Nuvau Minerals Corp.

MANAGEMENT'S DISCUSSION & ANALYSIS

For the years ended December 31, 2023 and 2022

(Stated in Canadian Dollars)

NUVAU MINERALS CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
For the year ended December 31, 2023
(with comparatives for the year ended December 31, 2022)

Date of Report: May 24, 2024

General

The following Management's Discussion and Analysis ("MD&A") of Nuvau Minerals Corp. (the "Company" or "Nuvau") should be read in conjunction with the audited financial statements for the year ended December 31, 2023 with comparatives for the year ended December 31, 2022 and the notes thereto. The Company's audited financial statements have been prepared in accordance with accounting policies consistent with IFRS Accounting Standards ("IFRS"). Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars. This MD&A was prepared as of May 24, 2024, and all information is current as of such date.

This discussion provides management's analysis of Nuvau Minerals Corp.'s historical financial and operating results and provides estimates of Nuvau Minerals Corp.'s future financial and operating performance based on information currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

Forward-Looking Statements

This MD&A contains certain statements that may be deemed "forward-looking statements," within the meaning of certain securities laws. Forward-looking statements relate to management's expectations or beliefs about future performance, events, or circumstances that include, but are not limited to, reserve or resource potential, exploration and operational activities, corporate transactions, the ability of the Company to secure additional equity financing, and events or developments that the Company expects or targets. Forward-looking statements can usually be identified by words such as: "future", "plans", "scheduled", "expects", "intends", "estimates", "forecasts", "will", "may", "could", "would", and variations thereof. Although the Company believes that these statements are based on reasonable assumptions, all forward-looking statements involve known and unknown risks and uncertainties that may cause the actual performance, events, or circumstances of the Company to be materially different than anticipated. The forward-looking information in this MD&A describes the Company's expectations as of the date of this MD&A.

The results or events anticipated or predicted in such forward-looking information may differ materially from actual results or events. The Company and its operations are also subject to a large number of risks, including: the Company's liquidity and financing capability, fluctuations in copper, zinc, gold and other metal prices, market conditions, results of current exploration activities, the possibility of a labour stoppage or shortage, delays in obtaining government permits and approvals and such other risks as discussed herein and in other publicly filed disclosure documents. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in such forward-looking statements, there may be other factors that cause performance, events, or circumstances to differ materially from those described in forward-looking statements. There can be no assurance that forward-looking statements will prove to be accurate. Accordingly, readers should not try to place undue reliance on forward- looking statements contained in this MD&A.

The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

Forward-looking statements are based on management's current plans, estimates, projections, beliefs, and opinions and Nuvau does not undertake any obligation to update forward-looking statements should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by law.

Corporate Overview

Nuvau Minerals Corp.(the "Company" or "Nuvau") was incorporated under the laws of the Province of Ontario on November 23, 2021 and is engaged in the acquisition, exploration, and evaluation of mineral properties, principally in the Matagami region of Québec, Canada. The Company's head office is located at 717B Hewitson St., Thunder Bay, ON P7B 6B5.

Corporate and Operational Highlights

Mineral Exploration Properties

The technical information contained in this MD&A has been prepared in accordance with Canadian regulatory requirements set out in National Instrument 43-101 – *Standards for Disclosure for Mineral Projects* ("NI 43-101") and reviewed and approved by Gilles Roy, a "Qualified Person" as defined under NI 43-101.

2023 Highlights

Three drills were operating during Q1. The drilling was largely focused on the west camp. This area is more accessible during the winter months. The primary targets in the West camp included the Caber Graben and multiple VTEM targets. As a result of the VTEM target drilling, a new discovery was made on the VTEM 1 target. This was named Renaissance. A hole was also drilled on the McCleod East target as a follow up to the 2022 drill program.

In Q2 only one drill operated on the property. The drilling was focused on the westerly extension of McLeod Deep. This lead to the discovery of the McLeod extension. An access road was constructed to the Renaissance site to allow for summer access.

No diamond drilling took place during the Q3 period.

Late in Q4, two drills were mobilized to the property. The one drill was targeting the McLeod Extension while the second was starting to drill the Renaissance zone.

Over 13,000 m of diamond drilling was completed during 2023.

Outside of the diamond drilling program, a 24-hole / 723m, sonic drill program was completed during the period. The program was located primarily in the Northwestern part of the central camp. The purpose of this drilling is to test for till anomalies that may be associated with deeper mineralised sources. A drone MAG survey was also conducted on the Samson block on the property.

To allow the advance of the permitting required for the Caber Complex and a new tailings storage facility (TSF), biological and geotechnical field work was conducted the of the Caber complex area and the 4 potential TSF site.

In 2023 the first NI43-101 compliant technical report was completed. This report was a comprehensive report and included the overview of the property, a resource for the Caber Complex as well as a Preliminary Economic Assessment (PEA) on the Caber Complex.

No reportable environmental incidence were reported during 2023.

There were no reportable injuries that occurred on the property during 2023.

2024 Highlights

Dilling in Q1 of 2024 involved two drills, one was located at Renaissance and the second drilling McLeod Extension. At Renaissance the program continued to test the mineralized zone and fully understand the geological environment. McLeod Extension drilling involved deep drilling, using directional drilling to explore the extension.

During the period, approximately 7,400m of diamond drilling was completed.

No reportable environmental incidence were reported during Q1 2024.

There were no reportable injuries that occurred on the property during Q1 2024.

NUVAU MINERALS CORP.

Results of Operations

The following table provides selected financial information and should be read in conjunction with the Company's audited financial statements for the periods below.

	Year ended December 31, 2023 $	Year ended December 31, 2022 $
Operations		
Loss before income taxes	**(8,874,794)**	(6,428,224)
Comprehensive loss for the period	**(6,150,607)**	(4,455,239)
Basic and diluted loss per share	**(0.25)**	(0.36)
Balance Sheet		
Working capital	**3,084,670**	1,285,344
Total assets	**6,645,623**	4,565,618
Total liabilities	**(3,460,953)**	(3,280,274)

Summary of Quarterly Results

The following table sets out selected quarterly financial data for the most recently completed interim quarters:

Quarter	2023 Fourth	2023 Third	2023 Second	2023 First	2022 Fourth	2022 Third	2022 Second	2022 First
	($)	($)	($)	($)	($)	($)	($)	($)
Operating expenses	(2,461,898)	(843,823)	(2,008,614)	(3,684,734)	(2,241,618)	(2,608,112)	1,426,201)	(152,293)
Loss before income taxes	(2,337,623)	(843,823)	(2,008,614)	(3,684,734)	(2,241,618)	(2,608,112)	1,426,201)	(152,293)
Income (loss) and comprehensive income (loss)	(2,545,248)	154,025	(1,382,159)	(2,377,225)	(1,825,683)	(1,455,576)	1,060,322)	(113,658)
Income (loss) per share	(0.10)	0.01	(0.06)	(0.10)	(0.13)	(0.04)	(0.15)	(0.04)

Overall Performance

The loss and comprehensive loss for the year ended December 31, 2023 was $6,150,607, as compared to a loss and comprehensive loss for the year ended December 31, 2022 of $4,455,239, the difference of $1,695,368 was attributed to increases in most expenses as the Company ramped up business activities in 2023. The loss and comprehensive loss for the three months ended December 31, 2023 was $2,545,248, which was $719,565 higher when compared to the loss and comprehensive loss of $1,825,683 in the same period of 2022, again due to increased business activities for the Company. In looking at the significant individual operating expenses, the balance of the expenses for the for the year ended December 31, 2023 have increased relative to the same periods of the previous year:

Expense	Three month period ended 31-Dec-22 $	**Three month period ended 31-Dec-23** $	**Direction of change**	Year ended 31-Dec-221 $	**Year ended 31-Dec-23** $	**Direction of change**
Exploration and evaluation	1,926,668	**1,827,282**	Decrease	5,866,082	**7,365,089**	Increase
General and administrative expenses	155,347	**246,126**	Increase	350,969	**851,981**	Increase
Professional fees	159,605	**245,930**	Increase	211,173	**468,995**	Increase
Share-based payments	-	**117,883**	Increase		**313,004**	Increase

These noted fluctuations are generally a result of increased corporate and exploration activities versus the prior period.

Exploration and evaluation expenditures

Property		Three month period ended 31-Dec-22 $	**Three month period ended 31-Dec-23 $**	Year ended to 31-Dec-22 $	**Year ended 31-Dec-23 $**
Matagami	Analytical and assay	185,346	**-**	210,346	**426,272**
	Geological	748,338	**399,580**	1,275,695	**1,472,050**
	Geophysical	60,005	**24,427**	619,744	**361,713**
	Transportation and accommodation	17,322	**20,965**	65,857	**78,512**
	Drilling	2,613,488	**77,637**	5,120,317	**2,316,339**
	Property work/environmental	-	**24,929**	10,200	**206,271**
	Health and safety	-	**42,593**	10,555	**53,000**
	Operations support	53,700	**40,248**	176,550	**137,688**
	Special studies	4,535	**-**	80,017	
	Other	51,062	**-**	77,423	
Caber North	Geological	13,404	**-**	39,910	**10,043**
	Property work/environmental	-	**3,170**	-	**3,170**
Other	Analytical and assay	-	**105,985**	-	**192,845**
	Geological	-	**9,995**	-	**9,995**
	Geophysical	-	**284,220**	-	**284,220**
	Drilling	-	**207,360**	-	**322,966**
	Property work/environmental	-	**-**	-	**386,805**
		3,747,200	**1,241,109**	7,686,614	**6,261,889**
	PEA (other studies)	**-**	**-**	**-**	**386,771**
	Care and maintenance	**-**	**43,837**	**-**	**43,837**
	Property acquisition	**-**	**8,431**	**-**	**8,431**
	CDE	**-**	**514,549**	**-**	**831,764**
	Exploration tax credit	**(1,820,533)**	**19,356**	**(1,820,533)**	**(167,603)**
Total		**1,926,667**	**1,827,282**	**5,866,081**	**7,365,089**

Matagami Claims, Matagami, Quebec

Earn-In and Joint Venture Agreements and Royalties

On March 25, 2022, the Company entered into an Earn-in Agreement ("Earn-In Agreement") with Glencore Canada Corporation ("Glencore") pursuant to which Nuvau is entitled to earn into up to a 100% undivided interest in certain copper and zinc mining properties held by Glencore in the Province of Québec being (i) the Matagami claims (the "Matagami Claims"), (ii) the mining claims (the "Du Dôme Matagami Claims") subject to the joint venture agreement between Glencore and Soquem Inc. dated November 20, 2019 (the "Du Dôme Matagami Agreement"), and (iii) mining claims (the "Franco Nevada Claims", collectively with the Matagami Claims and Du Dôme Matagami Claims, the "Project") subject to the joint venture agreement between Noranda Exploration Company, Limited and Phelps Dodge Corporation Canada dated May 27, 1980, as amended pursuant to a letter agreement dated August 1, 2007, and an Assignment and Confirmation Agreement between Franco-Nevada Corporation and Glencore dated September 1, 2020 (the "Franco-Nevada Agreement").

Pursuant to the Earn-In Agreement, Nuvau may also acquire certain areas near the Project (the "Excluded Property") and the Bracemac McLeod Mine owned by Glencore (the "Bracemac McLeod Mine"). If Nuvau acquires the Excluded Property and the Bracemac McLeod Mine, Nuvau would assume 100% of Glencore's obligations and liabilities with respect to the Project, the Excluded Property and the Bracemac McLeod Mine (including those obligations and liabilities for environmental conditions, any closure and rehabilitation liabilities and approved closure and rehabilitation plans and requirements to replace and post financial guarantee with the Ministère de l'Énergie et des Ressources Naturelles of Québec or MERN) to extent that they are acquired.

Details of Earn-In Agreement with Glencore

Subject to the terms and conditions of the Earn-In Agreement, Glencore granted Nuvau the sole, exclusive and irrevocable right during the period commencing on March 25, 2022 ("Effective Date") and ending on the third anniversary of the Effective Date, unless earlier terminated in accordance with the terms of the Earn-In Agreement, to acquire and become the owner of a 100% undivided interest in Glencore's total interest in the Project (the "Earn-In Interest"), subject to the Glencore NSR and the Offtake Right (each term as defined herein), and certain permitted encumbrances (including the Du Dôme Matagami Agreement and the Franco-Nevada Agreement) (the "Earn-In Right").

In order to maintain the Earn-In Right in good standing until Nuvau earns the Earn-In Interest, Nuvau must undertake mining operations and incur expenditures on the Project, the Excluded Property and the Bracemac McLeod Mine as follows:

1. in the aggregate amount of at least $8,000,000 (the "Guaranteed Amount") on or before the first anniversary of the Effective Date (March 25, 2023);
2. in the aggregate amount of at least $18,000,000 (including the Guaranteed Amount) ("Second Anniversary Expenditure Amount") on or before the second anniversary of the Effective Date (March 25, 2024); and
3. in the aggregate amount of at least $30,000,000 (including the Second Anniversary Expenditure Amount) ("Aggregate Expenditure Amount") on or before the third anniversary of the Effective Date (March 25, 2025).

Nuvau has incurred expenditures up to the Guaranteed Amount prior to March 25, 2023. In the event Nuvau fails to fulfill any of the above expenditure milestones, the Earn-In Agreement would be deemed to be terminated, unless Nuvau cures any default in payment within 60 days from notice of such default or, in the event the Earn-In Right is in good standing but Nuvau, for any reason, is unable to undertake mining operations sufficient to satisfy the Guaranteed Amount, the Second Anniversary Expenditure Amount, or the Aggregate Expenditure Amount, provide an alternative payment in cash of up to $2,000,000 to cover the shortfall and give proper notice to Glencore. Nuvau is fully responsible for funding the required amounts noted above and if it cannot do so it would forfeit all rights and interests in the Project and joint ventures with no further liability.

Upon Nuvau meeting the above Earn-In requirements, Glencore would transfer the Project to Nuvau ("Transfer Date").

In addition to the expenditure requirements to acquire interest to the Project, Nuvau will also have to complete several cash and common share payments to Glencore upon meeting certain milestones including:

1. No later than the date that is sixty (60) days after Transfer Date of the Project, Nuvau shall pay to Glencore:
   I. a cash payment of $5,000,000; and
   II. an additional payment in cash or common shares of Nuvau in the amount of $5,000,000, or a combination thereof at Nuvau's election, provided Nuvau is a publicly listed company on a recognized exchange (including but not limited to the TSX Venture Exchange) at the time of the payment and that payment in shares does not result in Glencore owning more than 9.9% of Nuvau's then issued and outstanding common shares,

2. Nuvau shall make an additional cash payment of $5,000,000 to Glencore within sixty (60) days of a production decision.

In addition, Nuvau cannot transfer any portion of the Project unless the transferee enters into a written and enforceable agreement with Glencore to be bound by the provisions of the said covenant.

Under the terms of the Earn-In Agreement, Nuvau would be the operator of the Project and responsible for, among other things, managing and overseeing all mining operations in respect of the Project for and on behalf of the registered owners of such properties during the earn-in period.

Purchase or Right of First Refusal – Bracemac McLeod Mine

From the date of the first anniversary of the Effective Date until the date that Nuvau earns the Earn-In Right, and in the event and to the extent that there has been no transfer of the Bracemac McLeod Mine to a third party that is not an affiliate of Glencore and provided that Nuvau has satisfied the Guaranteed Amount, Nuvau shall have the right to elect to include the Bracemac McLeod Mine as part of the mining claims subject to the Earn-In Right, at no additional cost, by providing a written notice to Glencore.

Furthermore, Nuvau shall have a right of first refusal, such that if at any time Glencore obtains from a person with whom Glencore is dealing at arm's length a bona fide offer to purchase the Bracemac McLeod Mine (the "Third-Party Offer") and Glencore is willing to accept such Third-Party Offer, Glencore shall provide written notice of the Third-Party Offer to Nuvau. The first refusal notice shall state that Glencore has received a Third-Party Offer which it is willing to accept from a third party and shall be accompanied by a copy of the Third-Party Offer. A first refusal notice shall be irrevocable and shall remain open for acceptance by Nuvau for a period of 30 days following receipt thereof. Nuvau shall have the right, exercisable by written notice given to Glencore within such 30-day period to agree to purchase the sold interest on the same terms and conditions contained in the Third-Party Offer.

Purchase or Right of First Refusal – Excluded Property

From the date of exercise of the Earn-In Right by Nuvau and for a period of 24 months therefrom and to the extent that there has been no transfer of the Excluded Property to a third party (which shall be subject to the right of first refusal as outlined below), Nuvau shall have the right, but not the obligation, to purchase all or part of the Excluded Property, exercisable by written notice given to Glencore within such period, to agree to purchase the Excluded Property on the same terms and conditions set out in the Earn-In Agreement, including certain closing conditions and making a cash payment of $5,000,000 to Glencore. Furthermore, Nuvau shall have a right of first refusal over the Excluded Property, provided that it has satisfied the Guaranteed Amount and for a period of up to 24 months from the exercise of the Earn-In Right.

Glencore NSR Royalty and Offtake Agreements

Glencore shall retain and Nuvau will agree to pay a royalty of 2% net smelter returns from the sale of products and extracted, mined or produced from the Project, or to be derived or to result therefrom (and/or Excluded Property and Bracemac McLeod Mine to the extent subsequently acquired), subject to an aggregate maximum net smelter return on any mining claim of 3.5% inclusive of existing royalties, which shall not be subject to a right of first refusal or any other pre-emptive rights in favor of Nuvau or an affiliate (the "Glencore NSR").

Upon the transfer of the Project, (and/or Excluded Property and Bracemac McLeod Mine to the extent subsequently acquired), Glencore shall have the exclusive and irrevocable right (the "Offtake Right") to purchase or toll process all or any portion of products from the Project upon such terms and conditions as may be determined by good faith negotiation between Nuvau and Glencore (or any of their permitted assignees or transferees) provided that they are consistent with market terms then representative for any such transaction between arms-length parties and reflect Benchmark Terms on a CIF Asia basis, subject however to the purchase price (meaning a combination of payables, penalties, treatment charges, refining charges or any other such terms generally agreed upon on an annual basis) for the quantity of ore, concentrate or minerals in any other form that Glencore elects to purchase to be set for each twelve (12) month period of commercial operation, or such shorter period as may be agreed.

Prior to the transfer of the Project to Nuvau, Glencore and Nuvau will, in good faith, negotiate and agree to the terms and conditions of an offtake agreement with respect to the sale to Glencore or an affiliate of Glencore of 100% of products from the Project in accordance with the foregoing terms. With respect to parts of the Project subject to the Du Dôme Matagami Agreement and the Franco-Nevada Agreement, the Offtake Right retained by Glencore pursuant to the Earn-In Agreement and any subsequent offtake agreement entered into shall only apply to that proportion of total products extracted or derived from the Project subject to the Du Dôme Matagami Agreement and the Franco-Nevada Agreement that Nuvau is entitled to receive by virtue of the Earn-In Interest acquired by Nuvau pursuant to the Earn-In Agreement.

Glencore Joint Venture Agreements

A portion of the Glencore mineral claims included in the Earn-In Agreement with Nuvau are subject to two existing joint venture agreements with SOQUEM and Franco-Nevada and include separate royalty agreements.
The SOQUEM joint venture includes 421 mineral claims (21,133 ha) known as the Du Dôme Matagami claims which are held 56.66% by SOQUEM and 43.34% by Glencore. The Du Dôme Matagami Agreement includes a conversion of any interest in the joint venture to a royalty as per the terms of that specific agreement.

The Franco-Nevada joint venture includes 106 mineral claims (5,095) known as the Franco-Nevada claims, which are held 84% by Glencore and 16% by Franco-Nevada. The Franco-Nevada Agreement includes a conversion of any interest in the joint venture to a royalty as per the terms of that specific agreement.

Tax credits receivable

For the year ended December 31, 2023 the Company has recorded a total of $1,988,136 in expected tax credits against exploration activity. This amount is comprised of $186,969 related to 2023, and $1,801,167 adjusted prior year tax credits.(the Company has recorded an expected $1,820,533 in expected tax credits against exploration activity for the year ended December, 31, 2022).

Liquidity and Capital Resources

The Company's cash balance was $2,949,311 at December 31, 2023 compared to $1,166,860 at December 31, 2022. Current assets at December 31, 2023 were $6,545,623 compared to $4,565,618 at December 31, 2022 and total assets at December 31, 2023 were $6,645,623 compared to $4,565,618 at December 31, 2022.

Operating Activities

For the year ended December 31, 2023, the Company used $9,974,534 in cash related to operating activities, as compared to cash used in operations of $7,117,923 in the prior year. The non-cash credit to earnings in the current year included deferred tax recovery of $2,724,187, which were partially offset by the non-cash charge of $313,004 related to share-based payments. During the year, the majority of the cash used in operating activities can be attributed to the funding of day to day operations.

Investing Activities

For the year ended December 31, 2023, the Company used $100,000 in respect of the purchase of mineral property interests.

Financing Activities

For the year ended December 31, 2023, the Company generated cash of $11,881,634, as compared to $4,069,201 in cash generated in the prior year; this was attributed to net proceeds from the private placements and share subscriptions completed during the year.

The Company, being in the exploration stage, is subject to risks and challenges similar to companies in a comparable stage of development. These risks include the challenges of securing adequate capital for exploration, development and operational risks inherent in the mining industry, global economic and metal price volatility and there is no assurance management will be successful in its endeavours. At December 31, 2023, the Company has no source of operating cash flows. The Company incurred a net loss of $6,150,607 for the year ended December 31, 2023 (year ended December 31, 2022 - $4,455,239), the Company had working capital of $3,084,670 (2022 - $1,285,344) and the Company’s ability to continue as a going concern is dependent upon its ability to raise additional capital to continue the development of its mineral properties.

These event and conditions indicate the existence of material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern. The Company’s continuance as a going concern is dependent upon its ability to obtain adequate financing or to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable level of operation. These financial statements do not include any adjustments to the carrying values of assets and liabilities and the reported expenses and statement of comprehensive loss classification that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

Outstanding share data

Common Shares

i. Authorized

The Company is authorized to issue an unlimited number of common shares.

ii. Details of share issuances

Issued and outstanding:		# of shares	Share price ($)
Opening balance, January 1, 2022		**8,345,000**	
Shares issued in HD unit private placement (first tranche)	(a)	**895,000**	**0.50**
Shares issued in HD unit private placement (final tranche)	(b)	**200,000**	**0.50**
Shares issued in flow-through private placement	(c)	**1,000,000**	**0.50**
Shares issued in flow-through private placement	(d)	**3,100,000**	**0.85**
Shares issued in flow-through private placement	(e)	**965,000**	**0.50**
Balance, December 31, 2022		**14,505,000**	
Shares issued in HD Unit private placement	(f)	**1,464,000**	**0.50**
Shares issued in flow-through unit private placement	(g)	**6,264,500**	**0.98**
Shares issued in flow-through unit private placement	(h)	**1,105,500**	**0.61**
Shares issued in flow-through unit private placement	(i)	**1,930,000**	**0.50**
Shares issued in HD Unit private placement	(I)	**570,000**	**0.50**
Shares issued in flow-through private placement	(k)	**668,332**	**0.75**
Shares issued in flow-through unit private placement	(l)	**466,667**	**1.425**
Shares issued in HD Unit private placement	(m)	**2,255,000**	**0.75**
Shares issued in flow-through private placement	(n)	**265,000**	**0.75**
Balance, December 31, 2023		**29,493,999**	
Shares issued in private placement	(o)	**400,000**	**0.75**
Balance, April 30, 2024		**29,893,999**	

2022

(a) On January 7, 2022 the Company completed the first tranche of a non-brokered private placement of 895,000 common share units of the Company at a price of $0.50 per unit (the "January 2022 HD Unit") for aggregate gross proceeds of $447,500. Each January 2022 HD Unit is comprised of one common share of the Company and one-half of one common share purchase warrant, that entitles the holder to purchase one common share of the Company at a price of $0.75, expiring January 7, 2025.

(b) On March 1, 2022 the Company completed the final tranche of a non-brokered private placement of 200,000 common share units of the Company at a price of $0.50 per unit (the "March 2022 HD Unit") for aggregate gross proceeds of $100,000. Each March 2022 HD Unit is comprised of one common share of the Company and one-half of one common share purchase warrant, that entitles the holder to purchase one common share of the Company at a price of $0.75, expiring March 1, 2025.

(c) On March 26, 2022 the Company completed a non-brokered private placement of 1,000,000 common shares of the Company that are flow-through shares within the meaning of the Income Tax Act (Canada) and the Taxation Act (Quebec) at a price of $0.50 for aggregate gross proceeds of $500,000.

(d) On April 6, 2022 the Company completed a non-brokered private placement of 3,100,000 common shares of the Company that are flow-through units (the "April 2022 Flow-through Unit") within the meaning of the Income Tax Act (Canada) and the Taxation Act (Quebec) at a price of $0.85 for aggregate gross proceeds of $2,635,000. Each April 2022 Flow-through Unit is comprised of one common share of the Company and one-half of one common share purchase warrant, that entitles the holder to purchase one common share of the Company at a price of $0.75, expiring April 6, 2025.

(e) On December 27, 2022 the Company completed a non-brokered private placement of 965,000 common shares of the Company that are flow-through shares within the meaning of the Income Tax Act (Canada) and the Taxation Act (Quebec) at a price of $0.50 for aggregate gross proceeds of $482,500.

2023

(f) On January 13, 2023 the Company completed a non-brokered private placement of 1,464,000 common share units of the Company at a price of $0.50 per unit (the "January 2023 HD Unit") for aggregate gross proceeds of $732,000. Each January 2023 HD Unit is comprised of one common share of the Company and one-half of one common share purchase warrant, that entitles the holder to purchase one common share of the Company at a price of $0.75, expiring January 13, 2026.

(g) On February 2, 2023 the Company completed a non-brokered private placement of 6,264,500 common shares of the Company that are Canadian Exploration Expense ("CEE") flow-through units (the "CEE Flow-through Unit") within the meaning of the Income Tax Act (Canada) and the Taxation Act (Quebec) at a price of $0.975 for aggregate gross proceeds of $6,107,887. Each CEE Flow-through Unit is comprised of one common share of the Company and one-half of one common share purchase warrant, that entitles the holder to purchase one common share of the Company at a price of $0.75, expiring February 2. 2026.

(h) On February 2, 2023 the Company completed a non-brokered private placement of 1,105,500 common shares of the Company that are Canadian Development Expense ("CDE) flow-through units (the "CDE Flow-through Unit") within the meaning of the Income Tax Act (Canada) and the Taxation Act (Quebec) at a price of $0.61 for aggregate gross proceeds of $674,355. Each CDE Flow-through Unit is comprised of one common share of the Company and one-half of one common share purchase warrant, that entitles the holder to purchase one common share of the Company at a price of $0.75, expiring February 2. 2026.

(i) On February 17, 2023 the Company completed a non-brokered private placement of 1,930,000 common shares of the Company that are flow-through shares within the meaning of the Income Tax Act (Canada) and the Taxation Act (Quebec) at a price of $0.50 for aggregate gross proceeds of $965,000.

(j) On April 28, 2023 the Company completed the final tranche of a non-brokered private placement of 570,000 common share units of the Company at a price of $0.50 per unit (the "April 2023 HD Unit") for aggregate gross proceeds of $285,000. Each April 2023 HD Unit is comprised of one common share of the Company and one-half of one common share purchase warrant, that entitles the holder to purchase one common share of the Company at a price of $0.75, expiring April 28, 2026.

(k) On November 28, 2023 the Company completed a non-brokered private placement of 668,332 common shares of the Company that are flow-through shares within the meaning of the Income Tax Act (Canada) and the Taxation Act (Quebec) at a price of $0.75 for aggregate gross proceeds of $501,249.

(l) On November 28, 2023 the Company completed a non-brokered private placement of 466,667 common shares of the Company that are Canadian Exploration Expense ("CEE") flow-through units (the "November 2023 CEE Flow-through Unit") within the meaning of the Income Tax Act (Canada) and the Taxation Act (Quebec) at a price of $1.425 for aggregate gross proceeds of $665,000. Each November 2023 CEE Flow-through Unit is comprised of one common share of the Company and one-half of one common share purchase warrant, that entitles the holder to purchase one common share of the Company at a price of $1.00, expiring November 28. 2026.

(m) November 28, 2023 the Company completed a non-brokered private placement of 2,255,000 common share units of the Company at a price of $0.75 per unit (the "November 2023 HD Unit") for aggregate gross proceeds of $1,691,250. Each November 2023 HD Unit is comprised of one common share of the Company and one-half of one common share purchase warrant, that entitles the holder to purchase one common share of the Company at a price of $1.00, expiring November 28, 2026.

(n) On December 28, 2023 the Company completed a non-brokered private placement of 265,000 common shares of the Company that are flow-through shares within the meaning of the Income Tax Act (Canada) and the Taxation Act (Quebec) at a price of $0.75 for aggregate gross proceeds of $198,750.

(o) On April 3, 2024 the Company issued 400,000 common share units at a price of $0.75 per unit (the "April 2024 HD Unit") in repct of shares subscribed for during the year ended December 31, 2023. Each April 2024 HD Unit is comprised of one common share of the Company and one-half of one common share purchase warrant, that entitles the holder to purchase one common share of the Company at a price of $1.00, expiring April 6, 2026.

ii. Warrants

The following table reflects the continuity of warrants as at December 31, 2023 and May 24, 2024,:

Expiry date	Opening balance #	Exercise price ($)	Warrants issued #	Warrants exercised #	Warrants expired #	Closing balance #
December 30, 2024	1,317,500	$ 0.75	-	-	-	1,317,500
January 7, 2025	447,500	0.75	-	-	-	447,500
March 1, 2025	100,000	0.75	-	-	-	100,000
April 6, 2025	1,550,000	0.75	-	-	-	1,550,000
January 13, 2026	-	0.75	732,000	-	-	732,000
February 2, 2026	-	0.75	3,685,000	-	-	3,685,000
April 28, 2026	-	0.75	285,000	-	-	285,000
November 28, 2026	-	1.00	1,360,834	-	-	1,360,834
Total, December 31, 2023	**3,415,000**	**-**	**6,062,834**	**-**	**-**	**9,477,834**
April 6, 2024	-	$ 1.00	200,000	-	-	200,000
Total, May 24, 2024,	**3,415,000**	**$ -**	**6,262,834**	**-**	**-**	**9,677,834**
Weighted average exercise price	$ 0.75	**$ -**	$ 0.81	$ -	$ -	$ 0.79

* Subsequent to December 31, 2023, the Company issued 200,000 warrants with an exercise price of $0.75 and expiring April 6, 2026

The following table reflects the continuity of warrants as at December 31, 2022:

Expiry date	Opening balance #	Exercise price ($)	Warrants issued #	Warrants exercised #	Warrants expired #	Closing balance #
December 30, 2024	1,317,500	$ 0.75	-	-	-	1,317,500
January 7, 2025	-	0.75	447,500	-	-	447,500
March 1, 2025	-	0.75	100,000	-	-	100,000
April 6, 2025	-	0.75	1,550,000	-	-	1,550,000
Total	**1,317,500**	**-**	**2,097,500**	**-**	**-**	**3,415,000**

iv. Options

The Company has a omnibus share incentive plan (the "Plan") which is restricted to directors, officers, key employees and consultants of the Company. The number of common shares subject to options granted under the Plan (and under all other management options and employee stock purchase plans) is limited to 10% in the aggregate and 5% with respect to any one optionee of the number of issued and outstanding common shares of the Company at the date of the grant of the option. Options issued under the Plan may be exercised during a period determined by the Board of Directors which cannot exceed ten years.

The continuity of stock options issued and outstanding are as follow:

Issued and outstanding:	**Options outstanding (#)**	**Weighted average exercise price ($)**
Balance, January 1, 2023	-	-
Granted	1,000,000	0.50
Outstanding at December 31, 2023	**1,000,000**	**0.50**
Granted	1,570,000	0.75
Balance, April 30, 2024	**2,570,000**	**0.65**

On March 14, 2024, the Company granted 1,570,000 options to acquire common shares to certain directors, officers, and consultants pursuant to its share option plan. The options vest immediately and are exercisable at a strike price of $0.75 per share for a period of five years from the date of grant.

During the year ended December 31, 2023 and the period ended April 30, 2024, there were no options exercised.

At April 30, 2024, the following options were outstanding and outstanding and exercisable:

	Outstanding		Outstanding and Exercisable	
Weighted average exercise price	**Options #**	**Weighted average remaining life (years)**	**Options #**	**Weighted average remaining life (years)**
$0.50	1,000,000	4.20	1,000,000	4.20
$0.75	1,570,000	4.90	1,570,000	4.90
	2,570,000	**4.70**	**2,570,000**	**4.70**

The Company applies the fair value method of accounting for all stock based compensation awards and accordingly, $195,121 was recorded as compensation for the year ended December 31, 2023.

- The Company currently estimates the forfeiture rate to be nil.

For purposes of the options granted, the fair value of each option was estimated on the date of grant using the Black-Scholes option pricing model, with the following assumptions:

	December 31, 2023
Risk-free interest rate	**3.684%**
Annualized volatility*	**88.62%**
Expected dividend	**NIL**
Expected option life	**5 years**
Expected forfeiture rate	**nil**
Share price**	**$0.31**

* Volatility based on similar publicly traded companies.
** Based on the share price of the most recent common share financing, net of value allocated to warrants.

v. Restricted Share Unit Plan

The Company's omnibus share incentive plan allows for the Board of Directors to grant its employees non-transferable share units ("Restricted Share Unit" or "RSU") based on the value of the Company's share price at the date of grant. The awards have a graded vesting schedule over a three-year period. Under the Plan, the awards can be equity or cash settled immediately upon vesting. It is expected that all RSU’s shall be settled through the issuance of common shares from treasury by the Company, and as such, the value of outstanding RSU’s is included in share-based payment reserve within equity.

On July 21, 2023, the Company granted certain employees, directors and consultants restricted share units (“RSU”) awards with a deemed value per RSU of $0.31, under which the holders have the right to receive an aggregate of 1,315,000 shares of the Company’s common stock. The share-based payment related to these RSU’s was calculated at $407,650, to be amortized equally in three separate tranches, withe final tranche besting November 20245. .The Company estimated a forfeiture rate of nil% for DSU's issued during the period, and has recorded $117,883 in share-based payments fo the portion of the untis that have vested during year ended December 31, 2023.

On March 14, 2024, the Company granted certain employees, directors and consultants restricted share units (“RSU”) awards with a deemed value per RSU of $0.75, under which the holders have the right to receive an aggregate of 813,000 shares of the Company’s common stock. The RSU’s vest equally in three separate tranches.

vi. Share-based payments

	Year ended December 31,	
	2023	2022
Stock option valuation	**$ 195,121**	$ -
RSU valuation	**117,883**	-
	$ 313,004	$ -

Commitments

Flow-through renunciation

On March 26, 2022, the Company completed a flow-through financing to raise $500,000. The Company Renounced 100% of the flow-through raised in 2022 to investors as at December 31, 2022. The Company had until February 1, 2023 to incur expenditures before monthly interest charges began to accrue on unspent funds. Interest charges incurred by the Company as a result of this income tax legislation are charged to income in the period incurred. Of the $500,000 in flow-through financing raised in the March 26, 2022 financing, the Company has incurred $500,000 in exploration expenses, therefore fulfilling its obligation in relation to these renounced expenditures.

On April 6, 2022, the Company completed a flow-through financing to raise $2,635,000. The Company renounced 100% of the flow-through raised in 2022 to investors as at December 31, 2022. The Company had until February 1, 2023 to incur expenditures before monthly interest charges began to accrue on unspent funds. Interest charges incurred by the Company as a result of this income tax legislation are charged to income in the period incurred. Of the $2,635,000 in flow-through financing raised in the April 6, 2022 financing, the Company has incurred $2,635,000 in exploration expenses, therefore fulfilling its obligation in relation to these renounced expenditures.

On December 27, 2022, the Company completed a flow-through financing to raise $482,500. The Company renounced 100% of the flow-through raised in 2022 to investors as at December 31, 2022. The Company had until February 1, 2023 to incur expenditures before monthly interest charges began to accrue on unspent funds. Interest charges incurred by the Company as a result of this income tax legislation are charged to income in the period incurred. Of the $482,500 in flow-through financing raised in the December 27, 2022 financing, the Company has incurred $482,500 in exploration expenses, therefore fulfilling its obligation in relation to these renounced expenditures..

On February 2, 2023, the Company completed a flow-through financing to raise $6,107,887. The Company intends to renounce 100% of the flow-through raised in 2023 to investors as at December 31, 2023. The Company has until February 1, 2024 to incur expenditures before monthly interest charges began to accrue on unspent funds. Interest charges incurred by the Company as a result of this income tax legislation are charged to income in the period incurred. Of the $6,107,887 in flow-through financing raised in the February 2, 2023 financing, the Company has incurred $3,967,910 in exploration expenses, and thus must incur expenses of $2,139,977 by December 31, 2024, to fulfil its obligation in relation to these renounced expenditures.

On February 2, 2023, the Company completed a Canadian Development Expense ("CDE") flow-through financing to raise $674,355. The Company intends to renounce 100% of the flow-through raised in 2023 to investors as at December 31, 2023. The Company has until December 31, 2023 to incur the expenditures. Of the $674,355 in flow-through financing raised in the February 2, 2023 financing, the Company has incurred $674,355 in Canadian Development Expenses, therefore fulfilling its obligation in relation to these renounced expenditures..

On February 17, 2023, the Company completed a flow-through financing to raise $965,000. The Company intends to renounce 100% of the flow-through raised in 2023 to investors as at December 31, 2023. The Company has until February 1, 2024 to incur expenditures before monthly interest charges began to accrue on unspent funds. Interest charges incurred by the Company as a result of this income tax legislation are charged to income in the period incurred. Of the $965,000 in flow-through financing raised in the February 17, 2023 financing, the Company has incurred $Nil in exploration expenses, and thus must incur expenses of $965,000 by December 31, 2024, to fulfil its obligation in relation to these renounced expenditures.

On November 28, 2023, the Company completed a flow-through financing to raise $501,249. The Company intends to renounce 100% of the flow-through raised in 2023 to investors as at December 31, 2023. The Company has until February 1, 2024 to incur expenditures before monthly interest charges began to accrue on unspent funds. Interest charges incurred by the Company as a result of this income tax legislation are charged to income in the period incurred. Of the $501,249 in flow-through financing raised in the February 2, 2023 financing, the Company has incurred $Nil in exploration expenses, and thus must incur expenses of $501,249 by December 31, 2024, to fulfil its obligation in relation to these renounced expenditures.

On November 28, 2023, the Company completed a flow-through unit financing to raise $665,000. The Company intends to renounce 100% of the flow-through raised in 2023 to investors as at December 31, 2023. The Company has until December 31, 2023 to incur the expenditures. Of the $665,000 in flow-through financing raised in the February 2, 2023 financing, the Company has incurred $Nil in exploration expenses, and therefore must incur expenses of $665,000 by December 31, 2024, to fulfil its obligation.

On December 28, 2023, the Company completed a flow-through financing to raise $198,750. The Company intends to renounce 100% of the flow-through raised in 2023 to investors as at December 31, 2023. The Company has until February 1, 2024 to incur expenditures before monthly interest charges began to accrue on unspent funds. Interest charges incurred by the Company as a result of this income tax legislation are charged to income in the period incurred. Of the $198,750 in flow-through financing raised in the February 17, 2023 financing, the Company has incurred $Nil in exploration expenses, and thus must incur expenses of $198,750 by December 31, 2024, to fulfil its obligation in relation to these renounced expenditures.

Related Party Transactions

Key management includes the Executive-Chair, CEO and CFO of the Company. Remuneration for key management includes the following amounts:

	2023	2022
	$	**$**
Salary and wages	**596,705**	267,922
Share-based payments	**244,711**	-
	841,416	267,922

Critical Accounting Estimates and Judgments

In the application of the Company's accounting policies, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

- value of shares used to calculated the deferred premium on flow-through shares;
- inputs used in accounting for share-based payments in the statement of loss and comprehensive loss;
- valuation of the refundable mining duties credit and the refundable tax credit for resources. The calculation of the Company's mining duties credit and tax credit for resources necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until a notice of assessment and payment has been received from the relevant taxation authority. Uncertainties exist with respect to the interpretation of tax regulations, including the mining duties credit and the tax credit for resources for which certain expenditures could be disallowed by the taxation authorities in the calculation of credits, and the amount and timing of their collection. Differences arising between the actual results following the final resolution of some of these items and the assumptions made, or future changes to such assumptions, could necessitate adjustments to the mining duties credit and tax credit for resources and the exploration and evaluation expenses in future periods;and
- the provision for income taxes that is included in the statement of loss and comprehensive loss and composition of deferred income tax assets and liabilities included in the statement of financial position which have not yet been confirmed by the taxation authorities.

Recent Accounting Pronouncements and Future Changes in Accounting Policies

Recent accounting pronouncements

The accounting policies adopted in the preparation of these financial statements have been prepared on the basis of all

IFRS and interpretations effective as at December 31, 2023. There were no policies adopted that have a material impact on the Company.

New accounting standards and interpretations not yet adopted

The following is a listing of amendments, revisions and new International Financial Reporting Standards issued but not yet effective. The Company is currently assessing the impact of adopting the following standards on the financial statements, as described below:

IAS 1 - Classification of liabilities as current or non-current

In January 2020, the IASB issued amendments to IAS 1 - Presentation of Financial Statements to clarify that liabilities are classified as either current or non-current, depending on the existence of the substantive right at the end of the reporting period for an entity to defer settlement of the liability for at least twelve months after the reporting period. The amendments are effective 1 January, 2024 with early adoption permitted. The amendments are required to be adopted retrospectively. The Company does not anticipate any significant impact from these amendments on the financial statements as a result of initial application.

Financial Instruments and related risks

The Company's operations include the acquisition and exploration of mineral properties in Canada. The Company examines the various financial risks to which it is exposed and assesses the impact and likelihood of occurrence. These risks may include credit risk, liquidity risk, currency risk, interest rate risk and other risks. Where material, these risks are reviewed and monitored by the Board of Directors.

[a] Credit risk
Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by those counterparties, less any amounts owed to the counterparty by the Company where a legal right of off-set exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

i) Trade credit risk
The Company is in the exploration stage and has not yet commenced commercial production or sales. Therefore, the Company is not exposed to significant credit risk and overall the Company's credit risk has not changed significantly from the prior year.

ii) Cash and cash equivalents
In order to manage credit and liquidity risk the Company invests only in highly rated investment grade instruments that have maturities of three months or less and are cashable at any time. Limits are also established based on the type of investment, the counterparty and the credit rate.

[b] Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure.

Accounts payable and accrued liabilities are due within the current operating period.

[c] Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a significant loss as a result of a decline in the fair market value is limited as the Company holds all of its funds in cash and cash equivalents.

Risk Factors

The Company's Board of Directors has overall responsibility for the oversight of the Company's risk management policies. In carrying on its business, the Company is exposed to a variety of risks, including the risks described elsewhere in this MD&A. The Company can neither predict nor identify all such risks nor can it accurately predict the impact, if any, of such risks on its business, operations or the extent to which one or more risks or events may materially change future results of financial position from those reported or projected in any forward-looking statements. Accordingly, the Company cautions the reader not to rely on reported financial information and forward-looking statements to predict actual future results. This MD&A and the accompanying financial information should be read in conjunction with this statement concerning risks and uncertainties. Some of the risks, uncertainties and events that may affect the Company, its business, operations, and results, are given in this section. However, the factors and uncertainties are not limited to those stated. The Company has policies and practices mandated by the Board of Directors to manage the Company's risks which include the risks described elsewhere in this MD&A and below.

The Company's business, being the acquisition, exploration, and development of mineral properties in Canada, is speculative and involves a high degree of risk. The risk factors listed below could materially affect the Company's financial condition and/or future operating results, and could cause actual events to differ materially from those described in forward-looking statements made by or relating to the Company.

Exploration and Mining Risks

The Company is engaged in mineral exploration and development activities. Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. The long-term profitability of our operations will be in part directly related to the cost and success of our exploration programs, which may be affected by a number of factors beyond our control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected formations and other conditions such as formation pressures, fire, power outages, labour disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. We may become subject to liability for pollution, cave-ins or hazards against which we cannot insure or against which we may elect not to insure. The payment of such liabilities may have a material, adverse effect on our financial position.

The Company relies upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, allowable production, importing and exporting of minerals and environmental protection.

Financing Risks

The Company is limited in financial resources, and as a mineral exploration company has no source of operating cash flow. The Company has no assurance that additional funding will be available to us for further exploration and development of our projects or to fulfil our obligations under any applicable agreements. There can be no assurance that we will be able to obtain adequate financing in the future, or that the terms of such financing will be favourable. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development of our projects with the possible loss of such properties.

Regulatory Requirements

Even if our mineral properties are proven to host economic reserves of mineral resources, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits or repatriation of profits. The Company may acquire other properties in other jurisdictions or countries. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect our business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including but not limited to unexpected or unusual geological operating conditions, seismic activity, rock bursts, cave-ins, fires, floods, landslides, earthquakes and other environmental occurrences, risks relating to the shipment of precious metal concentrates or ore bars, and political and social instability, any of which could result in damage to, or destruction of, the mine and other producing facilities, damage to life or property, environmental damage and possible legal liability.

Although the Company believes that appropriate precautions to mitigate these risks are being taken, operations are subject to hazards such as equipment failure or failure of structures, which may result in environmental pollution and consequent liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate the Company's future profitability and result in increasing costs and a decline in the value of the common shares. The Company does not maintain insurance against title, political or environmental risks.

While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or be excluded from coverage. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, thereby adversely affecting the Company's business and financial condition.

Title Matters

Title to, and the area of, mineral properties may be disputed. There is no guarantee that title to one or more claims or concessions at the Company's projects will not be challenged or impugned. There may be challenges to any of the Company's titles which, if successful, could result in the loss or reduction of the Company's interest in such titles. The Company's properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties. The failure to comply with all applicable laws and regulations, including a failure to pay taxes or to carry out and file assessment work, can lead to the unilateral termination of concessions by mining authorities or other governmental entities.

Permits and Licenses

The operations of the Company require licenses and permits from various governmental authorities. The Company will use its best efforts to obtain all necessary licenses and permits to carry on the activities which it intends to conduct, and it intends to comply in all material respects with the terms of such licenses and permits. However, there can be no guarantee that the Company will be able to obtain and maintain, at all times, all necessary licenses and permits required to undertake its proposed exploration and development, or to place its properties into commercial production and to operate mining facilities thereon. In the event of commercial production, the cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or preclude the economic development of the Company's properties.

With respect to environmental permitting, the development, construction, exploitation and operation of mines at the Company's projects may require the granting of environmental licenses and other environmental permits or concessions by the competent environmental authorities. Required environmental permits, licenses or concessions may take time and/or be difficult to obtain, and may not be issued on the terms required by the Company. Operating without the required environmental permits may result in the imposition of fines or penalties as well as criminal charges against the Company for violations of applicable laws or regulations.

Competition

The mineral industry is intensely competitive in all its phases. We compete with many companies possessing greater financial resources and technical facilities than the Company for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees.

In addition, there is no assurance that a ready market will exist for the sale of commercial quantities of ore. Factors beyond the control of the Company may affect the marketability of any substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, 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 or losing our investment capital.

Environmental Regulations

Our operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. 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. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect our operations.

Stage of Development

The Company is in the business of exploring for, with the ultimate goal of producing, mineral resources from our mineral exploration properties. None of our properties have commenced commercial production and we have no history of earnings or cash flow from our operations. As a result of the foregoing, there can be no assurance that we will be able to develop any of our properties profitably or that our activities will generate positive cash flow. We are unlikely to enjoy earnings or pay dividends in the immediate or foreseeable future. A prospective investor in the Company must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of our management in all aspects of the development and implementation of our business activities.

Markets for Securities

There can be no assurance that an active trading market in our securities will be established and sustained. The market price for our securities could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of our peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of the Company. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the mining sector, which have often been unrelated to the operating performance of particular companies.

Reliance on Key Individuals

Our success depends to a certain degree upon certain key members of the management. It is expected that these individuals will be a significant factor in our growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on the Company.

Geopolitical Risks

The Company may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on future exploitation and production, price controls, export controls, currency availability, income taxes, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on mineral exports, increased financing costs, and site safety. In addition, legislative enactments may be delayed or announced without being enacted and future political action that may adversely affect the Company cannot be predicted. Any changes in regulations or shifts in political attitudes that may result, among other things, in significant changes to mining laws or any other national legal body of regulations or policies are beyond the control of the Company and may adversely affect its business. The possibility that future governments may adopt substantially different policies, which might extend to the expropriation of assets, cannot be ruled out.

Health Epidemics and Outbreaks of Communicable Diseases

Nuvau's business could be adversely impacted by the effects of the novel coronavirus or other health epidemics and/or outbreaks of communicable diseases, which could significantly disrupt the Company's exploration and development activities and may have a material adverse effect on Company's business and financial condition. The World Health Organization declared a global pandemic on March 2020 related to COVID-19. Global travel and workplace restrictions have been implemented as a result. The extent to which COVID-19 impacts the Company's business, including the Company's operations and the market for the Company's securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, including the duration, severity and scope of the coronavirus outbreak and the actions taken to contain or treat the outbreak. In particular, the continued or perceived spread of the coronavirus globally could materially and adversely impact the Company's business including, without limitation, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, stoppage or suspension of its operations in Canada including restrictions to its drilling, development and exploration programs and/or the timing to process drill and other metallurgical testing and other factors that will depend on future developments beyond the Company's control, which may have a material adverse effect on the Company's business, financial condition and results of operations. Moreover, the actual and threatened spread of COVID-19 globally could also have a material adverse effect on the regional economies in which the Company operates, could continue to negatively impact stock markets, could adversely impact the Company's ability to raise capital, could cause continued interest rate volatility and movements that could make obtaining financing more challenging or more expensive, could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the demand for base and precious metals and Nuvau's future prospects and could result in any operations affected by COVID-19 becoming subject to quarantine. Any of these developments, and others, could have a material adverse effect on the Company's business and results of operations. There can also be no assurance that the Nuvau's personnel will not be impacted by these pandemic diseases and ultimately see all or a portion of its operations suspended, workforce productivity reduced or incur increased medical costs and/or insurance premiums as a result of these health risks.

Credit Risk

The Company's credit risk is primarily attributable to cash. Management believes that the credit risk concentration with respect to these financial instruments is minimal as the funds are deposited in a Canadian chartered bank.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to capital markets is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company.

Risk of Litigation

The Company may become involved in disputes with other parties in the future which may result in litigation or other legal proceedings. The results of legal proceedings cannot be predicted with certainty. If the Company is unable to resolve these disputes favourably, it may have a material adverse impact on the ability of the Company to carry out its business plan.

Influence of Third-Party Stakeholders

Some of the lands in which the Company holds an interest, or the exploration equipment and roads or other means of access which the Company intends to utilize in carrying out its work programs or general business activities, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims or do not consent to the Company carrying on activities on lands subject to their interests or claims, the Company's work programs may be delayed or prevented, even if such claims are not meritorious. Such claims or delays may result in significant financial loss and loss of opportunity for the Company.

The Company may need to enter into negotiations with landowners and other groups in local communities in order to conduct further exploration and development work on its properties. There is no assurance that future discussions and negotiations will result in agreements with landowners and other local community groups or if such agreements will be on terms acceptable to the Company so that the Company may continue to conduct exploration and development activities on these properties.

Industry and Economic Factors Affecting the Company

The Company is a junior resource issuer focused primarily on the evaluation, exploration and development of mineral properties and potential acquisition of mineral properties in the future. The Company's future performance is largely tied to the financial markets related to junior resource companies, which is often cyclical. The Company will continuously monitor several economic factors including the uncertainty regarding the price of zinc, copper, and gold and other metals and the availability of equity financing for the purposes of mineral exploration and development. The Company's future performance is largely tied to its ability to raise additional financing needed to fund its ongoing exploration and operating activities and to pursue the exploration and the development of its mineral property interests and the overall financial markets. Financial markets in the mining sector are likely to continue to be volatile reflecting ongoing concerns about the global economy. Companies worldwide have been affected negatively by these trends. As a result, the Company may have difficulties raising equity financing needed for the purposes of mineral exploration and development, particularly without excessively diluting the interests of its current shareholders.

Management's Responsibility

Management is responsible for all information contained in this report. The financial statements have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this report is consistent with that contained in the financial statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Audit Committee has reviewed the financial statements with management. The Board of Directors has approved the financial statements on the recommendation of the Audit Committee.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Additional Information

Additional information about the Company including financial statements, press releases and other filings are available on the Company's website at www.nuvauminerals.com.