

**Lahontan Gold Corp.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**For the Years Ended December 31, 2022 and 2021**  
**(Information as at April 26, 2023 unless otherwise noted)**

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**INTRODUCTION**

The following provides management's discussion and analysis of results of operations and financial condition for the years ended December 31, 2022 and 2021. Management's Discussion and Analysis ("MD&A") was prepared by Lahontan Gold Corp. management and approved by the Board of Directors on April 26, 2023.

On April 5, 2022, Lahontan Gold Corp. ("Original Lahontan") completed a three-cornered amalgamation transaction with 1246765 B.C. Ltd. ("765 BC") to become a wholly-owned subsidiary of 765 BC (the "Resulting Issuer"). The amalgamation transaction constitutes a reverse takeover of 765 BC by Original Lahontan. In connection with the amalgamation transaction 765 BC changed its name to Lahontan Gold Corp. and Original Lahontan was renamed 1000166543 Ontario Inc. Lahontan Gold Corp. (formerly 765 BC) is referred to herein with all of its subsidiaries as "Lahontan" or the "Company". See further information regarding the amalgamation and public listing at page 7 of this MD&A.

On September 25, 2020, Lahontan completed a reverse takeover transaction with Gateway. Gateway was considered the accounting acquirer, and accordingly, the Company is considered a continuation of Gateway.

The following discussion and analysis should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2022 and 2021 which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are presented in United States dollars (unless otherwise indicated). The consolidated financial statements include all of the assets, liabilities and expenses of the Company and its wholly-owned subsidiaries, 1000166543 Ontario Inc., domiciled in Ontario, Canada; Lahontan Gold (US) Corp., domiciled in Nevada, USA; Gateway Gold Corp. ("Gateway"), incorporated in British Columbia, Canada; and, Gateway Gold (USA) Corp., domiciled in Nevada, USA. All intercompany balances and transactions have been eliminated upon consolidation.

**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

*This document may contain or refer to certain forward-looking statements relating but not limited to Lahontan's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, the failure to obtain sufficient funding for operating, capital and exploration requirements and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. Potential shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not*

*occur. Lahontan Gold Corp. undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.*

## **NATURE OF OPERATIONS AND DESCRIPTION OF BUSINESS**

The Company is an exploration stage junior mining company engaged in the identification, acquisition, evaluation and exploration of mineral properties in Nevada, USA. The Company has not determined whether its properties contain mineral resources that are economically recoverable. The recoverability of amounts recorded as exploration and evaluation assets is dependent upon the discovery of economically recoverable resources, the ability of the Company to obtain the necessary financing to complete the development of these resources and upon attaining future profitable production from the properties or sufficient proceeds from disposition of the properties.

The Company's current mineral exploration property interests include: the Santa Fe, Moho, and Redlich projects each located in Nevada, USA. Details regarding each mineral property interest is contained in the section entitled *Overall Performance and Results of Operations* in this MD&A.

## **ACTIVITY HIGHLIGHTS FOR 2021 AND TO DATE**

### ***Commencement of base-line environmental studies at Santa Fe***

On April 12, 2023, the Company announced that it will commence base-line environmental studies at its Santa Fe project. The base-line studies will be utilized in the Company's Plan of Operations submittal to the Bureau of Land Management which, when approved, will allow the Company to conduct exploration activities including road building and drilling, in a 12.2 km<sup>2</sup> area within the former mine area. Furthermore, the base-line environmental data can be used in future submissions should the Company elect to put the Santa Fe Mine back into production which would streamline that process. The Company will continue its current resource expansion drilling program under an approved Notice of Intent, with the goal of an updated Mineral Resource Estimate ("MRE") by year-end.

### ***Stock option grant***

On March 16, 2023, the Company announced that the board of directors approved the grant of 2,925,000 stock options to directors, officers and consultants of the Company. These stock options are exercisable at CDN\$0.18 per common share, expire on March 16, 2028 and vested immediately.

### ***Appointment of Brian Maher as Vice President – Exploration***

On March 13, 2023, the Company appointed Brian J. Maher to the role of Vice President – Exploration of the Company. Mr. Maher, a Founder of Lahontan, brings more than 45 years of exploration and mine development expertise to the Company.

### ***Filing of Santa Fe National Instrument 43-101 Technical Report***

On March 3, 2023, the Company announced that it had filed on SEDAR an independent Technical Report and Mineral Resource Estimate titled "Santa Fe Project Technical Report," effective December 7, 2022, and dated March, 2023, for Lahontan's Santa Fe gold and silver project. The Technical Report was prepared in accordance with National Instrument 43-101 - Standards of Disclosure for Mineral Projects and supports the disclosure made by the Company in its maiden Mineral Resource Estimate on January 17, 2023 (see below).

### ***Private placement financing raising CDN\$3,114,364***

On February 28, 2023 and March 8, 2023, the Company had closings of a private placement financing issuing a total of 28,312,400 units at CDN\$0.11 per unit for gross proceeds of CDN\$3,114,364. Each unit

consisted of one common share of the Company and one-half common share purchase warrant. Each whole warrant issued entitles the holder to purchase one common share of the Company at a price of CDN\$0.18 per share until February 28, 2026. In connection with the private placement, the Company paid Beacon Securities Limited ("Beacon") as lead agent and sole bookrunner, and Canaccord Genuity Corp. (together with Beacon, the "Agents"), cash commissions of CDN\$193,514 and an aggregate of 1,750,168 finders' warrants. Each finders' warrant entitles the Agents to acquire one common share of the Company at a price of CDN\$0.11 until February 28, 2026.

### ***Commencement of Met testing at Santa Fe***

On January 31, 2023, the Company announced it had begun metallurgical test work for Santa Fe Mine project. The program is designed to verify historical gold and silver recoveries from oxide mineralization at Santa Fe, and to provide baseline metallurgical data that can be used to design process flowsheets for any future mining operations.

The first phase of testing will be a series of bottle-roll tests utilizing reverse-circulation drill cuttings which will allow the Company to characterize different mineralization types within the oxidized portion of the Santa Fe mineral resource. Previous bottle-roll tests produced gold recoveries in oxidized rock of up to 88.9% with cyanide consumption averaging 0.25kg/tonne (Lacana Pre-Feasibility Study, 1987). Subsequent testing will include defining optimizing crushing size for potential future heap-leach processing, column leach tests, and evaluating agglomeration to improve precious metal recoveries.

### ***Announcement of maiden Mineral Resource Estimate at Santa Fe***

On January 17, 2023, the Company announced the maiden mineral resource estimate for its Santa Fe project. The MRE for Santa Fe is based upon 1,275 drill holes totaling 125,435 metres, including 50 drill holes totaling 13,118 metres drilled by Lahontan since 2021. Highlights of the MRE include:

- Project-wide pit constrained indicated mineral resources of 1,112,000 contained gold equivalent ("Au Eq") ounces and inferred mineral resources of 544,000 contained Au Eq ounces.
- Project-wide average grade for the indicated mineral resource is 1.14 grams per tonne ("g/t") Au Eq; the average grade of the project-wide inferred mineral resource is 1.00 g/t Au Eq.
- Indicated oxide resources total 21.6 million tonnes (Mt) grading 1.03 g/t Au Eq for 712,000 Au Eq ounces and inferred oxide resources total 11.1 Mt grading 0.73 g/t Au Eq for 262,000 Au Eq ounces.
- The conceptual pit shells returned preliminary strip ratios (waste:ore) of 3.6:1 at the Santa Fe deposit and 2.3:1 at the Slab-Calvada-York Complex. Within both conceptual pits, gold and silver deposits crop out at the surface providing opportunities for rapid, low-cost mining operations.
- The MRE block model shows that gold and silver mineralization extends well beyond the conceptual pit shells, generating high-quality targets for additional drilling and resource growth.

For further details including a map and table that summarizes the results, refer to the Overall Performance and Results of Operations section in this MD&A.

### ***Additional results from phase two drilling at the Slab pit area: 32m grading 0.65 g/t AuEq***

On December 6, 2022, the Company announced the results from an additional five reverse circulation rotary ("RC") drill holes from the Company's Phase Two drilling campaign as part of the exploration of the Slab pit area of the Santa Fe project. The five drill holes, totaling 1,111 metres, are the final drill holes of the Company's Phase Two drilling campaign. The drill holes targeted down-dip extensions of oxidized gold and silver mineralization east and northeast of the Slab pit. Past mining and historical drilling had outlined

significant potential oxide and transition domain resources east of the Slab pit that remained open down dip from the pit. Highlights include:

- 32.0 metres grading 0.59 g/t Au and 4.4 g/t Ag (0.65 g/t Au Eq) of oxide and transition metallurgical domain mineralization in drill hole CAL22-016R including 6.1 metres grading 1.18 g/t Au and 14.4 g/t Ag (1.37 g/t Au Eq).
- 62.5 metres grading 0.33 g/t Au and 2.6 g/t Ag (0.36 g/t Au Eq) of oxide mineralization in drill hole CAL22-015R including 6.1 metres grading 1.04 g/t Au and 1.4 g/t Ag (1.06 g/t Au Eq).

For further details including a map and table that summarizes the results, refer to the Overall Performance and Results of Operations section in this MD&A.

***Additional results from phase two drilling at the Slab pit area: 32.0m grading 0.61 g/t Au Eq***

On November 14, 2022, the Company announced the results from an additional four RC drill holes from the Company's Phase Two drilling campaign exploring the Slab pit area of the Santa Fe project. The four drill holes, totaling 883 metres, targeted down-dip extensions of oxidized gold and silver mineralization east of the Slab pit. Past mining and historical drilling had outlined significant potential oxide and transition domain resources east of the Slab pit that remained open down dip from the pit. Highlights include:

- 32.0 metres grading 0.50 g/t Au and 7.9 g/t Ag (0.60 g/t Au Eq) of oxide and transition metallurgical domain mineralization in drill hole CAL22-010R including 10.7 metres grading 0.93 g/t Au and 18.7 g/t Ag (1.18 g/t Au Eq).

This drill hole, coupled with earlier Lahontan drill results, confirms a major eastern extension of previously mined gold and silver mineralization seen in the Slab pit, extending mineralization at least 350 metres down dip at shallow levels.

For further details including a map and table that summarizes the results, refer to the *Overall Performance and Results of Operations* section in this MD&A.

***Amendment to Moho Mining Lease and Option to Purchase Agreement***

On November 1, 2022, the Company announced that it had entered into a second amendment to the lease and option to purchase agreement with Minquest Ltd. ("Minquest"), amending the terms of the mining lease option to purchase agreement dated August 30, 2017, as previously amended August 25, 2020, between Minquest and Pyramid Gold Cold (US) Corp. ("Pyramid Gold"), as assigned from Pyramid Gold to the Company on July 30, 2020. Pursuant to the agreement, the Company has the option to purchase fifty unpatented lode mining claims in Mineral County, Nevada that forms part of the Company's Moho project. This second amendment extended the term of the Agreement to March 31, 2023 and provided for a payment totaling \$193,875 comprised of \$129,875 in cash and the issuance of 800,000 common shares of the Company at a deemed value of \$0.08 per share (total value of \$64,000) to Minquest after all regulatory approvals had been obtained. This payment was made on November 3, 2022. A final cash payment of \$193,875 to exercise the option to purchase was completed subsequent to year end, in March 2023.

***Results from phase two drilling from the Slab-Calvada pit area***

On September 27, 2022, the Company announced the results from the first seven RC drill holes of the Company's Phase Two drilling campaign exploring the Slab-Calvada pit area of the Company's Santa Fe project. The seven drill holes, totaling 1,710 metres, targeted down-dip extensions of oxidized gold and silver mineralization along the Calvada fault and northerly step-out drilling from the Slab pit. Historical drilling in both areas had outlined significant potential oxide and transition domain resources. Highlights include:

- 25.9 metres grading 2.55 g/t Au and 3.4 g/t Ag (2.60 g/t Au Eq) of oxide and transition metallurgical domain mineralization in drill hole CAL22-006R, the farthest north step-out drill hole from the Slab pit, with gold mineralization starting at a depth of 68.6 metres downhole.
- 47.2 metres grading 0.78 g/t Au and 1.3 g/t Ag (0.80 g/t Au Eq) in drill hole CAL22-002R including 32.0 metres grading 1.04 g/t Au and 1.4 g/t Ag (1.06 g/t Au Eq) of oxidized mineralization down-dip along the Calvada fault, further expanding the envelope of oxide gold mineralization along this important structure.

For further details including a map and table that summarizes the results, refer to the *Overall Performance and Results of Operations* section in this MD&A.

#### ***Drill results from the Santa Fe pit area***

On August 2, 2022, the Company announced the final results from Phase One drilling completed during 2021. Drill results were from ten RC drill holes exploring the Santa Fe pit area. Eight drill holes, totaling 2,614 metres, are the final RC holes from the 2021 drilling campaign. These drill holes targeted down-dip plus northwest and southeast step outs from known gold and silver mineralization along the Santa Fe fault.

Highlights include holes SF21-015R and -016R where these two RC drill holes targeted expansion of known mineralization in the high-wall of the Santa Fe Pit between the Bonanza and Big Horn zones and were collared approximately 120 metres northwest of SF21-007R. SF21-015R cut 138.6m grading 1.01 g/t Au and 3.4 g/t Ag (1.06 g/t Au Eq) while SF21-016R intercepted 102.1m grading 0.69 g/t Au and 1.7 g/t Ag (0.71 g/t Au Eq). These drill holes expand potential resources in this portion of the Santa Fe pit and define the extent of transitional mineralized rock.

#### ***Listing on the OTCQB Venture Market***

On July 25, 2022, the Company announced that the Company's shares commenced trading on the OTCQB Venture Market in the United States operated by OTC Markets Group Inc. The Company's trading symbol on the OTCQB is LGCXF. Company shares continue to trade on the TSX Venture Exchange in Canada.

#### ***Drill results from Slab-Calvada pit area of the Santa Fe project***

On July 12, 2022, the Company announced drill results from the final three core drill holes from the 2021 program exploring the Slab-Calvada pit area of the Santa Fe project. The three drill holes, totaling 552 metres, were completed in late 2021 and targeted down-dip extensions of oxidized gold and silver mineralization along the Calvada fault. Historical drilling in this area outlined significant potential oxide resources.

Highlights included: 21.0 metres grading 0.89 g/t Au and 2.7 g/t Ag (0.93 g/t Au Eq) of oxidized mineralization in drill hole CAL21-007C confirming oxidized precious metal mineralization over a vertical range of over 150 metres; and, 32.1 metres grading 0.54 g/t Au and 3.7 g/t Ag (0.58 g/t Au Eq) starting at a vertical depth of only 60 metres in drill hole CAL21-006C.

These three drill holes intercepted shallow, oxidized gold and silver mineralization along the Calvada fault zone, an east-west trending structure that links the previously mined Slab and Calvada pits. Gold and silver mineralization crops out on the surface and now has been traced down-dip over a vertical range of almost 200 metres with mineralization remaining open at depth.

#### ***Lahontan drills new "Bonanza" high-grade zone at Santa Fe***

On June 28, 2022, the Company announced drill results from two RC drill holes exploring the Santa Fe pit area. The two drill holes, totaling 518.2 metres, were completed in late 2021. These drill holes targeted northwest and down-dip step outs from known gold and silver mineralization along the Santa Fe fault.

Highlights included hole SF21-014R was located approximately 350 metres northwest of the newly discovered Big Horn high-grade zone and intercepted yet another area of high-grade gold mineralization including a 25.9 metre interval grading 20.36 g/t Au. This newly discovered high-grade zone, called

“Bonanza”, has set a new standard with the highest-grade Au assays in the Santa Fe project’s history of 4.6m grading 112.3 g/t Au. The Company has now identified three distinct high-grade gold zones along nearly 800 metres of strike length on the Santa Fe fault that remain open at depth and to the northwest.

Additionally, hole SF21-009R was drilled from the same site as SF21-014R and intercepted shallow transition and oxide gold mineralization including 35.1m grading 1.07 g/t Au, expanding the envelope of oxide and transition mineralization in this corner of the Santa Fe pit and producing new targets for further step-out drilling.

#### ***Lahontan drills thick continuous gold at Santa Fe project***

On June 6, 2022, the Company announced drill results from four additional core drill holes exploring the Santa Fe pit area. The four drill holes, totaling 1,549 metres, were completed in late 2021. These drill holes targeted down-dip step outs from known gold and silver mineralization along the Santa Fe fault, extensions of oxide and transition mineralization southeast of the Santa Fe pit, and an easterly trending structure that may tie Slab pit mineralization to the Santa Fe pit area.

Highlights included core hole SF21-006C that intercepted continuous gold and silver mineralization over 226 metres (1.22 g/t Au) with this drill hole bottoming in mineralized rock. Within this intercept, the Company has discovered a new high-grade zone (the “Bighorn Zone”) with up to 26.2 g/t Au and 61.0 g/t Ag (27.01 g/t Au Eq, 245.5 – 246.6m). This high-grade zone is separate from the BH Zone and suggests that multiple high-grade feeder zones are present at the Santa Fe project.

Core hole SF21-008C was a step-out drill hole southeast of the Santa Fe pit that successfully intercepted shallow oxidized gold and silver mineralization (75 metres south of previously reported drill hole SF21-004C). This drill hole demonstrates that additional oxide and transition mineralization is extensive south and southeast of the Santa Fe pit, and underscores the resource potential of this area.

Core holes SF21-007C and -009C targeted the projected extension of the Calvada fault, an east-west trending structure that may tie together mineralization seen at the Slab-Calvada area with the intensely gold and silver mineralized Santa Fe pit area. SF21-007C intercepted 64 metres grading 0.74 g/t Au Eq including up to 2.24 g/t Au Eq in transitional rocks (360.6 – 362.1m, 1.97 g/t Au and 19.7 g/t Ag). Although -009C appears to have drilled over the main structure, the two holes confirm the potential of the Calvada fault zone between the Santa Fe and Slab pits opening up over 1,000 metres of potentially mineralized structure.

#### ***Lahontan drills shallow oxide gold at the Slab open pit area***

On May 24, 2022, the Company announced drill results from the first four core drill holes exploring the Slab pit area at the Santa Fe project. The four drill holes, totaling 891 metres, were completed in late 2021 and targeted down-dip extensions of oxidized gold and silver mineralization below the Slab open pit in an area where historical drilling outlined significant potential oxide resources.

Highlights included 41.1 metres grading 0.54 g/t Au and 1.8 g/t Ag (0.56 g/t Au Eq) starting at only 52.4 metres down-hole, and a second vertically stacked zone of 19.5 metres grading 0.26 g/t Au and 5.6 g/t Ag (0.33 g/t Au Eq), all oxidized, in drill hole CAL21-002C. Additionally, 26.7 metres grading 0.44 g/t Au and 3.1 g/t Ag (0.48 g/t Au Eq) starting at only 29.4 metres down-hole, and a second, deeper zone, grading 0.21 g/t Au and 1.5 g/t Ag (0.23 g/t Au Eq), all oxidized, in drill hole CAL21-005C.

These four drill holes intercepted oxidized gold and silver mineralization throughout their entire lengths to a maximum down-hole depth of 246 metres (CAL21-002C), confirming the presence of widespread oxide mineralization in the Slab pit area with only very minor amounts of transitional mineralization. Of critical importance, the drilling identified at least two vertically stacked zones of gold and silver mineralization; the deeper zone can help drive a deeper pit shell during resource estimation and optimization, which increases the volume of potential resources in the Slab pit area.

### ***Drill results return thick intervals of high-grade gold at Santa Fe project***

On May 2, 2022, the Company released the results from five core holes, totaling 1,368 metres, completed in 2021 at the Santa Fe project. These core drill holes explored down-rake and on-strike extensions to the high-grade BH zone and shallow, potentially open-pit minable, gold and silver mineralization southeast of the past-producing Santa Fe open pit.

High-grade intercepts from the BH zone included 100.3 metres grading 2.96 g/t Au and 62.2 g/t Ag (3.79 g/t gold equivalent), including 37.3 metres grading 3.78 g/t Au and 96.1 g/t Ag (5.06 g/t AuEq), also including 4.9 metres grading 10.76 g/t Au and 126.7 g/t Ag (12.45 g/t AuEq) in drill hole SF21-001C.

Highlights from shallow oxide drilling included 23.9 m grading 0.84 g/t Au and 4.6 g/t Ag (0.90 AuEq), and 20.7 m grading 0.45 g/t Au and 3.4 g/t Ag (0.50 g/t AuEq) in drill hole SF21-004C.

### ***Expansion of land position at Santa Fe project***

On April 19, 2022, the Company announced that it had expanded its land holdings at its flagship Santa Fe project by staking 19 unpatented lode mining claims. The new claims cover potential southern extensions to the high-grade BH zone as well as surface geochemical and hydrothermal alteration anomalies. The claims also cover small gaps between existing land holdings and adjacent claimants. With the new unpatented lode mining claims, the Santa Fe project now encompasses over 19 square kilometres.

### ***Amalgamation with 1246765 B.C. Ltd / Public listing application***

On February 1, 2021, 765 BC announced that it had agreed to complete a transaction with the Company that would result in 765 BC indirectly acquiring interests in the Santa Fe, Moho and Redlich projects located in Nevada (the "Transaction"). The Transaction was concluded on April 5, 2022 and was effected through an amalgamation agreement (the "Amalgamation Agreement"). The Transaction was conditional on the Company completing a private placement of subscription receipts (as described below) and the TSX Venture Exchange ("TSXV") approving the listing of the post-consolidation common shares of 765 BC and other customary conditions.

The Amalgamation Agreement, dated January 29, 2021, as amended, provided for, among other things, a three-cornered amalgamation (the "Amalgamation") pursuant to which: (i) Original Lahontan amalgamated with a newly formed wholly-owned subsidiary of 765 BC incorporated pursuant to the provisions of the *Business Corporations Act* (Ontario); (ii) all of the outstanding common shares, warrants and stock options of Original Lahontan were cancelled and, in consideration therefor, the holders were provided resulting issuer shares, warrants and stock options of 765 BC at an exchange ratio of one-for-one; and, (iii) the amalgamated company became a wholly-owned subsidiary of 765 BC. After giving effect to the Amalgamation, the shareholders of the Company collectively exercise control over 765 BC. The combination arising from the Amalgamation has been accounted for as a reverse takeover transaction.

Pursuant to the terms of the Amalgamation Agreement, 765 BC effected a consolidation (the "Consolidation") of its outstanding 3,000,000 common shares on the basis of one post-consolidation share for every 2.7 pre-consolidation shares and changed its name to "Lahontan Gold Corp." (the "Name Change"). Shareholders of 765 BC therefore received 1,111,111 resulting issuer shares.

All conditions of the Amalgamation Agreement were satisfied, including among others: (i) the requirement for the Company to obtain approval of at least 66 $\frac{2}{3}$  percent of the votes cast by shareholders of the Company at a special meeting of shareholders held on March 29, 2022; (ii) the requirement for 765 BC to obtain applicable approvals for the Consolidation and the Name Change; (iii) completion of the private placement of subscription receipts; and, (iv) obtaining conditional approval of the TSXV for the listing of 765 BC's common shares.

Pursuant to the Amalgamation, the Company's shares and other securities (including the common shares and warrants issued upon conversion of the Subscription Receipts) were exchanged for common shares ("Resulting Issuer Shares") and other securities of 765 BC.

***Private placement of subscription receipts***

On March 24, 2022 in connection with its public listing application and the Amalgamation, the Company entered into an agreement (the "Agency Agreement") with Beacon Securities Inc. as lead agent, on behalf of a syndicate of agents, (the "Agents") in connection with a best-efforts private placement of 8,888,889 subscription receipts (the "Subscription Receipts") at a price of CDN\$0.45 per Subscription Receipt for gross proceeds of CDN\$4,000,000 (the "Offering"). The Offering was closed on March 24, 2022 with the gross proceeds less certain commissions and expenses of the Agents placed in escrow.

On April 5, 2022, all applicable escrow release conditions were satisfied and the Subscription Receipts were converted into 8,888,889 common shares and 4,444,444 common share purchase warrants of the Company. Each warrant entitles the holder to acquire one common share at an exercise price of CDN\$0.65 per common share until April 5, 2024.

In connection with the Offering, the Agents and certain eligible finders received cash fees of CDN\$193,181 and were issued a total of 429,291 compensation options. Each compensation option is exercisable for one unit having the same features as the Subscription Receipts until April 5, 2024.

***Stock option grant***

On April 8, 2022, the board of directors of the Resulting Issuer approved the grant of 3,950,000 stock options to directors, officers and consultants. These stock options are exercisable at CDN\$0.45 per common share and expire April 8, 2027.

***Public listing on the TSX Venture Exchange***

On April 11, 2022, the TSXV issued its final acceptance of the listing statement dated March 28, 2022. Trading of the Resulting Issuer Shares commenced on April 13, 2022 under the trading symbol "LG".

***Private placement of units***

During July 2021, the Company closed a private placement offering in two tranches issuing a total of 14,623,469 units at CDN\$0.35 per unit for gross proceeds of \$4,079,156 (CDN\$5,118,214). Each unit was comprised of one common share and one-half common share purchase warrant with a total of 7,311,734 warrants issued. Each whole warrant entitles the holder to acquire one common share at an exercise price of CDN\$0.40 per common share for a period of twenty-four months after the closing dates. In connection with the private placement, the Company engaged certain arm's length finders to assist with the private placement. Those finders were entitled to a cash commission equal to seven percent of the gross proceeds raised as a result of the finders' efforts; and (ii) finders' warrants equal in number to seven percent of the units issued to those purchasers that were introduced to the Company by the finder. Each finder warrant entitles the finder to acquire one common share at a price of CDN\$0.35 per common share for a period of twenty-four months from the closing dates of the private placement. In total, cash commissions of \$162,710 (CDN\$201,156) were paid and 575,304 finders' warrants were issued.

***Phase One drilling at Santa Fe project***

During March 2021, the Company received approval from the United States Department of the Interior's Bureau of Land Management for its 2021 drill program at the Santa Fe project. Six reverse-circulation drill holes totaling 1,218 metres were completed in this initial portion of Phase One drilling. Highlights of this drilling were announced in June 2021 and included: 188.9 metres grading 1.75 g/t Au and 9.9 g/t Ag in drill hole SF21-001R including 56.4 meters grading 2.78 g/t Au and 17.6 Ag and also including 6.1 metres



grading 4.29 g/t Au and 31 g/t Ag. Gold and silver mineralization starts at the surface and the hole bottomed in mineralized rock; and, 86.9 metres grading 1.08 g/t Au and 3.7 g/t Ag in drill hole SF21-002R.

### ***Drone magnetic survey at Santa Fe project***

During June 2021, the Company announced the results of a detailed drone magnetic survey at the Santa Fe project. Key findings of the survey include:

- The new magnetic data, when combined with a historical electromagnetic (“EM”) survey and geologic mapping, outline the southeast extension of the BH zone from the Santa Fe open pit a distance of over 1,000 metres and corresponds to areas where historical reverse-circulation drilling intercepted 16.8 metres grading 6.10 g/t Au including 3.3 metres grading 11.65 g/t Au (CSF-89-19). This area shows the exact same geophysical signature as the Santa Fe, Slab, Calvada and York open pit mines that yielded 345,000 ounces of gold and 710,000 ounces of silver production between 1988 and 1992 (Nevada Bureau of Mines and Geology, 1996).
- In the area of the Slab open pit, the magnetic anomaly associated with previously mined gold mineralization extends north of the pit into virgin ground and also to the west, opening up large areas for resource expansion drilling.
- Along the prominent east-west structure that connects the Slab pit to the Calvada pit, strong magnetic contrast and historical EM anomalies confirm the interpreted structural orientation and highlight the importance of this drill target.
- In the northwest portion of the Santa Fe project, in the Pinnacles target area, the magnetic data outline in detail the classic Walker Lane orientation of key structures as well as north-south oriented conjugate shears, generating high quality drill targets in this untested portion of the property.

## **OVERALL PERFORMANCE AND RESULTS OF OPERATIONS**

### **Exploration and Evaluation Expenditures**

During the year ended December 31, 2022, the Company capitalized a total of \$2,232,082 to exploration and evaluation assets for its projects. Of this total \$2,009,264 related to the Santa Fe project, \$206,930 related to the Moho project and \$15,888 related to the Redlich project.

### **Santa Fe Project – Nevada, USA**

On September 25, 2020, the Company completed a reverse takeover transaction with Gateway a private Canadian company incorporated in British Columbia, Canada that was a wholly-owned subsidiary of Victoria. Gateway’s wholly-owned Nevada subsidiary Gateway Gold (USA) Corp. holds a 100% beneficial interest in the Santa Fe project located 12 kilometres east of the town of Luning, in Mineral County, Nevada. As at December 31, 2022, the Santa Fe project was comprised of 290 unpatented mining claims, 67 unpatented millsite claims and 24 patented mining claims. A total of 46 of the Santa Fe project claims, including all patented claims, are subject to a 1.25% net smelter return (“NSR”) royalty interest. The NSR royalty applies to all ore mineral, metals and materials produced from the claims after the first 67,886 ounces of gold and 147,157 ounces of silver.

During April 2022, the Company staked 19 additional claims contiguous to the southern border of the Santa Fe project. The Santa Fe project encompasses over 19 square kilometres in area.

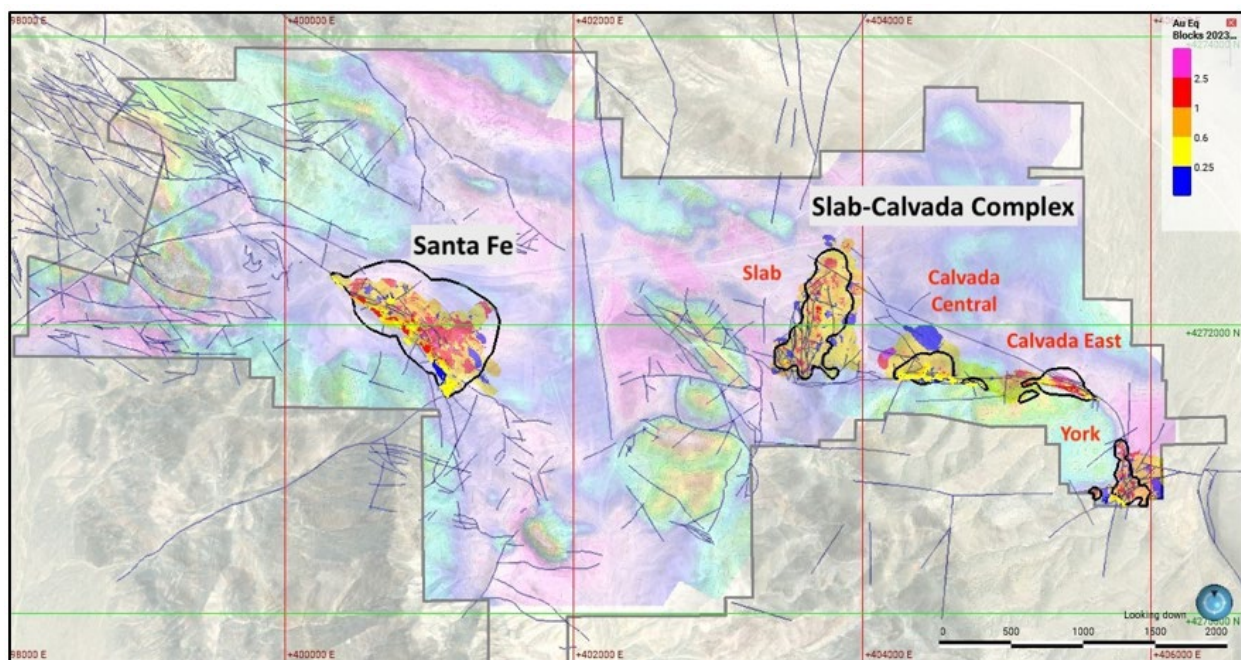
The Santa Fe project has an extensive geologic and geochemical database from both recent field work and from data generated during five years of gold and silver production (345,000 ounces of gold and 710,000 ounces of silver, Nevada Bureau of Mines and Geology, 1996) between 1988 and 1992 plus subsequent exploration programs. The project has a historical drill hole database of nearly 1,200 drill holes totaling over 110,000 metres.

During the year ended December 31, 2022, a total of \$2,009,263 was capitalized to the Santa Fe project related to exploration and evaluation assets. Significant expenditures included claim staking and renewal fees of \$80,722, cash option and share payments of \$50,000, personnel and consultant costs of \$582,134; exploration management and support costs of \$113,706; field office rent, storage and telecommunication costs of \$88,919; travel and accommodation costs of \$63,392; drilling and related costs of \$399,682; geological costs of \$35,859, geochemical analysis costs for drill core and RC samples of \$338,655; technical reports and special consulting costs of \$56,020; vehicle and fuel costs of \$146,370; environmental monitoring and reporting costs of \$23,135; and, field equipment costs of \$28,275.

### ***Maiden Mineral Resource Estimate***

On January 17, 2023, the Company announced the maiden MRE for its Santa Fe project. The MRE for Santa Fe is based upon 1,275 drill holes totaling 125,435 metres, including 50 drill holes totaling 13,118 metres drilled by Lahontan since 2021. Highlights of the MRE includes:

- Project-wide pit constrained indicated mineral resources of 1,112,000 contained Au Eq ounces and inferred mineral resources of 544,000 contained Au Eq ounces (assumptions for Au Eq are described in the Notes to Tables 1 and 2 below).
- Project-wide average grade for the indicated mineral resource is 1.14 g/t Au Eq; the average grade of the project-wide inferred mineral resource is 1.00 g/t Au Eq.
- Indicated oxide resources total 21.6 Mt grading 1.03 g/t Au Eq for 712,000 Au Eq ounces and inferred oxide resources total 11.1 Mt grading 0.73 g/t Au Eq for 262,000 Au Eq ounces.
- The conceptual pit shells returned preliminary strip ratios (waste:ore) of 3.6:1 at the Santa Fe deposit and 2.3:1 at the Slab-Calvada-York Complex. Within both conceptual pits, gold and silver deposits crop out at the surface providing opportunities for rapid, low-cost mining operations.
- The MRE block model shows that gold and silver mineralization extends well beyond the conceptual pit shells, generating high-quality targets for additional drilling and resource growth.



*Location of MRE deposits with conceptual pit shells, Santa Fe Mine, Mineral County, Nevada*

Table 1: Project-wide Resources, Santa Fe Mine, Mineral County, Nevada.

Resource Classification	Deposit	Ore Type	Cut-off Grade	Tonnes	Gold	Contained Gold	Silver	Contained Silver	Gold Equivalent	Contained Gold Equivalent
			(Au Eq, g/t)	(t)	(Au, g/t)	(Au oz.)	(Ag, g/t)	(Ag oz.)	(Au Eq, g/t)	(Au Eq, oz.)
Indicated	Santa Fe	Oxide	0.25	16,274	1.01	529	9.51	4,977	1.10	573
		Non-Oxide	0.60	8,792	1.27	360	11.36	3,210	1.41	399
	Slab	Oxide	0.25	4,000	0.74	95	3.05	392	0.76	98
		Non-Oxide	0.60	-	-	-	-	-	0.00	-
	Calvada East	Oxide	0.25	1,314	0.94	40	1.87	79	0.95	40
		Non-Oxide	0.60	21	1.08	1	0.78	1	1.09	1
	Total	Oxide	0.25	21,587	0.96	664	7.85	5,448	1.03	712
		Non-Oxide	0.60	8,813	1.27	360	11.33	3,211	1.41	400
Total				<b>30,400</b>	<b>1.05</b>	<b>1,024</b>	<b>8.86</b>	<b>8,658</b>	<b>1.14</b>	<b>1,112</b>
Inferred	Santa Fe	Oxide	0.25	7,462	0.74	177	4.28	1,027	0.77	186
		Non-Oxide	0.60	5,863	1.45	273	4.08	768	1.50	283
	Slab	Oxide	0.25	290	0.52	5	5.22	49	0.57	5
		Non-Oxide	0.60	-	-	-	-	-	-	-
	Calvada East	Oxide	0.25	39	0.85	1	2.70	3	0.88	1
		Non-Oxide	0.60	-	-	-	-	-	-	-
	York	Oxide	0.25	1,094	0.72	25	0.48	17	0.73	26
		Non-Oxide	0.60	-	-	-	-	-	-	-
	Calvada Central	Oxide	0.25	2,256	0.57	42	3.54	256	0.61	44
		Non-Oxide	0.60	-	-	-	-	-	-	-
	Total	Oxide	0.25	11,141	0.70	250	3.78	1,352	0.73	262
		Non-Oxide	0.60	5,866	1.45	274	4.07	768	1.50	283
Total				<b>17,007</b>	<b>0.96</b>	<b>523</b>	<b>3.88</b>	<b>2,121</b>	<b>1.00</b>	<b>545</b>

Table 2: Project-wide Oxide Resources, Santa Fe Mine, Mineral County,

Resource Classification	Deposit	Ore Type	Cut-off Grade	Tonnes	Gold	Contained Gold	Silver	Contained Silver	Au Eq.	Contain Gold Equivalent
			(Au Eq, g/t)	(kt)	(Au, g/t)	(Au k.oz.)	(Ag, g/t)	(Ag k.oz.)	(Au Eq, g/t)	(Au Eq, k. oz.)
Indicated	Santa Fe	Oxide	0.25	16,274	1.01	529	9.51	4,977	1.10	573
	Slab			4,000	0.74	95	3.05	392	0.76	98
	Calvada East			1,314	0.94	40	1.87	79	0.95	40
	<b>Total</b>			<b>21,587</b>	<b>0.96</b>	<b>664</b>	<b>7.85</b>	<b>5,448</b>	<b>1.03</b>	<b>712</b>
Inferred	Santa Fe	Oxide	0.25	7,462	0.74	177	4.28	1,027	0.77	186
	Slab			290	0.52	5	5.22	49	0.57	5
	Calvada East			39	0.85	1	2.70	3	0.88	1
	York			1,094	0.72	25	0.48	17	0.73	26
	Calvada Central			2,256	0.57	42	3.54	256	0.61	44
	<b>Total</b>			<b>11,141</b>	<b>0.70</b>	<b>250</b>	<b>3.78</b>	<b>1,352</b>	<b>0.73</b>	<b>262</b>

Notes to Tables 1 and 2:

1. Mineral Resources have an effective date of December 7, 2022. The Mineral Resource Estimate for the Santa Fe Mine was prepared by Trevor Rabb, P.Geo., of Equity Exploration Consultants Ltd., an independent Qualified Person as defined by NI 43-101.
2. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. Inferred Resources are considered too speculative geologically to have economic considerations applied to them that would enable them to be classified as Mineral Reserves. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that most of the Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.
3. Resources are reported in accordance with NI43-101 Standards of Disclosure for Mineral Projects (BCSC, 2016) and the CIM Definition Standards for Mineral Resources and Mineral Reserves (CIM, 2014).
4. Mineral Resources were estimated for gold, silver, and gold equivalent (Au Eq) using a combination of ordinary kriging and inverse distance cubed within grade shell domains.
5. Mineral resources are reported using a cut-off grade of 0.25 g/t Au Eq for oxide resources and 0.60 g/t Au Eq for non-oxide resources. Au Eq for the purpose of cut-off grade and reporting the Mineral Resources is based on the following assumptions gold price of US\$1,770/oz gold, silver price of US\$22.00/oz silver, and oxide gold recoveries ranging from 60% to 77%, oxide silver recoveries ranging from 40% to 55%, and non-oxide gold and silver recoveries of 71%, mining costs for ore and waste of US\$2.20/t, crushing cost of US\$2.71/t, processing cost (oxide) US\$6.80/t, processing cost (non-oxide) US\$25/t.
6. An optimized open-pit shell was used to constrain the Mineral Resource and was generated using Lerchs-Grossman algorithm utilizing the following parameters: gold price of US\$1,770/oz gold, silver price of US\$22/oz silver, gold selling costs of US\$56/oz gold, and silver selling costs of US\$3/oz silver. Mining costs for ore and waste of US\$2.20/t, crushing cost of US\$2.71/t,

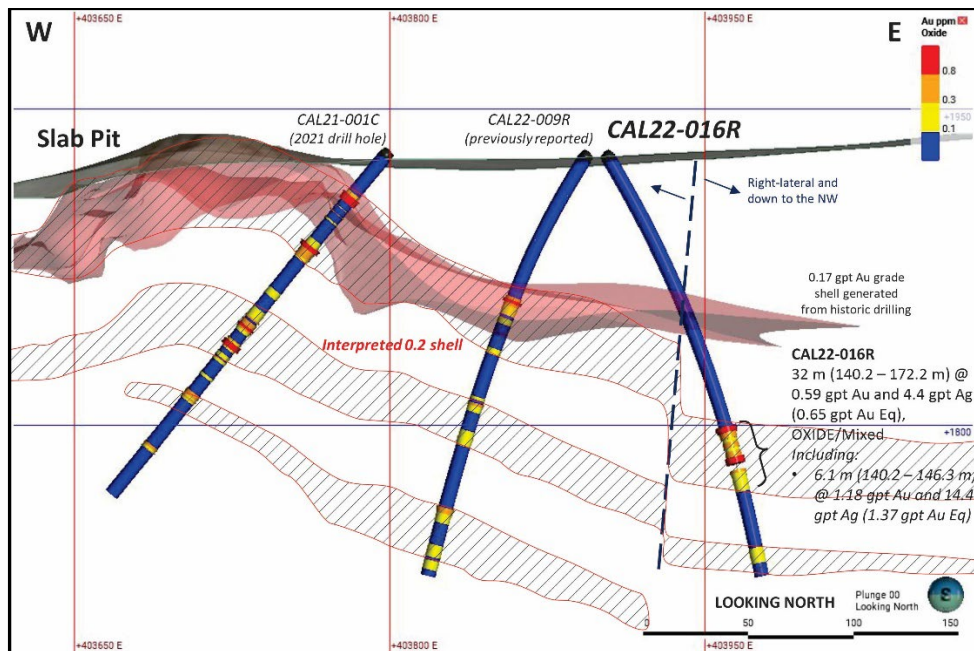
processing cost (oxide) US\$6.80/t, processing cost (non-oxide) US\$25/t, G&A cost US\$3.99/t. Royalties for the Slab, York and Calvada deposits are 1.25%, and maximum pit slope angles of 50 degrees.  
 7. Totals may not sum due to rounding.

For more information about the assumptions leading to the MRE, please refer to the National Instrument 43-101 Report filed on SEDAR on March 2, 2023.

### Phase Two drilling program – Results from additional five drill holes

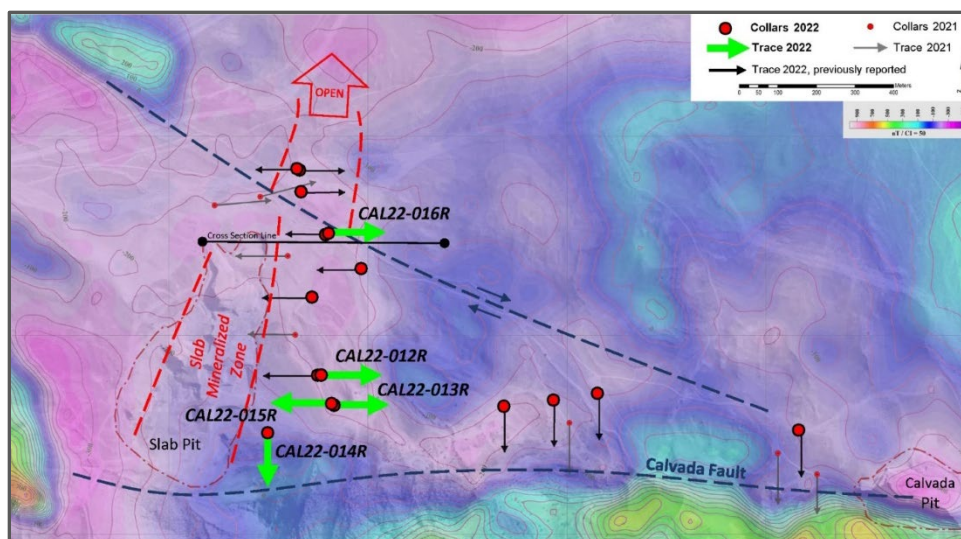
On December 6, 2022, the Company announced the results from an additional five RC drill holes from the Company’s Phase Two drilling campaign for exploration of the Slab pit area of the Santa Fe project. The five drill holes, totaling 1,111 metres, are the final drill holes of the Company’s Phase Two drilling campaign. The drill holes targeted down-dip extensions of oxidized gold and silver mineralization east and northeast of the Slab pit. Past mining and historical drilling had outlined significant potential oxide and transition domain resources east of the Slab pit that remained open down dip from the pit. Highlights include:

- 32.0 metres grading 0.59 g/t Au and 4.4 g/t Ag (0.65 g/t Au Eq) of oxide and transition metallurgical domain mineralization in drill hole CAL22-016R including 6.1 metres grading 1.18 g/t Au and 14.4 g/t Ag (1.37 g/t Au Eq). This drill hole, coupled with earlier Lahontan drill results, shows that gold and silver mineralization extends in an easterly direction from the Slab pit across a post-mineral fault, opening a large area for resource expansion. (see cross section, location map, and table below).
- 62.5 metres grading 0.33 g/t Au and 2.6 g/t Ag (0.36 g/t Au Eq) of oxide mineralization in drill hole CAL22-015R including 6.1 metres grading 1.04 g/t Au and 1.4 g/t Ag (1.06 g/t Au Eq). This drill hole extends shallow gold and silver mineralization from the southeast corner of the Slab pit, expanding resource potential.



West-East (left to right, please see map below) cross section through drill holes CAL21-001C, CAL22-009R, and new drill hole CAL22-016R east of the Slab pit, Santa Fe Project, Mineral County, Nevada. The interpreted 0.2 g/t Au grade shell (cross-hatched) shows the stacked nature of the mineralization and greatly expands oxide and transition domain gold mineralization east of the

Slab pit and across a prominent post-mineral fault. The drilling confirms the potential for additional shallow gold and silver mineralization north and east of the Slab pit.



Drill hole location map with reduced to pole residual magnetics, Slab-Calvada pit area, Santa Fe Project, Mineral County, Nevada.

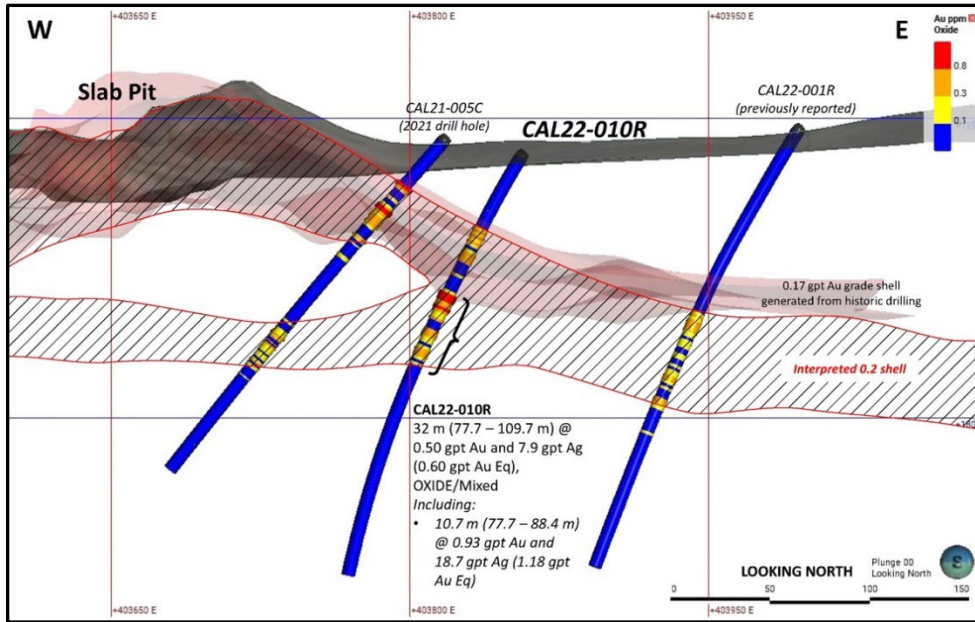
Drill Hole	Total Depth (m)	From (m)	To (m)	Interval (m)	Au (gpt)	Ag (gpt)	Au Eq (gpt)	Metallurgical Domain
CAL22-012R	249.9	53.3	59.4	6.1	0.25	0.9	0.26	Oxide
	and:	70.1	89.9	19.8	0.20	1.8	0.22	Oxide
CAL22-013R	249.9	33.5	44.2	10.7	0.20	8.9	0.32	Oxide
CAL22-014R	198.2	4.6	13.7	9.1	0.39	1.4	0.41	Oxide
	and:	91.4	102.1	10.7	0.22	0.5	0.23	Oxide
CAL22-015R	199.6	21.3	83.8	62.5	0.33	2.6	0.36	Oxide
	including:	50.3	56.4	6.1	1.04	1.4	1.06	Oxide
CAL22-016R	213.4	140.2	172.2	32.0	0.59	4.4	0.65	Oxide and Transition
	including:	140.2	146.3	6.1	1.18	14.4	1.37	Oxide and Transition
	and:	199.6	208.8	9.2	0.14	20.6	0.41	Oxide and Transition

\*Notes: Au Eq equals Au (g/t) + (Ag g/t/75). Metallurgical recovery has not been factored as insufficient test-work is available to determine potential Ag recoveries. True thickness of the intercepts shown above are estimated to be 90-95% of the drilled interval.

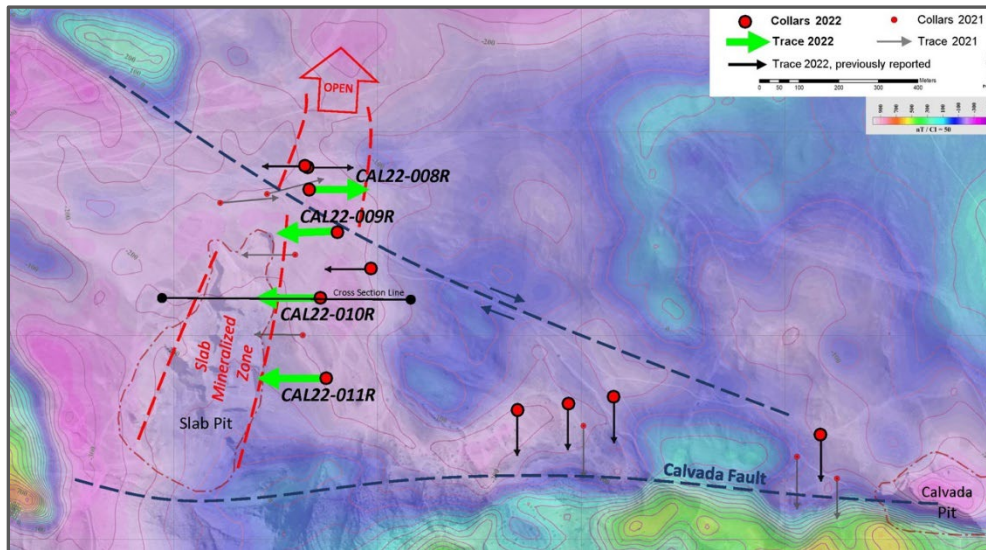
### Phase Two drilling program – Results from additional four drill holes

On November 14, 2022, the Company announced the results from an additional four RC drill holes from the Company’s Phase Two drilling campaign exploring the Slab pit area of the Santa Fe Project. The four drill holes, totaling 883 metres, targeted down-dip extensions of oxidized gold and silver mineralization east of the Slab pit. Past mining and historical drilling had outlined significant potential oxide and transition domain resources east of the Slab pit that remained open down dip from the pit. Highlights include:

- 32.0 metres grading 0.50 g/t Au and 7.9 g/t Ag (0.60 g/t Au Eq) of oxide and transition metallurgical domain mineralization in drill hole CAL22-010R including 10.7 metres grading 0.93 g/t Au and 18.7 g/t Ag (1.18 g/t Au Eq). This drill hole, coupled with earlier Lahontan drill results, confirms a major eastern extension of previously mined gold and silver mineralization seen in the Slab pit, extending mineralization at least 350 metres down dip at shallow levels (please see cross section, location map, and table below).



West-East (left to right, please see map below) cross section through drill holes CAL21-005C, CAL22-001R, and new drill hole CAL22-010R east of the Slab pit, Santa Fe Project, Mineral County, Nevada. The interpreted 0.2 g/t Au grade shell greatly expands oxide and transition domain gold mineralization east of the Slab pit and confirms the potential for additional shallow gold and silver mineralization east of the Slab pit.



Drill hole location map with reduced to pole residual magnetics, Slab-Calvada pit area, Santa Fe Project, Mineral County, Nevada.

Important take-aways from these drill results include the further confirmation that gold and silver mineralization occurs in areas that are characterized as a magnetic low. As can be seen in the drill hole location map above, there are extensive areas with a low intensity magnetic signature that remain untested by drilling that could host potential resources in the Slab-Calvada area. The drill results table below also highlights an important characteristic of mineralization east and northeast of the Slab pit: higher silver grades. The silver content is significant and could positively impact potential mining operations at Santa Fe. The results from the four drill holes can be summarised in detail as follows:

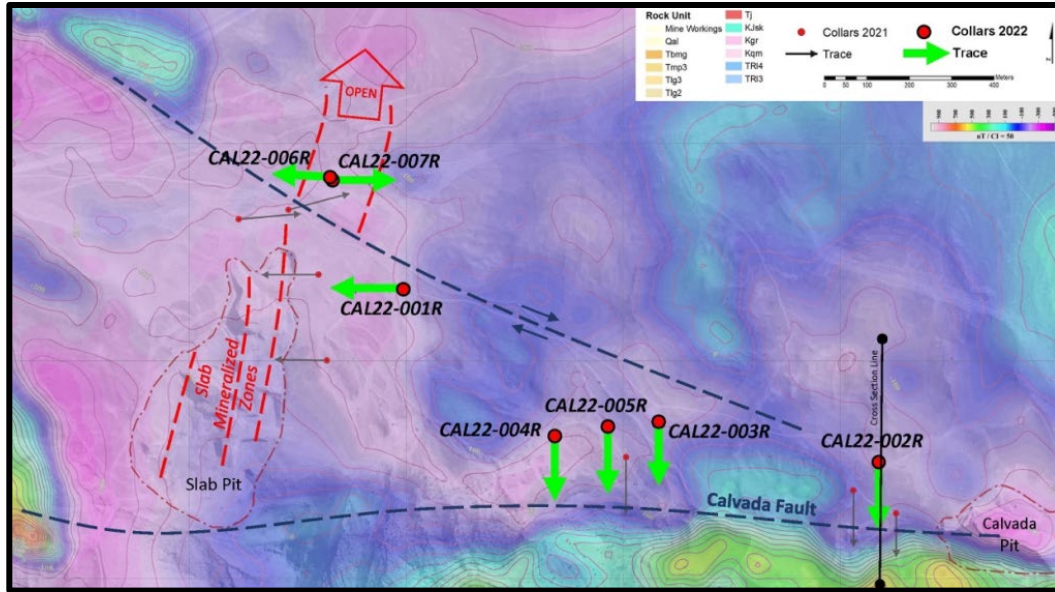
Drill Hole	Total Depth (m)	From (m)	To (m)	Interval (m)	Au (gpt)	Ag (gpt)	Au Eq (gpt)	Metallurgical Domain
<b>CAL22-008R</b>	213.4	47.2	61.0	13.7	0.43	1.9	0.46	Oxide & Transition
	<i>and:</i>	158.5	172.2	13.7	0.42	3.1	0.46	Oxide
<b>CAL22-009R</b>	213.4	74.7	89.9	15.2	0.26	1.6	0.28	Oxide & Transition
	<i>including:</i>	74.7	82.3	7.6	0.43	3.1	0.47	Oxide & Transition
<b>CAL22-010R</b>	228.6	77.7	109.7	<b>32.0</b>	<b>0.50</b>	<b>7.9</b>	<b>0.61</b>	Oxide & Transition
	<i>including:</i>	77.7	88.4	10.7	0.93	18.7	1.18	Transition
<b>CAL22-011R</b>	228.6	32.0	36.6	4.6	0.23	2.4	0.26	Oxide
	<i>and:</i>	50.3	54.9	4.6	0.27	1.4	0.29	Oxide

*\*Notes: Au Eq equals Au (g/t) + (Ag g/t/75). Metallurgical recovery has not been factored as insufficient test-work is available to determine potential Ag recoveries. True thickness of the intercepts shown above are estimated to be 90-95% of the drilled interval.*

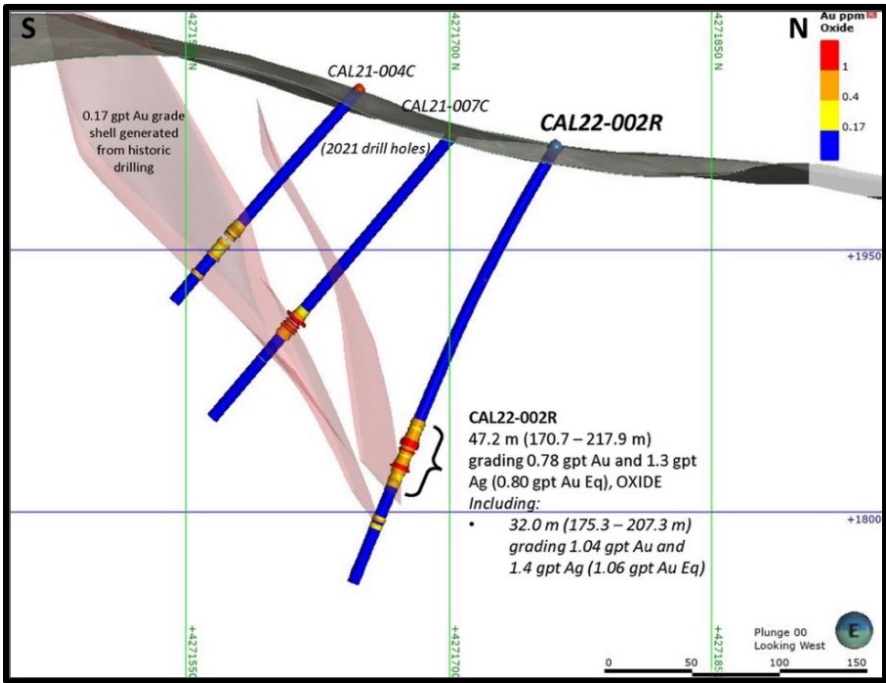
### ***Phase Two drilling program – Results from first seven drill holes***

On September 27, 2022, the Company announced the results from the first seven RC drill holes of the Phase Two drilling campaign exploring the Slab-Calvada pit area of the Santa Fe Project. The seven drill holes, totaling 1,710 metres, targeted down-dip extensions of oxidized gold and silver mineralization along the Calvada fault and northerly step-out drilling from the Slab pit. Historical drilling in both areas had outlined significant potential oxide and transition domain resources. Highlights includes:

- 25.9 metres grading 2.55 g/t Au and 3.4 g/t Ag (2.60 g/t Au Eq) of oxide and transition metallurgical domain mineralization in drill hole CAL22-006R, the farthest north step-out drill hole from the Slab pit, with gold mineralization starting at a depth of only 68.6 metres downhole (please see map and table below).
- 47.2 metres grading 0.78 g/t Au and 1.3 g/t Ag (0.80 g/t Au Eq) in drill hole CAL22-002R including 32.0 metres grading 1.04 g/t Au and 1.4 g/t Ag (1.06 g/t Au Eq) of oxidized mineralization down-dip along the Calvada fault, further expanding the envelope of oxide gold mineralization along this important structure (please see map, cross section and table below).



Drill hole location map with reduced to pole residual magnetics, Slab-Calvada pit area, Santa Fe Project, Mineral County, Nevada.



South-north (left to right, see map above) cross section through drill holes CAL21-004C, -007C, and new drill hole CAL22-002R in the Calvada fault zone, Santa Fe Project, Mineral County, Nevada. The grade shell outlining gold and silver mineralization (shown in pink above) is based upon modeling historic drilling; CAL22-002R greatly expands oxide gold mineralization at depth and confirms the potential for deeper resource expansion drilling along the Calvada fault.

As can be seen in the drill hole location map above, the Company’s drone magnetic survey data clearly outlines a magnetic low extending north from the Slab pit. Lahontan’s Phase Two drilling confirms that gold and silver mineralization extends at least 200 metres north of the pit at shallow depths. The magnetic data supports multiple drilling targets north and northwest of the Slab pit as well as along the Calvada fault,



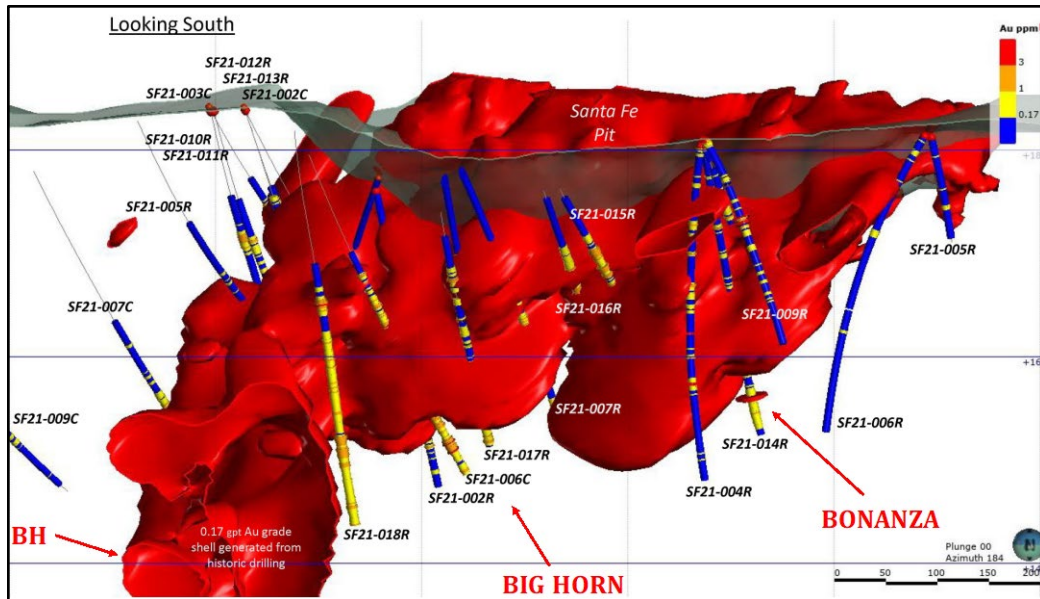
highlighting the large resource potential of the Slab-Calvada area. The results from the seven drill holes can be summarised in detail as follows:

Drill Hole	Total Depth (m)	From (m)	To (m)	Interval (m)	Au (gpt)	Ag (gpt)	Au Eq (gpt)	Metallurgical Domain
CAL22-001R	243.8	105.2	115.8	10.6	0.42	7.4	0.52	Oxide
CAL22-002R	274.3	170.7	217.9	47.2	0.78	1.3	0.80	Oxide
	<i>including:</i>	175.3	207.3	32.0	1.04	1.4	1.06	Oxide
CAL22-003R	228.6	102.1	125.0	22.9	0.41	1.4	0.43	Oxide
CAL22-004R	249.9	No Significant Intercepts						
CAL22-005R	249.9	86.9	131.1	44.2	0.30	4.0	0.35	Oxide
	<i>including:</i>	112.8	125.0	12.2	0.52	1.3	0.54	Oxide
CAL22-006R	204.2	68.6	94.5	25.9	2.55	3.4	2.60	Oxide/Transition
	<i>including:</i>	77.7	88.4	10.7	4.13	3.3	4.17	Oxide/Transition
	<i>and:</i>	175.3	181.4	6.1	0.68	3.2	0.72	Oxide/Transition
CAL22-007R	259.1	91.4	111.3	19.8	0.41	1.6	0.43	Transition
	<i>and:</i>	146.3	161.5	15.2	0.72	0.9	0.73	Oxide

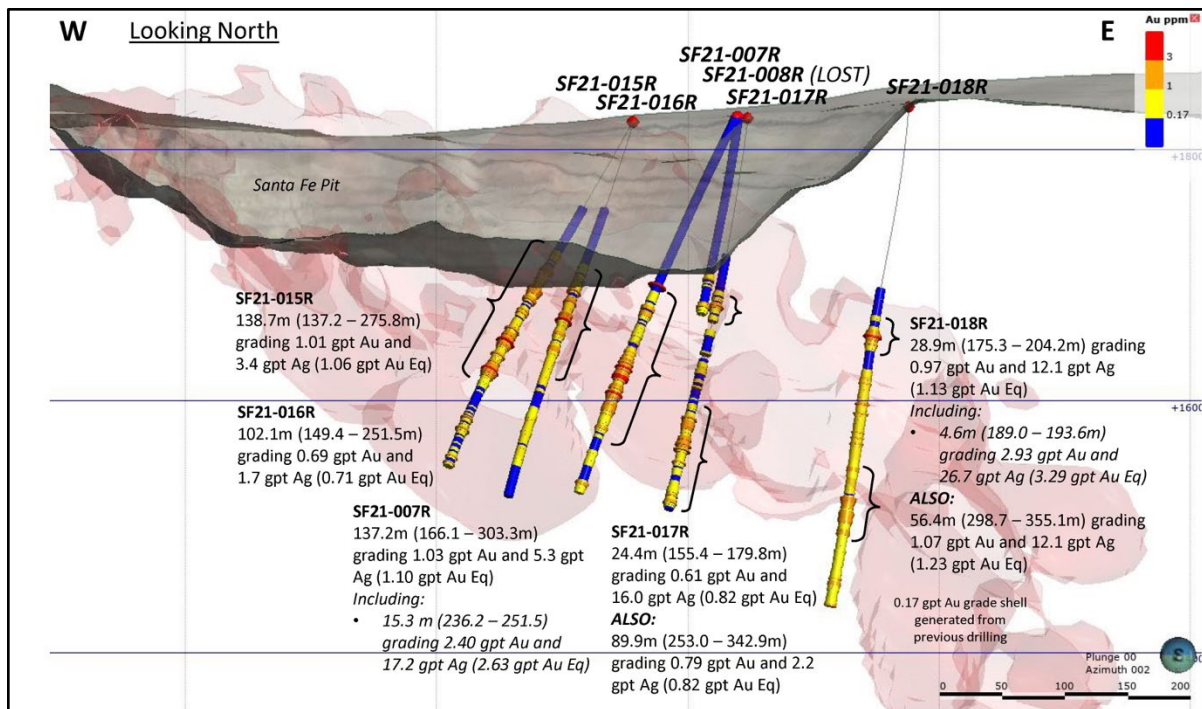
Notes: Au Eq equals Au (g/t) + (Ag g/t/75). Metallurgical recovery has not been factored as insufficient test-work is available to determine potential Ag recoveries. True thickness of the intercepts shown above are estimated to be 85-95% of the drilled interval.

### ***Results from Phase One drilling program***

On August 2, 2022, the Company announced the final drill results from the Phase One drilling program. In total, Lahontan drilled 9,410 metres in its 2021 Phase One drilling campaign resulting in the discovery of two new high grade “feeder” zones, Bonanza and Big Horn, the expansion of the BH high-grade zone, and impressive volumes of good grade shallow oxide and transition gold and silver mineralization at both the main Santa Fe pit target area and at the Slab target area (see cross sections of the Santa Fe Pit below).



Cross section looking south through all 2021 Lahontan drill holes in the Santa Fe pit area. The 2021 drilling campaign was successful in expanding the volume of gold and silver mineralization in areas adjacent to the 0.17 g/t grade shell defined by previous drilling (shown in red above). Note how Lahontan drilling has opened-up potential new gold and silver resources, especially in the newly discovered high-grade zones and deeper portions of the BH zone.



Cross section looking north through RC drill holes SF21-007R, SF21-008R, and SF21-015R through -018R, Santa Fe pit area, Santa Fe Project, Mineral County, Nevada. These drill holes greatly expand the volume of gold and silver mineralized rock adjacent to the 0.17 g/t Au grade shell defined by historical drilling (pink outline).

**Central Santa Fe Pit Drill Holes:** RC drill holes, SF21-007R, -008R, -015R through -18R targeted expanding potential resources in the central portion of the Santa Fe pit by stepping out into the pit high-wall. While SF21-008R was lost above the intended target, drill hole -007R intercepted what may be the edge of more high-grade mineralization including 1.5m grading 3.50 g/t Au and 61.9 g/t Ag (4.33 g/t Au

Eq, 240.8 – 242.3m). Drill holes SF21-015R and -016R successfully expanded the volume of transition mineralization between the Big Horn and Bonanza high-grade zone. Based on the silver grades, it appears that drill holes SF21-015R and -016R drilled the margins of the Big Horn high-grade zone, confirming tonnage potential of this important high-grade target. Of note, SF21-007R, -015R and -018R all bottomed in mineralized rock, emphasizing that the Santa Fe deposit remains open at depth.

*South-Southeast Extension of the Santa Fe Pit:* RC drill holes SF21-010R through -013R were drilled to further define the boundaries between transition mineralization and fresh rock south-southeast of the Santa Fe pit. All four drill holes intercepted significant widths of mineralized material and confirmed suspected boundaries of the metallurgical domains in this area.

## **Moho Project – Nevada, USA**

### ***Property Background***

The Moho project is comprised of a total of 119 unpatented mining claims located in Mineral County, Nevada. Of this total, 9 claims are subject to the Moho Option Agreement dated May 26, 2017 with Nevada Select Royalty, Inc. (“Nevada Select”, a wholly-owned subsidiary of Ely Gold Royalties Inc. (“Ely Gold”), since acquired by Gold Royalty Corp.; 50 claims are subject to the Mining Lease and Option to Purchase Agreement dated August 30, 2017 with Minquest Ltd. (“Minquest”); and, 60 claims are held directly, with 25 of these claims staked during 2021.

### ***Moho Option Agreement, Ely Gold***

The Moho Option Agreement provides an exclusive option to purchase a 100% interest in 9 claims forming part of the Moho project. On October 26, 2020, the Company issued common shares valued at \$35,899 to Ely Gold in satisfaction of the third anniversary option payment of \$25,000 (which had been extended until December 15, 2020) and for reimbursement of \$10,899 of annual claim renewal fees for the Moho project. A final option payment of \$150,000 was paid during August 2021. The Company is responsible for annual claim maintenance costs.

Following the final option payment and exercise of the option, Gold Royalty Corp. retains a 2.5% NSR royalty on the 9 claims. On the first three anniversaries of the option exercise, the Company would pay advance minimum royalty (“AMR”) payments of \$15,000 per year. On the fourth anniversary and each year thereafter, the Company would pay AMR payments of \$25,000 annually. A total of \$60,000 related to payments under the option agreement and 80% of all AMR payments made are creditable toward future production royalty amounts payable.

Additionally, the Moho Option Agreement defines an area-of-interest (“AOI”) being a one-mile distance from the outermost perimeter of the 9 property claims. Any additional property claims added in the AOI are subject to a 2% NSR royalty (the “AOI Royalty”). Both the 50 claims subject to the Minquest option agreement and the 35 claims held directly by the Company fall within the AOI and are subject to the AOI Royalty. If a third party royalty exists on any of the AOI claims, the AOI Royalty would be reduced such that the total royalty burden does not exceed 3%. The Company will have a right to buy-down 1% of the NSR royalty on the 9 claims along with 1% of the AOI Royalty for a total amount of \$1,000,000.

### ***Mining Lease and Option to Purchase Agreement, Minquest***

The Mining Lease and Option to Purchase Agreement provides an exclusive option to purchase a 100% interest in 50 claims forming part of the Moho project. A total of \$112,250 in minimum option payments, from execution of the agreement and including the final \$35,000 option payment during September 2021, have previously been made. On October 3, 2022, the Company signed an amendment to the Mining Lease and Option to Purchase Agreement that provided an extension of the agreement to March 31, 2023 and

amended the payments in order to exercise the option. A payment of \$193,875 was made on November 3, 2022 as follows: (i) \$129,875 in cash; and (ii) 800,000 common shares of the Company at a deemed value of \$64,000. A final cash payment of \$193,875 to exercise the option to purchase was due by March 31, 2023 and was paid subsequent to year end, in March 2023. Annual exploration work commitments of \$50,000 per annum during the five-year term of the agreement were required and have been met based on expenditures completed to date. The Company is responsible for annual claim maintenance costs. Following exercise of the option, Minquest retains a 1.5% NSR royalty.

During the year ended December 31, 2022, a total of \$206,930 in exploration and evaluation costs were incurred on the Moho project. Significant expenditures included \$21,099 on claim renewal fees; \$15,000 in an advance royalty payment; and, \$168,029 on cash option and share payments. During the year ended December 31, 2021, the Company incurred \$503,455 of exploration and evaluation expenditures for the Moho project. Expenditures included claim renewal fees of \$17,527; cash option payments of \$185,000; personnel and consulting costs of \$43,301; field office and related costs of \$7,888; drilling and related costs of \$216,998; geological costs of \$10,130; vehicle and fuel costs of \$11,320; and, environmental costs of \$7,143.

### **Redlich Project – Nevada, USA**

The Redlich project is comprised of 73 unpatented mining claims located in Esmeralda County, Nevada that are subject to the Redlich Option Agreement dated May 26, 2017 with Nevada Select and Ely Gold. On October 26, 2020, the Company issued common shares valued at \$38,464 to Ely Gold in satisfaction of the third anniversary option payment of \$25,000 and for reimbursement of \$13,464 of annual claim renewal fees for the Redlich project. A final option payment of \$150,000 was paid during August 2021. The Company is responsible for annual claim renewal costs.

Following the final option payment and exercise of the option, Gold Royalty Corp. retains a 2.5% NSR royalty. On the first three anniversaries of the option exercise, the Company would pay advance minimum royalty (“AMR”) payments of \$15,000 per year. On the fourth anniversary and each year thereafter, the Company would pay AMR payments of \$25,000 annually. A total of \$60,000 related to payments under the option agreement and 80% of all AMR payments made are creditable toward future production royalty amounts payable. The Company will have a right to buy-down 1% of the NSR royalty for \$1,000,000.

During the year ended December 31, 2022, a total of \$15,888 in exploration and evaluation costs were incurred on the Redlich project. Significant expenditures included \$15,000 in an advance royalty payment. During the year ended December 31, 2021, the Company incurred exploration and evaluation costs of \$172,432 with respect to the Redlich project relating primarily to claim renewal fees of \$13,464; the final cash option payment of \$150,000; and, to personnel and consulting costs of \$7,459.

Mr. Quentin J. Browne, P.Geo., Consulting Geologist, is the Company’s qualified person (as defined by National Instrument 43-101) for the Santa Fe, Moho and Redlich projects and has reviewed and approved the scientific and technical information contained in this MD&A.

## SELECTED ANNUAL INFORMATION

The following table contains selected annual financial information for the years ended December 31, 2022, 2021 and 2020.

	Year ended December 31, 2022 (US\$)	Year ended December 31, 2021 (US\$)	Year ended December 31, 2020 (US\$)
<b>Statements of Operations and Comprehensive Loss</b>			
Revenue	-	-	-
Expenses			
Promotion and website	444,273	66,570	6,500
Regulatory and transfer agent	87,992	6,160	1,911
Legal, accounting and audit	153,132	232,501	16,235
Office, general and administrative	393,556	209,592	55,648
Share based compensation	881,100	Nil	1,125,169
Total expenses	1,960,053	514,823	1,205,463
Interest income	(12,692)	(3,495)	(562)
Listing expense	345,125	Nil	Nil
Other income	Nil	(250,000)	Nil
Deferred income tax expense	118,946	206,506	240,479
Net loss for the period	2,411,432	467,834	1,445,380
Currency translation differences	165,503	(6,789)	(50,338)
Total comprehensive loss for the year	2,576,935	461,045	1,395,042
Loss per common share - Basic and diluted	(0.03)	(0.01)	(0.03)

	Year ended December 31, 2022 (US\$)	Year ended December 31, 2021 (US\$)	Year ended December 31, 2020 (US\$)
<b>Statements of Financial Position</b>			
Total assets	15,773,890	14,152,600	10,333,666
Non-current liabilities	1,373,533	1,163,263	880,459
Total shareholders' equity	14,400,357	12,851,842	9,381,137

For the year ended December 31, 2022, total expenses before other income, expense and deferred income tax expense were \$1,960,053 (2021 - \$514,823). Expenses included promotion costs of \$444,273 relating to advertising and marketing costs, attendance at industry trade conferences, travel and accommodation and to press release dissemination costs. Regulatory and transfer agent fees were \$87,992 and related to the initial costs to list on the TSX-Venture Exchange, the annual TSX Venture Exchange fees, the annual OTCQB listing fees and to transfer agent fees. Legal, accounting and audit expense was \$153,132 and related to annual audit fees and to legal fees associated with other corporate matters. Office, general and administrative costs were \$393,556 and relate primarily to management compensation for the Company's Chief Executive Officer and Chief Financial Officer and to accounting and bookkeeping, general office and insurance costs. Share based compensation expense relates to the stock options that were granted to directors, officers and consultants to the Company on April 8, 2022 that were immediately vested.

For the year ended December 31, 2022, interest income of \$12,692 was earned on cash balances held in an

interest-bearing account. Listing expense of \$345,125 relates to the amalgamation transaction and is comprised of a \$320,000 value for the 1,111,111 common shares provided to 765 BC shareholders and an amount of \$25,125 in liabilities of 765 BC assumed. For the year ended December 31, 2022, a deferred income tax expense of \$118,946 related to changes in asset basis differences with respect to US property assets was recorded.

#### **Net Loss and Net Loss per Common Share**

Net loss for the year ended December 31, 2022 was \$2,411,432 (2021 - \$467,834) and basic and diluted loss per common share was \$0.03 (2021 - \$0.01).

#### **Other comprehensive loss**

For the year ended December 31, 2022 other comprehensive loss was \$165,503 (2021 – other comprehensive income of \$6,789) relating to foreign currency translation gains arising primarily from translation of Canadian dollar cash balances into the US dollar presentation currency. Total comprehensive loss for the year ended December 31, 2022 was \$2,576,935 (2021 - \$461,045).

### **SUMMARY OF QUARTERLY RESULTS AND FOURTH QUARTER EVENTS**

The following table contains a summary of unaudited quarterly information for the eight most recently completed quarters.

	2022				2021			
	Q1 \$	Q2 \$	Q3 \$	Q4 \$	Q1 \$	Q2 \$	Q3 \$	Q4 \$
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss)	(290,657)	(1,604,712)	(224,638)	(291,425)	(133,416)	164,563	(150,575)	(348,406)
Basic and diluted income (loss) per common share	(0.00)	(0.02)	(0.00)	(0.01)	(0.00)	0.00	(0.00)	(0.01)

During the second quarter of 2022, the Company recorded share based compensation expense of \$881,100 and a listing expense of \$345,125 related to the amalgamation transaction.

### **LIQUIDITY AND CAPITAL RESOURCES**

As at December 31, 2022, the Company held cash of \$806,724 (December 31, 2021 - \$1,044,831) and had working capital of \$794,284. Given the Company's plans for significant exploration expenditures focused on the Santa Fe, Nevada project during the coming year, existing funds on hand are not sufficient to support planned exploration costs and ongoing corporate costs over the coming year. These conditions raise material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern, and accordingly, the appropriateness of the use of the accounting principles applicable to a going concern. Between February and March 2023, the Company closed a private placement financing raising gross proceeds of CDN\$3,114,364 (see below).

### **Private placement financings**

Subsequent to year end, on February 28, 2023 and March 8, 2023, the Company had closings of a private placement financing issuing a total of 28,312,400 units at CDN\$0.11 per unit for gross proceeds of CDN\$3,114,364. Each unit consisted of one common share of the Company and one-half common share purchase warrant. Each whole warrant issued entitles the holder to purchase one common share of the Company at a price of CDN\$0.18 per share until February 28, 2026. In connection with the private placement, the Company paid Beacon Securities Limited ("Beacon") as lead agent and sole bookrunner, and Canaccord Genuity Corp. (together with Beacon, the "Agents"), cash commissions of CDN\$193,514 and an aggregate of 1,750,168 finders' warrants. Each finders' warrant entitles the Agents to acquire one common share of the Company at a price of CDN\$0.11 until February 28, 2026.

On March 24, 2022 in connection with its public listing application and the Amalgamation, the Company entered into an Agency Agreement with Beacon Securities Inc. as lead agent, on behalf of a syndicate of Agents, in connection with a best-efforts private placement of 8,888,889 Subscription Receipts at a price of CDN\$0.45 per Subscription Receipt for gross proceeds of \$3,201,050 (CDN\$4,000,000). The Offering was closed on March 24, 2022 with the gross proceeds less certain commissions and expenses of the Agents placed in escrow.

On April 5, 2022, all applicable escrow release conditions were satisfied and the Subscription Receipts were converted into 8,888,889 common shares and 4,444,444 common share purchase warrants of the Company. Each warrant entitles the holder to acquire one common share at an exercise price of CDN\$0.65 per common share until April 5, 2024. In connection with the Offering, the Agents and certain eligible finders received cash fees of CDN\$193,181 and were issued a total of 429,291 compensation options. Each compensation option is exercisable for one unit having the same features as the Subscription Receipts until April 5, 2024.

During July 2021, the Company closed a private placement offering in two tranches issuing a total of 14,623,469 units at CDN\$0.35 per unit for gross proceeds of \$4,079,156 (CDN\$5,118,214). Each unit was comprised of one common share and one-half common share purchase warrant with a total of 7,311,734 warrants issued. Each whole warrant entitles the holder to acquire one common share at an exercise price of CDN\$0.40 per common share for a period of twenty-four months after the closing dates. In connection with the private placement, the Company paid cash commissions of \$162,710 and issued 575,304 finders' warrants exercisable at CDN\$0.35 for a period of two years from the closing dates.

The Company is dependent on raising additional funds in order to finance future exploration programs and to meet requirements for administrative and other operating costs. The Company's operations do not generate cash flows. The Company's financial success is dependent on its ability to discover economically viable mineral deposits on its properties. The mineral exploration process can take many years and is subject to a number of factors many of which are beyond the Company's control (see *Risks and Uncertainties*).

### **Contractual Obligations**

The Company does not currently have any fixed contractual obligations or commitments for capital or operating leases, purchase obligations or other long-term commitments. Any commitments under option earn-in agreements for exploration property interests are cancellable at the Company's discretion but would result in forfeiture of rights under such agreements.

## OUTSTANDING SHARE DATA

Information with respect to outstanding common shares, warrants and stock options as at April 26, 2023, December 31, 2022 and December 31, 2021 is as follows:

	<b>April 26, 2023</b>	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Common shares	121,772,901	93,460,501	82,660,501
Warrants	28,667,141	12,760,773	8,415,363
Stock options	12,175,000	9,250,000	5,950,000
Fully diluted shares outstanding	162,615,042	115,471,274	97,025,864

## OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative instrument obligations, or with respect to any obligations under a variable interest entity arrangement.

## FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, reclamation deposits and accounts payable and accrued liabilities. Details relating to financial instruments and risk management associated with credit risk, liquidity risk, currency risk and interest rate risk are disclosed in note 12 to the Company's consolidated annual financial statements for the years ended December 31, 2022 and 2021.

## PROPOSED TRANSACTIONS

As is typical of the mineral exploration and development industry, the Company periodically reviews potential merger, acquisition, investment and joint venture transactions and opportunities that could enhance shareholder value. Timely disclosure of such transactions is made as soon as reportable events arise.

## RELATED PARTY TRANSACTIONS AND COMPENSATION OF KEY MANAGEMENT

The Company has contracts for management and geological services with its officers, directors and companies controlled by its officers and directors. Key management includes all persons named or performing the duties of Chief Executive Officer, Vice President, Exploration, Chief Financial Officer, Corporate Secretary and Directors. Compensation awarded to key management has been recorded at the exchange amount, being the amount agreed to by the respective parties, and is with respect to short term compensation and was conducted in the normal course of business. Compensation awarded to key management and other related party disclosures for the years ended December 31, 2022 and 2021 is set out in note 11 to the consolidated annual financial statements.

The Company has management service agreements with each of its Chief Executive Officer, Chief Financial Officer and Vice President, Exploration which provide for payments upon termination in certain circumstances. With respect to termination without cause, the Chief Executive Officer and Vice President, Exploration would be entitled to a payment equal to one year's compensation and the Chief Financial Officer would be entitled to a payment equal to three month's compensation. The service agreements also



provide that under certain conditions, including a change in control of the Company, that the Chief Executive Officer and Vice President, Exploration would be entitled to a payment equivalent to two year's compensation and the Chief Financial Officer would be entitled to a payment equal to one year's compensation.

## **CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

The preparation of financial statements in accordance with International Financial Reporting Standards (“IFRS”) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and disclosures in the notes thereto. These estimates and assumptions are based on management’s best knowledge of current events and actions that the Company may undertake in the future. Actual results may differ from those estimates. The most significant items requiring the use of management estimates and judgement is the determination if there are any facts and circumstances indicating impairment loss or reversal of impairment losses on the Company’s exploration and evaluation assets; the determination of provisions for environmental rehabilitation and reclamation obligations arising from exploration and evaluation activities; the valuation of all equity instruments including warrants and stock options; and, the ability of the Company to continue as a going concern.

Details with respect to critical accounting estimates, judgments and estimation uncertainties are disclosed in note 3 to the consolidated annual financial statements for the years ended December 31, 2022 and 2021.

## **NEW ACCOUNTING STANDARDS**

Certain pronouncements were issued by the International Accounting Standards Board (IASB) or the International Financial Reporting Interpretations Committee (IFRIC) that are mandatory for accounting years beginning on or after January 1, 2022. The Company adopted these standards in the current period, however, they did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

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

### ***Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements***

The amendments provide guidance and examples to help entities apply materiality judgements to accounting policies. The amendments aim to help entities provide accounting policy disclosures that are more useful to the users of the financial statements by replacing significant accounting policies with the requirement of disclosing only those accounting policies that are material. The amendments further clarify that if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information. The amendments are applied prospectively and are applicable for annual periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of these amendments on the Company’s consolidated financial statements.

## **RISKS AND UNCERTAINTIES**

The Company is subject to a number of risks and uncertainties due to the nature of its business and the present stage of development of its business. The Company’s financial risks are disclosed in note 12 to the financial statements for the years ended December 31, 2022 and 2021. The following additional factors should be considered.

### ***Development Stage Company and Exploration Risks***

The Company is a junior resource company focused primarily on the acquisition, exploration and development of mineral properties located in Nevada. The Company's properties have no established mineral reserves. There is no assurance that any of the Company's projects can be mined profitably. Accordingly, it is not assured that the Company will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of the Company will be dependent upon developing and commercially mining an economic deposit of minerals, which in itself is subject to numerous risk factors.

The exploration and development of mineral deposits involves a high degree of financial risk over a significant period of time that even a combination of management's careful evaluation, experience and knowledge may not eliminate. While discovery of ore-bearing structures may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration and development programs of the Company will result in profitable commercial mining operations. The profitability of the Company's operations will be, in part, directly related to the cost and success of its exploration and development programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral reserves that are sufficient to support commercial mining operations and to construct, complete and install mining and processing facilities on those properties that are actually developed.

### ***Financing Risks***

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects. Further exploration and development of the Properties or other properties of the Company may be dependent upon its ability to obtain financing through equity or debt and there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's projects.

### ***Additional Capital***

The Company plans to focus on exploring for minerals and will use its working capital to carry out such exploration. However, the development and exploration of the Company's properties may require substantial additional financing. Further exploration and development of the Properties and/or the Company's other properties may be dependent upon its ability to obtain financing through equity or debt, and there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's projects.

### ***Risks Associated with the Properties***

The Properties are a high-risk speculative venture. There is no certainty that the expenditures to be made by the Company towards the search for and evaluation of gold or other minerals with regard to the Properties or otherwise will result in discoveries of commercial quantities of gold or other minerals.

### ***Land Title and Royalty Risks***

There are uncertainties as to title matters in the mining industry. Any defects in title could cause the Company to lose rights in its mineral properties and jeopardize its business operations. The Company's mineral properties currently includes unpatented mining claims located on lands administered by Bureau of Land Management ("BLM"), Nevada State Office to which the Company only has possessory title.

Because title to unpatented mining claims is subject to inherent uncertainties, it is difficult to determine conclusively ownership of such claims. These uncertainties relate to such things as sufficiency of mineral discovery, proper location and posting and marking of boundaries, proper and timely payment of annual BLM claim maintenance fees, the existence and terms of royalties, and possible conflicts with other claims not determinable from descriptions of record.

The present status of the Company's unpatented mining claims located on public lands allows the Company the right to mine and remove valuable minerals, such as precious and base metals, from the claims conditioned upon applicable environmental reviews and permitting programs. The Company is also allowed to use the surface of the land solely for purposes related to mining and processing the mineral-bearing ores. However, legal ownership of the land remains with the United States. The Company remains at risk that the mining claims may be forfeited either to the United States or to rival private claimants due to failure to comply with statutory requirements. Prior to 1993, a mining claim locator who was able to prove the discovery of valuable, locatable minerals on a mining claim, and to meet all other applicable federal and state requirements and procedures pertaining to the location and maintenance of federal unpatented mining claims, had the right to prosecute a patent application to secure fee title to the mining claim from the federal government. The right to pursue a patent, however, has been subject to a moratorium since October 1993, through federal legislation restricting the BLM from accepting any new mineral patent applications. If the Company does not obtain fee title to its unpatented mining claims, there can be no assurance that it will be able to obtain compensation in connection with the forfeiture of such claims.

### ***Global Financial Conditions***

Recent global financial conditions have been characterized by increased volatility and uncertainty regarding access to public financing, particularly for junior mineral exploration companies which have been negatively impacted. These conditions may affect the Company's ability to obtain equity or debt financing in the future on terms favourable to the Company or at all. If such conditions continue, the Company's operations could be negatively impacted.

### ***Commodity Markets***

The price of the Company's securities, its financial results, and its access to the capital required to finance its exploration activities may in the future be adversely affected by declines in the price of precious and base metals and, in particular, the price of gold. Precious metal prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of precious metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection, and international political and economic trends, conditions and events. If these or other factors continue to adversely affect the price of gold, the market price of the Company's securities may decline.

### ***Value of Common Shares***

The value of the Company's common shares could be subject to significant fluctuations in response to variations in quarterly and annual operating results, the success of the Company's business strategy and exploration programs, competition or other applicable regulations which may affect the business of the Company and other factors.

### ***Option and Joint Venture Agreements***

The Company may in the future enter into option agreements and/or joint ventures as a means of acquiring property interests. Any failure of any partner to meet its obligations to the Company or other third parties, or any disputes with respect to third parties' respective rights and obligations, could have a material adverse effect on the Company's rights under such agreements. Furthermore, the Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact on the strategic value of the underlying mineral claims.

### ***Competitive Industry Environment***

The mining industry is highly competitive in all of its phases, both domestically and internationally. The Company's ability to acquire properties and develop mineral reserves in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for mineral exploration, of which there is a limited supply. The Company may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company. The Company may also encounter competition from other mining companies in its efforts to hire experienced mining professionals. Competition could adversely affect the Company's ability to attract necessary funding or acquire suitable producing properties or prospects for mineral exploration in the future. Competition for services and equipment could result in delays if such services or equipment cannot be obtained in a timely manner due to inadequate availability and could also cause scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project development, exploration or construction costs and result in project delays.

### ***Conflicts of Interest***

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

### ***International Conflict***

International conflict and other geopolitical tensions and events, including war, military action, terrorism, trade disputes and international responses thereto have historically led to, and may in the future lead to, uncertainty or volatility in global commodity and financial markets and supply chains. Russia's recent invasion of Ukraine has led to sanctions being levied against Russia by the international community and may result in additional sanctions or other international action, any of which may have a destabilizing effect on supply chain disruptions that may adversely affect the Company's business, financial condition and results of operations. The extent and duration of the current Russia-Ukraine conflict and related international action cannot be accurately predicted at this time and the effects of such conflict may magnify the impact of the other risks identified in this MD&A, including those relating to commodity price volatility and global financial conditions. The situation is rapidly changing and unforeseeable impacts, including on our shareholders and counterparties on which we rely and transact, may materialize and may have an adverse effect on the Company's business, results of operation and financial condition.

## **OTHER INFORMATION**

Other information relating to the Company may be found on the SEDAR website at [www.SEDAR.com](http://www.SEDAR.com).

## **CORPORATE INFORMATION**

### **Directors and Officers**

John McConnell – Chairman and Director  
Kimberly Ann Arntson – President, Chief Executive Officer and Director  
Chris Donaldson – Director  
Bob McKnight – Director  
Josh Serfass – Director  
Brian Maher – Vice President, Exploration  
John McNeice – Chief Financial Officer  
Chris Irwin – Corporate Secretary

### **Corporate Offices**

#### ***Corporate Address***

217 Queen Street West, Suite 401  
Toronto, ON M5V 0R2

#### ***Corporate Administrative Office***

PO Box 279  
Manotick (Ottawa), ON K4M 1A3

**Web Site:** [www.lahontangoldcorp.com](http://www.lahontangoldcorp.com)

### **Independent Auditor**

PricewaterhouseCoopers LLP, Ottawa, Canada

### **Corporate Legal Counsel**

Irwin Lowy LLP, Toronto, Canada

### **Corporate Banker**

Royal Bank of Canada, Ottawa, Canada

### **Transfer Agent**

TSX Trust Company, Toronto, Canada