FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: _______Nexco Resources Inc.___________________ (the "Issuer").

Trading Symbol: _____________NXU_____________________________

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

(b) A description of the transaction(s), including those for which no amount has been recorded.

(c) The recorded amount of the transactions classified by financial statement category.

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

(f) Contingencies involving Related Persons, separate from other contingencies.

Any related party transactions are disclosed in the Financial Statements attached hereto as Schedule "A".

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Considera tion (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
N/A								

(b) summary of options granted during the period,
None.

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
N/A						

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

A summary of the securities as at February 29, 2024 are disclosed in the Financial Statements attached hereto as Schedule "A".

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

(b) number and recorded value for shares issued and outstanding,

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	**Position(s) Held**
Zayn Kalyan	Director and Interim CEO
Geoffery Balderson	Director and Interim CFO
Leighton Bocking	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

The Management Discussion & Analysis of the Issuer for the quarter ended February 29, 2024 are attached hereto as Schedule "B".

Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated April 25, 2024

Zayn Kalyan
Name of Director or Senior Officer

/s/ "Zayn Kalyan
Signature

CEO
Official Capacity

Issuer Details Name of Issuer **Nexco Resources Inc.**	For Quarter Ended **February 29, 2024**	Date of Report YY/MM/D **24/04/25**
Issuer Address **1095 West Pender Street, Suite 750**		
City/Province/Postal Code **Vancouver, BC, V6E 2M6**	Issuer Fax No. ( )	Issuer Telephone No. **(604) 800-4719**
Contact Name **Zayn Kalyan**	Contact Position **CEO**	Contact Telephone No. **(778) 938-3367**
Contact Email Address **zayn@altuscapital.ca**	Web Site Address **None**	

SCHEDULE "A"

NEXCO RESOURCES INC

CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED
FEBRUARY 29/28, 2024 AND 2023

(Expressed in Canadian Dollars)

Notice of No Auditor Review of Condensed Interim Financial Statements

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed interim financial statements they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company for the three and six months ended February 29/28, 2024 and 2023 have been prepared by and are the responsibility of the Company's management. The Company's external auditors have not performed a review of these condensed interim financial statements.

NEXCO RESOURCES INC.
STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian dollars)

	As at February 29, 2024 (Unaudited)	As at August 31, 2023 (Audited)
Assets		
Current		
Cash	$ 21,936	$ 6,454
Amounts receivable (Note 10)	22,967	17,545
	$ 44,903	$ 23,999
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 10)	201,480	116,822
Notes payable (Note 7)	83,113	30,066
Convertible debentures (Note 8)	2,550,846	2,449,624
	2,835,439	2,596,512
Deficiency		
Share Capital (Note 9)	3,974,690	3,974,690
Contributes surplus (Note 9)	796,195	796,195
Deficit	(7,561,421)	(7,343,398)
	(2,790,536)	(2,572,513)
	$ 44,903	$ 23,999

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)
SUBSEQUENT EVENTS (Note 13)

Approved and authorized for issuance on behalf of the Board on April 25, 2024.

/s/ "Zayn Kalyan" Director *
/s/ "Leighton Bocking"* Director

The accompanying notes are an integral part of these unaudited condensed interim financial statements

NEXCO RESOURCES INC.
STATEMENTS OF COMPREHENSIVE LOSS
FOR THE THREE AND SIX MONTHS ENDED FEBRUARY 29/28, 2024 AND 2023
(Unaudited - Expressed in Canadian dollars)

	Three Months Ended February 29/28,		**Six Months Ended February 29/28,**	
	2024 $	**2023 $**	**2024 $**	**2023 $**
General and administration				
Accretion and interest (Note 8)	50,611	107,844	101,222	132,776
Consulting fees	35,926	36,731	72,659	100,150
Office and general	1,492	413	2,481	753
Professional fees	3,235	12,715	13,884	17,369
Rent	9,000	9,000	18,000	18,000
Transfer agent and filing fees	6,777	7,207	9,777	9,607
Travel	-	-	-	3,870
Net loss and comprehensive loss	(107,041)	(173,910)	(218,023)	(282,525)
Basic and Diluted Loss Per Common Share	(0.00)	(0.00)	(0.01)	(0.01)
Weighted Average Number of Common Shares Outstanding	35,862,666	35,862,666	35,862,666	35,862,666

* As at February 29, 2024, the Company had not converted any of its convertible debentures which matured during the year ended August 31, 2023. Pursuant to the convertible debenture agreement, the number of shares to be converted will not be known until such time as the conversion takes place as the convertible debenture agreements state interest accrues up until time of conversion, regardless of the maturity date. The debenture holder has the option to convert in whole or in part upon written notification to the Company.

NEXCO RESOURCES INC.
STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)
FOR THE SIX MONTHS ENDED FEBRUARY 29/28, 2024 AND 2023
(Unaudited - Expressed in Canadian dollars)

Six Months Ended February 28, 2023

	Common Shares				
	# of Shares	Amount	Contributed Surplus	Deficit	Equity (Deficiency)
Balance, September 1, 2022	35,862,666	$ 3,974,690	$ 796,195	$ (6,678,923)	$ (1,908,038)
Net loss for the period	-	-	-	(282,525)	(282,525)
Balance, February 28, 2023	35,862,666	$ 3,974,690	$ 796,195	$ (6,961,448)	$ (2,190,563)

Six Months Ended February 29, 2024

	Common Shares				
	# of Shares	Amount	Contributed Surplus	Deficit	Equity (Deficiency)
Balance, September 1, 2023	35,862,666	$ 3,974,690	$ 796,195	$ (7,343,398)	$ (2,572,513)
Net loss for the period	-	-	-	(218,023)	(218,023)
Balance, February 29, 2024	35,862,666	$ 3,974,690	$ 796,195	$ (7,561,421)	$ (2,790,536)

NEXCO RESOURCES INC.
STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED FEBRUARY 29/28, 2024 AND 2023
(Unaudited - Expressed in Canadian dollars)

	Six months ended Feb 29, 2024	Six months ended Feb 28, 2023
	$	$
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss for the period	(218,023)	(282,525)
Items not involving cash:		
Accretion and interest	101,222	132,776
Interest on notes payable	1,222	-
Changes in non-cash working capital balances:		
Prepaid expenses	-	10,500
Amounts receivable	(5,422)	35,184
Accounts payable and accrued liabilities	84,658	(3,513)
Cash used in operating activities	(36,343)	(107,578)
FINANCING ACTIVITIES		
Proceeds from note payable	51,825	-
Cash provided by financing activities	51,825	-
CHANGE IN CASH	15,482	(107,578)
CASH, BEGINNING OF PERIOD	6,454	165,147
CASH, END OF PERIOD	21,936	57,569
SUPPLEMENTAL CASH DISCLOSURES		
Interest paid and income tax paid	-	-

The accompanying notes are an integral part of these unaudited condensed interim financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Nexco Resources Inc. (“the Company”) was incorporated on December 14, 2012 under the laws of British Columbia. The address of the Company’s corporate office and its principal place of business is suite 750-1095 W Pender Street, Vancouver, British Columbia, Canada. The Company’s principal business activities include the acquisition and exploration of mineral property assets. During the year ended August 31, 2021, the Company wrote-down its Berger Property to $1. During the year ended August 31, 2023, due to insufficient working capital the Company did not renew its mineral claims and thereby forfeited its mineral claims relating to the Berger Property. The Berger Property mineral claims expired on June 30, 2023 and as at February 29, 2024, the Company did not have any ownership interest relating to mineral property claims or assets. On March 23, 2023, the Canadian Securities Exchange (the “Exchange”) issued a bulletin stating the Company no longer met the Exchange’s continued listing requirements and the Company resumed trading under the new symbol ‘NXU.X’ on March 24, 2023.

Transaction with Soter and SymptomSense including Bridge Loan

On November 30, 2020, the Company entered into a Letter of Intent (“LOI”) with SymptomSense, LLC (“SymptomSense”). Pursuant to the LOI, the Company proposed to purchase all of the issued and outstanding securities of SymptomSense. On May 25, 2021, the Company announced that further to the LOI, it had signed a definitive securities exchange agreement (the “Definitive Agreement”) with Soter Technologies, LLC (“Soter” or the “Target”), the parent company of SymptomSense and a private arm’s length limited liability company incorporated under the laws of the State of New York, and the owners of the Target (the “Vendors”) pursuant to which the Company had agreed to purchase all of the issued and outstanding equity securities of the Target (the “Target Securities”) from the Vendors (the “Transaction”). On March 20, 2023, the Company announced that the Company would not be proceeding with the proposed business combination and fundamental change transaction with Soter. Pursuant to the transaction with Soter and SymptomSense, the Company advanced a total of USD $3,450,000 (“Bridge Loan”) to Soter and SymptomSense during the course of the Transaction. During the year ended August 31, 2022, the Company provided for an impairment charge of $4,318,870 (USD $3,450,000) against the Bridge Loan as a result of the uncertainty related to recovering the advances.

Convertible Note (SymptomSense and Soter)

On February 28, 2023, the Company executed a debt-swap agreement with Soter and SymptomSense whereby, in exchange for the Company forgiving the Bridge Loan, Soter issued to the Company an unsecured subordinated convertible note in the principal amount of US$3,250,000 (the “Soter Convertible Note”). The Soter Convertible Note bears interest of 12% per annum and is convertible into shares of common stock of Soter at the Company’s option and has a maturity date of the earlier of: (a) the date of a liquidity event, being a public offering of shares of common stock of Soter resulting in the listing for trading or quoting of Soter’s common stock on the NYSE, the NYSE American, the Nasdaq Capital Market, the Nasdaq Global Market, or the Nasdaq Global Select Market; and (b) November 28, 2023 (Notes 5,13). The Company and Soter also entered into a registration rights agreement, pursuant to which Soter agreed to register all applicable securities issuable upon conversion of the Soter Convertible Note in accordance with its terms such that whenever Soter is required or proposes to register any of its equity securities under the United States Securities Act of 1933, as amended from time to time, Soter will, among other things, give the Company at least 15 days prior written notice of its intention to effect such registration. Concurrent with the issuance of the Soter Convertible Note, Nexco and Soter entered into subordination agreement whereby Nexco released all security interests it held in respect of Soter under the security agreements entered into in connection with the Bridge Loan. Due to the uncertainty of recovering the amount due pursuant to the Soter Convertible Note, the Company did not record the Soter Convertible Note or any accrued interest as an asset of the Company.

1. NATURE OF OPERATIONS AND GOING CONCERN (continued)

Going Concern

As at February 29, 2024, the Company had a working capital deficiency of $2,790,536 (August 31, 2023 - $2,572,513) and a deficit of $7,561,421 (August 31, 2023 – $7,343,398). To date, the Company has been funded by the issuance of debt and equity. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing sufficient to cover its operating costs. The Company is subject to various material risks and uncertainties that could impact its ability to continue as a going concern and affect the realization of its assets and discharge its liabilities in the normal course of business. Management has evaluated these uncertainties and believe the following are the most significant:

1) *Convertible Note – Soter and SymptomSense* - During the year ended August 31, 2023, in exchange for total advances of USD $3,450,000 to Soter and SymptomSense, including any accrued interest to Feb 28, 2023, the Company received a convertible note from Soter in the amount of $3,250,000 ("Convertible Note"). Due to various factors, including historical defaults and non-payment, the Company wrote-down the advances to $Nil and did not record the convertible note, or any applicable accrued interest, as an asset on the statement of financial position as at February 29, 2024. There is material uncertainty as to the collectability, in whole or in part, of the Convertible Note and may materially impact the Company's liquidity position;

2) *Mineral claims - Berger Property* - During the year ended August 31, 2023, the Company was not in a financial position to renew its Berger Property mineral claims, and on June 30, 2023, forfeited such mineral claims. The Berger Property mineral claims were purchased through an option agreement whereby the optionor would retain a 2% Net Smelter Returns royalty ("NSR") on the Property. There is uncertainty as it relates to any resolution, or enforcement of any potential rights by the optionor, regarding the NSR, which may materially impact the Company's liquidity position; and

3) *Debt - Convertible Debentures* – As at February 29, 2024, the Company had a significant debt obligation of $2,550,846 relating to convertible debenture agreements. Pursuant to the convertible debenture agreements, the debentures were to automatically convert into units of the Company on their maturity dates, which occurred on or before August 25, 2023. Pursuant to the agreements, the debenture holders are required to notify the Company in writing regarding any default by the Company and their right to demand the obligation as due immediately. As at February 29, 2024, the Company has not received the required written notification and continues discussions with the debenture holders regarding timing of any conversion or some other resolution. There can be no assurance that terms will be renegotiated which may adversely affect the Company's liquidity position.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

2. BASIS OF PRESENTATION

These unaudited condensed interim financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"), and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB").

2. BASIS OF PRESENTATION (continued)

These unaudited condensed interim financial statements should be read in conjunction with the audited financial statements for the years ended August 31, 2023 and 2022, which have been prepared in accordance with IFRS as issued by the IASB. The accounting policies followed in these unaudited condensed interim financial statements are consistent with those applied in the Company's audited financial statements for the years ended August 31, 2023 and 2022. The financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences.

Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

i. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable;
ii. the assessment concerning collection or conversion of convertible notes; and
iii. the inputs used in accounting for share-based payments.

Significant accounting judgments

i. the measurement of deferred income tax assets and liabilities;
ii. the evaluation of the Company's ability to continue as a going concern; and
iii. realization of advance of receivables and convertible notes.

4. ADOPTION OF NEW AND REVISED STANDARDS AND INTERPRETATIONS

The Company has performed an assessment of new standards issued by the IASB that are not yet effective. The Company has assessed that the impact of adopting these accounting standards on its financial statements would not be significant.

5. ADVANCES

On December 31, 2020, the Company entered into a loan agreement with SymptomSense, LLC as part of the Transaction described in Note 1. The agreement was amended on May 25, 2021. Pursuant to the Amended Definitive Agreement and in accordance with the Amended Loan Agreement, the Company agreed to advance a secured bridge loan in the amount of up to US$3,450,000 to the Target, which is secured against all present and after acquired property of the Target. The agreement includes the following terms:

- interest rate of 5% per annum, commencing on March 31, 2021;
- maturity date of November 25, 2021 (“Maturity Date”);
- with no obligation to make payment of either principal or interest prior to the Maturity Date; and
- covenants limiting Sorter’s ability to use proceeds from the Bridge Loan for purposes other than maintenance of working capital.

During the year ended August 31, 2021, the Company advanced a principal amount of $4,124,466 (USD $3,300,000) to the Target and during the year ended August 31, 2022, the Company advanced a principal amount of $194,404 (USD $150,000) to the Target. On December 2, 2021, the Company issued a demand letter to Soter and SymptomSense stating they were in default of the Bridge Loan agreement and that the principal amount of $4,124,466 (US$3,300,000) plus accrued interest to November 25, 2021, was due in full. According to the security agreement relating to the Bridge Loan, Soter and SymptomSense had until February 17, 2022 to cure their default. Soter and SymptomSense did not make payment and during the year ended August 31, 2022, the Company provided for an impairment charge of $4,318,870 (USD $3,450,000) against the Bridge Loan as a result of the uncertainty related to recovering the advances. The Company continued negotiations with Soter and SymptomSense and on February 28, 2023, the Company executed a debt-swap agreement with Soter and SymptomSense whereby, in exchange for the Company forgiving the Bridge Loan, Soter issued to the Company an unsecured subordinated convertible note in the principal amount of US$3,250,000. The Soter Convertible Note bears interest of 12% per annum and is convertible into shares of common stock of Soter at the Company’s option and has a maturity date of the earlier of: (a) the date of a liquidity event, being a public offering of shares of common stock of Soter resulting in the listing for trading or quoting of Soter’s common stock on the NYSE, the NYSE American, the Nasdaq Capital Market, the Nasdaq Global Market, or the Nasdaq Global Select Market; and (b) November 28, 2023 (Note 13). Due to the uncertainty of recovering the amount due, including accrued interest that has never been collected pursuant to the Soter Convertible Note, the Company did not record the Soter Convertible Note or any accrued interest as an asset of the Company.

6. EXPLORATION AND EVALUATION ASSET

Berger Property

Pursuant to an initial and amended option agreements (the “Agreement”) dated August 21, 2014 and July 31, 2015, with the Optionor, the Company was granted an option to acquire a 100% undivided interest in the Berger Property (the “Property”) which consists of two mining claims located in the Kamloops Mining District of British Columbia. In accordance with the Agreement, the Company has acquired a 100% undivided interest in the Property by issuing a total of 100,000 common shares and making cash payment of $12,000. The Optionor will retain a 2% Net Smelter Returns (“NSR”) royalty on the Property. The Company has the right to purchase the NSR at a purchase price of $1,000,000 per percentage point during the five-year period commencing from the date upon which the Property is put into commercial production. During the year ended August 31, 2021, the Company recorded an impairment charge of $174,594 for the Berger Property due to the uncertainty of any future work being incurred on the property.

(Unaudited - Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION ASSET(continued)

During the year ended August 31, 2023, the Company did not renew and thereby forfeited its mineral claims relating to the Berger Property due to insufficient working capital and no anticipation of future work on progressing the mineral property. The mineral claims for the Berger Property expired on June 30, 2023.

7. NOTES PAYABLE

On August 15, 2023, the Company received $30,000 in the form of a promissory note (the “Promissory Note”) from a third party. The Promissory Note has a maturity date of February 28, 2024 and accrues interest at a rate of 5% per annum and compounds monthly. During the six months ended February 29, 2024, the Company recorded $753 (2023 - $Nil) in interest related to the Promissory Note. The Promissory Note matured on February 29, 2024 and the Company is negotiating with the note holder to extend the maturity date.

On November 15, 2023, the Company received an additional $30,000 in the form of a promissory note (the “Second Promissory Note”) from this same third party. The Second Promissory Note has a maturity date of February 28, 2024 and accrues interest at a rate of 5% per annum and compounds monthly. During the six months ended February 29, 2024, the Company recorded $434 (2022 - $Nil) in interest related to the Second Promissory Note. The Promissory Note matured on February 28, 2024 and the Company is negotiating with the note holder to extend the maturity date.

On February 16, 2024, the Company received an additional $21,825 in the form of a promissory note (the “Third Promissory Note”) from this same third party. The Third Promissory Note has a maturity date of August 16, 2024 and accrues interest at a rate of 5% per annum and compounds monthly. During the six months ended February 29, 2024, the Company recorded $35 (2022 - $Nil) in interest related to the Third Promissory Note.

Balance outstanding, August 31, 2023	$30,066
Principal	51,825
Interest	1,222
Balance outstanding, February 29, 2024	$83,113

8. CONVERTIBLE DEBENTURES

Balance outstanding, August 31, 2023	$ 2,449,624
Accretion and interest	101,222
Balance outstanding February 29, 2024	$ 2,550,846

i. On July 20, 2021, the Company closed the first tranche of its non-brokered private placement of unsecured convertible debentures (each, a “Debenture”) of the Company for total gross proceeds of $350,000. All securities issued in connection with the first tranche will be subject to a hold period expiring November 21, 2021. In connection with the closing of the first tranche, the Company paid finder’s fees in the amount of $28,100 and issued 112,000 broker warrants exercisable at $0.25 for two years.

(Unaudited - Expressed in Canadian dollars)

8. CONVERTIBLE DEBENTURES (continued)

The fair value of the brokers' warrants was $23,666 and was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	0.4%
Expected life	2 years
Expected volatility	109%
Expected dividends	0%

ii. On July 30, 2021, the Company closed a second tranche of a non-brokered private placement of unsecured convertible debentures (each, a "Debenture") of the Company for total gross proceeds of $959,500. All securities issued in connection with the second tranche will be subject to a hold period expiring December 1, 2021. In connection with the closing of the first tranche, the Company paid finder's fees in the amount of $77,360 and issued 307,040 broker warrants exercisable at $0.25 for two years.

The fair value of the brokers' warrants was $64,878 and was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	0.4%
Expected life	2 years
Expected volatility	109%
Expected dividends	0%

i. On August 25, 2021, the Company announced it closed a third and final tranche of a non-brokered private placement of unsecured convertible debentures (each, a "Debenture") of the Company for total gross proceeds of $720,500. All securities issued in connection with the second tranche will be subject to a hold period expiring December 26, 2021. In connection with the closing of the first tranche, the Company paid finder's fees in the amount of $57,740 and issued 230,560 broker warrants exercisable at $0.25 for two years. The fair value of the brokers' warrants was $48,531 and was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	0.4%
Expected life	2 years
Expected volatility	109%
Expected dividends	0%

All convertible debentures of the Company bear interest at 10% per annum, from the date of issuance, payable upon the earlier of the Maturity Date (as defined below) or the date of any conversion thereof. On August 9, 2022, the Company announced it entered into agreements to amend the maturity dates for the convertible debentures. All other terms of the convertible debentures remain the same. Amended maturity dates are as follows:

Principal Amount	Effective Date	Original Maturity Date	Amended Maturity Date
$350,000	July 20, 2021	July 20, 2022	July 20, 2023
$959,500	July 30, 2021	July 30, 2022	July 30, 2023
$720,500	August 25, 2021	August 25, 2022	August 25, 2023
$2,030,000			

8. CONVERTIBLE DEBENTURES (continued)

At the Maturity Date, the outstanding convertible debentures will automatically convert into units of the Company (each, a "Unit") at the following conversion price:

(a) if the Company's Transaction with Soter and SymptomSense has not yet closed, $0.225 per Unit (the "Conversion Price"), with each Unit consisting of one common share in the capital of the Company (each, a "Share") and one-half of one non-transferable share purchase warrant (each whole warrant, a "Warrant"), with each Warrant exercisable into one Share (each, a "Warrant Share") at a price of $0.75 per Warrant Share for a period of two years from the date of the Closing;

(b) if the Transaction has closed, the greater of: (i) the Conversion Price and (ii) a price (the "Alternative Conversion Price") equal to 75% of the price per security at which equity securities are issued by the Company in the concurrent financing (the "Concurrent Financing") carried out in connection with the Transaction (the "Concurrent Financing Price").

All convertible debentures matured on their respective dates. As at February 29, 2024, the Company had not converted the debentures to common shares and is in default of the agreement.

Pursuant to the debenture agreements, the debenture holder must notify in writing to the Company that the Company is in default and that the obligation is immediately due and payable. As at February 29, 2024, the Company has not received the required written notification and continues its discussions with the debenture holders regarding timing of any conversion or some other resolution. During the six months ended February 29, 2024, the Company recorded accretion and interest expense of $101,222 (2023 - $132,776).

9. SHARE CAPITAL

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Issued and Outstanding:

As at February 29, 2024 – 35,862,666 (2023 – 35,862,666) common shares were issued and outstanding.

c) Financing:

During the six months ended February 29, 2024 and 2023 the Company did not complete any financings and did not issue any common shares.

(d) Stock Option Plan:

The Company has adopted a 10% rolling incentive stock option plan, which provides that the Board of Directors may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company non-transferable options ("Options") to purchase up to 10% of the issued and outstanding common shares of the Company at the date of grant. In addition, no Options may be granted under the stock option plan if the number of common shares, calculated on a fully diluted basis, issued within 12 months to (i) related persons, exceeds 10% of the outstanding common shares of the Company, or (ii) a related person and the associates of the related person, exceeds 5% of the outstanding common shares of the Company.

(Unaudited - Expressed in Canadian dollars)

9. SHARE CAPITAL (continued)

During the six months ended February 29, 2024 and 2023, the Company did not grant any stock options. As at February 29, 2024, the Company did not have any stock options outstanding.

(e) Warrants:

During the six months ended February 29, 2024 and 2023, the Company did not issue any warrants.

On October 13, 2023, the Company announced that 3,399,000 warrants expiring on October 16, 2023 were extended to October 16, 2025. All other terms remain unchanged.

On January 12, 2023, the Company announced that 7,205,340 warrants expiring on December 31, 2022 were extended to December 31, 2024 and 6,131,666 warrants expiring on January 20, 2023 were extended to January 20, 2025. All other terms remain unchanged.

The following table summarizes warrant transactions:

	Number of warrants	**Weighted average exercise price**
		$
Outstanding, August 31, 2023	16,736,006	0.26
No activity	-	-
Outstanding, February 29, 2024	16,736,006	0.26

The following table summarizes the warrants outstanding and exercisable as at February 29, 2024:

Exercise price	**Number of warrants**	**Exercisable**	**Expiry date**
$ 0.30	6,211,500	6,211,500	December 31, 2024
$ 0.20	993,840	993,840	December 31, 2024
$ 0.30	5,288,333	5,288,333	January 20, 2025
$ 0.20	843,333	843,333	January 20, 2025
$ 0.15	3,399,000	3,399,000	October 16, 2025
	16,736,006	16,736,006	

10. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management includes directors and key officers of the Company, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). The Company had the following related party transactions during the six months ended February 29, 2024 and 2023:

	Feb 29, 2024	**Feb 28, 2023**
	$	$
CEO Consulting fees	60,000	60,000

(Unaudited - Expressed in Canadian dollars)

10. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

As at February 29, 2024 there is $103,500 (2023 - $Nil) in accounts payable and accrued liabilities owing to the CEO of the Company. Amounts due to the related parties are non-interest bearing, unsecured and have no fixed terms of repayment.

During the year ended August 31, 2023, the Company wrote-down a receivable in the amount of $27,032 from a company with common management personnel as it was deemed uncollectible.

As at February 29, 2024 there is $Nil (2023: $27,032) recorded in accounts receivable owing from a company with common management personnel. Amounts receivable from related parties are non-interest bearing, unsecured and have no fixed terms of repayment.

11. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject. The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

12. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments. Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at February 29, 2024 are as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1)	**Significant other observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**	**Total**
	$	$	$	$
Cash	21,936	-	-	21,936

12. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

Financial risk management objectives and policies

The Company's financial instruments include cash, amounts receivable, accounts payable and accrued liabilities and convertible debentures. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal. The Company does not have any significant foreign currency denominated monetary liabilities.

The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term. The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk, the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

13. SUBSEQUENT EVENTS

On December 7, 2023, the Company's legal counsel sent a demand letter notifying Soter that the Convertible Note is in default and that the full amount of the indebtedness of USD $3,250,000, plus accrued interest, has become immediately due and payable and has until December 15, 2023 to make payment in full. The Company did not receive the funds by the December 15, 2023 deadline and will commence enforcing its security and recover the indebtedness owing, including all costs and expenses incurred by the Company in relation to enforcing the loan and security.

SCHEDULE "B"

NEXCO RESOURCES INC.

Management Discussion and Analysis
For the six months ended February 29, 2024

The Management Discussion and Analysis ("MD&A"), prepared on April 25, 2024, should be read in conjunction with Nexco Resources Inc.'s (the "Company") unaudited condensed interim financial statements and the accompanying notes for the three and six months ended February 29/28, 2024 and 2023 and the audited financial statements and accompanying notes for the years ended August 31, 2023 and 2022. The unaudited condensed interim financial statements for the three and six months ended February 29/28, 2024 and 2023 have been prepared in accordance with IAS 34 and International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedarplus.ca.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events. The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

COMPANY OVERVIEW AND GOING CONCERN

The Company was incorporated on December 14, 2012 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 750-1095 West Pender Street, Vancouver, British Columbia, Canada. The Company's principal business activities include the acquisition and exploration of mineral property assets. During the year ended August 31, 2021, the Company wrote-down its Berger Property to $1. During the year ended August 31, 2023, due to insufficient working capital the Company did not renew its mineral claims and thereby forfeited its mineral claims relating to the Berger Property. The mineral claims expired and were forfeited on June 30, 2023 and as at February 29, 2024, the Company did not have any ownership interest relating to mineral property claims or assets. On March 23, 2023, the Canadian Securities Exchange (the "Exchange") issued a bulletin stating the Company no longer met the Exchange's continued listing requirements and the Company resumed trading under the new symbol 'NXU.X' on March 24, 2023.

As at February 29, 2024, the Company had a working capital deficiency of $2,790,536 (August 31, 2023 - $2,572,513) and a deficit of $7,561,421 (August 31, 2023 – $7,343,398). To date, the Company has been funded by the issuance of debt and equity. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing sufficient to cover its operating costs. The Company is subject to various material risks and uncertainties that could impact its ability to continue as a going concern and affect the realization of its assets and discharge its liabilities in the normal course of business. Management has evaluated these uncertainties and believe the following are the most significant:

1) *Convertible Note – Soter and SymptomSense* - During the year ended August 31, 2023, in exchange for total advances of USD $3,450,000 to Soter and SymptomSense, including any accrued interest to Feb 28, 2023, the Company received a convertible note from Soter in the amount of $3,250,000 ("Convertible Note"). Due to various factors, including historical defaults and non-payment, the Company wrote-down the advances to $Nil and did not record the convertible note, or any applicable accrued interest, as an asset on the statement of financial position as at February 29, 2024. There is material uncertainty as to the collectability, in whole or in part, of the Convertible Note and may materially impact the Company's liquidity position;

2) *Mineral claims - Berger Property* - During the year ended August 31, 2023, the Company was not in a financial position to renew its Berger Property mineral claims, and on June 30, 2023, forfeited such mineral claims. The Berger Property mineral claims were purchased through an option agreement whereby the optionor would retain a 2% Net Smelter Returns royalty ("NSR") on the Property.

There is uncertainty as it relates to any resolution, or enforcement of any potential rights by the optionor, regarding the NSR, which may materially impact the Company's liquidity position; and

3) *Debt - Convertible Debentures* – As at February 29, 2024, the Company had a significant debt obligation of $2,550,846 relating to convertible debenture agreements. Pursuant to the convertible debenture agreements, the debentures were to automatically convert into units of the Company on their maturity dates, which occurred on or before August 25, 2023. Pursuant to the agreements, the debenture holders are required to notify the Company in writing regarding any default by the Company and their right to demand the obligation as due immediately. As at February 29, 2024, the Company has not received the required written notification and continues discussions with the debenture holders regarding timing of any conversion or some other resolution. There can be no assurance that terms will be renegotiated which may adversely affect the Company's liquidity position.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

TRANSACTION WITH SOTER/SYMPTOMSENSE INCLUDING BRIDGE LOAN

On November 30, 2020, the Company entered into a Letter of Intent ("LOI") with SymptomSense, LLC ("SymptomSense"). Pursuant to the LOI, the Company proposed to purchase all of the issued and outstanding securities of SymptomSense. Upon completion of the transaction, SymptomSense would become a wholly owned subsidiary of the Company and the Company would carry on the business of SymptomSense. On May 25, 2021, the Company announced that further to the LOI, it had signed a definitive securities exchange agreement (the "Definitive Agreement") with Soter Technologies, LLC ("Soter" or the "Target"), the parent company of SymptomSense and a private arm's length limited liability company incorporated under the laws of the State of New York, and the owners of the Target (the "Vendors") pursuant to which the Company had agreed to purchase all of the issued and outstanding equity securities of the Target (the "Target Securities") from the Vendors (the "Transaction"). The Definitive Agreement was amended on July 9, 2021, June 15, 2022, July 20, 2022 and October 4, 2022 (the "Amended Definitive Agreement"). On March 20, 2023, the Company announced that the Company will not be proceeding with the proposed business combination and fundamental change transaction with Soter.

Pursuant to the transactions with Soter and SymptomSense, on December 31, 2020, the Company entered into a loan agreement with SymptomSense, LLC as part of the Transaction described above. The agreement was amended on May 25, 2021. Pursuant to the Amended Definitive Agreement and in accordance with the Amended Loan Agreement, the Company agreed to advance a secured bridge loan in the amount of up to US$3,450,000 to the Target, which is secured against all present and after acquired property of the Target. The agreement includes the following terms:

- interest rate of 5% per annum, commencing on March 31, 2021;
- maturity date of November 25, 2021 ("Maturity Date");
- with no obligation to make payment of either principal or interest prior to the Maturity Date; and
- covenants limiting Sorter's ability to use proceeds from the Bridge Loan for purposes other than maintenance of working capital.

During the year ended August 31, 2021, the Company advanced a principal amount of $4,124,466 (USD $3,300,000) to the Target and during the year ended August 31, 2022, the Company advanced a principal amount of $194,404 (USD $150,000) to the Target. On December 2, 2021, the Company issued a demand letter to Soter and SymptomSense stating they were in default of the Bridge Loan agreement and that the principal amount of $4,124,466 (US$3,300,000) plus accrued interest to November 25, 2021, was due in full. According to the security agreement relating to the Bridge Loan, Soter and SymptomSense had until February 17, 2022 to cure their default. Soter and SymptomSense did not make payment and during the year ended August 31, 2022, the Company provided for an impairment charge of $4,318,870 (USD $3,450,000) against the Bridge Loan as a result of the uncertainty related to recovering the advances.

The Company continued negotiations with Soter and SymptomSense and on February 28, 2023, the Company executed a debt-swap agreement with Soter and SymptomSense whereby, in exchange for the Company forgiving the Bridge Loan, including any accrued interest to February 28, 2023, Soter issued to the Company an unsecured subordinated convertible note in the principal amount of US$3,250,000. The Soter Convertible Note bears interest of 12% per annum and is convertible into shares of common stock of Soter at the Company's option and has a maturity date of the earlier of: (a) the date of a liquidity event, being a public offering of shares of common stock of Soter resulting in the listing for trading or quoting of Soter's common stock on the NYSE, the NYSE American, the Nasdaq Capital Market, the Nasdaq Global Market, or the Nasdaq Global Select Market; and (b) November 28, 2023. The Company and Soter also entered into a registration rights agreement, pursuant to which Soter agreed to register all applicable securities issuable upon conversion of the Soter Convertible Note in accordance with its terms such that whenever Soter is required or proposes to register any of its equity securities under the United States Securities Act of 1933, as amended from time to time, Soter will, among other things, give the Company at least fifteen days prior written notice of its intention to effect such registration.

Due to the uncertainty of recovering the amount due pursuant to the Soter Convertible Note, the Company did not record the Soter Convertible Note or any accrued interest as an asset of the Company. On December 7, 2023, the Company's legal counsel sent a demand letter notifying Soter that the Convertible Note is in default and that the full amount of the indebtedness of USD $3,250,000, plus accrued interest, has become immediately due and payable and has until December 15, 2023 to make payment in full. The Company did not receive the funds by the December 15, 2023 deadline, or as of the date of this report, and will commence enforcing its security and recover the indebtedness owing, including all costs and expenses incurred by the Company in relation to enforcing the loan and security.

BERGER PROPRERTY

Pursuant to an initial and amended option agreements (the "Agreement") dated August 21, 2014 and July 31, 2015, with the Optionor, the Company was granted an option to acquire a 100% undivided interest in the Berger Property (the "Property") which consists of 2 mining claims located in the Kamloops Mining District of British Columbia. In accordance with the Agreement, the Company has acquired a 100% undivided interest in the Property by issuing a total of 100,000 common shares and making cash payment of $12,000. The Optionor will retain a 2% Net Smelter Returns ("NSR") royalty on the Property. The Company has the right to purchase the NSR at a purchase price of $1,000,000 per percentage point during the 5-year period commencing from the date upon which the Property is put into commercial production. During the year ended August 31, 2021, the Company recorded an impairment charge of $174,594 for the Berger Property due to the uncertainty of any future work being incurred on the property. During the year ended August 31, 2023, the Company did not renew and thereby forfeited its mineral claims relating to the Berger Property due to insufficient working capital and no anticipation of future work on progressing the mineral property. The mineral claims for the Berger Property expired and forfeited on June 30, 2023.

PROMISSORY NOTES

On August 15, 2023, the Company received $30,000 in the form of a promissory note (the "Promissory Note") from a third party. The Promissory Note has a maturity date of February 28, 2024 and accrues interest at a rate of 5% per annum and compounds monthly. During the six months ended February 29, 2024, the Company recorded $753 (2023 - $Nil) in interest related to the Promissory Note. The Promissory Note matured on February 29, 2024 and the Company is negotiating with the note holder to extend the maturity date.

On November 15, 2023, the Company received an additional $30,000 in the form of a promissory note (the "Second Promissory Note") from this same third party. The Second Promissory Note has a maturity date of February 28, 2024 and accrues interest at a rate of 5% per annum and compounds monthly. During the six months ended February 29, 2024, the Company recorded $434 (2022 - $Nil) in interest related to the Second Promissory Note. The Promissory Note matured on February 28, 2024 and the Company is negotiating with the note holder to extend the maturity date.

On February 16, 2024, the Company received an additional $21,825 in the form of a promissory note (the “Third Promissory Note”) from this same third party. The Third Promissory Note has a maturity date of August 16, 2024 and accrues interest at a rate of 5% per annum and compounds monthly. During the six months ended February 29, 2024, the Company recorded $35 (2022 - $Nil) in interest related to the Third Promissory Note.

Balance outstanding, August 31, 2023	$30,066
Principal	51,825
Interest	1,222
Balance outstanding, February 29, 2024	$83,113

CONVERTIBLE DEBENTURES

Balance outstanding, August 31, 2023	$ 2,449,624
Accretion and interest	101,222
Balance outstanding, February 29, 2024	$ 2,550,846

i. On July 20, 2021, the Company closed the first tranche of its non-brokered private placement of unsecured convertible debentures (each, a “Debenture”) of the Company for total gross proceeds of $350,000. All securities issued in connection with the first tranche will be subject to a hold period expiring November 21, 2021. In connection with the closing of the first tranche, the Company paid finder’s fees in the amount of $28,100 and issued 112,000 broker warrants exercisable at $0.25 for two years. The fair value of the brokers’ warrants was $23,666 and was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	0.4%
Expected life	2 years
Expected volatility	109%
Expected dividends	0%

ii. On July 30, 2021, the Company closed a second tranche of a non-brokered private placement of unsecured convertible debentures (each, a “Debenture”) of the Company for total gross proceeds of $959,500. All securities issued in connection with the second tranche will be subject to a hold period expiring December 1, 2021. In connection with the closing of the first tranche, the Company paid finder’s fees in the amount of $77,360 and issued 307,040 broker warrants exercisable at $0.25 for two years. The fair value of the brokers’ warrants was $64,878 and was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	0.4%
Expected life	2 years
Expected volatility	109%
Expected dividends	0%

iii. On August 25, 2021, the Company announced it closed a third and final tranche of a non-brokered private placement of unsecured convertible debentures (each, a “Debenture”) of the Company for total gross proceeds of $720,500. All securities issued in connection with the second tranche will be subject to a hold period expiring December 26, 2021. In connection with the closing of the first tranche, the Company paid finder’s fees in the amount of $57,740 and issued 230,560 broker warrants exercisable at $0.25 for two years.

The fair value of the brokers' warrants was $48,531 and was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	0.4%
Expected life	2 years
Expected volatility	109%
Expected dividends	0%

All convertible debentures of the Company bear interest at 10% per annum, from the date of issuance, payable upon the earlier of the Maturity Date (as defined below) or the date of any conversion thereof. On August 9, 2022, the Company announced it entered into agreements to amend the maturity dates for the convertible debentures. All other terms of the convertible debentures remain the same.

Amended maturity dates are as follows:

Principal Amount	**Effective Date**	**Original Maturity Date**	**Amended Maturity Date**
$350,000	July 20, 2021	July 20, 2022	July 20, 2023
$959,500	July 30, 2021	July 30, 2022	July 30, 2023
$720,500	August 25, 2021	August 25, 2022	August 25, 2023
$2,030,000			

At the Maturity Date, the outstanding convertible debentures will automatically convert into units of the Company (each, a "Unit") at the following conversion price:

(a) if the Company's Transaction with Soter and SymptomSense has not yet closed, $0.225 per Unit (the "Conversion Price"), with each Unit consisting of one common share in the capital of the Company (each, a "Share") and one-half of one non-transferable share purchase warrant (each whole warrant, a "Warrant"), with each Warrant exercisable into one Share (each, a "Warrant Share") at a price of $0.75 per Warrant Share for a period of two years from the date of the Closing;

(b) if the Transaction has closed, the greater of: (i) the Conversion Price and (ii) a price (the "Alternative Conversion Price") equal to 75% of the price per security at which equity securities are issued by the Company in the concurrent financing (the "Concurrent Financing") carried out in connection with the Transaction (the "Concurrent Financing Price").

All convertible debentures matured on their respective dates. As at February 29, 2024, the Company had not converted the debentures to common shares and is in default of the agreement.

Pursuant to the debenture agreements, the debenture holder must notify in writing to the Company that the Company is in default and that the obligation is immediately due and payable. As at February 29, 2024, the Company has not received the required written notification and continues its discussions with the debenture holders regarding timing of any conversion or some other resolution. During the six months ended February 29, 2024, the Company recorded accretion and interest expense of $101,222 (2023 - $132,776).

SELECTED FINANCIAL DATA – SUMMARY OF QUARTERLY RESULTS

The following selected financial information is derived from the unaudited interim financial statements prepared in accordance with IFRS.

	Feb 29, 2024 $	**Nov 30, 2023 $**	**Aug 31, 2023 $**	**May 31, 2023 $**
Revenues	-	-	-	-
General and administrative (expenses)	(107,041)	(110,982)	(183,175)	(171,742)
(Loss) and comprehensive (loss)	(107,041)	(110,982)	(183,176)	(198,774)
Basic and diluted (loss) per share	(0.00)	(0.00)	(0.01)	(0.01)
Working capital (deficiency)	(2,790,536)	(2,683,495)	(2,572,513)	(2,389,338)
Total assets	44,903	25,600	23,999	34,463
Non-current liabilities	-	-	-	-

	Feb 28, 2023 $	**Nov 30, 2022 $**	**Aug 31, 2022 $**	**May 31, 2022 $**
Revenues	-	-	-	-
General and administrative (expenses)	(173,910)	(108,615)	(137,987)	(220,889)
(Loss) and comprehensive (loss)	(173,910)	(108,615)	(4,358,133)	(220,889)
Basic and diluted (loss) per share	(0.00)	(0.00)	(0.11)	(0.01)
Working capital (deficiency)	(2,190,564)	(2,016,654)	(1,908,039)	(1,674,372)
Total assets	95,505	151,384	248,766	4,665,807
Non-current liabilities	-	-	-	-

Three months ended February 29, 2024 compared to three months ended February 28, 2023

During the three months ended February 29, 2024 (the "Q2-2024 Quarter) the Company reported a net and comprehensive loss of $107,041 compared to a net and comprehensive loss of $173,910 for the three months ended February 28, 2023 (the "Q2-2023 Quarter"). The Company's net and comprehensive loss of $107,041 during the Q2-2024 Quarter included the following: $50,611 (Q2-2023 - $107,844) for accretion and interest expense on convertible debentures, $35,926 (Q2-2023 - $36,731) for consulting fees, $3,235 (Q2-2023 – $12,715) incurred for professional fees, $9,000 (Q2-2023 - $9,000) incurred for rent, $6,777 (Q2-2023 - $7,207) for transfer agent and filing fees, $Nil (Q2-2023 - $Nil) for travel expenses and $1,492 (Q2-2023 - $413) for office and general. During the three months ended February 29, 2024, the Company received proceeds of $21,825 from a promissory note for working capital purposes. The Company's operations and expenses consisted primarily for compliance related matters.

Six months ended February 29, 2024 compared to six months ended February 28, 2023

During the six months ended February 29, 2024 (the "Q2-2024 Period) the Company reported a net and comprehensive loss of $218,023 compared to a net and comprehensive loss of $282,525 for the six months ended February 28, 2023 (the "Q2-2023 Period"). The Company's net and comprehensive loss of $218,023 during the Q2-2024 Period included the following: $101,222 (Q2-2023 Period - $132,776) for accretion and interest expense on convertible debentures, $72,659 (Q2-2023 Period - $100,150) for consulting fees, $13,884 (Q2-2023 Period - $17,369) incurred for professional fees, $18,000 (Q2-2023 Period - $18,000) incurred for rent, $9,777 (Q2-2023 Period - $9,607) for transfer agent and filing fees, $Nil (Q2-2023 Period - $3,870) for travel expenses and $2,481 (Q2-2023 Period - $753) for office and general.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash position as at February 29, 2024 was $21,936 compared to $6,454 as at August 31, 2023. The Company's current liabilities as at February 29, 2024 was $2,835,439 compared to $2,596,512 as at August 31, 2023. The Company had a significant working capital deficiency of $2,790,536 (August 31, 2023 - $2,572,513) and the Company's cash is not expected to cover operations over the next 12 months.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management includes directors and key officers of the Company, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO").

The Company had the following related party transactions:

	Feb 29, 2024	**Feb 28, 2023**
	$	$
CEO Consulting fees	60,000	60,000

As at February 29, 2024 there is $103,500 (2023 - $Nil) in accounts payable and accrued liabilities owing to the CEO of the Company. Amounts due to the related parties are non-interest bearing, unsecured and have no fixed terms of repayment.

During the year ended August 31, 2023, the Company wrote-down a receivable in the amount of $27,032 from a company with common management personnel as it was deemed uncollectible.

As at February 29, 2024 there is $Nil (2023: $27,032) recorded in accounts receivable owing from a company with common management personnel. Amounts receivable from related parties are non-interest bearing, unsecured and have no fixed terms of repayment.

ADOPTION OF NEW AND REVISED STANDARDS AND INTERPRETATIONS

The Company has performed an assessment of new standards issued by the IASB that are not yet effective. The Company has assessed that the impact of adopting these accounting standards on its financial statements would not be significant.

SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

A detailed summary of all the Company's significant accounting estimates and policies are included in Note 2 and 3 of the audited financial statements for the years ended August 31, 2023 and 2022.

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences.

Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

i. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable;
ii. the assessment concerning collection or conversion of convertible notes; and
iii. the inputs used in accounting for share-based payments.

Significant accounting judgments

i. the measurement of deferred income tax assets and liabilities;
ii. the evaluation of the Company's ability to continue as a going concern; and
iii. realization of advance of receivables and convertible notes.

CRITICAL ACCOUNTING POLICIES

Share-based payments

The Company has a stock option plan, which is described in to the financial statements. Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve. Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve. Share-based compensation expense relating to deferred share units is accrued over the vesting period of the units based on the quoted market price. As these awards can be settled in cash, the expense and liability are adjusted each reporting period for changes in the underlying share price.

Convertible debentures

The convertible debentures were determined to be compound instruments, comprising a financial liability (debt obligation) and an equity component (conversion option). The debt obligation is recognized at fair value by discounting the principal balance by the borrowing rate for a similar instrument without the conversion feature. Using the residual method, the carrying amount of the conversion option represents the difference between the principal amount and the discounted debt obligation. The convertible debentures, net of the conversion option, is accreted to the principal balance using the effective interest rate method over the term of the convertible debentures, such that the carrying amount of the debt obligation will equal the principal balance at maturity.

Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income taxes are recorded using the liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments. Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at February 29, 2024 are as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1)	**Significant other observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**	**Total**
	$	$	$	$
Cash	21,936	-	-	21,936

Financial risk management objectives and policies

The Company's financial instruments include cash, amounts receivable, accounts payable and accrued liabilities and convertible debentures. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal. The Company does not have any significant foreign currency denominated monetary liabilities.

The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term. The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk, the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

FINANCINGS

During the six months ended February 29/28, 2024 and 2023, the Company did not complete any financings and did not issue any common shares.

SHARE CAPITAL

Authorized

The Company is authorized to issue an unlimited number of common shares without par value.

Common Shares - Issued

As at February 29, 2024 and the date of this report, there were 35,862,666 (2022 - 35,862,666) common shares issued and outstanding.

STOCK OPTIONS

The Company has adopted a 10% rolling incentive stock option plan, which provides that the Board of Directors may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company non-transferable options ("Options") to purchase up to 10% of the issued and outstanding common shares of the Company at the date of grant. In addition, no Options may be granted under the stock option plan if the number of common shares, calculated on a fully diluted basis, issued within 12 months to (i) related persons, exceeds 10% of the outstanding common shares of the Company, or (ii) a related person and the associates of the related person, exceeds 5% of the outstanding common shares of the Company.

During the six months ended February 29/28, 2024 and 2023, the Company did not grant any stock options. As at February 29, 2024, and the date of this report, there were no stock options issued and outstanding.

WARRANTS

During the six months ended February 29/28, 2024 and 2023, the Company did not issue any warrants.

On October 13, 2023, the Company announced that 3,399,000 warrants expiring on October 16, 2023 were extended to October 16, 2025. All other terms remain unchanged.

On January 12, 2023, the Company announced that 7,205,340 warrants expiring on December 31, 2022 were extended to December 31, 2024 and 6,131,666 warrants expiring on January 20, 2023 were extended to January 20, 2025. All other terms remain unchanged.

The following table summarizes warrant transactions:

	Number of warrants	**Weighted average exercise price**
		$
Outstanding, August 31, 2023	16,736,006	0.26
No activity	-	-
Outstanding, February 29, 2024	16,736,006	0.26

The following table summarizes the warrants outstanding and exercisable as at February 29, 2024:

Exercise price	**Number of warrants**	**Exercisable**	**Expiry date**
$ 0.30	6,211,500	6,211,500	December 31, 2024
$ 0.20	993,840	993,840	December 31, 2024
$ 0.30	5,288,333	5,288,333	January 20, 2025
$ 0.20	843,333	843,333	January 20, 2025
$ 0.15	3,399,000	3,399,000	October 16, 2025
	16,736,006	16,736,006	

ESCROW SHARES

At February 29, 2024 and at the date of this report, there were nil shares held in escrow.

SUBSEQUENT EVENTS

On December 7, 2023, the Company's legal counsel sent a demand letter notifying Soter that the Convertible Note is in default and that the full amount of the indebtedness of USD $3,250,000, plus accrued interest, has become immediately due and payable and has until December 15, 2023 to make payment in full. The Company did not receive the funds by the December 15, 2023 deadline and will commence enforcing its security and recover the indebtedness owing, including all costs and expenses incurred by the Company in relation to enforcing the loan and security.

CORPORATE GOVERNANCE

The Company's Board and its committees substantially follow the recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders.

On October 5, 2023, Brandon Rook resigned as a director of the Company and was replaced by Leighton Bocking.

As at February 29, 2024, and the date of this report, the Board members were comprised of 3 individuals: Zayn Kalyan, Geoff Balderson and Leighton Bocking. The Audit Committee members were comprised of 3 individuals: Leighton Bocking (Chair), Zayn Kalyan and Geoff Balderson.

RISK FACTORS

Exploration and Mining Risks

Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines.

The long-term profitability of operations will be in part directly related to the cost and success of exploration programs, which may be affected by a number of factors beyond the Company's control. Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

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

The Company relies upon consultants and others for exploration and development expertise.
Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

The economics of developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, allowable production, importing and exporting of minerals and environmental protection.

Financing Risks

The Company is currently limited in financial resources, has no sources of operating cash flow and can provide no assurance that additional funding will be available to the Company for any further exploration and/or development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable.

Regulatory Requirements

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

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company has currently decided not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

No Assurance of Titles

It is possible that any of our properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.

Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that such licenses and permits as may be required to carry out exploration, development and mining operations at our projects will be granted.

Competition

The mineral industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than the Company for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees. In addition, there is no assurance that a ready market will exist for the sale of commercial quantities of ore. Factors beyond the control of the Company may affect the marketability of any substances discovered.

These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing our investment capital.

Environmental Regulations

Operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect our operations.

Stage of Development

The Company is in the business of exploring for, with the ultimate goal of producing, mineral resources from mineral exploration properties. The Company has not commenced commercial production and we have no history or earnings or cash flow from operations. As a result of the foregoing, there can be no assurance that we will be able to develop any properties profitably or that our activities will generate positive cash flow. A prospective investor in the Company must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of our management in all aspects of the development and implementation of our business activities.

Markets for Securities

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

Reliance on Key Individuals

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

Geopolitical Risks

The Company may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on future exploitation and production, price controls, export controls, currency availability, income taxes, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations, expropriation of property, ownership of assets, environmental legislation, labor relations, limitations on mineral exports, increased financing costs, and site safety. In addition, legislative enactments may be delayed or announced without being enacted and future political action that may adversely affect the Company cannot be predicted.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A are forward-looking statements or forward-looking information (collectively "forward-looking statements") within the meaning of applicable securities legislation. We are hereby providing cautionary statements identifying important factors that could cause the actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements in this MD&A may include, but are not limited to, statements with respect to: (i) the estimation of inferred and indicated mineral resources; (ii) the registration of the concession agreements; (iii) the market and future price of gold or gold equivalent; (iv) the timing, cost and success of future exploration activities, including, but not limited to, the Company's proposed work program and the advancement of its Properties (v) currency fluctuations; (vi) requirements for additional capital; (vii) the Company's ability to continue as a going concern; and (viii) increases in mineral resource estimates. Forward-looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The Company believes that the assumptions and expectations reflected in such forward-looking information are reasonable. The risks, uncertainties and other factors, many of which are beyond the control of the Company, that could influence actual results include, but are not limited to: risks inherent in the exploration and development of mineral deposits, including risks relating to changes in project parameters as plans continue to be redefined, risks relating to variations in ore reserves, grade or recovery rates resulting from current exploration and development activities, risks relating to changes in the price of gold, silver and copper and the worldwide demand for and supply of such metals, risks related to current global financial conditions, uncertainties inherent in the estimation of mineral resources, access and supply risks, reliance on key personnel, risks inherent in the conduct of mining activities, including the risk of accidents, labor disputes, increases in capital and the risk of delays or increased costs that might be encountered during the development process, regulatory risks, including risks relating to the acquisition of the necessary licenses and permits, financing, capitalization and liquidity risks, including the risk that the financing necessary to fund the exploration and development activities at the Company's projects may not be available on satisfactory terms, or at all, risks related to disputes concerning property titles and interest, and environmental risks.

Readers are cautioned that the foregoing lists of factors are not exhaustive.

The forward-looking statements in this MD&A are based on the reasonable beliefs, expectations and opinions of management on the date of this MD&A. Although we have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

There is no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update or revise any forward-looking statements contained in this MD&A.