



## Management's Discussion & Analysis

For the Three Months Ended March 31, 2024 and 2023

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## MANAGEMENT DISCUSSION AND ANALYSIS

This Management Discussion and Analysis (“MD&A”) of StrikePoint Gold Inc. (the “Company” or “StrikePoint”), has been prepared by management and approved by the Board of Directors as of May 27, 2024 and contains information that management believes is relevant to an assessment and understanding of the Company’s financial position and the results of its operations and cash flows for the three months ended March 31, 2024 and 2023.

This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2024 and 2023, which are prepared in condensed format in accordance with International Financial Reporting Standards (“IFRS”) as applicable to the preparation of the interim financial statements, including International Accounting Standard (“IAS”) 34, Interim Reporting. The unaudited condensed consolidated interim financial statements should also be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2023 and 2022.

Additional information, including this MD&A, the Company’s most recently filed Annual Information Form (“AIF”) for the year ended December 31, 2023, the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2024 and 2023, the audited consolidated financial statements for the years ended December 31, 2023 and 2022, press releases, and other corporate filings are available on the SEDAR website, [www.sedarplus.ca](http://www.sedarplus.ca), and the Company’s website, [www.strikepointgold.com](http://www.strikepointgold.com).

This MD&A contains forward-looking statements and should be read in conjunction with the risk factors outlined in the Risk Factors and Forward-Looking Statements sections. This MD&A provides management’s analysis of historical financial and operating results and provides estimates of the Company’s future financial and operating performance based on information currently available. Actual results will vary from estimates and variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

All dollar amounts in this MD&A are expressed in Canadian dollars (“\$”) unless otherwise noted. References to “US \$” are to the United States dollar.

## CORPORATE OVERVIEW

StrikePoint is an exploration-stage company engaged in the acquisition, exploration and development of mineral properties of merit in Canada and the United States of America (“US”) with the aim of developing them to a stage where they can be exploited at a profit or arranging joint ventures whereby other companies provide funding for development and exploitation. The Company’s head office is located at Suite 3123 – 595 Burrard Street, PO Box 49139, Vancouver, BC, V7X 1J1. The Company trades on the TSX Venture Exchange under the trading symbol “SKP” and on the OTCQB in the United States under the symbol “STKXF”.

## COMPANY OUTLOOK AND RECENT CORPORATE DEVELOPMENTS

The Company will continue to acquire, explore, and develop precious metal projects in top tier jurisdictions with the goal of creating shareholder value. The Company will continue to investigate and review projects of merit focusing on gold and precious metal projects located in the US and Canada with a view of growing StrikePoint’s portfolio and profile.

On April 27, 2023, the Company announced a multi-stage exploration program for its 100%-owned Cuprite Gold Project (“Cuprite”), located in Nevada’s prolific Walker Lane (acquired in early 2023 and discussed below). Cuprite is thought to be analogous to the nearby multi-million-ounce Silicon gold deposit recently discovered by AngloGold Ashanti Limited (“AngloGold”). Geochemical, geophysical, and structural vectoring led to the Silicon gold deposit discovery and StrikePoint has used similar techniques to assess the 44-square kilometer Cuprite Gold Project.

In Q1 2024, the Company commenced its inaugural drilling program at Cuprite, and while Cuprite is the Company’s immediate focus, StrikePoint continues to control two advanced-stage exploration projects in British Columbia’s Gold

Triangle district: the past-producing high-grade silver Porter Project and the high-grade gold Willoughby Project. For further information on the Company's projects and recent exploration activity, see the section titled *Exploration and Evaluation Projects*.

## **EXPLORATION AND EVALUATION PROJECTS**

### **Cuprite Gold Project**

On February 1, 2023, the Company completed the acquisition of a 100% interest in the Cuprite Gold Project in Nevada's Walker Lane gold trend from Orogen Royalties ("Orogen"). The Company issued 6,428,571 common shares of Strikepoint with a fair value of \$321,429 at the time of issuance, reimbursing US \$35,208 on project-related costs and granting a 3% net smelter return ("NSR") royalty to Orogen, whereby 0.5% of the NSR royalty can be purchased for US \$2,500,000. Orogen will also retain a 1.5% NSR royalty on any after-acquired internal claims held by third parties. Orogen will hold a one-kilometer area of interest around Cuprite and additional claims staked within the area of interest will be subject to the 3% NSR. Subsequent to the acquisition, the Company acquired an additional 310 claims via staking surrounding the original Cuprite claims. In total, Cuprite consists of approximately 574 unpatented claims covering 44-square kilometres.

Cuprite is in Nevada, approximately 15-kilometres south of Goldfield, and approximately 75-kilometres northwest of Beatty, Nevada. The project is easily accessible with Highway 95 on the western margin of the property.

Cuprite is thought to be analogous to AngloGold Ashanti Limited's ("AngloGold") Silicon Gold Deposit ("Silicon"), where a significant multi-million ounce gold resource has been defined. Like Cuprite, Silicon displays an extensive, strongly developed, steam-heated alteration zone at surface with anomalous mercury and cinnabar, as well as sharing a similar geological and structural setting.

On September 26, 2023, StrikePoint announced the results of its first phase of exploration results at Cuprite (see news release of the same date). The Company completed 13.5-line kilometres of Induced Polarization ("IP") geophysical survey, which identified a possible 6-kilometre long structural corridor that aligns with the hypothesised Stonewall Mountain Caldera margin. Zones of high resistivity thought to be potential silicification were offset through normal faulting. Chargeability highs correspond to the interpreted faults. Overall, the data indicates a possible large scale hydrothermal system in a similar structural environment to the nearby Silicon.

In addition to the IP survey, a total of 1,041 soil samples were collected in 17-line spaced approximately 200 metres apart. On-line sample spacing was approximately 30 metres. Samples were collected using a hand auger at an average depth of approximately 30 centimetres. Results of the survey were a coherent mercury soil anomaly, coincidental with the projection of and geophysical signature of normal faults of the Stonewall Mountain Caldera, plus minor mercury anomalies possibly associated with secondary structures. Associated arsenic and antimony anomalies appear to be associated slightly outboard of the mercury anomalies suggesting the possibility of a convection cell caused by the oxidation of sulphides at depth. Individual samples ranged from 0.0009 parts per million ("ppm") to 7.4 ppm mercury, with 12 samples registering greater than 1 ppm mercury.

Geological mapping at Cuprite also identified multiple east-west structures that project into the mercury anomaly identified from the soil sampling program, thereby, highlighting the potential of significant ground preparation for mineralizing fluids where the east-west structures intersect the hypothesized Stonewall Mountain Caldera margin.

In early January 2024, the Company completed an additional IP survey at Cuprite. Subsequent processing and interpretation by Wright Geophysics of Elko, Nevada suggests the elevated chargeability values identify zones of hydrothermal activity. In addition, a low resistivity layer noted in the data possibly represents a boiling horizon which migrated up and down within this large-scale hydrothermal system, suggesting the possibility of additional bulk tonnage targets at depth. Surface mapping which reveals structural control, silicification, and widespread hydrothermal alteration supports the interpretation of the IP data.

In January 2024, the Company received its permit for exploratory drilling at Cuprite. The inaugural drilling program is planned for up to 5,000 metres of reverse-circulatory drilling (in up to 10 holes) and will be targeting ring structures of the Stonewall Caldera in the heart of the 2.6-square kilometer mercury in soil anomaly defined by the Company's exploration work in 2023. Drilling commenced in early March 2024 and results will be disseminated once assays are complete, reviewed and interpreted.

### **Projects in British Columbia, Canada – Porter and Willoughby**

The Company holds a 100% interest in the Willoughby property, located in northwestern British Columbia. In March 2019, the Company posted a reclamation bond payment in the amount of \$39,000. The project is subject to a 1.5% net smelter return ("NSR") royalty, of which 0.5% can be purchased for a cash payment of \$1,000,000.

The Company holds a 100% interest in the Porter property, located near Stewart, British Columbia. The property is subject to a 1% NSR, of which the Company has the option to purchase 0.5% for \$750,000. As of March 31, 2024, the Company has a reclamation bond payment in the amount of \$31,000 on the Porter property. The Company also holds a 100% interest in the Handsome Jack property, adjacent to the Porter property (subject to a 1% NSR, of which the Company can buy back 0.5% for \$500,000). The Company also staked, the Big, Bada and Boom properties, contiguous to its Porter and Handsome Jack properties near Stewart, BC.

No significant exploration work has been completed at the Porter or Willoughby area for the three months ended March 31, 2024 or for the year ended December 31, 2023, as the Company continues to focus its exploration efforts on the Cuprite Gold Project.

### **Yukon Properties**

Since 2017, the Company has held certain interests in a portfolio of claims and properties located in the Yukon, Canada. During the year ended December 31, 2022, the Company sold a significant portion of the Yukon properties to Snowline, a Canadian public company, for cash proceeds of \$500,000 and the issuance of 500,000 Snowline common shares valued at \$1,375,000. As of March 31, 2024, the Company continues to own a 100% interest in a small number of claims in the district of Dawson, Yukon, which expire at various times between 2024 and 2029. StrikePoint has not completed any significant exploration work on the remaining Yukon projects during the years ended December 31, 2023 and 2022 or for the three months ended March 31, 2024. The Company's remaining properties in the Yukon have limited holding costs.

## **CONSOLIDATED FINANCIAL RESULTS**

For the three months ended March 31, 2024 ("Q1 2024"), the Company incurred a loss of \$1,204,226 (loss per share of \$0.01) compared to a loss of \$1,255,557 (loss per share of \$0.01) for the three months ended March 31, 2023 ("Q1 2023"). The significant variances between the periods are discussed below.

Exploration and evaluation costs were higher in Q1 2024 totaling \$821,846 compared to \$552,349 in Q1 2023. The Company's main focus was the Cuprite Gold Project for both periods presented. During Q1 2024, costs increased as a result of the commencement of the Company's initial exploratory drilling program at Cuprite as well as additional survey work being performed in the current quarter. For Q1 2023, the Company incurred \$447,900 in costs associated with the acquisition of Cuprite. A breakdown of the significant components of exploration and evaluation costs is included in Note 4 of the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2024 and 2023. For details on the type of exploration work conducted to date at Cuprite (and in Canada), refer to section *Exploration and Evaluation Projects* within this MD&A.

Management fees, salaries and wages increased to \$160,710 in Q1 2024 compared to \$128,362 in Q1 2023 as the Company enhanced its management team, including the introduction of a new Chief Financial Officer and administrative office in Q1 2023. This change in management coincided with the reduction in professional fees from \$122,015 in Q1 2023 to \$61,756 in Q1 2024.

StrikePoint incurred total property investigation costs of \$24,618 in Q1 2024 (Q1 2023 - \$4,535) on expenditures associated with review of potential new projects not currently owned by the Company. StrikePoint continues to investigate new projects with merit with the view of creating additional shareholder value.

The introduction of new management coincided with the granting of stock options during Q1 2023 resulting in stock-based compensation expense of \$220,363 for that period. The Company did not grant any stock options during Q1 2024, however incurred stock-based compensation expense of \$3,044 in Q1 2024 related to vesting of stock options granted in prior periods.

During Q1 2024, the Company committed to an extensive marketing and promotional campaign to introduce shareholders to the Cuprite Gold Project, including attendance at various conferences in North America and overseas, increased shareholder engagement and meetings, and other programs designed to introduce new investors to the Company. This increased marketing campaign resulted in an increase in shareholder communication costs to \$116,526 in Q1 2024 compared to \$38,485 in Q1 2023.

The Company also recorded an unrealized loss on its marketable securities (shares of Snowline which it owned as of March 31, 2023) during Q1 2023 totaling \$115,000.

## **LIQUIDITY, CAPITAL RESOURCES AND CAPITAL MANAGEMENT**

As at March 31, 2024, the Company had current assets of \$3,324,766 (December 31, 2023 - \$1,958,005) (which included cash of \$2,692,421 (December 31, 2023 - \$1,400,473)), and total liabilities of \$1,005,496 (December 31, 2023 - \$272,584). The increase in total liabilities from December 31, 2023 to March 31, 2024 was the result of the commencement of the initial drilling exploration program which commenced in March 2024 and a portion of which was paid for subsequent to March 31, 2024. As at March 31, 2024 and 2023, the Company had no long-term debt outstanding. The Company used net cash of \$578,085 in operating activities during Q1 2024 (Q1 2023 - \$584,113).

The Company has financed its operations to date primarily through the sale of mineral properties, issuance of common shares, and exercise of stock options and share purchase warrants. The Company continues to seek capital through various means including the issuance of equity and/or debt. The Company has not paid any dividends on its common shares. The Company has no present intention of paying dividends on its common shares, as it anticipates that all available funds will be invested to finance the growth of its business.

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and/or commence profitable operations in the future. As at March 31, 2024, the Company has an accumulated deficit of \$59,598,016 and has working capital of \$2,319,270.

During Q1 2024, the Company completed a non-brokered private placement of 50,118,750 units at a price of \$0.04 per unit for gross proceeds of \$2,004,750. Each unit was comprised of one common share and one half of one common share purchase warrant, with each whole warrant exercisable into one common share of the Company at an exercise price of \$0.07 per common share for a period of 24 months from closing. In connection with this private placement, the Company paid finders fees, regulatory and administrative costs of \$107,645 and issued a total of 1,813,875 broker warrants. The broker warrants entitle the holder to purchase one common share of the Company at a price of \$0.07 per broker warrant for a period of 24 months from the date of issuance. The Company intends to use the proceeds from the private placement for drilling, exploration activities, and general working capital purposes. Cash generated from the private placement was utilized to pay for drilling exploration expenditures at Cuprite commencing in April 2024. A further breakdown of cash utilization from the proceeds received from the private placement will be provided in the MD&A for the three and six months ended June 30, 2024.

While the Company's current forecast indicates that it will have sufficient cash available for the next year to continue as a going concern, additional financing will be required to carry out exploration and development of its properties, which indicates the existence of material uncertainty that casts significant doubt about the Company's ability to continue as a going concern.

### **Capital Management**

The Company considers its capital structure to include working capital and shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and risk characteristics of the underlying assets and capital markets. In order to facilitate the management of capital and the development of its mineral properties, the Company prepares annual expenditure budgets which are regularly monitored and updated as necessary.

To maintain or adjust the capital structure, the Company may issue new equity or debt financing, if available, on favorable terms, option its mineral properties for cash and/or expenditure commitments from optionees, enter joint venture arrangements, or dispose of mineral properties.

The Company's investment policy is to hold cash and term deposits in interest-bearing bank accounts and highly liquid short-term, interest-bearing investments with maturities of one year or less which can be liquidated at any time without penalties. The Company is not subject to externally imposed capital requirements. There have been no significant changes in the Company's approach to capital management during Q1 2024.

### **SUBSEQUENT EVENTS**

Subsequent to December 31, 2023, the Company granted a total of 8,444,500 stock options, exercisable at \$0.075 per share for five years.

### **OFF-BALANCE SHEET ITEMS**

As at March 31, 2024, the Company did not have any off-balance sheet items.

### **OUTSTANDING SHARE INFORMATION**

The total number of outstanding common shares and stock options are as follows:

As of:	May 27, 2024	March 31, 2024	December 31, 2023
Shares issued and outstanding	263,894,207	263,894,207	213,775,457
Options issued and outstanding	26,294,500	17,850,000	17,850,000
Warrants issued and outstanding	26,873,250	26,873,250	-

For additional details on options issued following March 31, 2024, see the section *Subsequent Events*.

### **QUARTERLY INFORMATION**

	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022
Income (loss) for period	\$ (1,204,226)	\$ (422,088)	\$ (963,131)	\$ (846,217)	\$ (1,255,557)	\$ 1,833,875	\$ (1,958,581)	\$ (570,682)
Income (loss) per share	\$ (0.01)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ 0.01	\$ (0.01)	\$ (0.00)

The variation seen over the above quarters is primarily dependent upon the success of the Company's ongoing property evaluations and acquisition program and the timing, scope and results of the Company's exploration activities on its current properties, none of which is possible to predict with any accuracy. The Company will continue to incur losses until such time as the commercial development of a discovery or an acquisition result in positive earnings or the disposition of a project results in positive income for any given period. The above losses are also impacted by options granted in any given period, which give rise to share-based compensation expenses.

Income for the Q4 2022 period totalled \$1,833,875 and is mainly due to the gain on sale of mineral properties of \$1,927,626 (for our projects in the Yukon), and an unrealized gain on marketable securities of \$100,000, offset by exploration and general operating costs of \$257,015. The total loss for Q1 2023 of \$1,255,557 includes \$447,900 of acquisition costs associated with the Cuprite Gold Project. The total loss for Q1 2024 includes increased costs related to the commencement of drilling at Cuprite.

## SELECTED ANNUAL INFORMATION

As of and for the year ended:	December 31, 2023	December 31, 2022	December 31, 2021
Total assets	\$ 2,028,005	\$ 4,857,542	\$ 6,265,942
Working Capital	1,685,421	4,488,197	5,568,098
Loss for the year	(3,486,993)	(1,129,111)	(5,252,261)
Loss per share - basic and diluted	\$ (0.02)	\$ (0.01)	\$ (0.03)

## COMMITMENTS AND CONTINGENCIES

The Company is required to incur exploration expenditures on its mineral claims to meet the conditions of holding its mineral rights and keep the mineral leases in good standing. Each jurisdiction imposes expenditure requirements which vary from province to province or state to state and from year to year.

The Company has no contingencies as at the date of this MD&A.

## RELATED PARTY TRANSACTIONS

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Company has identified its members of the Board, its Chief Executive Officer ("CEO"), its Chief Financial Officer ("CFO"), and its former VP Exploration as its key management personnel.

The various fees and compensation paid to directors and key management personnel identified are presented below.

	Three Months Ended March 31,	
	2024	2023
Salaries and wages paid to current CEO	\$ 62,500	\$ 54,175
Salaries and wages paid to current CFO	31,250	13,542
Fees paid or accrued Chairman (former CEO) <sup>1</sup>	45,000	45,000
Fees paid or accrued to a member of the Board	9,000	9,000
Fees paid or accrued to former VP Exploration <sup>1</sup>	-	60,000
Fees paid or accrued to former CFO <sup>1</sup>	-	30,000
Value of share-based compensation granted to directors and officers	\$ -	\$ 202,984

<sup>1)</sup> Fees paid or accrued were paid to companies controlled by individual in their respective position of management or director.

As at March 31, 2024, accounts payable and accrued liabilities included \$9,000 (December 31, 2023 - \$9,000) due to related parties for outstanding fees, compensation, and expense reimbursement charges.



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## **PROPOSED TRANSACTIONS**

The Company has not entered into any undisclosed proposed transactions as at the date of this MD&A.

## **RISK FACTORS**

The Company is subject to various business, financial, operational, and other risks, uncertainties, contingencies and other factors which could materially adversely affect the Company's future business, operations, and financial condition and could cause such future business, operations and financial condition to differ materially from the forward-looking statements and information contained in this MD&A.

The nature of the Company's activities and the locations in which it operates mean that the Company's business generally is exposed to significant risk factors, known and unknown, many of which are beyond its control.

For a discussion of risks faced by the Company, which may cause the actual financial results, performance or achievements of the Company to be materially different from the Company's estimated future results, performance or achievements expressed or implied by forward-looking information or forward-looking statements, please refer to the Company's latest AIF, filed on SEDAR.

## **CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

The preparation of financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities, disclosure of commitments and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The determination of estimates requires the exercise of judgement based on various assumptions and other factors such as historical experience, current and expected economic conditions. Actual results could differ from these estimates.

Key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities applied in the preparation of the unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the audited annual consolidated financial statements for the year ended December 31, 2023.

## **RECENT ACCOUNTING PRONOUNCEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION**

The Company's accounting policies are outlined in the audited consolidated financial statements for the year ended December 31, 2023 and 2022 in Note 2. The accounting policies and basis of presentation applied in the preparation of the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2024 are consistent with those applied and disclosed in the Company's audited annual consolidated financial statements for the year ended December 31, 2023.

### **New Accounting Standard**

In October 2022, the IASB issued *Non-Current Liabilities with Covenants*, which amended IAS 1 to clarify that if the Company's right to defer settlement of a liability for at least 12 months is subject to the Company complying with covenants after the reporting period, those covenants would not affect whether the Company's right to defer settlement exists at the end of the reporting period for the purposes of classifying a liability as current or non-current. The amendments also increased the disclosure requirement relating to such covenants to include: (i) the nature of the covenants and the date by which the Company must comply with the covenants; (ii) whether the Company would comply with the covenants based on its circumstances at the reporting date; and (iii) whether and how the Company expects to comply with the covenants by the date on which they are contractually required to be

tested. The above amendments are effective for the Company's annual reporting periods beginning on or after January 1, 2024. The Company does not currently expect the adoption of this standard to have a material impact on the Company's reporting.

## **FINANCIAL INSTRUMENTS**

The Company's financial instruments currently consist of cash, receivables (excluding value-added tax receivable), reclamation bond and accounts payable and accrued liabilities. The carrying value of these financial instruments approximates their fair value. Moreover, it is management's opinion that the Company is not exposed to significant credit, liquidity, or market risks arising from these financial instruments. For further details, refer to Note 11 of the consolidated financial statements for the years ended December 31, 2023 and 2022.

## **CONTROLS AND PROCEDURES**

In compliance with the Canadian Securities Administrators' Regulation, the Company has filed certificates signed by the CEO and the CFO that, among other things, report on the design of disclosure controls and procedures and the design of internal controls over financial reporting.

Disclosure controls and procedures have been designed to provide reasonable assurance that all relevant information required to be disclosed by the Company is accumulated and communicated to senior management as appropriate and recorded, processed, summarized, and reported to allow timely decisions with respect to required disclosure, including in its annual filings, interim filings or other reports filed or submitted by it under securities legislation.

Management, including the CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting. Management believes that any system of internal control over financial reporting, no matter how well conceived and operated, has inherent limitations. As a result, even those systems designed to be effective can provide only reasonable, not absolute, assurance that the objectives of the control system are met. There have been no significant changes in StrikePoint's internal control over financial reporting during the three months ended March 31, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **QUALIFIED PERSON**

The technical information for the Company's Nevada properties included in this MD&A has been approved by Michael G. Allen, P. Geo. Mr. Allen is a qualified person as defined by National Instrument 43-101 Standards of Disclosure for Mineral Properties.

## **FORWARD-LOOKING STATEMENTS**

Certain information set forth in this MD&A, including management's assessment of the Company's future plans and operations, contains forward-looking statements, which are based on the Company's current internal expectations, estimates, projections, assumptions and beliefs, which may prove to be incorrect. Some of the forward-looking statements may be identified by words such as "expects", "anticipates", "believes", "projects", "plans" and similar expressions. These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause the Company's actual performance and financial results in future periods to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. The Company is a mineral exploration company and is exposed to a number of risks and uncertainties that are common to companies in the same business. These risks and uncertainties include, among other things, the speculative nature of mineral exploration and development activities, the Company's need for additional funding to continue its exploration efforts, operating hazards and risks incidental to mineral exploration, the Company's properties are in the exploration stage only and do not

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contain a known body of commercial ore, uncertainties associated with title to mineral properties, changes in general economic, market and business conditions; competition for, among other things, capital, acquisitions of mineral properties and skilled personnel; ability to obtain required mine licenses, mine permits and regulatory approvals required to proceed with mining operations; ability to comply with current and future environmental and other laws; actions by governmental or regulatory authorities including increasing taxes and changes in other regulations; and the occurrence of unexpected events involved in mineral exploration, development and production.