**STELLAR AFRICAGOLD INC.**
**Form 51-102F1**
**MANAGEMENT'S DISCUSSION AND ANALYSIS**
**For the nine months ended April 30, 2022 and 2021**

## 1. BACKGROUND

This management's discussion and analysis of the financial condition and results of operations ("MD&A") of Stellar AfricaGold Inc. (the "Company" or "Stellar"), is dated June 27, 2022 (the "Report Date") and provides an analysis of the Company's financial results and progress which will enable the reader to evaluate important variations in our financial situation for the nine months ended April 30, 2022 and 2021. This MD&A should be read together with the Company's unaudited condensed interim consolidated financial statements for the nine months ended April 30, 2022 and 2021 and related notes thereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRIC"). All amounts are expressed in Canadian dollars unless otherwise noted.

This discussion includes certain statements that may be deemed "forward-looking statements." All statements in this discussion, other than statements of historical fact, that address exploration drilling, exploitation activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guaranteeing future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration results, continued availability of capital, financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. The information contained herein is subject to change and the Company does not assume the obligation to revise or update these forward-looking statements, except as may be required under applicable securities laws.

## 2. OVERVIEW AND DESCRIPTION OF BUSINESS

Stellar was incorporated under the *Company's Act* of British Columbia. In April 2006, Stellar was continued under the *Canada Business Corporations Act*. In January 2019 Stellar was continued under the British Columbia *Business Corporations Act*.

Stellar and its subsidiaries focus on exploring for gold in Canada, the Kingdom of Morocco, and the Republic of Mali.

The exploration and development of mineral deposits involves significant financial risks. The Company's success will depend on several factors, including, risks related to the exploration and extraction issues, regarding environmental, and other regulations. As at the date of this MD&A, the Company has not earned any production revenue and all of its properties are at an exploration stage.

On October 28, 2019, the Company's then primary asset, the 80% owned Balandougou gold property in Guinea, Africa (the "Balandougou Gold Project") was sold. See further details below under Heading 5, Resource Properties.

On January 7, 2020, the Company optioned up to a 100% interest in Birimian Geology Exploration SARL ("BGE"), a Côte d'Ivoire company which holds two gold exploration permits pending totalling approximately 471 $km^2$, the Bocanda permit (97 $km^2$) and the Djekanou permit covering (374 $km^2$). See further details below under Heading 5, Resource Properties.

On January 22, 2020, Stellar acquired the Lullwitz-Kaepelli gold property (the "L-K Property") in the Charlevoix Area, Quebec. See further details below under Heading 5, Resource Properties. On March 6, 2020 the TSX Venture Exchange ("TSX-V") approved the acquisition.

On August 19, 2020, Stellar signed a definitive agreement to acquire a 90% interest the Tichka Est gold property ("Tichka Est") in the Occidental High Atlas region of Morocco. See further details below under Heading 5, Resource Properties.

On September 16, 2020, Stellar signed a definitive agreement to buy 100% interest of Aeos Resources Ltd ("Aeos"), a wholly owned Seychelles incorporated subsidiary of Altus. Aeos owns 100% of Aucrest SARL, an Ivoirian subsidiary that owned the Prikro Exploration Licence and the Zenoula Exploration Licence together totalling 770 $km^2$ in Côte d'Ivoire. See further details below under Heading 5, Resource Properties.

## 2. OVERVIEW AND DESCRIPTION OF BUSINESS (continued)

On December 14, 2021, Stellar's 100% owned subsidiary, Stellar Mali SARL, was awarded the final grant of the 50.2 km$^2$ Namarana Permit in Mali. See further details below under Heading 5, Resource Properties.

*COVID-19 Pandemic*

In March 2020, the World Health Organization declared, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", a pandemic. This has resulted in governments worldwide enacting emergency measures to limit the spread of the virus, including closure of non-essential businesses. As of the date of this Management Discussion and Analysis, the Company has been able to continue operating with no material impact to operations.

There have been no material revisions to the nature and number of estimates and judgments made in respect of the Company's financial statements of prior periods. However, the effects of COVID-19 have required significant judgements and estimates to be made in the preparation of the Company's audited condensed interim consolidated financial statements. Additionally, the effects of COVID-19 may require revisions to estimates. To date no revisions to managements' estimates and judgements used in the preparation of the Company's unaudited condensed interim consolidated financial statements have been necessary.

Due to rapid developments and continued uncertainty surrounding COVID-19 or the possible ending of COVID-19, it is not possible to predict the impact that COVID-19 will have on the Company's operations or financial results in the future. Additionally, it is possible the Company's operations and unaudited condensed interim consolidated financial results will change in the near term as a result of COVID-19 or the ending of COVID-19.

## 3. COMPANY HIGHLIGHTS FOR THE NINE-MONTH PERIOD ENDED APRIL 30, 2022 ("Q3")

*General Corporate*

- During Q1, the Company received the final payment of $73,962 (US $59,350) related to the 2019 sale of the Balandougou Gold Project.
- On November 29, 2021, the Company's common shares began trading on the OTCQB Venture Market under the symbol 'STLXF'. Trading on the OTCQB provides shareholders with additional trading liquidity and increases Stellar's visibility to U.S. and foreign investors.
- On November 26, 2021, the Company received $20,400 from a director as a result of an overpayment of fiscal 2021 management fees.
- On January 17, 2022, the Company paid a total of $89,768 to the Canada Revenue Agency following an audit of Canadian Exploration Expenses incurred to December 31, 2018.
- On January 18, 2022, 1,250,000 share options exercisable at $0.05 per share expired unexercised. An additional 300,000 share options exercisable at $0.05 per share expired unexercised in March 2022.
- On March 9, 2022, the Company granted 400,000 share options exercisable at $0.05 per share to a consulting firm. The options are exercisable until March 9, 2025.
- On March 9, 2022, the Company granted 100,000 share options exercisable at $0.05 per share to a consultant. The options are exercisable until March 9, 2027.
- On March 14, 2022, the Company granted 1,250,000 share options exercisable at $0.05 per share to two directors. The share options are exercisable until March 14, 2027.
- On March 30, 2022, the Company announced that it had been listed for trading on the Tradegate Exchange in Berlin, Germany under the symbol "6YP1".
- The Company recorded a $78,000 (2021 - $Nil) fair value gain on its 5,200,000 Mosaic Minerals Corp. common shares during the nine-month period ended April 30, 2022.

## 3. COMPANY HIGHLIGHTS FOR THE NINE-MONTH PERIOD ENDED APRIL 30, 2022 ("Q3") (continued)

*Financing Activities*

- On April 29, 2022, the Company received an $18,000 share subscription for a private placement.

  See subsequent event.

*L-K Gold Property, Quebec*

- The Company paid $6,449 to a geological consulting firm to conduct prospecting on the L-K gold property during Q3.

*Prikro Permit, Côte d'Ivoire*

- The Company incurred $2,580 of exploration and evaluation expenditures on Prikro Permit during Q3.
- The Prikro license expired without renewal due to a lack of encouraging results.

*Tichka Est Gold Project, Morocco*

- On October 6, 2021, the Company announced the completion of eleven new trenches on the Tichka Est gold project. The Company's management decided to proceed with an infill trenching program building upon the positive results from its first campaign completed in the prior fiscal year.
- On October 25, 2021, the Company announced the completion of ten additional trenches on the Tichka Est gold project.
- On January 11, 2022, the Company and ONHYM signed an addendum to the August 18, 2020, Tichka Est exploration agreement whereby four new exploration permits were added bringing the total to seven exploration permits covering 82 square kilometres. Pursuant to the January 11, 2022, addendum, the Company agreed to incur exploration expenditures of 2,600,000 Moroccan dirhams (US $280,000) in the first year and 4,892,000 Moroccan dirhams (US $520,000) in year two on the new permits. With the addition of these new permits, the Company immediately commenced with exploration on the additional claims.
- On February 8, 2022, the Company announced positive results of the stream sediments sampling program covering 100% of Permits 3738988 and 3738989.
- On February 15, 2022, the Company announced that construction of the drill sites access road was well underway.
- On February 21, 2022, the Company announced the discovery of a third gold mineralization structure with over one kilometre of strike length and trenches assaying as high as 5.81 g/t Au over 4 metres in the fourth trenching program.
- On March 15, 2022, the Company was pleased to report that 2.850 kilometres of the 7.5 kilometre access road had been completed.
- On April 13, 2022, the Company received more results from its trenching program from Zone C, which confirmed gold mineralization continuity and significant gold grades over more than 1 kilometre and still open along strike bringing the total mineralization of strike of Zones A, B, and C to over 2,200 strike metres.

## 3. COMPANY HIGHLIGHTS FOR THE NINE-MONTH PERIOD ENDED APRIL 30, 2022 ("Q3") (continued)

*Namarana Gold Project, Mali (continued)*

- During Q1, the Company completed a detailed reconnaissance program to evaluate the gold potential of the Namarana Authorisation area prior to filing an application for a full exploration permit over the same area.

- On December 14, 2021, the Company announced that it was awarded the final grant of a 52 $km^2$ exploration permit in southwest Mali. The Namarana Permit is located near the village of Namarana, Circle of Kangaba, region of Koulikoro, near the border with Guinea approximately 100 km W-SW west of Bamako, the capital.

- On February 1, 2022, the Company announced that in accordance with the exploration convention agreement for the Namarana Exploration Permit, a Notice d'Impacts Environmental et Social (an Environmental and Social Impact Notice Report or "NIES") of the proposed first-year exploration program on the Namarana Solofara Permit was completed and filed with the Mali government authorities.

- On March 8, 2022, the Company announced the first results from the trenching program which were encouraging.

- On March 30, 2022, the Company announced the results of the five trenches across Zone 4.

  On April 28, 2022, the Company completed the eleven-trench exploration program and was ready for the planned 2,500 metre drill program.

**Subsequent event**

*Private Placement*

On May 30, 2022, the Company completed the first tranche of a private placement of 8,840,000 units at $0.06 per unit for gross proceeds of $530,400. Each unit is comprised of one common share in the capital of the Company and one share purchase warrant. Each Warrant will entitle the holder thereof to acquire one common share at a price of $0.15 until May 30, 2024.

In addition, the Company issued 437,667 finder warrants and paid $32,260 in cash to arm's length parties in connection with the financing. Each finder's warrant will entitle the holder thereof to acquire one common share at a price of $0.15 until May 30, 2024.

All securities in this private placement will be subject to a four-month and one day hold period from the date of issuance.

## 4. OUTLOOK

On January 22, 2020, the Company acquired the L-K Property, Quebec.

On August 19, 2020, Stellar signed a definitive agreement to acquire a 90% interest the Tichka Est gold property in the Occidental High Atlas region of Morocco. Work began on Tichka Est in calendar Q2, 2021. On January 11, 2022, the Company and ONHYM signed an addendum to the August 18, 2020 Tichka Est exploration agreement whereby four new exploration permits were added bringing the total to seven exploration permits covering 82 square kilometres.

On September 16, 2020, the Company signed a definitive agreement to acquire the fully issued Prikro permit and the pending Zenoula permit, totalling 770 $km^2$, in Côte d'Ivoire. The transaction closed on November 27, 2020. On January 27, 2021, the Company launched a preliminary reconnaissance program on the Prikro property. The Prikro license expired without renewal due to a lack of encouraging results. The Company continues to work on finalizing the pending Zenoula permit application.

Stellar continues to work on resolving outstanding preconditions to closing the BGE acquisition in Côte d'Ivoire, the primary precondition being the final grants of the pending Bocanda and Djekanou exploration permits.

## 4. OUTLOOK (CONTINUED)

On December 14, 2021, the Company announced that it was awarded the final grant of the 52 $km^2$ Namarana exploration permit in southwest Mali.

The Company has been receiving positive assay results from its surface trenching programs at both Tichka Est and Namarana, and for the foreseeable future including fiscal 2022, the Company will focus its exploration activities on these two properties.

## 5. RESOURCE PROPERTIES

(Refer also to Note 11 *Exploration and Evaluation Expenditures* in the April 30, 2022 unaudited consolidated financial statements.)

| | Balandougou, Guinea | Lullwitz-Kaepelli, Quebec | Imiter Nord, Morocco | Namarana, Mali | Prikro and Zenoula, Côte d'Ivoire | Tichka Est, Morocco | Total expenditures |
|---|---|---|---|---|---|---|---|
| General exploration and expenses | $ 54,034 | $ - | $ - | $ 1,300 | $ 14,510 | $ - | $ 69,844 |
| Geological | 27,896 | - | - | 15,000 | - | - | 42,896 |
| Total exploration and evaluation expenditures at April 30, 2021 | $ 81,930 | $ - | $ - | $ 16,300 | $ 14,510 | $ - | $ 112,740 |
| Assays | - | - | - | 14,532 | - | - | 14,532 |
| Demobilization | - | - | - | 820 | - | - | 820 |
| Environmental | - | - | - | 3,075 | - | - | 3,075 |
| Equipment rental | - | - | - | 10,404 | - | - | 10,404 |
| Field personnel | - | - | - | 3,648 | - | - | 3,648 |
| General exploration and expenses | - | - | - | 2,230 | 2,580 | - | 4,810 |
| Geological | - | 6,449 | - | 11,002 | - | 6,236 | 23,687 |
| Mobilization | - | - | - | 820 | - | - | 820 |
| Permitting | - | - | - | 44,524 | - | - | 44,524 |
| Property investigation | - | - | 14,829 | - | - | - | 14,829 |
| Road construction | - | - | - | - | - | 62,331 | 62,331 |
| Supplies | - | - | - | 1,707 | - | - | 1,707 |
| Travel and related | - | - | - | 4,654 | - | - | 4,654 |
| Trenching | - | - | - | 10,303 | - | 89,645 | 99,948 |
| Total exploration and evaluation expenditures at April 30, 2022 | $ - | $ 6,449 | $ 14,829 | $ 107,719 | $ 2,580 | $ 158,212 | $ 289,789 |

*The following properties were owned by the Company as at the date of this MD & A.*

*Tichka Est Property, Morocco*

On August 18, 2020, Stellar contracted with the Moroccan National Office of Hydrocarbons and Mines ("ONHYM") to acquire a 90% interest the Tichka Est gold property ("Tichka Est") in the Occidental High Atlas region of Morocco about 100 km SSW of the city of Marrakech. On November 24, 2020 the Moroccan Minister of Mines, Energy and Environment approved the contract. The Tichka Est property is comprised of three contiguous prospecting permits covering an area of 44.6 $km^2$. On January 11, 2022 addendum expanded the Tichka Est Property to seven permits aggregating 82 km$^2$. The region is accessible year-round by road to the village of Analghi located near the mineralized gold zone.

In July 2021 Stellar redesigned a proposed access road to the Zones B and A structures. The route is approximately 7.5 kilometers long and is in more favourable terrain compared to the previously considered shorter routes. Additionally, the proposed access road brings better access to the entire property area. This route creates a new exploration opportunity by cutting a 7 km cross section across the lithology of the permits area which will allow mapping and sampling at below surface and provide possibilities for the discovery of new zones to explore.

On October 6, 2021 the Company announced completion of an initial 11-trench surface sampling program at Tichka Est. The trenching program totalled 175 linear metres and yielded grades as high as 3.36 g/t Au over 10.0 meters including an interval of 8.73 g/t Au over 3.0 meters in Zone A, and 4.55 g/t Au over 15 meters including an internal of 7.47 g/t Au over 6.0 meters in the Zone B structure which has been traced at surface for over 2 km along strike and is open at both ends while the Zone A structure has been traced for over 400 meters along strike and is also open at both ends. The objective of this trenching program was to provide a better geological interpretation of the Zone A and B structures and to confirm the width and the grades of the previous surface sampling before beginning road construction which will provide access for a drill program. The Zone B structure is located approximately 3.0 km north of the village of Analghi. The trenches exposed a wide brecciated fault zone running ENE-WSW in a highly deformed, altered and fractured sedimentary sequence more precisely at the contact of a greenish schist of volcanic origin to the North and of a greyish siltstone to the south. The wide sheared structure is also injected with gold mineralized quartz-carbonate veins and veinlets containing disseminated and locally semi-massive pockets of pyrite and arseno-pyrite.

| Zone B Selected Intercepts | |
|---|---|
| Trench 1B: | 2.08 g/t Au over 10 meters including 3.20 g/t Au over 3.0 meters and 5.54 g/t Au over 1.0 meter |
| also: | 0.62 g/t Au over 7 meters including 2.58 g/t Au over 1.0 meter |
| Trench 2B: | 4.55 g/t Au over 15 meters including 7.47 g/t Au over 6.0 meters |
| Trench 3B: | 0.63 g/t Au over 10.0 meters including 3.92 g/t Au over 1.0 meter |
| Trench 4B: | 1.46 g/t Au over 3.0 meters |

Within the Zone A structure, the gold mineralization was found along a steeply dipping NNWSSE striking shear zone that was traced on surface for about 400 meters along strike. The shear zone is strongly brecciated and is injected with quartz carbonate (Ankerite) veins and swarms of veinlets running near and parallel to the intrusive contact with a micro-granitic porphyry dyke. It is mineralized with disseminated and locally semi-massive pockets of pyrite and arseno-pyrite.

| Zone A Selected Intercepts | |
|---|---|
| Trench 2A: | 3.36 g/t over 10.0 meters including 8.73 g/t over 3.0 meters |
| Trench 3A: | 1.18 g/t Au over 6.0 meters including 5.92 g/t Au over 1.0 meter |
| Trench 4A: | 1.80 g/t Au over 4.0 meters including 4.20 g/t Au over 1.0 meter |

Overall, the initial trenching of the 2 structures successfully outlined much wider gold mineralization than anticipated with some high-grade intersections over considerable widths. The gold is associated with injected quartz-carbonate veins in highly brecciated sheared structures context. These results justify the preparation of a drill program starting with the Zone B structure and extending to the Zone A structure thereafter. Additionally, this trenching program provided Stellar with valuable geological information which will facilitate the exploration of other areas of interest within the permits area.

Based on the success of the initial trenching program the Company proceeded with a second infill trenching program to seek the lateral extensions of both the A and B zones, and to confirm the grades consistency along these two structures before planning a drill program.

On October 25, 2021, the Company announced that the second trenching program had confirmed a new gold discovery at Tichka Est.

The second program which was comprised of ten trenches extended the mineralized strike of both the Zones B and A gold structures and yielded intervals in Zone B as high as 3.40 g/t Au over 20 metres including internals of 5.23 g/t Au over 11 metres and 8.14 g/t Au over 5 metres in Trench 7B**,** 4.64 g/t Au over 14 metres including 11.16 g/t Au over 5 metres in Trench 9B, and 3.4 g/t Au over 17 metres including 9.55 g/t Au over 4 metres in Trench 6B.

The Zone B structure was mapped at surface for a strike length of over 2 km of which 750 metres has been trenched and channel sampled. The Zone A structure was mapped for over 500 metres along strike of which 450 metres has been trenched and channel sampled.

The highest assay results, which were obtained in trenches T6B, T7B and T9B, and are listed below.

Trench 6B - 3.4 g/t Au over 17 metres including 9.55 g/t Au over 4 metres.
Trench 7B - 3.40 g/t Au over 20 metres including 5.23 g/t Au over 11 metres and 8.14 g/t Au over 5 metres. Note also that Trench 7B is mineralised over its entire 20-metre length and that the width of the mineralised Zone B structure exceeds the trench length at that location.
Trench T9B - 4.64 g/t Au over 14 metres including 11.16 g/t Au over 5 metres.

The highest assay results in Zone A were obtained in trenches T5A and T6A are listed as follows.

T5A - 1.85 g/t Au over 8.0 metres including 3.55 g/t Au over 3 metres.
T6A - 2.70 g/t Au over 5.0 metres including 3.71 g/t Au over 3 metres.

On January 11, 2022, the Company and ONHYM signed an addendum to the August 18, 2020 Tichka Est exploration agreement whereby four new exploration permits were added to the land package bringing the total to seven exploration permits with surface area of 82 square kilometres.

Pursuant to the January 11, 2022, addendum, the Company has agreed to incur exploration expenditures of 2,600,000 Moroccan dirhams (US $280,000) in the first year and 4,892,000 Moroccan dirhams (US $520,000) in year two on the new permits.

On February 8, 2022, the Company announced the positive results from a stream sediments sampling program covering 100% of Permits 3738988 and 3738989 which the ONHYM recently included in the Tichka Est Project exploration agreement. The two permits, which cover 28 $km^2$, are to the North and East of Permit 183369 which hosts gold structures A and B.

The stream sampling program revealed seven zones of anomalous mineralization including both precious and base metals. The seven anomalous zones included combinations of gold, silver, copper, lead and zinc and each zone includes from two to five minerals except Zone 7 which is purely a silver anomaly.

To summarize the stream sampling program identified:

- 6 zones anomalous for gold (Au) (see Figure 2 below)
- 5 zones anomalous for silver (Ag) (see Figure 3 below)
- 2 zones anomalous for copper (Cu) (see Figure 4 below)
- 3 zones anomalous lead (Pb) (see Figure 5 below)
- 3 zones anomalous zinc (Zn) (see Figure 6 below)

Stellar was very encouraged with the results of this program, particularly the discovery of strong anomalous zones of both precious metals (gold and silver) and base metals (copper, lead and zinc) and determined that immediate follow-up exploration was warranted.

On February 15, 2022, the Company announced that the access road to the Tichka Est gold zones A and B was fully permitted and construction was underway. This new access road at Tichka Est Gold Project is important because it will allow heavy equipment including drill rigs access to the property area for an anticipated major drilling campaign on Zone B and A.

This access road of approximately 7.5 kilometers along the mountainside will be the equivalent of a 7.5 km long trench within the area of the Tichka Est Gold Project. The entire alignment of the road is within the perimeter of Stellar's permits so, in addition to providing drill site access, the road cut will provide valuable geological information across the lithology of the property possibly exposing new structures and revealing new mineralization.

On February 21, 2022 the Company announced the discovery of a third gold mineralized structure with over one kilometer of strike length and trenches assaying as high as 5.81 g/t Au over 4 meters. This third structure, designated as Zone C, is located to the East of Zone B and shows similar mineralogy, gold grades and structure width consistent with that found in Zones B and A previously reported. The Zone C structure is adding 1,000 strike metres of gold mineralization to the already announced 1,200 strike metres of Structures A and B for a combined total of 2,200 strike metres. This important new structure remains open to the East and at depth.

The Zone C program consisted of a surface program of six hand dug 1-meter-deep trenches across an EW striking quartz Ankerite-sulphides structure with apparent sulfides, pyrite, arsenopyrite, chalcopyrite and iron oxide hosted in a very broken and deformed schist unit (See Figure 1 below) discovered during the initial stream sediments sampling program on the new Permit 3738989.

This first phase of the Zone C Structure trenching program confirmed significant gold mineralization over greater than one kilometer of strike length with widths of up to 7 meters (see Figure 2).

Significant assay results include:

Trench C1: 3.58 g/t Au over 2 meters,
Trench C2: 5.81 g/t Au over 4 meters,
Trench C3: 3.14 g/t Au over 4 meters,
Trench C4: 5.66 g/t Au over 1 meter and 0.92 g/t Au over 7 meters, and
Trench C5: 0.88 g/t Au over 2 meters

On April 13, 2022 Stellar announced results from an additional five trenches across the Zone C discovery confirming gold mineralized continuity and significant gold grades over more than 1 kilometer and still open along strike, and bringing the total mineralized strike of Zones A, B and C to over 2,200 strike meters.

Significant assay results of Phase 2 trenching:

| | |
|---|---|
| Trench C7: | 3.18 g/t Au over 4 meters |
| Trench C8 | trench abandoned due to scree overburden, no results. |
| Trench C9 | 2.60 g/t Au over 3 meters |
| Trench C10 | 2.55 g/t Au over 3 meters |
| Trench C11 | 1.55 g/t Au over 5 meters |
| Trench C12 | 2.06 g/t Au over 3 meters |

*Namarana Gold Project, Mali*

During Q3, 2021, the Company, through its 100% subsidiary Stellar Pacific Mali SARL, secured a Autorisation de Prospection Gold Permit for 50.2 km$^2$ in southwest Mali. The Namarana Authorization is located near the village of Namarana, Circle of Kangaba, region of Koulikoro, near the border with Guinea approximately 100 km W-SW west of Bamako, the capital. The authorization to prospect gives Stellar the exclusive right to conduct an exploration 'look-see' program within the permit area and, subject to the results of that program, to thereafter apply for a full exploration permit. A reconnaissance evaluation program was developed based on observations made by Stellar's Malian technical crew during a recent field visit and on a review of Stellar's prior early-stage prospecting results over this same exploration area which has been completed. The purpose of reconnaissance program was to evaluate the gold potential of the Namarana Authorisation area prior to filing an application for a full Exploration Permit over the same area. The entire 51 km$^2$ was visited by Stellar's senior consultant geologists and 11 artisan mine sites were visited, mapped and sampled within the Permit area.

A total of 172 grab samples were taken and sent to SGS Bamako laboratory for fire assay analysis. Twenty-five (25) samples returned gold grades greater than 0.30 g/t and 13 returned grades ranging between 1.0 g/t and 5.7 g/t Au primarily in some quartz veins running roughly north south. The samples were taken from either surface exposures or from below ground inside some of the artisan mine pits to as deep as 6 metres in quartz vein systems exposed by the artisan mining activity.

Mine sites 3, 4, 5, and 2 were considered priority as they all show primary mineralisation in quartz veins, some quartz veins still outcropping while others were observed at depth in artisanal pits. Although all surface showings and underground quartz veins had been extensively mined by orpailleurs, all 13 samples grading between 1.23 and 5.70 g/t Au were taken at those 4 sites.

Historical exploration by Newmont Mining, in association with Stellar, included a field reconnaissance and an airborne magnetic survey over the original 132-square-kilometer Namarana permit then owned by Stellar Pacific Mali SARL, a 100% subsidiary of Stellar. The motives and the objectives of this geophysical survey was to assist in the interpretation of the local geology. All the historical data were retained by Stellar and are very useful in evaluating the potential of this project. According to Newmont's 2012 geological interpretation of its airborne magnetic survey, mine sites 3 and 4 as well as sites 2 and 5 are all located along a regional NW-SE structures and secondaries NE-SW structures.

On December 14, 2021, the Company was awarded the final grant of a 52 km2 exploration permit located 130 kilometers NW of Bamako in southwest Mali.

On February 1, 2022, the Company announced that in accordance with the exploration convention agreement for the Namarana Exploration Permit, a Notice d'Impacts Environmental et Social (an Environmental and Social Impact Notice Report or "NIES") of the proposed first-year exploration program on the Namarana Solofara Permit was completed and filed with the Mali government authorities.

Stellar also announced that it had mobilized crews and heavy equipment to begin a trenching program at Namaranato define the mineralized zone and to demonstrate a lateral extension. Definition of the mineralized gold zone is essential to maximize the effectiveness of subsequent drilling programs. The planned mechanical trenching program will consist of digging 10 to 15 trenches of 50 to 100 metres in length to a depth of 3 metres across identified mineralized structures. The trenches will be mapped and sampled at 1-meter intervals in the mineralised sections. A total of a minimum of 1,000 linear metres is budgeted for this initial program.

On March 8 and March 30, 2022, the Company announced that it had received encouraging results from the trenching program at Namarana confirming the discovery of an extensive high-grade gold structure on Stellar's 100% owned property.

Assay Results

| | |
|---|---|
| Trench 4-1 | From meter 22 to 25: 0.36 g /t Au over 3 meters |
| Trench 4-2 | From meter 01 to 07: 0.5 g/t Au over 7 meters |
| | From meter 13 to 16: 0.22 g/t Au over 4 meters |
| | From meter 33 to 49: **2.90 g/t Au over 16 meters** including **6.24 g/t Au over 3 meters** |
| | From meter 50 to 56: **2.34 g/t Au over 6 meters** including **3.47 g/t Au over 2 meters** |
| Trench 4-3 | From meter 11 to 28: **0.80 g/t Au over 17 meters** including intervals of **2.59 g/t Au over 1.0 meter**, **3.42 g/t Au over 1.0 meter** and **3.02 g/t Au over 1.0 meter** |
| | From meter 59 to 68: 0.45 g/t Au over 9 meter including 2.41 g/t Au over 1.0 meter |
| Trench 4-4 | From meter 01 to 10: **4.40 g/t Au over 10.0 meters** including **20.85 g/t Au* over 2.0 m** |
| | *Note: This interval included a sample that assayed **at >100 g/t Au** which was capped at **30 g/t Au**. Due to ground conditions at the SouthWest end of the trench, T4-4 was stopped while still in mineralization and remains open. |
| Trench 4-5 | From metre 13 to 14: **9.25 g/t Au over 1.0 meter** |
| | From meter 19 to 23: **11.48 g/t Au over 4.0 meters** |

On April 28, 2022 the Company announced that it had completed the eleven-trench exploration program at its Namanara Gold Project in southwest Mali and that T4 site is confirmed to be 300 meters long high-grade gold discovery which remains open in all directions. The project is now ready for a planned 2,500-meter drill program.

*Lullwitz-Kaepelli ("L-K") Gold Property, Quebec*

On January 22, 2020, Stellar agreed to acquire the L-K Property for $5,000 (paid) and 300,000 common shares (issued with a fair value of $15,000) with the vendor retaining a 1.5% Net Smelter Return royalty which can be purchased by Stellar at any time for $500,000. The TSX-V approved the acquisition on March 6, 2020. The L-K Property is comprised of 4 contiguous mineral claims totaling 231.4 hectares in Lacoste and DeSales township in the Charlevoix area of Quebec.

Consulting geologist Benoit Violette, P.Geo., in a March 5, 2020 report* to the Company reported "The L-K Property is located within the Grenville Geological Province which displays a high degree of metamorphism and high temperature intrusive rocks. The property is underlain by the Charlevoix charnockitic complex, mainly made-up of mixed gneisses and hosts the folded La Galette Formation, which is composed of garnet-bearing pink migmatites. The property is at the northern edge of the deformation zone caused by the Charlevoix meteoritic impact crater during the Devonian Era, which induced concentric ring faults on the Grenville sequences.

The historical gold and PGM mineralization that was reported as found in mafic veins, referred to as "black veins", is made up of tourmaline and hornblende and micas. High and continuous gold and iridium values in the order of 0.23 and 0.12 oz/t, respectively, were obtained, along with 22 g/t of gallium over widths of up to 30 feet. A summer field study and sampling of the exposed sequences are required for a better comprehension of the deposit types that may occur on the property.

A two-phase exploration program totaling $205,500 is proposed with Phase I ($105,500) consisting of surface sampling and geophysical surveys and, contingent upon the results of Phase I, a Phase II program ($100,000) of trenching and 500 meters of diamond drilling.

**Technical Evaluation Report of the Gold Exploration Potential of the Lullwitz-Kaeppeli Project, La MalBaie Area, Charlevoix Region NTS 21M16, Province of Quebec*, March 5, 2020 by Benoit M. Violette, P.Geo.

*Royalty Interest in the Eastmain North and Eastmain South Properties, Québec*

On March 14, 2017, the Company sold the Eastmain North property located in the Eeyou Istchee James Bay territory, Québec consisting of 16 claims totalling approximately 840 acres and the Eastmain South property consisting of 37 claims covering an area of approximately 1,950 acres to Amex Exploration for 350,000 common shares. Stellar retained a 1.5 % net smelter return royalty of which 50% may be purchased by Amex Exploration for $750,000.

*Royalty Interest in the Opawica Property, Québec*

The Opawica Property, including the Philbert 1 claims, located in the Gamache and Rohault townships at 55 kilometers south of Chibougamau city and 10 kilometers south-west of the Joe Mann mine, consists of 3 blocks totalling 33 claims totalling 1,847 acres.

In 2018 the Company undertook a non-core asset review and decided to seek opportunities for the sale or joint venture of Opawica Project. On June 28, 2018 the Company agreed to sell the Opawica gold project to Mosaic Minerals Inc. ("Mosaic") for $360,000 to be paid by the issuance of 7,200,000 shares of Mosaic issued at a deemed price of $0.05 per share. The sale closed on December 20, 2018. Stellar retained a 2% Net Smelter Return ("NSR") royalty one-half of which may be purchased by Mosaic for $1,000,000.

On September 21, 2021 Mosaic sold the Opawica Property to Iamgold Corporation ("Iamgold"), thereby giving Iamgold the right to purchase the NSR for $1,000,000.

*The Prikro and Zenoula Permits, Côte d'Ivoire*

On September 16, 2020 Stellar signed an acquisition agreement with Altus Strategies PLC ("Altus") to buy a 100% interest in Aeos Resources Ltd ("Aeos"), which in turn owns 100% of Aucrest SARL, an Ivoirian subsidiary that owns the Prikro Exploration Licence and the Zenoula Exploration Licence (pending) together totalling 770 $km^2$ in Côte d'Ivoire. The acquisition closed on November 27, 2020.

The Prikro Exploration licence covers 369.5 $km^2$ in the Prikro and Koun-Fao Departments in eastern Côte d'Ivoire, approximately 240 km northeast of Abidjan. The project is located 40km north-west of the town of Agnibilekrou and 25km west of the town of Koun-Fao, both of which can be accessed by asphalt roads from Abidjan. The licence was selected due to the presence of historically reported gold occurrences, prospective geology, and the existence of artisanal workings in the surrounding areas including along strike of a major NE-SW trending shear zone which is interpreted to traverse the licence area. Birimian-age greenstone rocks reportedly crop out extensively across the Prikro licence and represent Paleoproterozoic volcano-sedimentary units, with associated granite to diorite intrusions, which are the dominant host setting for gold deposits across West Africa.

The Zenoula project is a 400$km^2$ licence (application pending) in the Marahoue Department in central Côte d'Ivoire, approximately 300km north of Abidjan. The Zenoula Exploration licence application straddles the same NE/SW major structure that host the Abujar and Tietto minerals deposits. The project is located 100km north-west of the city of Yamoussoukro, the capital of Côte d'Ivoire, which can be accessed by asphalt roads from Abidjan. Zenoula is targeting a 22 km long ENE trending structure, interpreted by historic air magnetic data. Geologically, the project reportedly comprises metasediments, metabasalts and syntectonic granitoid intrusions.

The consideration for the acquisition was 2,500,000 units of Stellar, each unit consisting of one common share and one share purchase warrant exercisable for two years at C$0.07 per share. Contingent upon reaching exploration milestones on each permit Stellar would issue additional shares equal to US$250,000 in value upon achieving the following milestones: a) completion of a NI43-101 resource estimate of not less than 500,000 ounces of gold with not less than 250,000 ounces in the Inferred resource category, and b) completion of a definitive feasibility study. Altus will retain a 2.5% Net Smelter Return ("NSR") royalty on each permit. Stellar may repurchase up to 1.0% of each NSR for US$500,000 for each 0.5%.

On January 27, 2021, the Company launched a preliminary mapping and reconnaissance program on the property.

The Prikro license expired without renewal due to a lack of encouraging results. The Company continues to work on finalizing the pending Zenoula permit application.

*Balandougou Gold Project (Sold by the Company during the fiscal year-ended July 31, 2020)*

Goldenfrank Resources Inc., a wholly owned Canadian subsidiary of the Company, held through its Guinean subsidiary MGWA GoldenFrank SARL an 80% interest and an option to acquire the remaining 20% in one exploitation license for gold and associated minerals totalling 7.2 km$^2$ in the Republic of Guinea referred to as the Balandougou Gold Project, the principal project of the Company. The Company also held an 80% interest and an option to acquire the remaining 20% of a second Guinean subsidiary, Stellar Guineé SARL, which holds the Balandougou II exploration license for gold and associated minerals totalling 92 km$^2$. Balandougou II surrounds the 7.2 km$^2$ exploitation license.

During fiscal 2018, the Company completed construction and commissioning of a 150 tonne per day gravity mill to process a 15,000 tonnes bulk sample to determine the amenability of the Zone B3 oxide mineralization to gold extraction using gravity separation as the sole or primary method of gold recovery. Full-time operations at the Balandougou mill began in Q4 of fiscal 2018 which were temporarily suspended in July 2018 for an operational review and additional upgrades aimed at improving productivity and increasing gold recoveries. During fiscal 2019 the Company made upgrades and adjustments to the Balandougou gold mill and mill operations were resumed. However, due to the ultra-fine particle size of the gold the mill upgrades and adjustments did not significantly improve gold recovery, and milling operations were again suspended. The Company evaluated the technical and economic feasibility of adding a cyanide circuit to the mill and began early-stage discussions with several groups regarding financing for the proposed conversion of the Balandougou gravity mill to a 300 tonnes per day CIL ("carbon-in-leach") pilot plant to continue its evaluation of the suitability of small-scale mining methods to the surface oxide deposits of the West African Birimian greenstone belt. The Company also investigated alternatives for financing the gravity plant conversion including the possibility of a sale of the Balandougou Gold Project.

On August 22, 2019 Stellar and its minority partners reached a definitive agreement with Rida Mining Ltd. of Khartoum, Sudan, for the sale of 100% of the Balandougou Gold Project including the 7 km$^2$ Balandougou semi-industrial exploitation permit together with all related plant and equipment, and two Guinea subsidiary companies holding contiguous exploration permits totalling approximately 150 km$^2$. Stellar and the minority partners own 80% and 20% respectively of the Balandougou Gold Project. The transaction price was US$3.85M (C$5.13M) paid in instalments, US$1.8M (C$2.46M) on closing with the balance in three instalments ending January 15, 2021. On September 10, 2019 Stellar received final approval for the grant of the two new exploration permits to Stellar Guineé SARL and Manding Gold SARL. referenced above. Both permits were included in the sale to Rida Mining Ltd. On October 30, 2019 the Company closed the sale of the Balandougou Gold Project.

At July 31, 2021, the Company had received US $3,790,650 (CDN $5,037,166) and US $59,350 (CDN $73,962) was receivable. At April 30, 2022, the Company had received the final payments totalling US $59,350 (CDN $73,962) and the balance owing was nil. Stellar paid the minority partners in full.

*Qualified Persons*

The technical content regarding the L-K Property has been reviewed and approved by independent consultant Benoit Violette, P. Geo, an independent consulting geologist and a Qualified Person as defined in NI 43-101. The technical content regarding the Moroccan project has been reviewed and approved by Yassine Belkabir, MSc DIC, CEng, MIMMM, a director of the Company and a Qualified Person as defined in NI 43-101. The technical content regarding the Mali project has been reviewed and approved by Gregory P. Isenor, P. Geo., an independent consulting geologist and a Qualified Person as defined in NI 43-101.

(Refer also to Note 11 *Exploration and Evaluation Expenditures* in the July 31, 2021 audited consolidated financial statements.)

## 6. FINANCIAL POSITION

The Company's total assets decreased $919,215, to $1,354,679 (July 31, 2021 – $2,273,894) during the nine months ended April 30, 2022. The decrease in assets is primarily attributed to $289,789 (April 30, 2021 - $112,740) incurred for exploration and evaluation expenditures which are outlined in Note 5 – Resource Properties. Management fees of $270,000 (April 30, 2021 - $249,628) were also a significant contributor to the decrease in assets.

During the nine months ended April 30, 2022, the Company received $73,962 (US $59,350) from Rida Mining Ltd. to settle the amounts receivable related to the sale of the Balandougou gold project.

On November 26, 2021, the Company received repayment of $20,400 from a director related to an overpayment of management fees during fiscal 2021.

On January 17, 2022, the Company paid a total of $89,768 to the Canada Revenue Agency following an audit of Canadian Exploration Expenditures to December 31, 2018.

The Company's liabilities at April 30, 2022, decreased by $19,272 to $247,253 (July 31, 2021 - $266,525). The net decrease in liabilities is comprised of a $101,455 decrease in trade and other payables and an $82,183 increase for reimbursable expenses and services provided by related parties.

On April 29, 2022, the Company received an $18,000 share subscription for a private placement that was completed on May 30, 2022.

During the comparative period ended April 30, 2021, the Company completed a private placement financing comprised of 29,166,667 units at $0.06 per unit for gross proceeds of $1,750,000 with each unit comprised of one common share and one share purchase warrant exercisable at $0.15 for 24 months. Finder's fees were paid to arm's length parties in respect of this private placement in the total amount of $46,262. In addition, an aggregate of 1,356,999 common shares with a fair value of $94,990 and 2,178,108 share purchase warrants (Finders' Warrants) were issued to finders. The terms of the Finders' Warrants were the same as the Warrants.

## 7. CONSOLIDATED RESULTS OF OPERATIONS

The following information has been extracted from the Company's condensed interim consolidated financial statements for the three and nine months ended April 30, 2022 and 2021 and conform to IFRS standards.

| | For the three months ended | | For the nine months ended | |
|---|---|---|---|---|
| | **April 30, 2022** | April 30, 2021 | **April 30, 2022** | April 30, 2021 |
| | **$** | $ | **$** | $ |
| **Expenses** | | | | |
| Administration fees | **13,715** | - | **41,680** | 18,000 |
| Consultant fees | **39,721** | 159,607 | **114,975** | 209,607 |
| Exploration and evaluation (recovery) | **35,046** | (39,548) | **289,789** | 112,740 |
| Foreign exchange loss (gain) | **(1,375)** | 54,105 | **(19,845)** | 182,065 |
| Management fees | **90,000** | 165,238 | **270,000** | 249,628 |
| Other operational expenses | **18,562** | 31,900 | **80,238** | 39,803 |
| Professional fees | - | 1,695 | **4,982** | 7,940 |
| Project supervision | **45,000** | 45,000 | **135,000** | 150,000 |
| Registration and investor relations | **54,484** | 29,238 | **115,193** | 38,729 |
| Share-based compensation | **65,284** | 215,051 | **65,284** | 215,051 |
| **Loss before other income (expenses)** | **(360,437)** | (662,286) | **(1,097,296)** | (1,223,563) |
| **Other income (expenses)** | | | | |
| Sale of Balandougou Gold Project | - | - | **(2,017)** | - |
| Fair value adjustment on marketable securities | **286,000** | - | **78,000** | - |
| Finder's fee | - | - | - | (23,800) |
| Recovery of payroll taxes | - | - | **16,660** | - |
| **Net loss and comprehensive loss for the period** | **(74,437)** | (662,286) | **(1,004,653)** | (1,247,363) |
| **Basic and diluted loss per share** | **(0.00)** | (0.01) | **(0.01)** | (0.02) |
| **Weighted average number of shares outstanding – Basic and diluted** | **100,305,783** | 68,730,310 | **100,305,783** | 73,944,091 |

The Company's net loss and comprehensive loss for the nine months ended April 30, 2022 ("2022") was $1,004,653 compared to $1,247,363 during the nine months ended April 30, 2021 ("2021"), an improvement in financial performance of $242,710. The Company's net loss and comprehensive loss during 2022 was comprised of some of the following items:

a) The Company's exploration and evaluation expenditures increased $177,049, from $112,740 in 2021 to $289,789 in 2022. Please refer to table in Note 5 – Resource Properties for a detailed breakdown of costs.
b) During 2022, the Company recorded a $78,000 (2021 - $Nil) fair value adjustment on its 5,200,000 Mosaic Minerals Corp. common shares. As Mosaic is a publicly traded entity, the fair value of the Company's investment was determined by the closing market price of Mosaic's common shares on the CSE as at April 30, 2022 of $546,000 (July 31, 2021 - $468,000).
c) Management fees of $270,000 (2021 - $249,628) were incurred during 2022. The management fees are comprised of $135,000 (2020 - $249,628) for a director who is an employee of the Company. The remaining $135,000 (2020 - $Nil) was paid to the Company's President and CEO.
d) Consultant fees decreased $3,632, from $118,607 in 2021 to $114,975 in 2022. Consultant fees are comprised of $90,000 (2021 - $106,007) for services rendered by one of the Company's directors, CFO fees of $4,500 (2021 - $Nil), $20,448 (2021 - $12,600) for consultants in Mali, and $27 (2021 - $Nil) for payroll services.

## 7. CONSOLIDATED RESULTS OF OPERATIONS (CONTINUED)

e) Other operational expenses increased $38,975, from $41,263 in 2021 to $80,238 in 2022. Operational expenses are primarily comprised of $21,929 (2021 - $Nil) for interest and penalties associated with not spending enough flow-through funds by CRA's deadline, $14,783 (2021 - $Nil) for the Company's CEO to travel to the Bahamas, Germany and Switzerland to raise awareness of the Company's business activities with shareholders and potential new investors, $9,085 (2021 - $9,000) for office rent, $4,018 (2021 - $2,846) for bank service charges, $4,470 (2021 - $Nil) for taxes, $16,890 (2021 - $11,848) for transfer agent fees, $1,907 (2021 - $3,878) for other travel and related expenses, $3,262 (2021 - $2,415) for supplies, and $3,894 (2021 - $11,276) for miscellaneous expenses such as printing, shipping, subscriptions, website, and utilities.

f) Registration and investor relations decreased $13,076, from $128,269 in 2021 to $115,193 in 2022. The Company paid $12,607 (2021 - $Nil) for advisory services related to listing the Company's shares on the OTCQB Venture Market under the symbol STLXF on November 29, 2021. The OTCQB Venture Market was paid $6,226 for the new listing. The Company paid $27,700 (2021 - $89,540) for European and $11,616 (2021 - $Nil) South American marketing campaigns. The Company granted 400,000 share options to a consulting firm with a fair value of $21,426 for marketing in South America. Attendance at mining conferences cost $10,723 (2021 - $16,072). Investor relations fees of $Nil (2021 - $7,540) were also incurred. The Company incurred $5,530 (2021 - $3,970) in filing fees, $6,271 (2021 - $2,865) for shareholder communications, $8,556 (2021 - $8,282) for TSX and OTCQB sustaining fees, and $4,538 (2021 - $Nil) for a marketing software license.

g) Share-based compensation expense of $65,284 (2021 - $215,051) was recognized on the grant of 1,350,000 (2021 – 4,000,000) share options.

The Company's net loss and comprehensive loss for the three months ended April 30, 2022 ("Q3-2022") was $74,437 compared to $662,286 during the three months ended April 30, 2021 ("Q3-2021"), an improvement in financial performance of $587,849. The Company's net loss and comprehensive loss during Q3-2022 was comprised of some of the following items:

a) During Q3-2022, the Company recorded a $286,000 (Q3-2021 - $Nil) fair value adjustment on its 5,200,000 Mosaic Minerals Corp. common shares. As Mosaic is a publicly traded entity, the fair value of the Company's investment was determined by the closing market price of Mosaic's common shares on the CSE as at April 30, 2022 of $546,000 (July 31, 2021 - $468,000).

b) The Company's exploration and evaluation expenditures increased $74,594, from a recovery of $39,548 in Q3-2021 to $35,046 in Q2-2022. Please refer to table in Note 5 – Resource Properties for a detailed breakdown of costs. The Q3-2021 recovery is primarily attributed to the reclassification of project supervision expenses.

c) Management fees of $90,000 (Q3-2021 - $165,238) were incurred during Q3-2022. The management fees are comprised of $45,000 (Q3-2021 - $165,238) for a director who is an employee of the Company. The remaining $45,000 (Q3-2021 - $Nil) was paid to the Company's President and CEO.

d) Consultant fees decreased $28,886, from $68,607 in Q3-2021 to $39,721 in Q3-2022. Consultant fees are comprised of $30,000 (Q3-2021 - $56,007) for services rendered by one of the Company's directors, CFO fees of $1,500 (Q3-2021 - $Nil), $8,194 (Q3-2021 - $12,600) for consultants in Mali, and $27 (Q3-2021 - $Nil) for payroll services.

e) Other operational expenses decreased $14,798, from $33,360 in Q3-2021 to $18,562 in Q3-2022. Operational expenses are primarily comprised of $2,289 (Q3-2021 - $2,700) for office rent, $1,420 (Q3-2021 - $1,243) for bank service charges, $4,470 (Q3-2021 - $Nil) for taxes, $16,890 (Q3-2021 - $11,848) for transfer agent fees, $1,907 (Q3-2021 - $3,878) for other travel and related expenses, $3,262 (Q3-2021 - $2,415) for supplies, and an $11,676 recovery (Q3-2021 - $11,276) for miscellaneous expenses such as printing, shipping, subscriptions, website, and utilities.

f) Registration and investor relations decreased $64,294, from $118,778 in Q3-2021 to $54,484 in Q3-2022. The Company paid $13,300 (Q3-2021 - $89,540) for European and $11,616 (Q3-2021 - $Nil) South American marketing campaigns. Attendance at mining conferences cost $Nil (Q3-2021 - $16,072). Investor relations fees of $Nil (Q3-2021 - $1,421) were also incurred. The Company incurred $Nil (Q3-2021 - $3,970) in filing fees, $705 (Q3-2021 - $1,078) for shareholder communications, $4,306 (Q3-2021 - $6,697) for TSX and OTCQB sustaining fees, and $3,131 (Q3-2021 - $Nil) for a marketing software license.

   On March 9, 2022, the Company granted 400,000 share options exercisable at $0.05 per share to a consulting firm. The options are exercisable until March 9, 2025. The fair value of the options granted of $21,426 were recorded as a marketing expense. The fair value of the options was determined using the Black-Scholes option pricing model. The assumptions used to calculate the fair value of the options were based on risk free rate of 1.53%, expected volatility of 179%, expected life of 3 years and a dividend yield of 0%. The options vested immediately on the date they were granted.

## 7. CONSOLIDATED RESULTS OF OPERATIONS (CONTINUED)

g) Share-based compensation expense of $65,284 (2021 - $215,051) was recognized on the grant of 1,350,000 (Q3-2021 – 4,000,000) share options.

On March 9, 2022, the Company granted 100,000 share options exercisable at $0.05 per share to a consultant. The options are exercisable until March 9, 2027. The fair value of the options granted of $5,738 was determined using the Black-Scholes option pricing model. The assumptions used to calculate the fair value of the options were based on risk free rate of 1.65%, expected volatility of 175%, expected life of 5 years and a dividend yield of 0%. The options vested immediately on the date they were granted.

On March 14, 2022, the Company granted 1,250,000 share options exercisable at $0.05 per share to two directors. The share options are exercisable until March 14, 2027. The fair value of the options granted of $59,546 was determined using the Black-Scholes option pricing model. The assumptions used to calculate the fair value of the options were based on risk free rate of 1.94%, expected volatility of 176%, expected life of 5 years and a dividend yield of 0%. The options vested immediately on the date they were granted.

During the nine-month period ended April 30, 2021, the Company granted 4,000,000 options to certain directors and consultants of the Company exercisable at $0.07 for a period of five years. The $215,051 fair value of the options granted was determined using the Black-Scholes option pricing model. The assumptions used to calculate the fair value of the options were based on risk free rate of 0.99%, expected volatility of 105.59%, expected life of 5 years and a dividend yield of 0%. The options vest immediately on grant.

## 8. SUMMARY OF QUARTERLY RESULTS

The following table presents selected financial information for the quarters ended which has been prepared in accordance with IFRS:

| | Apr 30 2022 | Jan 31 2022 | Oct 31 2021 | July 31 2021 | April 30 2021 | Jan 31 2021 | Oct 31 2020 | Jul 31 2020 |
|---|---|---|---|---|---|---|---|---|
| | $ | $ | $ | $ | $ | $ | $ | $ |
| **Revenue** | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Net income (loss)** | (74,437) | (657,396) | (272,820) | 46,292 | (662,286) | (237,578) | (332,989) | 1,915,971 |
| **Basic and diluted loss per share** | (0.00) | (0.01) | (0.00) | 0.00 | (0.01) | (0.00) | (0.00) | 0.022 |

In Q1 ended October 31, 2019, the Company and its minority partners completed the sale of 100% of the Balandougou gold project including the 7 $km^2$ Balandougou semi-industrial exploitation permit together with all related property and equipment, and two Guinea subsidiary companies holding contiguous exploration permits totalling approximately 150 $km^2$. The Company and the minority partners owned 80% and 20% respectively of the Balandougou gold project. The transaction price was US$3,850,000 (C$5,130,000) paid in instalments, US$1,800,000 (C$2,460,000) on closing with the balance in three instalments. The sale of the Balandougou gold project helped the Company achieve the $1,915,971 net income in Q4 ended July 31, 2020.

During Q4 ended July 31, 2021, the Company recorded a $333,633 (Q4-2020 - $Nil) fair value adjustment on its 5,200,000 Mosaic Minerals Corp. common shares. As a result of the fair value adjustment, the Company realized $46,292 of net income.

The Company's most significant net loss of $662,286 was incurred during Q3 ended April 30, 2021. The Q3 April 30, 2021 net loss was mainly comprised of $215,051 in share- based compensation recognized on the grant of 4,000,000 options to certain directors and consultants. Management fees were higher than usual as a result of paying out a previously declared bonus in February 2021.

## 9. LIQUIDITY AND CAPITAL RESOURCES

| | April 30, 2022 $ | July 31, 2021 $ |
|---|---|---|
| **Working capital** | 561,426 | 1,539,369 |
| **Deficit** | (24,077,787) | (23,073,134) |

The Company's working capital decreased by $977,943 during the nine-month period ended April 30, 2022.

The decline in working capital is primarily attributed to $289,789 (2021 - $112,740) incurred on exploration and evaluation expenditures in the nine-month period ended April 30, 2022. The fair value adjustment of $78,000 (2021 - $Nil) on the Company's 5,200,000 Mosaic Minerals Corp. common shares, management fees of $270,000 (2021 - $249,628), and project supervision fees of $135,000 (2021 - $150,000) also contributed significantly to the current decrease in working capital.

Historically the Company has financed its acquisition and exploration of mineral properties and operating costs with proceeds from equity subscriptions and the exercise of share purchase options, and warrants. The Company is dependent on receiving additional funding through the issuance of equity securities in order to fund future exploration programs and to meet its ongoing general and administrative requirements and while management has been successful in obtaining funding in the past, there can be no assurance that it will be able to do so in the future. The reader should refer to the "Going Concern" disclosure in the Risks and Uncertainties section of this MD&A.

## 10. RELATED PARTY TRANSACTIONS

As of the Report Date, the following were directors and/or officers of the Company:

John Cumming – Executive Chairman and Director
J. François Lalonde – President, CEO, and Director
Maurice Giroux – COO and Director
James Henning – CFO
Lauren McRae – Director
Yassine Belkabir – Director
John Ryan - Director

***Transactions with key management personnel***

The Company's related parties include key management officers and companies held by key management officers. Unless otherwise stated none of the transactions incorporated special terms and conditions and no guarantees were given or received. These amounts for the nine months ended April 30, 2022 are unsecured, bear no interest, and are due on demand. Key management personnel of the Company are members of the Board of Directors and the management.

| Key management short-term benefits | | April 30, 2022 | | April 30, 2021 |
|---|---|---|---|---|
| Management fees | $ | 270,000 | $ | 249,628 |
| Consulting fees | | 94,500 | | 106,007 |
| Project supervision | | 135,000 | | 150,000 |
| Share-based compensation | | 59,546 | | 198,922 |
| Finders' fee | | 2,017 | | 23,800 |
| Total compensation | $ | 561,063 | $ | 728,357 |

## 10. RELATED PARTY TRANSACTIONS (CONTINUED)

| Due to related parties | | April 30, 2022 | | July 31, 2021 |
|---|---|---|---|---|
| Due to the President and CEO | $ | **105,625** | $ | 45,000 |
| Due to a company controlled by the COO and Director | | **34,982** | | 15,000 |
| Due to a company controlled by a Director | | **10,001** | | 10,000 |
| Due to a company controlled by the CFO | | **1,575** | | - |
| Total | $ | **152,183** | $ | 70,000 |

During the fiscal year ended July 31, 2021, a director owed the Company $20,400 for an overpayment of payroll withholding taxes related to management fees. On November 26, 2021 upon the error being discovered the director repaid the debt to the Company.

As at April 30, 2022 and July 31, 2021, the amount owing to related parties are without interest, unsecured and are due on demand.

## 11. FINANCIAL INSTRUMENTS

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities are summarized below. The Company focuses on actively securing short to medium-term cash flows by minimizing the exposure to financial markets. The Company does not actively engage in the trading of financial instruments for speculative purposes.

The most significant financial risks to which the Company is exposed to are described below.

**Interest rate risk**
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company considers interest rate risk related to cash and cash equivalents to be low because of their short-term nature.

**Currency risk**
Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's functional currency is the Canadian dollar. Major capital purchases are made internationally and are transacted in US dollars. A significant portion of the Company's exploration expenditures are transacted in US dollars, Moroccan dirham, and West African (CFA) Francs, and the Company is thus exposed to risk of major changes in these currencies relative to the Canadian dollar.

The Company's exploration expenditures for its Moroccan project are in US dollars and Moroccan dirhams and the Company's exploration expenditures in Mali are transacted primarily in US dollars and West African (CFA) Francs. Foreign currency invoices are paid primarily in US dollars.

**Credit risk**
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's primary exposure to credit risk is on its cash which is held in bank accounts. This risk is low and is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The maximum exposure to credit risk is the carrying amount of the Company's financial instruments.

**Liquidity risk**
Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

## 11. FINANCIAL INSTRUMENTS (CONTINUED)

**Liquidity risk (continued)**

Liquidity risk management serves to maintain a sufficient amount of cash and to ensure that the Company has financing sources such as private and public investments for a sufficient amount. Over the past period, the Company has financed its exploration and evaluation programs, its working capital requirements and acquisitions of mining properties through private and flow-through financings.

The Company's trade and other payables all contractually mature within three months, except for amounts due to related parties which are payable on demand.

The carrying amounts and fair value of financial Instruments presented in the consolidated statement of financial position are as follows:

| | **April 30, 2022** | | July 31, 2021 | |
|---|---|---|---|---|
| | **Carrying amount** | **Fair value** | Carrying amount | Fair value |
| | **$** | **$** | $ | $ |
| **FINANCIAL ASSETS** | | | | |
| Cash | **735,375** | **735,375** | 1,708,378 | 1,708,378 |
| Amounts receivable | **-** | **-** | 73,962 | 73,962 |
| Mosaic Minerals marketable securities | **546,000** | **546,000** | 468,000 | 468,000 |
| Due from related party | **-** | **-** | 20,400 | 20,400 |
| Sales taxes receivable | **16,264** | **16,264** | 3,154 | 3,154 |
| **FINANCIAL LIABILITIES** | | | | |
| Trade and other payables | **95,070** | **95,070** | 196,525 | 196,525 |
| Payable to related parties | **152,183** | **152,183** | 70,000 | 70,000 |

## 12. CONTRACTUAL OBLIGATIONS

During the year ended July 31, 2017, the Company issued flow-though shares in the amount of $335,750. The Company was committed to spend this money on exploration work on its Quebec mineral properties by December 31, 2017 before incurring Part XII.6 tax and extending the deadline to December 31, 2018. Following an audit, the CRA determined that the required qualifying expenditures were not made by the prescribed deadline and that the amount renounced be reduced to $59,295 and assessed a penalty of $69,114. On January 17, 2022, the Company paid a total of $89,768 to the CRA including a flow-through share penalty of $69,114 and $20,654 for interest and additional penalties.

## 13. OFF-BALANCE SHEET ARRANGEMENTS

As at April 30, 2022, the Company had no off-balance sheet arrangements.

## 14. CHANGES IN ACCCOUNTING POLICIES

### Recently issued accounting pronouncements

*International Financial Reporting Standard 16, Leases ("IFRS 16")*

The Company has not applied the new and revised IFRSs that have been issued but are not yet effective. Management expects that all pronouncements will be adopted during the annual period beginning after the effective dates of the standards but they are not expected to have a significant impact on the consolidated financial statements of the Company.

## 15. OUTSTANDING SHARE DATA

### Issued capital

There were no share issuances during the nine-month period ended April 30, 2022.

On April 29, 2022, the Company received an $18,000 share subscription for a private placement. See subsequent event.

During the nine months ended April 30, 2021, the Company issued 2,500,000 units consisting of 2,500,000 common shares at a fair value of $125,000 and 2,500,000 share purchase warrants at a fair value at $14,510 (Note 11) to acquire the Prikro and Zenoula licences.

In February and March, 2021, the Company completed a private placement financing comprised of 29,166,667 units at $0.06 per unit for gross proceeds of $1,750,000 with each unit comprised of one common share and one share purchase warrant exercisable at $0.15 for 24 months. Finder's fees were paid in cash to arm's length parties in respect of the private placement in the amount of $46,262. In addition, 1,356,999 common shares and 2,178,108 share purchase warrants were issued to finders.

The fair value of the warrants was determined using the Black-Scholes option pricing model with the following assumptions: expected life of warrants – 2 years; expected volatility – 110.81%; expected dividend yield – 0%; and risk-free rate – 0.26%.

As a result of applying the relative fair value method, the finder's fees were allocated $144,496 to share capital and $57,636 to warrant reserves and the proceeds from the private placement were allocated $1,251,000 to share capital and $499,000 to warrant reserves.

At April 30, 2022 and the Report Date, the Company had authorized capital of an unlimited number of common shares without par value. There were 100,305,783 common shares outstanding at April 30, 2022, and 109,145,783 common shares outstanding as of the date of this Management Discussion and Analysis.

### Warrants outstanding at April 30, 2022:

| Expiration date | Number | | Exercise price | Average remaining contractual life (Years) |
|---|---|---|---|---|
| November 25, 2022 | 2,500,000 | $ | 0.07 | 0.57 |
| February 26, 2023 | 11,391,667 | $ | 0.15 | 0.83 |
| March 19, 2023 | 19,953,108 | $ | 0.15 | 0.88 |
| | **33,844,775** | $ | 0.14 | 1.09 |

On May 30, 2022, the Company completed the first tranche of a private placement of 8,840,000 units at $0.06 per unit for gross proceeds of $530,400. Each unit is comprised of one common share in the capital of the Company and one share purchase warrant. Each Warrant will entitle the holder thereof to acquire one common share at a price of $0.15 until May 30, 2024.

In addition, the Company issued 437,667 finder warrants and paid $32,260 in cash to arm's length parties in connection with the financing. Each finder's warrant will entitle the holder thereof to acquire one common share at a price of $0.15 until May 30, 2024.

## 15. OUTSTANDING SHARE DATA (CONTINUED)

Share options outstanding at April 30, 2022:

| Expiry Date | Number of Options Outstanding | Number of Options Vested | Number of Options Unvested | Exercise Price | | Weighted Average Remaining Life |
|---|---|---|---|---|---|---|
| November 14, 2022 | 3,492,000 | 3,492,000 | - | $ | 0.05 | 0.54 |
| November 29, 2024 | 250,000 | 250,000 | - | $ | 0.05 | 2.59 |
| March 9, 2022 | 400,000 | 400,000 | - | $ | 0.05 | 2.86 |
| March 22, 2026 | 4,000,000 | 4,000,000 | - | $ | 0.07 | 3.90 |
| March 9, 2027 | 100,000 | 100,000 | - | $ | 0.05 | 4.86 |
| March 14, 2027 | 1,250,000 | 1,250,000 | - | $ | 0.05 | 4.87 |
| | 9,492,000 | 9,492,000 | - | $ | 0.06 | 2.72 |

*Expired share options*

On January 18, 2022, 1,250,000 share options exercisable at $0.05 per share expired unexercised.

In March 2022, 300,000 share options exercisable at $0.05 per share expired unexercised.

*Granted share options*

On March 9, 2022, the Company granted 400,000 share options exercisable at $0.05 per share to a consulting firm. The options are exercisable until March 9, 2025. The $21,426 fair value of the options granted were recorded as marketing expense. The fair value of the options was determined using the Black-Scholes option pricing model. The assumptions used to calculate the fair value of the options were based on risk free rate of 1.53%, expected volatility of 179%, expected life of 3 years and a dividend yield of 0%. The options vested immediately on grant.

On March 9, 2022, the Company granted 100,000 share options exercisable at $0.05 per share to a consultant. The options are exercisable until March 9, 2027. The $5,738 fair value of the options granted was determined using the Black-Scholes option pricing model. The assumptions used to calculate the fair value of the options were based on risk free rate of 1.65%, expected volatility of 175%, expected life of 5 years and a dividend yield of 0%. The options vested immediately on grant.

On March 14, 2022, the Company granted 1,250,000 share options exercisable at $0.05 per share to two directors. The share options are exercisable until March 14, 2027. The $59,546 fair value of the options granted was determined using the Black-Scholes option pricing model. The assumptions used to calculate the fair value of the options were based on risk free rate of 1.94%, expected volatility of 176%, expected life of 5 years and a dividend yield of 0%. The options vested immediately on grant.

During the nine-month period ended April 30, 2021, the Company granted 4,000,000 options to certain directors and consultants of the Company exercisable at $0.07 for a period of five years. The $215,051 fair value of the options granted was determined using the Black-Scholes option pricing model. The assumptions used to calculate the fair value of the options were based on risk free rate of 0.99%, expected volatility of 105.59%, expected life of 5 years and a dividend yield of 0%. The options vest immediately on grant.

## 16. RISK AND UNCERTAINTIES

The Company is in the business of acquiring and exploring mineral properties, a business with numerous inherent risks and uncertainties common to other junior mineral exploration companies. Management has identified the following potentially significant inherent risks and uncertainties specific to its operations and plans in the coming years.

## 16. RISK AND UNCERTAINTIES (CONTINUED)

*COVID 19 Pandemic*

In March 2020, the World Health Organization declared the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", a pandemic. This has resulted in governments worldwide enacting emergency measures to limit the spread of the virus, including closure of non-essential businesses. As of the date of this report, the Company has been able to continue operating with no material impact to operations.

There have been no material revisions to the nature and number of estimates and judgments made in respect of the Company's financial statements of prior periods. However, the effects of COVID-19 have required significant judgments and estimates to be made in the preparation of the Company's consolidated financial statements. Additionally, the effects of COVID-19 may require revisions to estimates. To date no revisions to managements' estimates and judgments used in the preparation of the Company's consolidated financial statements have been necessary.

Due to rapid developments and uncertainty surrounding COVID-19 or the possible ending of COVID-19, it is not possible to predict the impact that COVID-19 will have on the Company's operations or financial results in the future. Additionally, it is possible the Company's operations and consolidated financial results will change in the near term as a result of COVID-19 or the ending of COVID-19.

*Funding Requirements*

The Company and its mineral exploration programs are at an early stage and the Company is not profitable and has no source of revenues. The Company relies upon the placement of equity and the exercise of share options for its financing. Whilst it has been successful at raising equity in the past, there can be no assurance that it will be able to do so in the future.

*Exploration and Development*

There can be no assurance that the activities of the Company will result in the discovery of a mineral deposit or that any such discovery will be of sufficient size and grade to warrant production. Each of the mineral claims and exploration permits which the Company holds or has a right to acquire an interest in is in the exploration stage only and without a known body of commercial ore. After discovery of mineralization, significant stages of exploration and assessment are required before economic viability can be determined and development is dependent upon success at every stage. Very few precious or base metal properties that are explored are ultimately developed into production.

*Exploration Risks*

Mineral resource exploration activities involve risks which even a combination of experience, knowledge and prudence may not be able to overcome. The activities in which the Company is directly or indirectly involved will be subject to the hazards normally incidental to exploration activities which could result in injury and damage to life and property, possible adverse environmental impacts and possible legal liability for some or all of such injury, damage or impact. The Company could be exposed to significant defence costs and ultimate financial liability.

*Operational Risks*

The Company has exploration activities in Canada, Republic of Mali, Kingdom of Morocco, and Côte D'Ivoire. Mineral resource exploitation activities involve risks which even a combination of experience, knowledge and prudence may not be able to overcome. The activities in which the Company is directly or indirectly involved will be subject to the hazards normally incidental to mining and milling activities which could result in injury and damage to life and property, possible adverse environmental impacts and possible legal liability for some or all of such injury, damage or impact. The Company could be exposed to significant legal defence costs and ultimate financial liability. Additionally, the economics of mining and milling operations carry significant risk and there is no certainty that any such operations will become economically viable.

*Reliance on Personnel*

The Company is highly dependent on its key executive and operating officers, the loss of any of which could have an adverse effect on the Company. Recent increases in resource exploration activity worldwide have resulted in increased demand for and a resulting shortage of experienced technical field personnel and in increased costs of field personnel and related goods and services. The inability of the Company to secure such personnel when required or at affordable prices could have an adverse effect on the Company's performance.

## 16. RISK AND UNCERTAINTIES (CONTINUED)

*Title Risks*

The Company's exploration properties are in Canada, the Kingdom of Morocco, the Republic of Mali and Côte D'Ivoire. Canada and Morocco are considered to be politically stable insofar as the laws governing mining tenure and mining activities are concerned. In Mali and Côte D'Ivoire the laws governing mining tenure and mining activities are codified but still susceptible to local influence. Therefore, there remains the possibility of political instability, changes to mining regulations or local corruption which could result in the impairment or loss of mining title or impairment of the value of interests held in that country. The Company exercises usual due diligence with respect to determining title to properties in which it has a material interest. However, the Company's property interests may be subject to prior unregistered agreements, transfers or land claims by local persons and title may be affected by undetected defects. There is no guarantee that property titles will not be challenged or impugned.

*Foreign Currency Exchange Rate Risk*

Certain of the Company's primary exploration permits are in the Kingdom of Morocco and the Republic of Mali. The currency of commerce in Morocco is the dirham and in Mali it is the West African Franc (CFA) and the United States dollar. Significant fluctuations in any of the CFA, dirham or the United States dollar against the Canadian dollar could have a material effect on the Corporation's financial results, which are denominated and reported in Canadian dollars.

*Political Instability*

The Company's properties are in Canada and the Kingdom of Morocco which are considered to be politically stable, and in the Republic of Mali and Côte D'Ivoire where democracy is still in its emerging stage and the underlying democratic institutions are still evolving. On May 24, 2021 the elected government of Mali was overthrown in a coup d'état and miliary rule established. The civil unrest has not adversely impacted exploration activities in the country, however any level of internal unrest in a developing country may adversely impact financial markets and investors willingness to invest in projects located in Mali.

## 17. ADDITIONAL INFORMATION

The consolidated financial statements and additional information regarding the Company, including the Company's certificates of annual and interim filings, news releases, and technical reports referred to herein, are available on SEDAR at www.sedar.com.

## 18. ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosures concerning the Company's expenses are provided in the Company's consolidated statement of comprehensive loss and disclosures contained in its consolidated financial statements for the nine-month period ended April 30, 2022. These statements are available on Stellar's SEDAR page and may be accessed through [*www.sedar.com*](http://www.sedar.com).

*Dividends*

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on the Company's financial condition, results of operations, capital requirements, and such other factors as the board of directors deem relevant.

*Management's Responsibility for Financial Statements*

The information provided in this report, including the Financial Statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying consolidated financial statements.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

## 18. ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE (CONTINUED)

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with the Company's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

*Nature of the Securities*

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

*Proposed Transactions*

There are currently no significant proposed transactions except as otherwise disclosed in this MD&A.

*Caution regarding forward-looking information*

This MD&A contains certain forward-looking statements and forward-looking information (collectively referred to herein as "forward-looking statements") within the meaning of applicable Canadian securities laws. All statements other than statements of present or historical fact are forward-looking statements. Forward-looking information is often, but not always, identified by the use of words such as "could", "should", "can", "anticipate", "expect", "believe", "will", "may", "projected", "sustain", "continues", "strategy", "potential", "projects", "grow", "take advantage", "estimate", "well positioned" or similar words suggesting future outcomes. In particular, this MD&A may contain forward-looking statements relating to future opportunities, business strategies, mineral exploration, development and production plans, and competitive advantages.

The forward-looking statements regarding the Company are based on certain key expectations and assumptions of the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, exchange rates, tax laws, the sufficiency of budgeted capital expenditures in carrying out planned activities, the availability and cost of labour and services and the ability to obtain financing on acceptable terms, the actual results of exploration and development projects being equivalent to or better than estimated results in technical reports or prior activities, and future costs and expenses being based on historical costs and expenses, adjusted for inflation, all of which are subject to change based on market conditions and potential timing delays. Although management of the Company consider these assumptions to be reasonable based on information currently available to them, they may prove to be incorrect and such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements.

By their very nature, forward-looking statements involve inherent risks and uncertainties (both general and specific) and risks that forward-looking statements will not be achieved. Undue reliance should not be placed on forward-looking statements, as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations and anticipations, estimates and intentions expressed in the forward-looking statements, including among other things: inability of the Company to continue meeting the listing requirements of stock exchanges and other regulatory requirements, general economic and market factors, including business competition, changes in government regulations or in tax laws; general political and social uncertainties; commodity prices; the actual results of exploration, development or operational activities; changes in project parameters as plans continue to be refined; accidents and other risks inherent in the mining industry; lack of insurance; delay or failure to receive board or regulatory approvals; changes in legislation, including environmental legislation, affecting the Company; timing and availability of external financing on acceptable terms; conclusions of, or estimates contained in, feasibility studies, pre-feasibility studies or other economic evaluations; and lack of qualified, skilled labour or loss of key individuals; as well as those factors detailed from time to time in the Company's condensed interim and annual consolidated financial statements and management's discussion and analysis of those statements, along with the Company's annual information form, if any, all of which are filed and available for review on SEDAR at www.sedar.com. Readers are cautioned that the foregoing list is not exhaustive.

## 18. ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE (CONTINUED)

*Approval*

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the Financial Statements and related financial reporting and internal control matters before the Financial Statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the Financial Statements and the disclosure contained in this MD&A.

A copy of this MD&A will be provided to anyone who requests it.