

**Loyalist Exploration Limited**  
**(formerly PNG Copper Inc.)**  
**Management's Discussion and Analysis Form 51-102F1**  
*For the three and six months ended June 30, 2024*

**Introduction**

The following Management Discussion and Analysis (“MD&A”) of the financial condition and results of operations of Loyalist Exploration Limited. (“Loyalist” or the “Company”) has been prepared by management as of August XX, 2024 and was reviewed and approved by the Audit Committee, and is intended to supplement and complement the condensed unaudited interim consolidated financial statements and notes thereto, prepared in accordance with International Accounting Standard 34 Interim Financial Reporting (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”), for the three and six months ended June 30, 2024 (collectively, the “Financial Statements”). The following discussion of performance, financial condition and prospects should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023 and the MD&A for the year ended December 31, 2023. The information provided herein supplements but does not form part of the financial statements. All amounts are stated in Canadian dollars unless otherwise indicated.

The Company’s public filings can be viewed on the SEDAR website ([www.sedarplus.ca](http://www.sedarplus.ca)) and on the Company’s website ([www.loyalistexp.ca](http://www.loyalistexp.ca)).

**Description of the business**

Loyalist Exploration was incorporated on October 4, 2017, under the Canada Business Corporations Act (the "Act") as Golden Birch Resources Inc. The name was changed to PNG Copper Inc. on August 12, 2021. The name was changed to Loyalist Exploration Limited on October 19, 2023. The principal business of the Company is the acquisition, exploration, and development of mineral property interests. The Company is a public company incorporated in Canada with limited liability under the legislation of Canada. The Company’s shares trade on the Canadian Securities Exchange and under the trading symbol PNGC.

The registered office of the Company is located at Suite 204, 133 Richmond Street West, Toronto, ON Canada M5H 2L3.

On February 14, 2023, the Company entered into an option agreement to earn a one hundred per cent (100%) interest in one hundred and thirty-eight (138) mineral claims situated in the Oba area of the Province of Ontario, generally referred to as the “Lost Molly” Property (the “Claims”). During the term of the option in respect of the Lost Molly Property, the Company will have the exclusive and irrevocable right to access, explore and develop the Claims at its sole and absolute discretion.

**Exploration projects**

Lost Molly

The Lost Molly Property is comprised of 138 contiguous mining claims covering 2,534 hectares in Walls Township, in the Province of Ontario, and is located 80 km south of the town of Hearst, 16 km southeast of the village of Oba.

To earn its 100% interest, the Company must make the following optional cash and share payments and incur the following Exploration Work Expenditures on any of the Claims:

Cash and Share Payments	Exploration Work Expenditures
Initial Payment - \$30,000 (paid)	Year 1 - \$50,000
	Revised to \$35,000 by August 31, 2024
1 <sup>st</sup> Anniversary - \$80,000 Revised to August 1, 2024	Year 2 – \$115,000
2 <sup>nd</sup> Anniversary - \$120,000	Year 3 - \$200,000
3 <sup>rd</sup> Anniversary - \$160,000	Year 4 - \$400,000

On April 12, 2024, the Company and the vendor entered into Option Agreement Amendment “A” to

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change the date of the first anniversary payment of \$80,000 to the earlier of the date which is one week following the first financing after a potential consolidation or August 1, 2024. In addition, \$35,000 of the Year 1 Exploration Work Expenditures are required to be completed before August 1, 2024, and the Year 2 Exploration Work Expenditures is amended to \$115,000.

Up to 50% of the respective cash payments may, at the option of the Company, be paid in common shares of the Company. If the Company exercises its right and option to make the respective cash payments partially in shares, the number of shares payable shall be determined for each such partial payment by dividing the amount of the partial payment by the 10-trading day average closing trading price of the Company's shares prior to the date of such payments. Such shares will be subject to required regulatory trading restrictions.

The Vendors are entitled to a three per cent (3%) Net Smelter Return royalty (the "NSR Royalty") on all minerals or metals extracted from the Claims two-thirds of which (a 2% NSR) may be bought back for \$2,000,000.

Currently, the Company is in default of its obligations to make its payments and exploration expenditures as of August 1, 2024 and is considering its options going forward.

Millbrook Minerals Inc.

On August 19, 2024, the Company announced a 30-day extension to September 17, 2024 of its non-brokered private placement financing of up to 70,000,000 common shares (the "Shares") of the Company at a price of \$0.005 per Share for proceeds of up to \$350,000. The proceeds of the Offering will be used for working capital and general and administrative purposes and the costs of completing a share exchange (the "Share Exchange") among the Company and the shareholders of Millbrook Minerals Inc. (Millbrook") In its press release dated June 5, 2024, the Company announced a letter of intent to amalgamate the Company and Millbrook. That intent has been changed to complete a share exchange rather than an amalgamation. The Company believes that will accomplish the same ends but be a much simpler transaction.

In connection with the Offering, the Company may pay finders' fees equal to 7% of the gross proceeds in cash and issue non-transferable warrants (the "Finder Warrants") to various registered dealers or finders, equal to 7% of the Shares sold through such registered dealers or finders in the Offering. Each Finder Warrant will entitle the holder thereof to purchase one (1) Loyalist common share at a price of \$0.05 per share for a period of thirty-six (36) months from the closing date of the offering.

The Private Placement will be conducted in reliance upon certain exemptions from the prospectus requirements set out in NI 45-106.

The Shares issued in connection with the Private Placement are subject to a hold period expiring four months and one day from the issuance of the securities comprising the Offering

The Millbrook shareholders will initially receive 200,000,000 common shares of the Company in exchange for their Millbrook shares in a Share Exchange as described in the Company's Management Information Circular sent to shareholders regarding its upcoming shareholders meeting being held on September 11, 2024, to among other things, approve the Share Exchange. It is a condition for the benefit of Millbrook and Loyalist that Loyalist complete financings satisfactory to the parties prior to or contemporaneously with closing the Share Exchange which is scheduled for on or about September 30, 2024.

Rolling Pond

The Rolling Pond Gold Property consists of 202 claims covering a 5050 hectare area and located along the periphery of the Mt. Peyton Intrusive Suite where numerous gold deposits and showings occur including Newfound Gold Corp.'s Queensway Property, Sokoman Resource's Moosehead Property, and the Beaverbrook Antimony Mine (See Figure 1a). The southern most portion of the Rolling Pond claims border Newfound Gold Corp's Queensway South Property.

The Rolling Pond Property hosts a major structure with related ultramafic rocks that can be traced for over seven and a half (7.5) kilometres within the claim boundary. This structure also contains a very large, high level, well preserved hydrothermal quartz/quartz breccia with potential for epithermal and/or mesothermal gold mineralization on its north end. The system represents a fault zone, related to graphitic breccia unit and is easily traceable visually on surface over a minimum distance of 1.2 kilometers. The system is known to be at least 30 to 60 metres thick and has been intersected by drilling to a depth of 160 metres and tested over only 270 meters of its strike length. Recent work on the Property has identified two significant gold in soil trends; one traceable over two kilometers and one over four kilometers. The southwest target, traceable over two kilometers shows coincident Induced Polarization/resistivity anomalies based on reconnaissance ground geophysical work. These newly identified targets occur outside the area of historical drilling and remain completely untested to date (see Figure 1b).

On August 14, 2024 the Company announced the commencement of its summer exploration program consisting of prospecting and infill soil sampling with approximately 500 soil samples to be collected. The soil sampling program has been designed to in-fill large gaps in historical sampling programs where significant gold in soil anomalies have been located. Upon completion of the program and once results are received, another phase of exploration consisting of ground geophysics along with a trenching program will be planned to further test these gold targets. The collection of the soil samples as well as some till samples has been recently completed and analysis is pending.

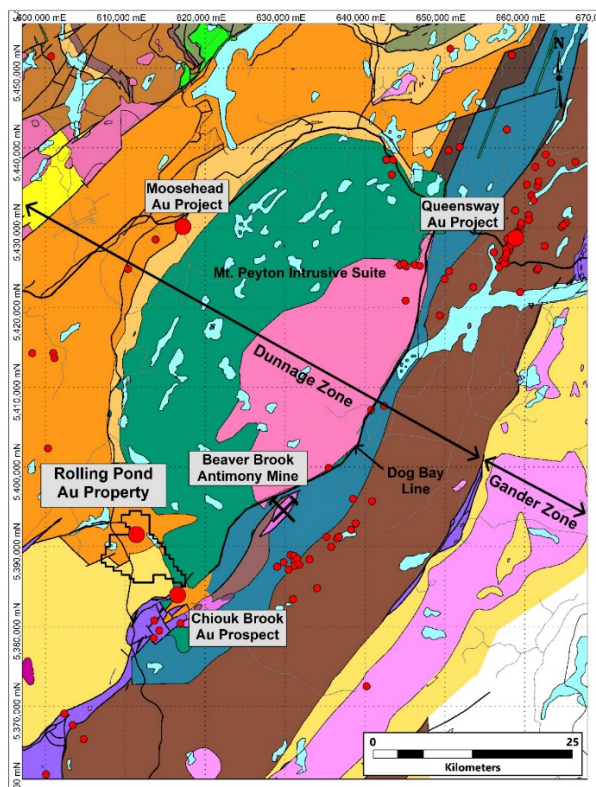


Figure 1a) –Geological Map of Rolling Pond Area with gold occurrences in red

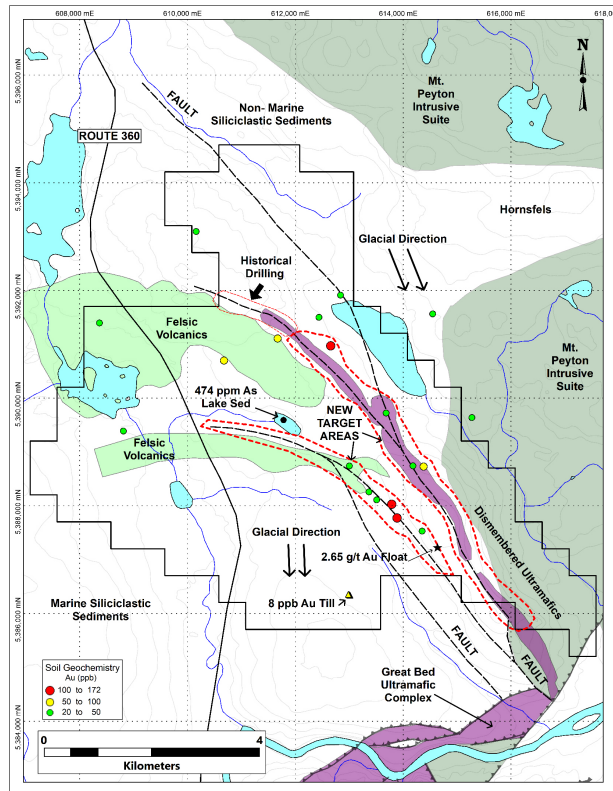


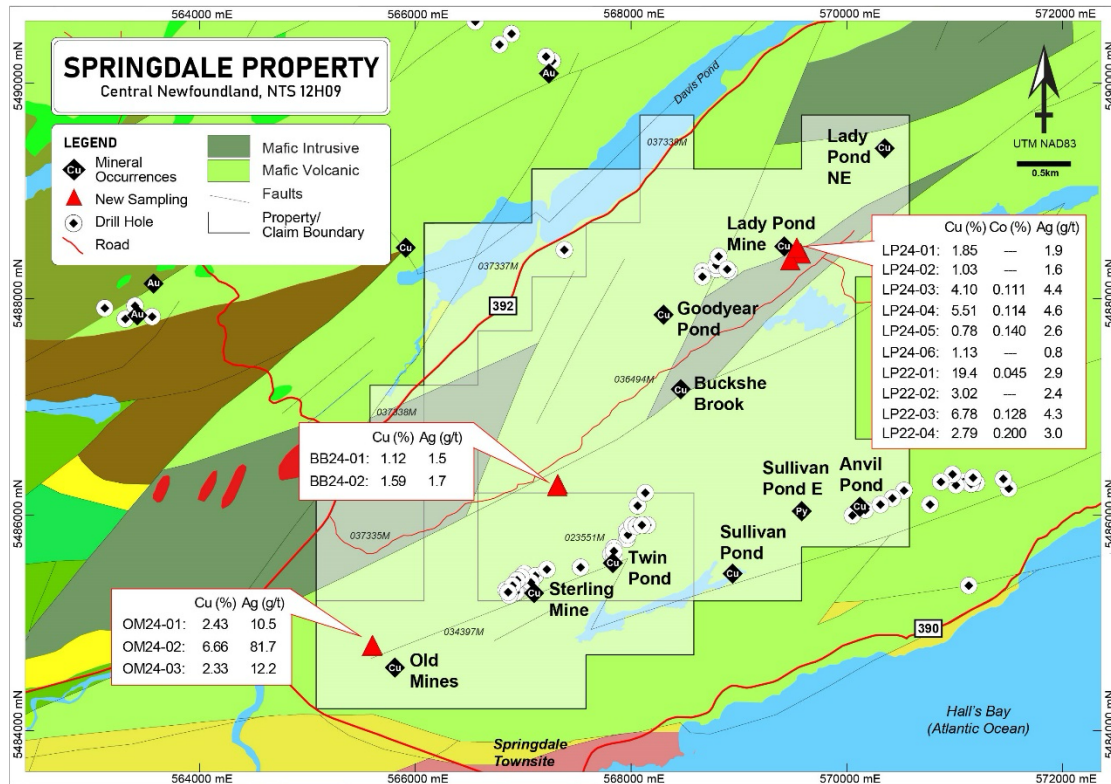
Figure 1b) – Soil anomalies of interest marked with red dashed outline

### Springdale

The Springdale Property consists of 125 claims covering 3125 ha and encompasses at least ten copper-cobalt-gold-silver targets including the Stirling deposit, Lady Pond, Twin Pond, Sullivan Pond, Anvil, Buckshe Brook, and Old Mines mineral occurrences. Historic geological, geochemical and geophysical surveys have been conducted, and 92 historical drill holes totaling 14,599 m have been completed on the

Property. This data provides a solid knowledge base, prospective exploration results, and multiple exploration targets for future work programs.

Recently collected samples (tabulated below, see locations on map) were collected from widely spaced localities up to 5.3 km apart on the Property. The Lady Pond occurrence (sample IDs LP22 and LP24) yielded values ranging from 0.78-19.4% Cu, and up to 0.14% Co. The significant cobalt concentrations from this locality are distinctly anomalous and not previously documented. Gold concentrations at Lady Pond ranged up to 1094 ppb. Silver content from samples at the Old Mine occurrence (sample ID OM24) grade up to 81.7 g/t. Two mineralized grab samples taken approximately 1700 m southwest of the Buckshe Brook occurrence yielded values greater than 1% Cu.



Geological map of the Springdale illustrating rock sampling results.

The results of the samples recently collected from the Project display very prospective results over widely spaced localities on the Property. They show very significant and prospective copper, cobalt, gold and silver analytical results that merit comprehensive follow-up. Copper and cobalt are considered Critical Minerals under the Canadian Minerals and Metals Plan and Canadian Critical Minerals Strategy. The demand for these minerals is forecast to expand enormously to supply applications vital to the North American economy and clean energy initiatives.

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Sample ID	NAD83_E	NAD83_N	Cu_Pct	Au_ppb	Ag_ppm	Co_ppm	Co_pct
BB24-01	567319	5486284	1.12	37	1.5	49	---
BB24-02	567315	5486265	1.59	32	1.7	55	---
LP24-01	569573	5488421	1.85	77	1.9	173	---
LP24-02	569573	5488421	1.03	83	1.6	107	---
LP24-03			4.10	1094	4.4	550	0.111
LP24-04			5.51	903	4.6	550	0.114
LP24-05	569460	5488363	0.78	569	2.6	550	0.140
LP24-06	569510	5488483	1.13	87	0.8	69	---
OM24-01	565599	5484783	2.43	819	10.5	17	---
OM24-02	565597	5484784	6.66	272	81.7	64	---
OM24-03	565603	5484793	2.33	149	12.2	19	---
LP22-01	569556	5488419	19.40	254	2.9	454	
LP22-02	569557	5488416	3.02	97	2.4	59	
LP22-03	569457	5488486	6.78	461	4.3	1280	
LP22-04	569410	5488477	2.79	218	3	2000	

All samples were analysed by Eastern Analytical: samples were submitted to their facility in Springdale, Newfoundland. Eastern Analytical is accredited under ISO/IEC 17025:2017. Samples were analyzed for 34 elements using an ICP-OES trace element analytical package. Over-limits for Cu, Co and Ag were analysed by ore grade assay AA method.

The Provincial Government of Newfoundland and Labrador, Department of Industry, Energy and Technology has approved the Company's submission for its Springdale Copper Property as a project for Critical Minerals as a Primary Exploration Target. The Company has been advised that the award to the Company is estimated to be \$95,691. Funding is delivered in the form of rebates for eligible exploration activities under the Province's Junior Exploration Assistance (JEA) Program. The Springdale Property has been shown to host significant copper and cobalt values which are considered Critical Minerals under the Canadian Minerals and Metals Plan and Canadian Critical Minerals Strategy.

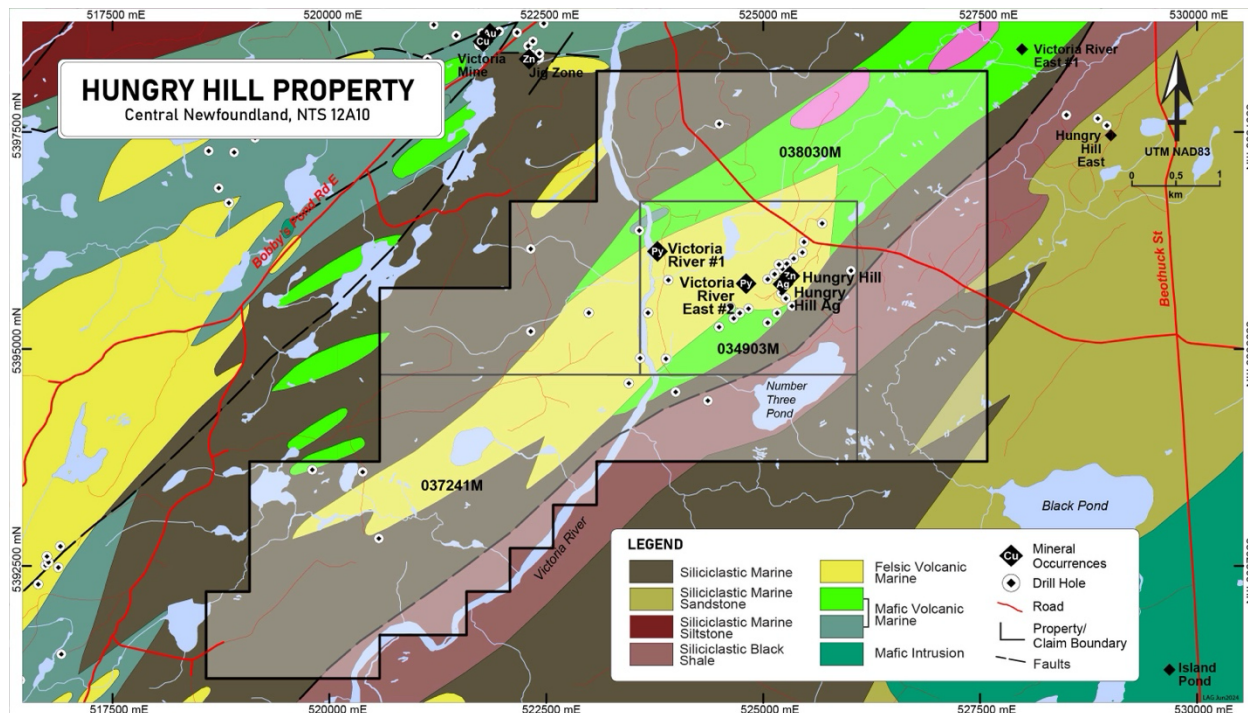
The Company is grateful for and acknowledges the support of Provincial JEA by the Government of Newfoundland and Labrador and the financial support by the Government of Canada for this project.

#### Hungry Hill

Discovered in 1996 the Hungry Hill occurrence consists of a large, attractive, under-explored target containing the critical minerals (as defined by the Canadian Minerals and Metals Plan and Canadian Critical Minerals Strategy) copper-zinc-lead (plus gold and silver) with many similarities to Buchans style polymetallic volcanogenic massive sulphide ("VMS") mineralization (as noted by G. Thurlow, Buchans Mine geologist, in a 2000 report). The project has seen a program of 28 shallow diamond drill holes as well as geological, geochemical and geophysical surveys. The work to date has identified a mineralized zone 1500 m long. The best historic intersection obtained in this zone was 3.06% Zn., 0.16% Cu, 20.9 g/t Ag, and 0.81g/t Au over 10.8 m (in DDH HH-97-16). A composite sample of mineralized fragments taken from surface boulders within the mineralized zone assayed 20.1% Zn, 12.1% Pb, 0.6% Cu, 66 g/t Ag, and 0.3 g/t Au. The zone remains open along strike and to depth, with no significant new exploration in the past 15 years.

Loyalist recently expanded the footprint of the Project with the acquisition by staking of a block of 63 adjacent and contiguous claims covering ~1570 hectares of new, prospective terrain (claim block 038030M – see map). These claims surround the historic work (see below) to the west, east and north and where the Company believes potential exists for additional mineralization to be located.

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The renewed motivation for exploration planned by Loyalist during 2024 is:

**Critical Minerals target**

- Proximity to past producing base metal mines in the same geological setting
- Prospective historic exploration results at the Project
- Large (1500 m long) mineralized target identified – open in all directions
- Observation of the remarkable similarity of the geologic setting and mineralization at Hungry Hill to that of the Buchans Mine

Planned work at the Property will expand coverage to other base metal targets via pitting, trenching, and sampling, ground and airborne geophysics, and diamond drilling to expand the already identified mineralized zone along strike and down dip.

**Summary of quarterly results**

For the eight most recent quarters:

	<b>June 30 2024</b>	<b>March 31 2024</b>	<b>December 31 2023</b>	<b>September 30 2023</b>
	\$	\$	\$	\$
Net income (loss) for the period	(81,069)	(45,910)	3,538	(80,333)
Net loss per share (basic and diluted)	0.00	0.00	0.00	0.00
Total assets	61,162	17,248	25,682	66,360

	<b>June 30 2023</b>	<b>March 31 2023</b>	<b>December 31 2022</b>	<b>September 30 2022</b>
	\$	\$	\$	\$
Net loss for the period	(104,566)	(134,247)	(223,496)	(850,480)
Net loss per share (basic and diluted)	0.00	0.00	0.00	0.00
Total assets	96,006	173,490	4,437	110,029

**Results of operations**

The Company's net loss for the six months ended June 30, 2024 was \$126,979 or \$0.00 per share (net loss of \$238,813 or \$0.00 per share for the six months ended June 30, 2023). The Company paid

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management fees and salaries of \$80,000 in 2024 (2023 - \$62,344), professional fees of \$13,789 (2023 - \$61,696) and share based compensation of \$14,926 (2023 - \$55,891).

The Company's net loss for the three months ended June 30, 2024 was \$81,069 or \$0.00 per share (net loss of \$104,566 or \$0.00 per share for the three months ended June 30, 2023). The Company paid management fees and salaries of \$50,000 in 2024 (2023 - \$31,794), professional fees of \$13,343 (2023 - \$34,497) and share based compensation of \$5,677 (2023 - \$39,237).

**Related party transactions**

**Compensation of key management and directors**

Key management compensation expense includes the Chief Executive Officer, the Chief Financial Officer and directors.

For the six months ended June 30	2024 \$	2023 \$
Salaries and management fees	80,000	62,346
Share-based compensation	7,490	44,245
	<b>87,490</b>	<b>42,540</b>

Accounts payable and accrued liabilities as at June 30, 2024, include amounts owing to current and former directors and officers in the amount of \$126,111 (December 31, 2023 - \$68,611). These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

A total of \$75,110 in amounts payable to a former director of the Company was written off during the year ended December 31, 2023.

**Liquidity, capital resources, and outlook**

The Company is an exploration-stage company and does not generate revenues. As such, it finances all of its operations and the exploration of its mineral properties entirely through the issuance of share capital. Although the Company has to date been successful in its attempts to raise capital, there can be no assurance that its future efforts will likewise be successful. The mineral exploration business is high risk, and the vast majority of exploration projects will not result in producing mines. The success of future financings will depend on a variety of factors including geological success – i.e., obtaining superior results from exploration; a positive investment climate encompassing strong metal prices, solid stock market conditions, and a “risk-on” appetite among investors; and the Company's track record and the ability and experience of management. If such financing is unavailable, the Company may be unable to retain its mineral interests and execute its business plans.

**Off-balance sheet arrangements**

The Company had no off-balance sheet arrangements at June 30, 2024.

**Critical accounting estimates and policies**

The Company's significant accounting policies and the adoption of new accounting policies are disclosed in note 2 to the audited financial statements prepared for the years ended December 31, 2023 and 2022.

Critical accounting estimates used in the preparation of the financial statements include the Company's estimate of the value of stock-based compensation and income tax accounts. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

**Commitments and contingencies**

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such



laws and regulations.

### **Capital management**

The capital of the Company consists of common shares, treasury shares, warrants and options. The Company manages and adjusts its capital structure based on available funds in order to support the acquisition, exploration and development of its exploration and evaluation assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, seek debt financing, or acquire or dispose of assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company is not subject to any externally imposed capital requirements. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There have been no significant changes in the risks, objectives, policies, and procedures in 2024.

Management has chosen to mitigate the risk and uncertainty associated with raising additional capital in current economic conditions by:

- (i) ensuring cost-effective deployment of existing funds, generally through competitive bidding;
- (ii) avoiding project "overstretch" – i.e., too many properties and projects, and too many commitments;
- (iii) minimizing discretionary disbursements;
- (iv) reducing or eliminating exploration expenditures that are of limited value;
- (v) performing in-house some of the functions previously outsourced; and
- (vi) exploring alternative sources of liquidity.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate.

The Company is not presently subject to any capital requirements imposed by a regulator or lending institution body.

### **Fully diluted share capital**

As of June 30, 2024 the Company had 190,531,368 common shares and 99,695,440 warrants, 5,092,740 broker warrants and 9,080,000 common share stock options outstanding. The number of common shares outstanding, on a fully-diluted basis is 304,399,548.

As of August 28, 2024 the Company had 190,531,368 common shares and 99,695,440 warrants, 5,092,740 broker warrants and 9,080,000 common share stock options outstanding. The number of common shares outstanding, on a fully-diluted basis is 304,399,548.

### **Going Concern**

The Company is in the exploration stage and is subject to the same risks and challenges as other companies in a comparable stage of development. These risks are described below. The financial statements for the six months ended June 30, 2024, have been prepared using accounting policies applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves and the Company's ability to dispose of its interests on an advantageous basis.

The Company had a working capital deficiency of \$189,380 at June 30, 2024 (deficiency of \$152,327 at December 31, 2023). For the six months ended June 30, 2024, the Company had a net loss and comprehensive loss of \$126,979 (six months ended June 30, 2023 – loss of \$238,813).

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The Company's ability to continue as a going concern is dependent upon obtaining additional financing and eventually achieving profitable production in the future. The Company is currently evaluating various options to address its financing needs. There can be no assurance that the Company's financing activities will continue to be successful or sufficient.

**Risk factors**

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it, in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR ([www.sedarplus.ca](http://www.sedarplus.ca)).

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

Please refer to the section entitled "Risk Factors" in the Company's MD&A for the fiscal year ended December 31, 2023.

**Forward-Looking Statements**

Certain statements contained in this document constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Company's future financial position and results of operations, strategy, proposed acquisitions, plans, objectives, goals and targets, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied, or forecasted in such forward-looking statements.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to risks associated with: geological risks, limited operating history; inability to generate earnings or pay dividends for the foreseeable future; no current assets other than cash; uncertain ability to raise additional funds when required; reliance on a small number of key managers lacking backup; potential conflicts of interest among directors and officers of the Company; lack of liquidity for shareholders of the Company; ability to secure needed permits; ability to physically access and work the Company's property assets; availability of skilled labor; timing and amount of capital expenditures; future currency exchange and interest rates; and market risk consisting of fluctuations in the Company's share price, metal prices, credit market conditions, epidemic or pandemic situations such as the recent COVID pandemic, serious geopolitical conditions, and investor appetite for early stage exploration companies. See "Risks and Uncertainties".

Management provides forward-looking statements because they believe such statements deliver useful guidance and information to readers when considering their investment objectives. Though management believes such statements to be as accurate as possible in the context of the information available to management at the time in which they are made, management cautions readers that the guidance and information contained in such statements may rapidly be superseded by subsequent events. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments suggested by such forward-looking statement will be realized or, even if substantially realized, that they will have the expected results, or effects upon, the Company. These forward-looking statements are made as of the date of this MD&A and the Company

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assumes no obligation to update or revise them to reflect subsequent information, events, or circumstances or otherwise, except as required by law.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including assumptions regarding business and operating strategies.

**Disclosure of internal controls**

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

The Company is not required to certify the design and evaluation of the Company's disclosure controls and procedures ("**DC&P**") or its internal control over financial reporting ("**ICFR**"). There are inherent limitations on the ability of the certifying officers of the Company to design and implement on a cost-effective basis DC&P and ICFR for the Company, which may result in risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports required under applicable securities legislation."

**Additional disclosure for venture issuers without significant revenue**

Additional disclosure concerning the Company's: (a) capitalized or expensed exploration and development costs; (b) expensed research and development costs; (c) deferred development costs; (d) general and administrative expenses; and (e) any material costs, whether expensed or recognized as assets, not already referred to in this MD&A is provided in the Company's Condensed Interim Financial Statements for the three and six months ended June 30, 2024 and the Audited Financial Statements for the year ended December 31, 2023, which can be accessed on SEDAR under the Company's profile page at [www.sedarplus.ca](http://www.sedarplus.ca).