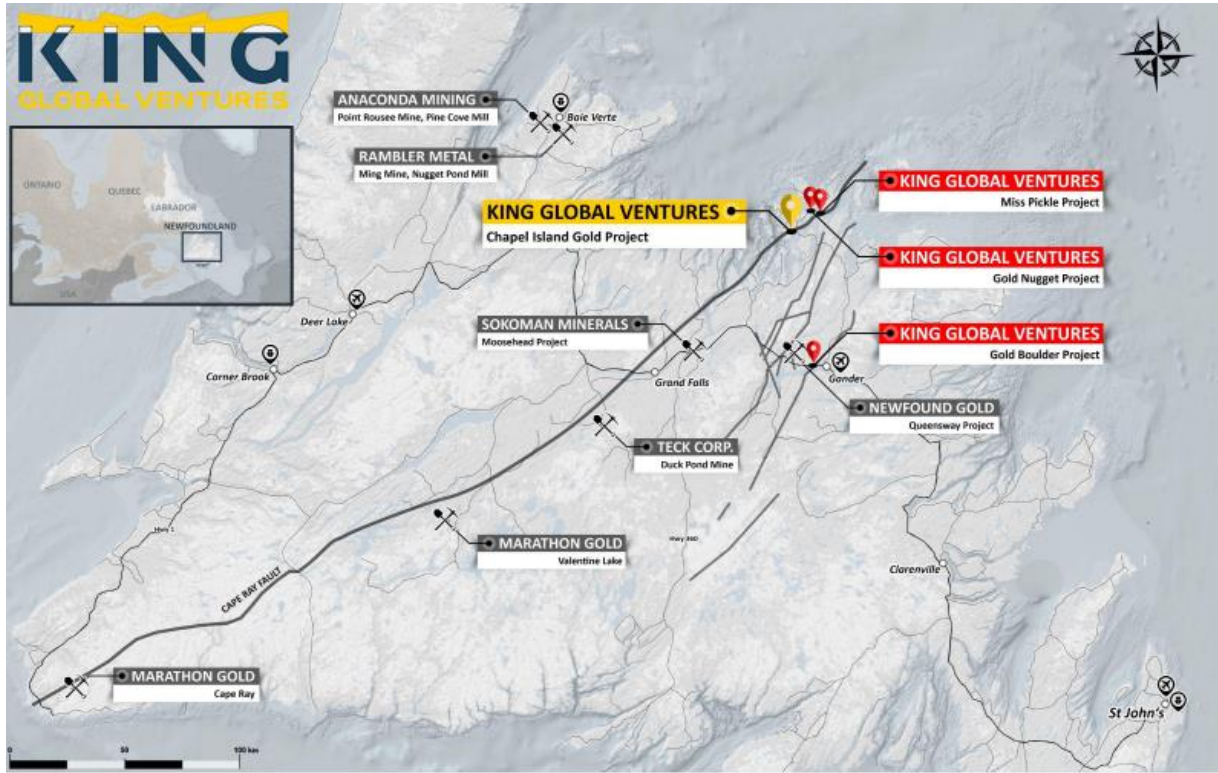
**The Boulder Gold Prospect** consists of four contiguous claim blocks (100 ha) and is located near the small town of Glenwood in Central Newfoundland. Geologically the property is underlain by siliciclastic sediments of the Davidsville Group which is the same geological belt which hosts New Found Gold's (NFG-TSX) recent high-grade gold intercept of 92.84 g/t over 19 meters at the Queensway project. The entire prospect is bound on all sides by New Found Gold Corp.

**The Golden Nugget Property** is a gold exploration property that lies just to the north of the Davidsville group. Golden Nugget derives its name from gold nuggets discovered by the vendors in beach sand sediments while prospecting the property. The property consists of a 10-kilometer-long contiguous land package (1850 ha.) also of siliciclastic sediments within beds of conglomerates and mafic materials. High grade gold occurs in all rock groups with channel samples having returned values of 50.2 g/t gold over 1.10 m, 87g/t over 0.8 m and 29.2 g/t over 2.5 m. These high-grade channels are contained within extensive areas of lower to medium grade gold values along the entire length of this 10-kilometer structural corridor and the potential of this property is quickly realized.

**The Miss Pickle Property** (950 ha), is also north of the Davidsville Group and lies in another parallel structure to the Golden Nugget Property known as the Coaker Trend. Geologically it is somewhat unique in that gold mineralization is somewhat restricted, but not exclusively, to Quartz Feldspar Porphyry

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intrusives. Grab samples to the west of the property in very similar, if not identical intrusive bodies, have returned values of up to 360 g/t gold. On the property itself grab samples in these intrusive range from 0.2 to 18 g/t gold.



*2022 Project work*

In March 2022, crews were being mobilized for GoldSpot M-PASS over its Golden Nugget and Miss Pickle Properties. Adverse weather conditions have delayed the completion of the program until May 2022. Results of the survey will be used in conjunction with GoldSpot's Artificial Intelligence data analysis to further target refinement in preparation for King's upcoming drill program. The final compilation of data from the program is intended to highlight new target areas for further ground exploration. The Company plans to follow up on new generated targets with a summer field program of mapping, grab, channel, and soil sampling.

In March 2022, the Company has also engaged Environmental Applications Group Inc. ("EAG) for permit applications and are concluding discussions with diamond drill contractors for a Phase 1 drill program to test on 11 prospective targets on its Golden Nugget and Miss Pickle Properties. The permit application was filed in April 2022 for the proposed Phase 1 drill program that anticipates a mid-May start and will last approximately six-weeks.

*2022 Proposed work*

For spring 2022, the Company proposed a Phase 1 drill program and the Company anticipates 24 drill holes from 8 drill sites for a total of 3, 022 meters of drilling. Drilling operations will be barge-supported as

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drill sites will be accessed by tide-water. The proposed drill program anticipates a mid-May start and will last approximately six-weeks.

For the summer of 2022, the Company plans to follow up on new generated targets from GoldSpot M-PASS and Artificial Intelligence data analysis with a field program of mapping, grab, channel, and soil sampling.

<b>Plans for the Project</b>	<b>Planned Expenditures (\$)</b>
Prospecting/Mapping	25,000
Sampling	25,000
Geological and reporting	25,000
Drilling	650,000
Assays	25,000
<b>Total</b>	<b>750,000</b>

**Chapel Island Project**

The Chapel Island Prospect consists of 54 mining claim blocks (1,300 ha) located in northeast-central Newfoundland, on Chapel Island, within the Dunnage Tectonostratigraphic Zone of the Appalachian Orogen.





The Road Zone consists of four historical showings containing numerous Au occurrences. These occurrences have returned individual assay results up to 85 g/t Au and 32 g/t Au and 27 g/t Au. Chapel Island Nickel showings grab samples assayed up to 3.05% Ni.

**Exploration and evaluation expenditures**

Names	Three months ended March 31,	
	2022 (\$)	2021 (\$)
<b>Newfoundland Project</b>		
Acquisition cost	Nil	15,000
Geological and reports	13,382	Nil
Geophysics	5,706	Nil
Supplies and other cost	1,500	Nil
<b>Total</b>	<b>20,588</b>	<b>15,000</b>

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<b>Chapel Island Project</b>		
Geophysics	2,780	Nil
<b>Total</b>	<b>2,780</b>	<b>Nil</b>
<b>Total</b>	<b>23,368</b>	<b>15,000</b>

Qualified Person

Andrew Lee Smith, P.Geo., is the Company's designated Qualified Person for this MD&A within the meaning of National Instrument 43-101 Standards of Disclosure for Mineral Projects and has reviewed and approved its scientific and technical content.

**Trends**

The Company's future performance and financial success is largely tied to the success of its exploration and development activities. The development of assets may take years to complete and the resulting income, if any, is difficult to determine with any certainty. The Company lacks mineral reserves and to date has not produced any revenues. The sales value of any minerals discovered by the Company is largely dependent upon factors beyond its control, such as the market value of the commodities produced.

Current global economic conditions and financial markets are volatile and are likely to be so for the foreseeable future, reflecting ongoing concerns about the global economy. This affects the mining industry, and, as it relates to the Company, affects the availability of equity financing for the purposes of mineral exploration and development. As a result, the Company may have difficulties raising equity financing for the purposes of mineral exploration, development and property acquisitions, particularly without excessively diluting the interests of its current shareholders. With continued market volatility expected, the Company's current strategy is to continue exploring its properties and to seek out other prospective project opportunities. The Company believes this focused strategy will enable it to meet the near-term challenges presented by the capital markets while maintaining momentum on key initiatives. The Company regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Global commodity prices;
- Demand for commodities and the ability to explore for such commodities;
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labour availability and supply lines;
- Availability of government supplies, such as water and electricity;
- The ability to complete a transaction;
- Purchasing power of the Canadian dollar and United States Dollar; and

- Ability to obtain funding.

The Canadian federal government, the provincial governments of Ontario and Newfoundland; and the government of Nicaragua have not introduced measures that have directly impeded the operational activities of the Company. Management believes the business will continue and, accordingly, the current situation has not impacted management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Apart from these and the risk factors noted under the heading "Risks and Uncertainties", the Company is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

### **Off-Balance-Sheet Arrangements**

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

### **Proposed Transactions**

The Company routinely evaluates various business development opportunities which could entail optioning properties, direct acquisitions, trades and/or divestitures. In this regard, the Company is currently in discussions with various parties, but no definitive agreements with respect to any proposed transactions have been entered into as of the date of this MD&A. There can be no assurances that any such transactions will be concluded in the future. See "Subsequent Events" below.

### **Environmental Contingency**

The Company's exploration activities are subject to various government laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and generally becoming more restrictive. As of March 31, 2022, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

### **Discussion of Operations**

#### **Three months ended March 31, 2022 compared with three months March 31, 2021**

King's net loss totaled \$77,871 for the three months ended March 31, 2022, with basic and diluted loss per share of \$0.00. This compares with a net loss of \$83,499 with basic and diluted loss per share of \$0.00 for the three ended March 31, 2021. The decrease in net loss was principally because of a decrease in general and administrative expenses due to lower management fees, and was offset by higher shareholder communication.

## **Liquidity and Financial Position**

The activities of the Company, principally the acquisition and exploration of mineral properties, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options. There is no assurance that equity capital will be available to the Company in the amounts or at the times desired or on terms that are acceptable to the Company, if at all.

As at March 31, 2022, the Company had a cash balance of \$1,091,288 (December 31, 2021 - \$1,111,086) and a working capital of \$694,871 (December 31, 2021 - \$796,110). Its property is in the exploration and development stage and, as a result, the Company currently has no source of operating cash flow. The only sources of future funds presently available to the Company are through the share issuance, exercise of outstanding stock options and warrants, the sale of equity and/or debt of the Company.

Cash provided operating activities was \$3,570 for the three months ended March 31, 2022 compared to cash used of \$156,091 for the three months ended March 31, 2021.

During the three months ended March 31, 2022, net cash used in investing activities was \$23,368, principally due to work completed on the Newfoundland Projects, compare to cash used of \$15,000 for the for the three months ended March 31, 2021.

Cash provided by financing activities was \$nil for the three months ended March 31, 2022. For the three months ended March 31, 2021, financing activities included \$307,706 of proceeds for shares issued prior to December 31, 2020, and \$78,332 in advances received from related parties.

## **Recent Accounting Pronouncements**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2022. Many are not applicable or do not have a significant impact to the Company. There are no relevant IFRS's or IFRS interpretations that are effective that would have a material impact on the Company.

## **Accounting Standards Issued But Not Yet Effective**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded.

## **Critical Accounting Estimates**

The preparation of the unaudited condensed interim financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

### **Critical accounting estimates**

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Significant areas requiring the use of estimates include the collectability of amounts receivable, impairment of short-term investments, the useful lives and carrying values of equipment, recoverability of exploration and evaluation assets, fair value of share-based compensation, and unrecognized deferred income tax assets.

### **Critical accounting judgments**

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. The following are significant management judgments in applying the accounting policies of the Company that have the most significant effect on the unaudited condensed interim financial statements:

- ✓ Assessment of the going concern assumption;
- ✓ Determination of technical feasibility and commercial viability of mineral property resources; and
- ✓ Determination of functional currency in accordance with IAS 21.

### **Related Party Transactions**

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The Company entered into the following transactions with related parties:

As at March 31, 2022, the Company owed \$563,766 (December 31, 2021 - \$557,742) to a company controlled by the former Chief Executive Officer of the Company, of which \$123,430 (December 31, 2021 - \$117,406) is recorded in accounts payable and accrued liabilities, is unsecured, non-interest bearing, and due on demand and \$440,336 (December 31, 2021 - \$440,336) accrues interest at 6% per annum and is due on September 30, 2022. During the three months ended March 31, 2022, the Company incurred management fees of \$nil, (three months ended March 31, 2021 - \$48,000), which has been included in office and administrative expenses and the Company recorded interest expense for the three months ended March 31, 2022 of \$6,024, (three months ended March 31, 2021 - \$nil).

As at March 31, 2022, the Company owed \$50,301 (December 31, 2021 - \$50,301) to a company controlled by the former Chief Financial Officer of the Company, which is unsecured, bears interest at 6% per annum, and is due on demand. In addition, the Company also owed \$34,066 (December 31, 2021 - \$33,110) of accrued interest, which has been included in accounts payable and accrued liabilities. During the three months ended March 31, 2022, the Company incurred interest expense of \$956 (three months ended March 31, 2021 - \$1,912).

As at March 31, 2022, the Company owed \$950 (December 31, 2021 - \$950) to a company that employs the Chief Financial Officer of the Company, which is unsecured, non-interest bearing, and due on demand. During the three months ended March 31, 2022, the Company incurred \$5,571 (three months ended March 31, 2021 - \$1,156) of professional fees to a company that employs the Chief Financial Officer of the Company

As at March 31, 2022, the Company owed \$6,825 (December 31, 2021 - \$nil) to a company controlled by the Chief Executive Officer of the Company which is unsecured, non-interest bearing, and due on demand. During the three months ended March 31, 2022, the Company incurred fees of \$19,500 (three months ended March 31, 2021 - \$ nil) to the company controlled by an officer of the Company which has been included in office and administrative expenses.

## **Commitments**

On the York Gold Property, the vendor retained a 2% NSR, of which 1% can be acquired for \$1,000,000.

On the Newfoundland properties, the Company has the following commitments:

- Gold Boulder: The vendors retain a 2% NSR of which 1% can be acquired for \$1,000,000. Advance royalties of \$15,000 commence on third anniversary of signing of agreement. Minimum exploration in years 2 through 5 of \$5,000, however, greater work in one year can be applied towards others.
- Golden Nugget: The vendors retain a 2% NSR of which 1% can be acquired for \$1,000,000. Advance royalties of \$25,000 commence on fifth anniversary of signing of agreement. Minimum exploration in years 2 through 5 of \$50,000, however, greater work in one year can be applied towards others.
- Miss Pickle: The vendors retain a 2% NSR of which 1% can be acquired for \$1,000,000. Advance royalties of \$25,000 commence on fifth anniversary of signing of agreement. Minimum exploration in years 2 through 5 of \$50,000.

On the Chapel Island property, the vendors retained a 2% net smelter return (the “NSR”) royalty, of which 1% can be acquired for \$1 million. Advance royalties of \$25,000 commence on fifth anniversary of signing of the agreement.

### *Flow-through commitment*

The Company must incur \$379,410 in eligible exploration expenditures on or before December 31, 2022 (as pre 2021, meets Covid exception for extra 12 months). At March 31, 2022, the Company's remaining commitment was approximately \$17,000 (December 31, 2021 - \$40,163).

## **Disclosure of Internal Controls**

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the unaudited condensed consolidated interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed consolidated interim financial statements; and (ii) the unaudited condensed consolidated interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification 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:

- i) 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
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

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.

### **Risks and Uncertainties**

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's Annual MD&A for the fiscal year ended December 31, 2021, available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Subsequent Event**

Subsequent to the year ended March 31, 2022:

- On April 20, 2022, the Company issued 3,000,000 units at \$0.05 per unit for gross proceeds of \$150,000. Each unit is comprised of one common share and one share purchase warrants which is exercisable at \$0.075 per common share for a period of three years from the date of issuance. As part of the private placement, the Company paid finders' fees of \$12,000 and issued 240,000 finders' warrants exercisable at \$0.075 per common share for a period of one year from the date of issuance.
- On April 22, 2022, the Company amended the expiry date of 40,000,000 share purchase warrants previously issued on May 19, 2020, which were set to expire on May 19, 2022. After the amendment, these share purchase warrants have been extended to May 19, 2024, with the exercise price being \$0.075 per common share until May 19, 2023 and \$0.085 per common share thereafter.