



Trigon Metals Inc.

Management's Discussion and Analysis

For the three and nine months ended December 31, 2024

TSX-V: TM

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Date: February 27, 2025

This Management's Discussion and Analysis ("MD&A") provides a review of the financial position and results of operations of Trigon Metals Inc. and its subsidiaries (the "Company" or "Trigon Metals" or "Trigon") and should be read in conjunction with the interim condensed consolidated financial statements and notes thereto for the three and nine months ended December 31, 2024 and 2023. This MD&A covers the most recently completed financial period and the subsequent period up to the date of this MD&A. All amounts are expressed in U.S. dollars, except share amounts, unless otherwise stated.

The Company's interim condensed consolidated financial statements have been presented on the basis that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of the business. The Board premises the going concern assumption on its belief in its ability to close the transaction announced with Horizon Corporation Limited ("Horizon") (see Sale of Kombat Mine section of this MD&A). The reader should be aware that historical results are not necessarily indicative of future performance.

The audit committee of the Company has reviewed this MD&A and the interim condensed consolidated financial statements for the three and nine months ended December 31, 2024 and the Company's board of directors approved these documents prior to their release.

Qualified Persons

Dr. Andreas Rompel, FSAIMM/Pr. Sci. Nat., PhD, is a Qualified Person as defined in National Instrument 43-101 ("NI 43-101") and CIM definition standards and has reviewed, verified and approved the technical and scientific information and data included in this MD&A relating to exploration. Dr. Rompel is the VP Exploration of Trigon and is not considered independent.

Fanie Müller, P.Eng, VP Operations of Trigon, who is a Qualified Person as defined by NI 43-101 and CIM standards has reviewed the technical and scientific information and data in this MD&A related to mining operations. Mr. Müller is not considered independent.

Overview

Trigon is a publicly traded Canadian mining, exploration and development company listed on the TSX Venture Exchange ("TSXV") under the symbol "TM", with its core business focused on the exploitation of copper and silver resources in attractive jurisdictions in Africa, where it has substantial assets in place, including the Kombat Copper mine in Namibia as well as the Silver Hill and Addana exploration projects in Morocco.

The Company was incorporated under the *Canada Business Corporations Act* on April 1, 2005. On December 28, 2016, the Company changed its name from Kombat Copper Inc. to Trigon Metals Inc. The Company's head office is located at 658 Lansdowne Avenue, Toronto, Ontario, M6H 3Y8.

Summary of Properties

Trigon Namibia (Kombat project)

The Company, through Trigon Mining (Namibia) (Pty) Ltd ("Trigon Namibia"), holds an 80% interest in five mining licences and two exclusive prospecting licences in the Otavi Mountain lands, an area of Namibia known for its high-grade copper deposits. Within these licences is the Company's Kombat mine, where Trigon undertook open pit mining from May 2023 to September 2024, and in early 2024, commenced with the ramp up of underground mining. In addition to the open pit and the refurbished plant, the Kombat mine's extensive infrastructure includes an 800 metre vertical shaft, known as Asis Far West, which was completed in 2006, two further vertical shafts comprising the Asis West shaft complex, ramp systems and extensive underground workings. The Kombat mine originally opened in 1961 and between 1962 and 2007 produced 12.46 million tonnes of ore grading 2.62% copper, 1.55% lead and 18 g/t silver. The restart of the open pit from May 2023 until September 2024 represented the first phase of Trigon's strategy for Kombat, with the second phase being the re-opening of the Asis West underground mine, which was mined from February 2024 until January 2025. The project is linked to vital existing infrastructure, including power, water, roads, and rail to the port of Walvis Bay.

In January 2025, the underground operations were temporarily suspended for an anticipated period of six to nine months due to failure of both of its main submersible dewatering pumps, which are crucial to the Company's operations. The Company anticipates that dewatering will restart in Q3 of 2025, once the pumps have been repaired and the risk of reoccurrence has successfully been mitigated.

History

On April 23, 2012, the Company acquired 80% of the outstanding shares of Namibian company, Manila Investments (Pty) Ltd, which on August 16, 2018 changed its name to Trigon Mining (Namibia) (Pty) Ltd. The primary asset of Trigon Namibia is its 100% interest in the Kombat mine, located in northern Namibia, comprising five mining licences and two exclusive prospecting licences together with the open pit, underground mine and plant infrastructure. The mining licences were renewed on June 2, 2021 for a period of 10 years. Exclusive prospecting licence EPL7525 was renewed in June 2023 and is valid for a period of two years and exclusive prospecting licence EPL8529, which was transferred to Trigon Namibia effective May 2023, is valid until November 2025.

Operating Highlights

	Three Months Ended Dec 31, 2024	Three Months Ended Sept 30, 2024	Three Months Ended Dec 31, 2023
MINING			
Open Pit Ore Mined (tonnes)	-	46,115	68,116
Open Pit Copper Grade %	-	1.15%	0.95%
Open Pit Silver Grade (g/t)	-	2.83	5.26
Underground Ore Mined (tonnes)	67,712	69,917	-
Underground Copper Grade	1.82%	1.79%	0.00%
Underground Silver Grade (g/t)	16.14	20.29	-
Total Ore Mined (tonnes)	67,712	116,032	68,116
MILLING			
Ore Processed	82,459	77,295	81,479
Copper recovery (%)	88.2%	92.1%	81.7%
Copper Concentrate Production (tonnes)	4,863	4,214	2,560
Concentrate Grade (Cu %)	19.7%	21.2%	24.6%
Concentrate Grade (Ag g/t)	211	260	198
Copper Product Produced (tonnes)	1,005	969	557
Copper Product Produced (lbs)	2,215,202	2,137,159	1,227,753
Silver Product Produced (oz)	32,949	33,852	16,513
SALES			
Copper Concentrate Sold (dry metric tonnes)	4,604	4,547	2,840
Copper Concentrate Sold (lbs)	10,150,070	10,024,407	6,261,121
Copper Product Sold (tonnes)	995	1,018	672
Copper Product Sold (lbs)	2,193,597	2,244,303	1,481,505
Realized copper price (per lb)	\$ 2.93	\$ 3.25	\$ 3.60
FINANCIAL HIGHLIGHTS			
(\$ in 000's, except per share amounts)			
Revenues	\$ 7,490	\$ 7,164	\$ 5,698
Gross (Loss) / Profit	\$ (12,120)	\$ (2,201)	\$ (1,342)
EBITDA	\$ (10,957)	\$ (2,897)	\$ (4,019)
Adjusted EBITDA	\$ (968)	\$ (1,601)	\$ (234)
Net (loss) income	\$ (14,240)	\$ (7,068)	\$ (8,096)
Per share (basic)	\$ (0.34)	\$ (0.16)	\$ (0.17)
Per share (diluted)	\$ (0.34)	\$ (0.16)	\$ (0.17)
C1 cash cost/lb (100% payability) ⁽¹⁾	\$ 3.21	\$ 3.46	\$ 4.28

(1) See non-IFRS measures

Review of Operations

Our third quarter operating highlights are as follows:

- Third quarter copper production was 2,215,202 pounds at C1 cash cost⁽¹⁾ of \$3.21 per pound of copper produced.
- Net realized price of \$2.93 per pound of copper. The low net realized price is due to high penalties, final copper assays being lower than provisional assays and the pricing formula in our offtake contract with IXM that allows for a lowest actual copper price look back adjustment.
- Silver production during the quarter was 32,949 ounces.
- Net loss of \$14,240,0398, or (\$0.34) per share on a basic and diluted basis.
- Negative EBITDA of \$968,447.
- Following the pause of mining operations announced on January 16, 2025, the Company is withdrawing all production, capex and exploration guidance. The management team is focused on completing the sale transaction to Horizon, as set out below, as its primary goal to ensure the Company has sufficient capital in the interim to service its working capital deficit of \$27,026,760 at December 31, 2024. Mining operations have been temporarily suspended, with the majority of the onsite employees retrenched.

⁽¹⁾ See non-IFRS measures section of this MD&A.

Sale of Kombat Mine

On December 3, 2024, the Company announced that it had received an indicative term sheet from Horizon to sell its 80% ownership interest in the Kombat Mine in Namibia ("the Proposed Horizon Transaction") for \$30-50 million in cash with a limited royalty and obtain a \$5 million loan. On February 11, 2025, the Company announced revised terms for the sale of its interest in the Kombat Mine as follows:

- The principal amount of the loan from Horizon to Trigon has been reduced from \$5,000,000 to \$4,000,000, with structured advances over five tranches.
- Horizon has invested \$500,000 in Trigon's private placement offering (see Subsequent Events section for further details).
- An additional loan option of \$2,000,000 has been introduced, providing flexibility for further financing prior to Trigon obtaining shareholder approval for the Proposed Horizon Transaction.
- The purchase consideration for Kombat Mine has been revised from \$30,000,000 to \$24,000,000, payable in eight equal quarterly instalments.
- Payments after the first instalment will be contingent on the parties having secured third-party debt financing of at least \$10,000,000 for the Kombat Mine's development. If this third-party debt financing is not approved with 18 months of approval of the Proposed Horizon Transaction, then Horizon can elect to commence with the instalments, or to return 90% of the shares it holds in the Kombat Mine, with all capital it has contributed being converted to debt repayable by Trigon.
- Adjustments to payment terms related to outstanding liabilities to IXM S.A. and Sprott Private Resource Streaming and Royalty (B) Corp. ("Sprott") have been incorporated.
- A follow-on payment structure has been introduced, linking additional payments to the London Metal Exchange (LME) copper price and future mill expansion at Kombat Mine.

Follow up payments related to the start-up of the Asis Far West expansion are as outlined in the table below:

LME 3-month Cu price (USD/Tonne) at the close on the LME on the date preceding the Sprott trigger date	<9,000	9,000<10,000	>10,000	>15,000 *
Payment to the Company on the Sprott trigger date	\$5,500,000	\$8,000,000	\$13,000,000	N/A
Payment to the Company on the 1st anniversary of Sprott trigger date	0	\$2,000,000	\$2,000,000	N/A
Payment to the Company on mill expansion to 1,500 tpd (expedited scenario*)	0	0	0	\$8,000,000
Payment to the Company on 1st anniversary of mill expansion to 1,500 tpd (expedited scenario*)	0	0	0	\$7,000,000

*Expedited option is not additional to other follow-on payments, nor is it subject to Sprott trigger date condition. The average LME Cu closing price for a period of 30 consecutive calendar days must be greater than \$15,000.

The Sprott trigger date is the date on which underground operations achieve average production of 2,250tpd for a 90 day period.

Strategic Rationale

The revised terms of the Proposed Horizon Transaction enhance Trigon's financial flexibility while ensuring continued exposure to the Kombat Mine's upside potential. By restructuring the deal, Trigon secures near-term capital while minimizing dilution for existing shareholders. The Agreement also strengthens the Company's ability to focus on advancing its other core projects, particularly the Kalahari Copper Project and the Safi Silver spinout, while allowing Horizon to lead the next phase of development at Kombat Mine. This strategic alignment optimizes Trigon's asset portfolio and supports long-term value creation for shareholders.

Drilling Results

On October 8, 2024, Trigon announced the results of drilling from underground drilling at Shaft 1 at levels 3 and 5 at the Kombat mine. These holes were intended as confirmation but have significantly increased the grade and extended the known mineralization in the zone. The holes targeted orebodies adjacent to historic workings and close to existing development.

Highlights – Level 3 (105 metres from surface)

- **KWO-217:** 5 metres at 11.21% Cu and 117.89 g/t Ag
- **KWO-218:** 8 metres at 2.55% Cu and 18.65 g/t Ag
- **KWO-221:** 9 metres at 3.93% Cu and 56.13 g/t Ag

Highlights – Level 5 (120 metres from surface)

- **KWO-194:** 2 metres at 4.36% Cu and 22.27 g/t Ag
- **KWO-198:** 4 metres at 2.83% Cu and 49.75 g/t Ag

Drillholes KWO-217, KWO-218 and KWO-221 were drilled on the South-Eastern margin of the sublevel 3.1, about 105m from surface where they all intercepted significant intercepts of mineralization between 8 metres and 16 metres to the North-East, South-West of their closest historical intercepts. Similarly, drillholes KWO-194 and KWO-198 were drilled on the Southern margin of the Level 5, about 150m from surface where multiple intercepts found between 80 metres and 84 metres to the East-West from their nearest historical intercepts.

Subsequent Events

Pause of Operations

On January 16, 2025, the Company announced that it experienced a setback in underground pumping due to the failure of both of its main dewatering pumps at the Company's Kombat mine in Namibia. As a result, the Company suspended underground mining as the pump failure resulted in the underground mine flooding. All precautions were taken to ensure safety at the Kombat site throughout the process.

On January 31, 2025, the Company further announced that the suspension was anticipated to be for a period of six to nine months, and that dewatering is anticipated to restart in Q3 of 2025, once the pumps have been repaired and the risk of reoccurrence has successfully been mitigated. During this period, the Company is implementing a comprehensive recovery plan including advanced repairs and upgrades to critical equipment, to ensure long-term operational resilience and efficiency.

As part of this operational adjustment, the Company also announced the retrenchment of the majority of its onsite employees, in terms of a temporary workforce reduction at the mine site. This decision, while necessary under the current circumstances, was one of great regret, and Trigon remains committed to supporting all affected team members through this transition.

Drilling Update

On January 23, 2025, the Company announced the results of the underground drilling at Shaft 1, at levels 1, 3 and 4 at the Kombat mine. The Company also wishes to address a correction to language used in its previous press release dated January 23, 2025. These confirmation holes were targeting orebodies adjacent to historic workings and close to existing underground development. True intercept width is unknown. The holes listed below have extended the known mineralization and mineable tonnes in the upper levels at Shaft 1 (see Figure 1, 2 and 3).

Highlights – Level 1 sub 1 (45 metres from surface)

- **KWO-238** : 12 metres at 2.27% Cu and 30.41 g/t Ag
- **KWO-239** : 8 metres at 10.44% Cu and 35.34 g/t Ag

Highlights – Level 3 sub 1 (105 metres from surface)

- **KWO-242**: 3 metres at 6.81% Cu and 87.83 g/t Ag
- **KWO-256** : 5 metres at 1.40% Cu and 21.89 g/t Ag
- **KWO-257**: 6 metres at 1.40% Cu and 13.95 g/t Ag

Highlights – Level 4 (120 metres from surface)

- **KWO04L-319** : 6 metres at 2.15% Cu and 41.20 g/t Ag
- **KWO04L-323**: 5 metres at 3.08% Cu
- **KWO04L-324**: 9 metres at 1.94% Cu and 21.73 g/t Ag

Drillholes KWO-238 and KWO-239 were drilled on the eastern margin of the Sublevel 1.1 of the mined out orebody, about 45 metres from surface. These two holes intersected significant grade approximately 24 metres from the closest historical drillhole results known as OMEG orebodies (refer to Figure 4). These orebodies are conformed with the regional strike-length of the Kombat trend (E-W).

Drillhole KWO-242 was drilled southwards, defining the orebody thickness which is extending to the East of level 3 sub-1. This area is about 105 metres from surface and the intersections were 5m long (refer to Figure 5). Similarly, drillholes KWO-256 and KWO-257 were drilled at angles of 15 ° to 30 ° to outline vertical continuity of the orebody. These holes also intersected mineralization between 23 and 25 metres, defining a clear zone of mineralisation (refer to Figure 6).

Drillhole KWO04L-319 was drilled towards the western margin of the existing development on level 4, about 155 metres from surface. This drill hole was aimed at defining the vertical extend as a follow up to the closest historical intercepts. Similarly, drillholes KWO04L-323 and KWO04L-324 were drilled on the western margin of the Level 4, where multiple intercepts were drilled between 4 and 20 metres from their nearest historical

intercepts (refer to Figure 7).



Figure 1 : Shaft #1 Drill Core from Level 1 Sub-level 1 – KWO-239 — Figure 1 shows massive bornite adjacent to a stope at the end of hole (KWO239).



Figure 2: Shaft #1 Drill Core from Level 3 Sub-level 1 – KWO-256 — Figure 2 shows bornite and chalcopyrite occurring in highly calcified and fractured zone



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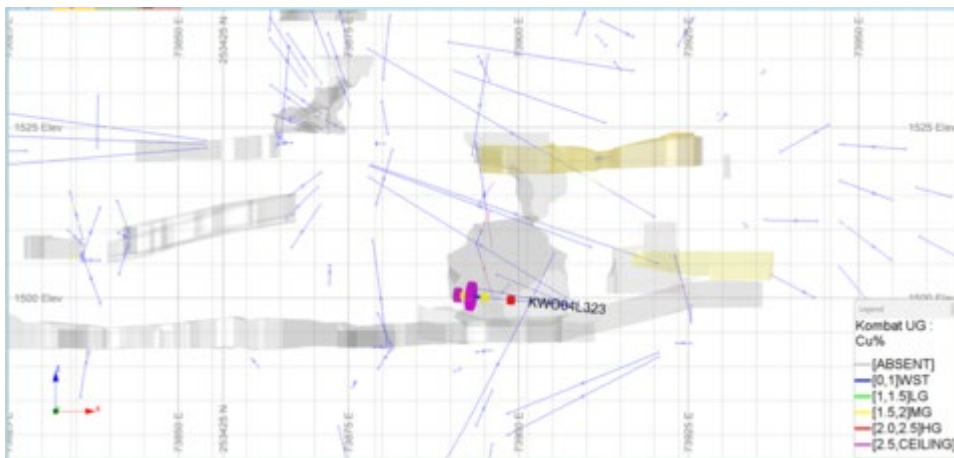


Figure 7: Drilling at Shaft #1, Level 4

Private Placement

On February 21, 2025, the Company closed the first tranche of a non-brokered private placement. The Company issued 4,390,000 common shares at a price of \$0.17 (CAD\$0.25) per share for gross proceeds of \$762,735 (CAD\$1,097,500). The Company paid finders fees \$35,583 (CAD\$51,200) (and issued 15,000 finder's warrants in association with the private placement. Each finder's warrant entitles the holder to acquire one common share of the Company at a price of \$0.17 (CAD\$0.25) for a period of two years.

All securities issued in connection with the Offering will be subject to a statutory hold period of four-months and one-day. The Company intends to use the net proceeds from the Offering for working capital and general corporate purposes.

Environmental, Social and Governance (“ESG”)

Trigon is committed to being a responsible mineral producer, developer and explorer, and to creating long term shared value for all its stakeholders, including employees, local communities in the areas in which it operates, and shareholders.

For Trigon, ESG is about sustainable development throughout the group, creating tangible, practical plans that achieve real results, and embedding these core principles in our day-to-day business operations. Sustainability is key in all aspects of our business including environmental management, health and safety, community engagement, security and human rights.

With the restart of the Kombat mine in Namibia, Trigon has a unique opportunity to establish an ESG framework designed specifically for the local community surrounding Kombat, focusing on areas of need in this region. In particular, from a social perspective, Trigon is focusing on youth and education with measurable targets to ensure that our initiatives are having a meaningful and lasting impact where they are needed most.

Trigon’s ESG strategy is underpinned by a formal ESG sustainability policy in Namibia, and relevant corporate governance frameworks and policies throughout the company.

Environmental

Trigon is committed to minimizing its footprint in the environments in which it operates.

The Company operates under environmental management plans and standards in both Namibia and Morocco, in compliance with local legislation, as approved in terms of its mining and exploration permits in the relevant jurisdictions.

Social

Health and Safety

Trigon places the highest priority on safety in the workplace and has implemented various formal policies to ensure the health and safety of all employees and visitors to the site.

During the quarter under review, the following initiatives have been undertaken in the Kombat town and community:

- 5,000 liters of water provided daily to the Kombat Combined School;
- Supporter and Stakeholder for the Kombat Crime Curb Initiative with Namibian Government;
- Trigon implemented School Patrol Program for Kombat Combined School with Namibian Government and Motor Vehicle Fund;
- 44 million liters of drinking water extracted for Kombat town residents;
- 50 tonnes of domestic waste collected and moved monthly;
- Supply of water to the Namibian National Water Company and canaled to the Omatako Dam;
- Trigon employed two lifeguards for the ponds at Neu-Sommerau;
- Homecare Based Community Outreach Programs operated by Hope Home Based Health Care and Trigon for the Kombat and Neu-Sommerau Settlement;
- Project Hope for the Vulnerable and Unemployed residents for the Kombat Neu-Sommerou Settlement. Trigon provided monthly food packets on a rotational basis and funds as agreed for cleaning up Kombat Neu- Sommerou Settlement. 80 homesteads benefited from Project Hope to date.

Review of Financial Results from Continuing Operations

	Three months ended December 31,		Nine months ended December 31,	
	2024	2023	2024	2023
Expenses				
Consulting fees	\$ 362,230	\$ 409,910	\$ 1,306,258	\$ 911,665
Professional fees	160,040	152,270	344,190	223,565
Travel and related costs	18,908	42,270	87,611	93,696
Investors relations and filing fees	63,944	56,032	149,340	162,177
General and administrative costs	34,518	18,541	107,764	70,869
Share-based compensation	-	2,184	232,900	25,755
Foreign exchange loss (gain)	(865,339)	(70,506)	(1,258,446)	(269,736)
Total expenses before the undernoted	\$ (225,699)	\$ 610,701	\$ 969,617	\$ 1,217,991
Other income (expense)				
Interest income	\$ 490	\$ 60,470	\$ 2,936	\$ 404,908
Finance charges	(15,578)	-	(15,578)	(19,438)
Change in fair value of warrant liability	526,879	(578,514)	493,584	(588,440)
Net loss from continuing operations	\$ 737,490	\$ (1,128,745)	\$ (488,675)	\$ (1,420,961)
Net loss from discontinued operations	(14,978,145)	(6,758,194)	(23,034,968)	(13,493,257)
Net loss and comprehensive loss	\$ (14,240,655)	\$ (7,886,939)	\$ (23,523,643)	\$ (14,914,218)
Net loss and comprehensive loss from continuing operations attributable to:				
Shareholders of Trigon Metals Inc.	737,490	(1,128,745)	\$ (488,675)	\$ (1,420,961)
Net loss and comprehensive loss from discontinued operations attributable to:				
Shareholders of Trigon Metals Inc.	\$ (12,452,896)	(5,912,913)	\$ (19,905,574)	\$ (12,466,685)
Non-controlling interest	(2,525,249)	(845,281)	(3,129,394)	(1,026,572)
	\$ (14,978,145)	\$ (6,758,194)	\$ (23,034,968)	\$ (13,493,257)

During the quarter ended December 31, 2024, the Company reclassified its Kombat Mine operating results to discontinued operations given the Proposed Horizon Transaction. The Company has previously classified its Safi Silver assets as discontinued operations. The two items are presented together as “discontinued operations” in the above table. The interim condensed consolidated financial statements for the three and nine months ended December 31, 2024 has disaggregated information for Kombat and Safi Silver. The Company continuing operations represent the Company’s Copperbelt Project and its corporate expenses. The comparative results have been restated for consistent presentation.

During the three and nine months ended December 31, 2024, the Company recorded net losses of \$14,240,655 and \$23,523,643, respectively compared to net losses of \$7,886,939 and \$14,914,218, respectively for the same period in the prior year. The significant increase in net loss from the previous period is due to impairment charges as discussed in more detail in the “Review of Financial Results from the Kombat Mine- Discounted Operations”.

During the three and nine months ended December 31, 2024, the Company recorded consulting fees of \$362,230 and \$1,306,258 compared to \$409,910 and \$911,665, respectively in the same period in the prior year. The Company does adjust its team as conditions require. The increase in the nine months ended December 31, 2024, represents staff additions to assist with increasing operations.

During the three and nine months ended December 31, 2024, the Company recorded professional fees of \$160,040 and \$344,190 compared to \$152,270 and \$223,565 in the comparative period. The increase for the nine months ended December 31, 2024 represents additional professional fees incurred with evaluating the Proposed Horizon Transaction.

During the three and nine months ended December 31, 2024, the Company recorded a change in the fair value of the warrant liability of \$526,879 (gain) and \$493,584 (gain), compared to \$578,514 (expense) and \$588,440 (expense) in the comparative period. The Company has warrants denominated in Canadian dollars whereas its functional currency is the U.S. dollar. As such the warrants represent a derivative liability and are revalued each period. The warrants value will move opposite the common share price (i.e. as the share price goes up,

the value of the warrants will increase resulting in losses in the income statement and conversely as the share price goes down, the value of the warrants will decrease results in gains in the income statement).

Review of Financial Results from Kombat Mine Discontinued Operations

	Three months ended December 31,		Nine months ended December 31,	
	2024	2023	2024	2023
Revenue	7,489,670	5,698,012	24,685,784	5,734,375
Cost of sales	6,729,097	5,116,494	20,861,183	5,259,653
Cost of sales - depreciation	1,500,174	1,560,229	5,022,381	1,760,802
Cost of sales - impairment	11,380,616	3,483,275	13,730,896	3,483,275
Gross income (loss)	(12,120,217)	(4,461,986)	(14,928,676)	(4,769,355)
Expenses				
Exploration and evaluation expenditures	620,734	-	1,698,494	1,252,562
Professional fees	21,207	2,550	81,858	30,911
Accretion expense	1,783,379	2,507,515	4,929,263	7,055,315
Loss on asset disposal	-	-	219,212	-
Finance charges	310,952	24,098	701,954	36,198
Change in fair value of buyback option		(209,074)	-	(209,074)
Other expense (income)	44,685	(41,625)	126,302	(67,751)
Net loss	\$ (14,901,174)	\$ (6,745,450)	\$ (22,685,759)	\$ (12,867,516)

For the three and nine months ended December 31, 2024, the Company presented revenues of \$7,489,670 and \$24,685,784, respectively, and cost of sales of \$6,729,097 and \$20,861,183, respectively, on the consolidated statement of loss for the Kombat Mine discontinued operation (three and nine months ended December 31, 2023: \$5,698,012 and \$5,734,375 of revenue, respectively, and \$5,116,494 and \$5,259,653 in cost of sales, respectively).

The Company's realized revenues were negatively impacted by high penalties, final copper assays being lower than provisional assays and the pricing formula in our offtake contract with IXM that allows for a lowest actual copper price look back adjustment.

During the nine months ended December 31, 2024, the Company recorded an impairment charge net of amortization of \$13,730,896. \$2,350,280 of the impairment charge was recorded during the three months ended September 30, 2024 relating to the stoppage of surface mining operations. \$11,380,616 of the impairment charge recorded in the three months ended December 31, 2024 related to the flooding of the mine subsequent to December 31, 2024 quarter end and the impairment of capitalized dewatering and other costs associated with the underground mine.

In the year ended March 31, 2024, the Company recorded impairment charges of \$3,483,275 on the Kavango, Kavango North and E400 open pits, as these pits were fully depleted. The Company continued to mine at its Ore Capping open pit thereafter.

The exploration and evaluation expenditures in the three and six months ended December 31, 2024 from the Kombat Mine discontinued operation of \$364,204 and \$1,698,494, respectively, are related to the costs of personnel and general and administration activities incurred in respect of the Kombat project in Namibia.

Accretion expense at Kombat Mine discontinued operation for the three and nine months ended December 31, 2024 was \$1,783,379 and \$4,929,263, respectively, compared with \$2,507,515 and \$7,055,315, respectively, in the comparative period. Accretion expense represents the accounting expense of the Company's Sprott stream calculated using a 23.68% discount rate to discount the expected future silver and copper deliveries owing to Sprott over life of mine using estimates from the SRK Consulting South Africa (Pty) Ltd. Feasibility

Study released in March 2024. During the nine months ended December 31, 2024, the Company delivered \$1,394,840 of silver to Sprott which is recorded as a reduction of the stream obligation. The Company triggered its 6.5% copper stream delivery obligations during the first quarter which was linked to achieving an underground mining production threshold.

	Three months ended December 31,		Nine months ended December 31,	
	2024	2023	2024	2023
<u>Trigon Namibia</u>				
Drilling and assay	\$ -	\$ -	\$ 4,015	\$ 10,275
Field office and support	243,147	-	658,294	473,217
Consulting and labour	354,306	-	959,717	632,050
Licence and permit	746	-	6,090	109,326
Travel	20,638	-	58,793	27,694
	\$ 618,836	\$ -	\$ 1,686,908	\$ 1,252,562
<u>Copperbelt, Namibia</u>				
Assay and survey	\$ -	\$ -	\$ 8,035	\$ -
Field office and support	-	-	1,653	-
Consulting and labour	1,898	-	1,898	-
	\$ 1,898	\$ -	\$ 11,586	\$ -
Total exploration and evaluation expenditures	\$ 620,734	\$ -	\$ 1,698,494	\$ 1,252,562

As of December 31, 2024, the Company had overdue cash amounts owed to Sprott in the amount of \$1,763,131 in relation to the Sprott Streaming Agreement. These amounts are included in the stream liability in the financial statements. The Company is also in arrears on its January and February 2025 obligations to Sprott bringing the total arrears to \$2,048,201 as of the date of this MD&A. The Company signed a waiver and consent agreement with Sprott until July 31, 2025.

Deferred revenue on streaming arrangement as at March 31, 2023	\$ 40,622,799
Deferred revenue recognized	(459,422)
Accretion	9,605,504
Recovery of finance costs on deferred revenue	(20,353,417)
Deferred revenue on streaming arrangement as at March 31, 2024	29,415,464
Deferred revenue recognized	(1,394,840)
Accretion	4,833,013
Deferred revenue on streaming arrangement as at December 31, 2024	\$ 32,853,637

Cash Flows from Continuing Operations

Operating Activities

Operating activities provided \$807,140 and \$420,720, respectively, of cash during the three and nine months ended December 31, 2024 compared to cash used by operations of \$7,352,918 and \$14,068,689, respectively, during the three and nine months ended December 31, 2023. The increase in cash provided by operating activities is due primarily due to extending payment terms on creditors (i.e. from a significant reduction in working capital) combined with efforts to reduce spending.

Financing Activities

Financing activities provided \$49,411 and \$149,618 during the three and nine months ended December 31, 2024, respectively, compared to providing \$1,580 and \$3,380,281 during the three and nine months ended December 31, 2023, respectively. During the nine months ended December 31, 2023, the main source of financing to the Company came from \$3,783,015 from a private placement.

Discontinued Operations

Discontinued operations used \$1,034,017 and \$1,170,587 during the three and nine months ended December 31, 2024, respectively, compared to providing \$1,613,062 and using \$7,282,837 during the three and nine months ended December 31, 2023.

Summary of Quarterly Results

	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
Net Loss	\$	\$	\$	\$
Net income (loss) from continuing operations	737,490	322,390	(1,548,555)	(132,192)
Net income (loss) from discontinued operations	(14,978,145)	(7,390,633)	(666,447)	3,946,007
Basic and diluted loss per share from continuing operations	0.02	0.01	(0.04)	(0.27)
Basic and diluted loss per share from discontinued operations	(0.34)	(0.17)	(0.02)	(0.12)

Balance sheet

Total assets	22,599,144	37,981,307	39,454,401	38,053,165
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	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023
Net Loss	\$	\$	\$	\$
Net loss from continuing operations	(1,128,745)	(54,199)	(238,017)	(1,965,661)
Net loss from discontinued operations	(232,004)	(3,659,629)	(2,866,561)	(13,975,257)
Basic and diluted loss per share from continuing operations	(0.02)	(0.00)	(0.01)	(0.06)
Basic and diluted loss per share from discontinued operations	(0.18)	0.00	0.00	(0.41)

Balance sheet

Total assets	35,965,975	39,025,691	35,231,634	35,672,049
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Liquidity and Capital Resources

As at December 31, 2024, the Company had negative working capital of \$27,026,760 compared with negative working capital of \$4,081,433 as at March 31, 2024. During the three and nine months ended December 31, 2024, the Company had net losses of \$14,240,655 and \$23,523,643, respectively (three and nine months ended December 31, 2023: net losses of \$7,886,939 and \$14,914,218, respectively).

As announced on January 16, 2025, Trigon has paused operations at its Kombat mine for an anticipated six to nine months due to the failure of both its main submersible dewatering pumps. The Company thus has no internal source of cash flow to service its working capital deficit of \$27,026,760 at December 31, 2024 and provide funds required for ongoing care and maintenance. The Company has received various formal payment demands from its creditors in Namibia including such notices which serve as formal notification of the creditor's

intention to start insolvency proceedings as allowed under section 350 of the Namibian Companies Act.

The Company's ability to continue as a going concern is dependent on its ability to close the Proposed Horizon Transaction or raise sufficient capital to service its liabilities and provide funds for care and maintenance operations should the Proposed Horizon Transaction not conclude. The Company signed a waiver and consent agreement with Sprott to July 31, 2025. As of the date of this MD&A, the Company is in arrears to Sprott for a total of \$2.1 million on its stream liability. Management believes it will be able to raise sufficient capital and/or close the Proposed Horizon Transaction before any formal Namibian liquidation takes place and thus the consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern. There can be no assurance the Company will be successful in these endeavors.

Should the Proposed Horizon Transaction not conclude, any additional equity financing may be on terms that are dilutive, or potentially dilutive, to the Company's shareholders and debt financing, if available, may involve restrictive covenants with respect to the Company's ability to pay dividends, raise additional capital or execute various other financial and operational plans. If additional capital is not available as and when needed, it may raise substantial doubt about the Company's ability to continue as a going concern.

Non IFRS Measures

The Company has included certain non-IFRS performance measures, namely working capital, C1 costs, EBITDA and Adjusted EBITDA throughout this document. In the mining industry, these are common non-IFRS performance measures but do not have a standardized meaning. As a result, these measures may not be comparable to similar measures presented by other companies. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, we and certain investors use this information to evaluate the Company's performance and ability to generate cash, profits and meet financial commitments. Non-IFRS measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. As a result, these measures may not be comparable to similar measures presented by other companies. For a reconciliation of these measures to the most directly comparable financial information presented in the Financial Statements in accordance with IFRS, see the tables below.

The following table provides a reconciliation of working capital to the Company's eight most recently completed quarters.

As at December 31, 2024, the Company had negative working capital of \$27,026,760 compared to working capital of \$4,081,433 as at March 31, 2024, including cash of \$19,045 (March 31, 2024: \$619,294) in continuing operations and cash of \$385,757 in discontinued operations. The Company's primary capital needs are funds for the exploration and development of its mining properties, administrative expenses and working capital. The Company will maintain its excess working capital in Canadian and US dollars, which are only converted to Namibian dollars or Moroccan dirhams as required. The Company maintains most of its cash reserves at a large reputable Canadian commercial bank in high quality short-term deposits or cash.

Working Capital	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023
	\$	\$	\$	\$	\$	\$	\$	\$
Cash	19,045	196,511	219,830	619,294	2,736,282	8,492,825	13,064,676	19,676,136
Receivables	49,909	46,718	72,849	55,995	16,089	167,031	88,482	33,260
Prepaid expenses	28,471	56,808	59,000	87,811	159,137	87,503	80,670	28,418
Assets from discontinued operations	22,501,719	37,681,270	39,102,721	22,371	32,809,554	30,278,333	21,997,806	15,934,234
Accounts payable and accrued liabilities	(1,235,303)	(800,772)	(596,108)	(471,992)	(228,163)	(66,175)	(84,737)	(93,207)
Warrant liability	(222,652)	(749,531)	(1,173,043)	(716,236)	(1,713,053)	(1,109,868)	(342,900)	(252,716)
Liabilities from discontinued operations	(48,167,949)	(49,266,777)	(43,714,343)	(1,320,210)	(53,247,084)	(49,029,865)	(44,802,326)	(42,232,862)
Working Capital	(27,026,760)	(12,835,773)	(6,029,094)	(1,722,967)	(19,467,238)	(11,180,216)	(9,998,329)	(6,906,737)

C1 cost measure includes the cost of mining, milling, Namibian site level general and administrative expenses, and royalties but excludes capital costs, exploration costs, and corporate overheads. This measure primarily focuses on the direct costs of producing our copper concentrate product on a 100% payability basis. The C1

cost metric does not include costs like capital costs, exploration costs, corporate overheads, or any other costs not directly related to production. Management thus believes C1 is a measure that best reflects the efficiency and effectiveness of our Namibian mining operations.

	Three Months Ended Dec 31, 2024	Three Months Ended Sept 30, 2024	Three Months Ended Dec 31, 2023
C1 Cost Reconciliation:			
Copper (lbs)	\$ 2,215,202	\$ 2,137,159	\$ 1,227,753
Cost of sales	\$ 6,729,097	\$ 6,999,511	\$ 5,116,494
Namibian administrative costs	\$ 488,389	\$ 478,427	\$ 174,690
By-product revenue offset	\$ (105,367)	\$ (84,568)	\$ (36,654)
Total C1 cash costs	\$ 7,112,119	\$ 7,393,370	\$ 5,254,529
 C1 cost / lb (100% payability)	 \$ 3.21	 \$ 3.46	 \$ 4.28

The Company believes EBITDA is a useful measure to assess the performance of the Company as it provides more meaningful operating results by excluding the effects of expenses that are not reflective of our underlying business performance and other one-time or non-recurring expenses. The Company defines EBITDA as net income (loss) before (i) depreciation and amortization; (ii) income taxes; and (iii) interest expense and accretion.

The Company believes Adjusted EBITDA is a useful measure to assess the performance of the Company as it provides more meaningful operating results by excluding the effects of expenses that are not reflective of our underlying business performance and other one-time or non-recurring expenses. The Company defines Adjusted EBITDA as EBITDA adjusted to exclude extraordinary items, non-recurring items and, other non-cash items, including, but not limited to (i) share based compensation expense, (ii) change in fair value of the warrant liability and the Sprott stream buy out option, (iii) non-recurring legal and professional fees, human-resources, inventory and collections-related expenses, (iv) intangible impairments and loss on disposal of assets, (v) stream modification gains or losses (vi) foreign exchange gains/losses.

	Three Months Ended Dec 31, 2024	Three Months Ended Sept 30, 2024	Three Months Ended Dec 31, 2023
Adjusted EBITDA Reconciliation:			
Net loss and comprehensive loss	\$ (14,240,398)	\$ (7,068,243)	\$ (8,095,812)
Depreciation	\$ 1,500,174	\$ 2,365,551	\$ 1,560,229
Interest & accretion expense	\$ 1,783,379	\$ 1,805,316	\$ 2,516,125
EBITDA	\$ (10,956,845)	\$ (2,897,376)	\$ (4,019,458)
Change in FV of warrant liability	\$ (526,879)	\$ (423,512)	\$ 578,514
Change in FV of buy back option	\$ -	\$ -	\$ (209,074)
Impairment	\$ 11,380,616	\$ 2,350,280	\$ 3,483,275
Share based compensation	\$ -	\$ -	\$ 2,814
Foreign exchange loss/ (gain)	\$ (865,339)	\$ (630,491)	\$ (70,506)
Adjusted EBITDA	\$ (968,447)	\$ (1,601,099)	\$ (234,435)

Off-Balance Sheet Arrangements

To the best of management's knowledge, the Company has no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or the financial condition of the Company.

Financial Commitments, Contingencies and Litigation

Management contracts

The Company is party to certain management contracts and severance obligations. These contracts contain clauses requiring additional payments of up to \$1,384,000 to be made to the officers of the Company upon the occurrence of certain events such as a change of control. As the triggering effect has not taken place, the contingent payments have not been reflected in these consolidated financial statements. Additional minimum management contractual commitments remaining under the agreements are approximately \$693,000, all due within one year.

Legal claims

From time to time, the Company is named as a party to claims or involved in proceedings, including legal, regulatory and tax related, in the ordinary course of its business. While the outcome of these matters may not be estimable at period end, the Company makes provisions, where possible, for the estimated outcome of such claims or proceedings. Should a loss result from the resolution of any claims or proceedings that differs from these estimates, the difference will be accounted for as a charge to net loss in that period. As noted in the liquidity and capital resources section of this MD&A, the Company has received various formal payment demands from its creditors in Namibia including such notices which serve as formal notification of the creditor's intention to start insolvency proceedings as allowed under section 350 of the Namibian Companies Act. The Company believes it will be able to settle these claims from the proceeds of the Proposed Horizon Transaction or at the time of the Proposed Horizon Transaction closing.

Environmental

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

Silver Hill Project

The Company completed its acquisition of 100% equity interest in Technomine, a Moroccan company from Technomine's shareholders on September 24, 2020. The Company (until the completion of the planned spin-out as previously disclosed) is required to meet the terms of the transaction outlined in the definitive agreement as consideration of the acquisition. As of December 31, 2024, the second acquisition fee payable has not been paid.

Sprott Streaming Agreement Production Commitments

If production from the Asis West underground mine does not reach a thirty consecutive day average daily production of 900 tonnes of ore per day by October 31, 2025, Trigon shall repay Sprott \$37.5 million multiplied by the pro rata production achieved relative to the 900 tonnes of ore per day threshold underground production. The repayment obligation will convert to a one-year promissory note bearing interest at 12% per annum. Refer to section 2.9 of our Metals Purchase and Sale Agreement dated October 24, 2022 filed on www.sedarplus.ca on November 2, 2022 for additional details. The threshold was achieved in September 2024.

Related Party Transactions

Compensation of key management

Key management includes the Company's directors and officers. Compensation awarded to key management included:

	Three months ended		Nine months ended	
	December 31,		December 31,	
	2024	2023	2024	2023
Consulting fees	\$ 204,034	\$ 115,538	\$ 615,606	\$ 349,870
Share-based payments	-	-	407,982	-
	\$ 204,034	\$ 115,538	\$ 1,023,588	\$ 349,870

The Company paid \$32,852 in rent to 14122917 Canada Inc., a company controlled by Mr. Jed Richardson for office rent for the nine months ended December 31, 2024 (nine months ended December 31, 2023 - \$nil).

Included in accounts payable and accrued liabilities as at December 31, 2024 was approximately \$100,500 for consulting fees and expenses charged by current and former officers and directors of the Company (March 31, 2024: \$7,399). Such amounts are unsecured, non-interest bearing and with no fixed terms of payment.

Critical Management Judgments and Accounting Estimates

The preparation of the consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The significant areas of judgment and estimation uncertainty considered by management in preparing the consolidated financial statements include:

Critical judgment in applying accounting policies:

- Assets' carrying values and impairment charges

Events or changes in circumstances can give rise to significant impairment charges or reversals of impairment in a particular year. Management exercises its judgment in determining when such events or changes in circumstances have arisen and where such circumstances evidence a significant or prolonged decline of fair value on assets indicating impairment.

- Commercial production

The determination of when the mine is in a condition necessary for it to be capable of operating in the manner intended by management (referred to as "commercial production") is a matter of judgment that will impact when the Company recognizes revenue and operating costs in the consolidated statement of loss and depreciation and depletion commence. In making this determination, management considers whether (a) the major capital expenditures to bring the mine to the condition necessary for it to be capable of operating in the manner intended by management have been completed; (b) a reasonable period of commissioning has been completed; (c) consistent operating results have been achieved at the previously budgeted level of design capacity; and (d) the transfer of operations from the construction personnel to operations personnel has been completed. The Company declared commercial production on the open pit operations on October 16, 2023 and on the underground operations as of April 30, 2024.

- Determination of functional currency

Based on the primary indicators in IAS 21 – The Effects of Change in Foreign Exchange Rates – the US dollar has been determined as the presentation currency of the Company, with the US dollar as the functional currency for all subsidiaries, as the US dollar is the currency in which funds from financing activities (i.e. issuing debt and equity instruments) are generated and because the activities of the foreign operation are carried out as an extension of the reporting entity, rather than being carried out with a significant degree of autonomy. Effects of changes in foreign exchange rates are recorded as foreign exchange gain (loss) on the statement of loss. If the functional currency of the Namibian entities had been the Namibian dollar (“N\$”), the effect of changes in foreign exchange rates would have been reflected as other comprehensive income and carried as a cumulative translation adjustment within accumulated other comprehensive income in the equity section of the consolidated statement of financial position. The Company’s presentation and functional currency for the Company and all subsidiaries were both the Canadian dollar until October 24, 2022.

- Determination of discount rates

Determination of the discount rate for acquisition fees payable is based on comparison to similar interest-bearing debt instruments of a group of comparative companies.

- Expected credit losses

Determining allowance for expected credit losses (“ECLs”) requires management to make assumptions about historical patterns for probability of default, the timing of collection and the amount of incurred credit losses, which are adjusted based on management’s judgment about whether economic conditions and credit terms are such that actual losses may be higher or lower than what historical patterns suggest.

Key sources of estimation uncertainty:

- Depreciation rates

All property and equipment, with the exception of land and buildings, are depreciated on a straight-line basis over three to five years, which the Company believes is the best approximation of the asset utility to the Company. If the estimated life had been longer than management’s estimate, the carrying amount of the asset would have been higher.

The Company’s right of use (ROU) asset is depreciated on a straight-line basis over 10 years, which represents the life of the lease associated with the ROU asset. The Company believes this approach represents the best approximation of the asset utility to the Company.

- Assets’ carrying values and impairment charges

The determination of carrying values and impairment charges and their individual assumptions require that management make an estimate based on the best available information at each reporting period including the future expectation of mine development to extend life of mine. Under situations where management has determined indicators of impairment are present, an impairment assessment will be performed by management whereupon management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets.

- Mineral Reserve and Mineral Resource estimates

The figures for Mineral Reserves and Mineral Resources are determined in accordance with National Instrument 43-101, “Standards of Disclosure for Mineral Projects”, issued by the Canadian Securities Administrators. There are numerous uncertainties inherent in estimating Mineral Reserves and Mineral Resources, including many factors beyond the Company’s control.

Such estimation is a subjective process, and the accuracy of any Mineral Reserve or Mineral Resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Differences between management’s assumptions, including economic assumptions such as metal prices and market conditions, and future circumstances could have a material effect in the future on the Company’s financial position and results of operation.

- Share-based payment transactions and warrants and warrant liability

The Company records share-based compensation at fair value over the vesting period. The Company also issues warrants. The fair value of the options and warrants is determined using the Black-Scholes options pricing model and management assumptions including the expected dividend yield, expected volatility, forfeiture rate, risk free rate and expected life. Should the underlying assumptions change, it will impact the fair value. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

- Streaming arrangements and deferred revenue

Management has determined that based on the agreements, the counterparty assumes significant business risk and rewards associated with the timing and amount of metals being delivered. There is also judgement involved in determining the implied financing cost associated with the streaming arrangement. Management's intention is to settle the obligations under this arrangement through the delivery of non-financial items (i.e., silver and copper), rather than cash or financial assets. As such, the deposits received from the counterparty have been recorded as deferred revenue in the consolidated statement of financial position.

- Estimation of decommissioning and restoration costs and the timing of expenditure

The cost estimates are updated annually to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations) and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

- Income, value added, withholding and other taxes

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

- Date of completion of technical report for the Silver Hill project

Determination of the date of completion of the Company's technical report for the Silver Hill project impacts the carrying amount of acquisition fees payable and is estimated based on available cash flows and anticipated availability of experts to engage in completing the technical report.

Financial Instruments and Financial Risk Management

The Company's financial assets and financial liabilities consist of cash, amounts receivable, buyback option on the stream agreement, accounts payable and accrued liabilities, lease liabilities, acquisition fees payable, warrant liability, and unearned revenue on the streaming agreement. The carrying value of these financial instruments approximates their fair value due to the short-term nature of these instruments. The liability component of the convertible security is recorded at fair value.

Financial assets and financial liabilities as at December 31, 2024 and March 31, 2024 were as follows:

	Assets & liabilities at amortized cost	Assets & liabilities at fair value through profit & loss	TOTAL
<u>At December 31, 2024</u>			
Financial assets:			
Cash	\$ 19,045	\$ -	\$ 19,045
Financial liabilities:			
Accounts payable and accrued liabilities	(1,235,303)	-	(1,235,303)
Warrant liability	-	(222,652)	(222,652)
<u>At March 31, 2024</u>			
Financial assets:			
Cash	\$ 619,294	\$ -	\$ 619,294
Financial liabilities:			-
Accounts payable and accrued liabilities	471,992	-	471,992
Warrant liability	-	(716,236)	(716,236)

Level 2 hierarchy

The warrant liability is classified as a Level 2 financial instrument within the hierarchy of the Company's financial instruments, measured at FVPL in the consolidated statements of financial position as at December 31, 2024.

Within Level 2, the Company includes inputs other than quoted prices that are observable for the liability such as volatility of the underlying shares, interest rates and time to expiry.

Level 3 hierarchy

The buyback option on the streaming arrangement is classified as a Level 3 financial instrument within the hierarchy of the Company's financial instruments, measured at FVPL in the consolidated statements of financial position as at December 31, 2024 and March 31, 2024.

Fair value as at March 31, 2023	\$ 1,233,797
Change in fair value	(1,233,797)
Fair value as at March 31, 2024 and December 31, 2024	\$ -

Within Level 3, the Company includes an asset for which observable inputs are not available for use in the fair valuation of this asset. The key assumptions used in the valuation of these instruments included (but were not limited to): the exercise date of the option, the buyback percentage, the date at which the percentage of copper

sold under the streaming arrangement would be reduced, the monthly production of copper and silver concentrate, and future pricing and volatility of copper and silver during the option period.

Valuations of assets for which market quotations are not readily available, are inherently uncertain, may fluctuate within short periods of time and are based on estimates, and determination of fair value may differ materially from the values that would have resulted if a ready market existed for the investments. Given the size of this asset, such changes may have a significant impact on the Company's financial condition or operating results.

The Company considers its capital structure to include the components of shareholders' equity. Management's objective is to ensure that there is sufficient capital to minimize liquidity risk and to continue as a going concern. As the Company's properties are in the exploration and evaluation and development stages, the Company is currently unable to self-finance its operations. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financings will be favourable.

Risk management is carried out by the management team under policies approved by the Board of Directors. The Company's capital management objectives, policies and processes have remained unchanged during the nine months ended December 31, 2024. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of December 31, 2024, the Company does not believe it is compliant with the policies of the TSXV. In order to bring the Company back into Compliance, the Board has taken steps to dispose of the Kombat Mine and raise additional capital.

Financial risks

The Company's financial instruments comprise cash, amounts receivable, buyback option on the stream agreement, accounts payable and accrued liabilities, lease liability, warrant liability, and acquisition fees payable. The main use of these financial instruments is to fund operations and the pursuit of capital transactions. The main risks that could adversely affect the Company's financial assets, liabilities or future cash flows are credit risk, liquidity risk and market risk.

Management mandates and agrees policies for managing each of these risks. The Company is exposed to a variety of financial risks by virtue of its activities including, but not limited to, those summarized below.

The following discussion also includes a sensitivity analysis that is intended to illustrate the sensitivity to changes in market variables on the Company's financial instruments and show the impact on income or loss and shareholders' equity, where applicable. The sensitivity analysis has been prepared for the nine months ended December 31, 2024, using the amounts of other financial assets and liabilities held as at the consolidated statement of financial position date.

Credit risk

Credit risk arises when a failure by counterparties to discharge their obligations could reduce the amount of future cash inflows from financial assets. The Company minimizes its credit risk by dealing with reputable customers with strong credit ratings. Further, the Company has been prepaid for a substantial portion of its silver sales in advance as part of its silver streaming arrangement, further reducing the Company's credit risk exposure. With respect to credit risk arising from financial assets of the Company, which comprise cash and minimal receivables, the Company's exposure to credit risk arises from default of counterparties, with a maximum exposure equal to the carrying amount of these instruments. As cash balances are held with high credit quality financial institutions, the credit risk to the Company is considered minimal. The Company monitors and is subject to normal industry credit risks.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with financial liabilities as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances.

The Company manages its liquidity risk by forecasting cash flows required for operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

The Company's contractual liabilities and obligations are as follows:

	< 1 year	1 to 3 years	4 to 5 years	>5 years	Total
Accounts payable and accrued liabilities	\$ 1,235,303	\$ -	\$ -	\$ -	\$ 1,235,303
Liabilities from discontinued operations	48,167,949				48,167,949
Balance December 31, 2024	\$ 49,403,252	\$ -	\$ -	\$ -	\$ 49,403,252
Accounts payable and accrued liabilities	\$ 471,992	\$ -	\$ -	\$ -	\$ 471,992
Liabilities from discontinued operations	40,788,879	-	-	-	40,788,879
Balance March 31, 2024	\$ 41,260,871	\$ -	\$ -	\$ -	\$ 41,260,871

The Company's approach to managing liquidity risk is to endeavour to have sufficient liquidity to meet liabilities when due. As at December 31, 2024, the Company had a cash balance from continuing operations of \$19,045 (March 31, 2024: \$619,294). As at December 31, 2024, the Company's financial liabilities from continuing operations consisted of accounts payable and accrued liabilities of \$1,235,303 (March 31, 2024: \$471,992) all due in less than one year, other current liabilities from continuing operations of \$222,652 (March 31, 2024 - \$716,236).

During the year ended March 31, 2024, the Company raised \$3,783,015 through a private placement.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, commodities and equity prices will affect the Company's income or the value of its holdings of financial instruments. The ability of the Company to explore, evaluate and develop its exploration and mining properties and the future profitability of the Company are directly related to the price of base and precious metals. The Company monitors metal prices to determine the appropriate course of action to be taken.

Foreign currency risk

Foreign currency risk is created by fluctuations in the fair value or cash flows of financial instruments due to changes in foreign exchange rates and exposure as a result of investment in its subsidiaries. The Company is exposed to currency risk by incurring certain expenditures in Canadian dollars, US dollars, Namibian dollars and South African Rand for its operations in Namibia and Moroccan Dirham and US dollars in Morocco. The Company has sought to minimize this risk by keeping its cash reserves in US dollars and only purchasing Canadian dollars, Namibian dollars, South African Rand and Moroccan Dirham as needed.

Sensitivity analysis

The carrying amount of cash, amounts receivable, and accounts payable and accrued liabilities equals fair market value. The effect of changes in foreign exchange rates on net loss is deemed insignificant as the number and amount of foreign-currency transactions are relatively small. Had the foreign exchange rates been higher (lower) by 10%, the foreign exchange in the consolidated statement of loss would have been lower (higher) by approximately \$423,000 (nine months ended December 31, 2024: \$679,000).

Future accounting standards issued but not yet effective

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for annual accounting periods beginning on April 1, 2024, or later. Updates that are not applicable or are not consequential to the Company have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

In May 2024, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments – Disclosures. The amendments clarify the derecognition of financial liabilities and introduce an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system. The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVOCI. The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required, and early adoption is permitted.

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. The new standard replaces IAS 1, Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required, and early adoption is permitted.

Risks and Uncertainties

Investing in the Company involves risks that should be carefully considered. The operations of the Company are speculative due to the high-risk nature of its business, being the acquisition, financing, exploration and development of mineral properties. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking information relating to the Company.

Liquidity Concerns and Financing Risks

The Company has limited financial resources, negative operating cash flow and has no assurance that additional funding will be available for further exploration and the development of its projects or to fulfill its obligations under any applicable agreements. There can be no assurance that adequate financing will be obtained in the future or that the terms of such financing, if secured, will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's projects with the possible loss of such properties.

While the Company's consolidated financial statements have been prepared on the basis that it is a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business, failure to secure additional funding may cast doubt about the validity of that assumption. Adjustments to the consolidated financial statements, should they be required, could be material.

Exploration and Mining Risks

The Company is engaged in mineral exploration and development activities. Mineral exploration and development involve a high degree of risk and few properties that are explored are ultimately developed into producing mines. The long-term profitability of the Company's operations will be in part directly related to the cost and success of the Company's exploration programs, which may be affected by a number of factors beyond the Company's control. Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to the exploration and development of, and production from, mineral resources, any of which could result in work stoppages; damage to or destruction of property or production facilities; personal injury; environmental damage; delays in mining;

monetary losses and legal liability. Hazards such as unusual or unexpected geological formations, and other conditions such as formation pressures, flooding, fire, explosions, cave-ins, landslides, inclement or hazardous weather conditions, power outages, labour or transportation disruptions and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation.

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

Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. The economics of developing mineral properties are affected by many factors, including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, allowable production, impediments to the importing and exporting of minerals and environmental protection.

Stage of Development

The Company is in the business of exploring for mineral resources and mining for copper in Namibia, with the ultimate goal of producing from its mineral properties. The Company's Kombat property only commenced commercial production from its open pit operations in October 2023 and its underground operations in April 2024 and Trigon has no history of earnings or cash flow from its operations. As a result of the foregoing, there can be no assurance that the Company will be able to develop any of its properties profitably or that its activities will generate positive cash flow. The Company's operating expenses and capital expenditures may increase in subsequent years in relation to the engagement of consultants and personnel and purchase of equipment associated with advancing exploration, development and commercial production at the Company's properties. The Company expects to continue to incur losses in the near term as it ramps up its mining operations in Namibia. There can be no assurance that the Company will generate any revenues or achieve profitability. A prospective investor in the Company must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of management in all aspects of the development and implementation of the Company's business activities.

Mineral Resource and Mineral Reserve Estimates

There are numerous uncertainties inherent in estimating Mineral Resources and Mineral Reserves, including many factors beyond the control of the Company. Such estimates are a subjective process, and the accuracy of and confidence in any Mineral Resource or Mineral Reserve estimate and its various categories is a function of the quantity and quality of available data and of the assumptions used and judgments made in engineering and geological interpretation. These amounts are estimates only and the actual level of mineral recovery from such deposits may be different. Differences between management's assumptions, including economic assumptions such as metal prices and market conditions, could have a material adverse effect on the Company's financial position and results of operations.

Regulatory Requirements, Permits and Licences

Even if the Company's mineral properties are proven to host economic Mineral Reserves or Mineral Resources, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits or the repatriation of profits. The Company's exploration and development activities, including mine, mill, road, rail and other transportation facilities, and potentially financing alternatives, require permits and approvals from various government authorities, and are subject to extensive federal, departmental and local laws and regulations governing prospecting, development, production, exports, project capitalization, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more time consuming and costly. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. There can be no guarantee that the Company will be able to obtain or maintain all necessary licences, permits and approvals that may be required to explore, develop and finance its

properties, or for the operation of mining facilities. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities.

Title to Properties

It is possible that the Company's mineral properties may be subject to prior unregistered agreements, transfers or native land claims and title may be affected by undetected defects. Title to, and the area of, the mining claims may be disputed and there may be challenges to the title of the properties in which the Company may have an interest, which, if successful, could result in the loss or reduction of the Company's interest in the properties.

Environmental Regulations

The Company's activities are subject to environmental protection and employee health and safety regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessment of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. Any failure to comply fully with all applicable laws and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations, and there is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Markets for Securities

There can be no assurance that an active trading market in the Company's securities will be established and sustained or that significant fluctuations in the Company's share price will not occur. The market prices for securities of many companies, particularly exploration stage companies, are subject to wide fluctuations that are not necessarily reflective of their operating performance, underlying asset values or the prospects of such companies. Factors such as commodity prices, government regulation, interest rates, share price movements of peer companies and competitors, as well as overall market conditions, may have a significant impact on the market price of the securities of the Company.

Commodity Prices

The ability of the Company to develop, explore and evaluate its mineral properties and the future profitability of the Company are directly related to the price of copper and other metals. Factors beyond the control of the Company may affect the marketability of any substances discovered and there is no assurance that a ready market will exist for the sale of commercial quantities of ore. Copper and other metal prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rates of inflation, the world supply of copper and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of copper has fluctuated widely in recent years and future price declines could cause commercial production to be impracticable, thereby having a materially adverse effect on the Company's business, financial condition and result of operations.

Economic Empowerment

Maintaining the Company's licences requires alignment with the local and national objectives relevant to the areas in which the Company operates.

Over the last several years, Namibia has been developing a national policy framework that aims to address the perceived consequences from the previous discriminatory regimes. The framework is built on six pillars, including: Ownership; Management, Control and Employment Equity; Human Resources and Skills Development; Entrepreneurship Development and Marketing; Corporate Social Responsibility and Value Addition; and Technology and Innovation. Although the Namibian national policy framework and draft bill have

not been legislated, the Company has made efforts developing empowerment policies and practices that are generally consistent with the themes set out in each of the pillars contained in the framework. There is no assurance, however, that final legislation will not have adverse effects on the Company or increase its cost of doing business in Namibia.

Uninsurable Risks

The Company maintains insurance to cover normal business risks. The Company may, however, become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position. In the course of exploration and development of, and production from, mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including explosions, rock bursts, cave-ins, land movements, earth work failures, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company has currently decided not to take out insurance against such risks due to high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Reliance on Key Individuals and Outside Parties

The Company's success depends upon the personal efforts and commitment of key members of its existing management. It is expected that the contribution of these individuals will be a significant factor in the Company's growth and success. The loss of the services of these members of management and certain key employees could have a material adverse effect on the Company. The Company also relies upon consultants, engineers and others for exploration, development, construction and operating expertise. Substantial expenditures are required to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract the metal from the ore, and to develop the mining and processing facilities and infrastructure. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

Geopolitical Risks

The Company's operations are currently in Namibia and Morocco, and as a result, the operations of the Company may be exposed to various levels of political, economic and other risks and uncertainties associated with operating in these countries, including approval of acquisitions by local authorities; regulation of the mining industry and licences of the Company; restrictions on future exploitation and production; restrictions on the Company's ability to finance its operations; price, export and currency controls; currency availability; income taxes; delays in obtaining or the inability to obtain necessary permits and licences; opposition to mining from environmental and other non-governmental organizations; expropriation of property; nullification of existing or future concessions and contracts; war, terrorism or political boundary disputes; environmental legislation; labour relations; and site safety. In addition, legislative enactments may be delayed or announced without being enacted and future political action that may adversely affect the Company cannot be predicted. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations and profitability of the Company.

Competition

The mineral industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial and technical resources for the acquisition of mineral interests, as well as for the recruitment and retention of qualified employees. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees, or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operation and business.

Conflicts of Interest

Certain directors and officers of the Company are also directors, officers or shareholders of other companies

that are similarly engaged in the business of acquiring, developing or exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of Trigon and to disclose any interest that they may have in any project or opportunity to the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Litigation

Legal proceedings, with and without merit, may arise from time to time in the course of the Company's business. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. The process of defending such claims could take away from management time and effort. Due to the inherent uncertainty of the litigation process, the resolution of any legal proceeding to which the Company or one or more of its subsidiaries may become subject, could have a material effect on the Company's financial position, results of operations, or mining and project development activities.

Corruption and Bribery Laws

The Company's operations are governed by, and involve interactions with, many levels of government in multiple countries. The Company is required to comply with anti-corruption and anti-bribery laws, including the *Criminal Code* (Canada), and the *Canadian Corruption of Foreign Public Officials Act*, as well as similar laws in the countries in which the Company conducts its business.

In recent years, there has been a general increase in both the frequency of enforcement and the severity of penalties under such laws, resulting in greater scrutiny and punishment for companies convicted of violating anti-corruption and anti-bribery laws. Furthermore, a company may be found liable for violations by not only its employees, but also by its contractors and third party agents. Although the Company has adopted steps to mitigate such risks, such measures may not always be effective in ensuring that the Company, its employees, contractors or third party agents comply strictly with such laws. If the Company is subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions being imposed, resulting in a material adverse effect on the Company's reputation and results of its operations.

Foreign Mining Tax Regimes

Mining tax regimes in foreign jurisdictions are subject to differing interpretations and are subject to constant change. The Company's interpretation of taxation law as applied to its transactions and activities may not coincide with that of the relevant tax authorities. As a result, transactions may be challenged by tax authorities and the Company's operations may be reassessed, which could result in significant additional taxes, penalties and interest. In addition, future changes to mining tax regimes in foreign jurisdictions could result in significant additional taxes being payable by the Company, which would have a negative impact on its financial results.

Limited Property Portfolio

Currently the Company holds interests in one main project in each of Namibia and Morocco. As a result, unless the Company acquires additional property interests, any adverse developments affecting either of these properties would be expected to have a material adverse effect upon the Company and would materially and adversely affect the potential mineral resource production, profitability, financial performance and results of operations of the Company.

Enforcement of Legal Rights

The Company's material subsidiaries are organized under the laws of foreign jurisdictions and certain individuals of the Company's experts are located in foreign jurisdictions. Given that the Company's material assets are located outside of Canada, investors may have difficulty effecting service of process within Canada and collecting from or enforcing against the Company or its experts any judgments obtained through the Canadian courts or Canadian securities regulatory authorities, predicated on the civil liability provisions of Canadian securities legislation or otherwise. Similarly, in the event a dispute arises in relation to the Company's

foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of courts in Canada.

Additional Information and Continuous Disclosure

Additional information, including the Company's press releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval and is available online under its profile at www.sedarplus.ca.

Outstanding Share Data

As at the date of this MD&A, the Company has:

- a) 48,535,681 common shares outstanding.
- b) 3,015,000 warrants outstanding with expiry dates ranging between October 24, 2025 and July 12, 2026. If all the warrants were exercised, 3,015,000 shares would be issued for proceeds of CAD\$4,216,250.
- c) 3,281,000 stock options outstanding with expiry dates ranging between December 1, 2024 and February 20, 2030. If all the options were exercised, 3,281,000 shares would be issued for gross proceeds of CAD\$3,774,650.
- d) 287,850 compensation options with an expiry date of July 12, 2026. If all compensation options were exercised, 287,850 shares would be issued for gross proceeds of CAD\$287,850.

Cautionary Note Regarding Forward Looking Statements

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements under Canadian securities legislation. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "budget", "forecast", "schedule", "continue", "estimate", "expect", "project", "predict", "potential", "target", "intend", "believe" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will be taken", "occur" or "be achieved". Such statements and assumptions include those relating to guidance; proposed acquisitions; strategy; development potential and timetable for the Company's properties; the Company's ability to raise additional financing; results of operations and financial condition; mineralization projections; the timing, success and amount of future exploration and development; projected capital expenditure; mining or processing issues; currency exchange rates; government regulation and permitting of mining operations; reliance on qualified personnel; competition; dependence on outside parties; and environmental risks.

Forward-looking statements are based on the opinions and estimates of management and certain qualified persons as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of future exploration at the Company's projects are based on management expectations considering previous industry experience, exploration done to date and recommended programs, historic expenditures incurred and other factors that are set out in the technical reports referred to. By their nature, forward-looking statements are subject to numerous known and unknown risks and uncertainties that could significantly affect anticipated results or the level of activity, performance or achievement in the future and, accordingly, actual results may differ materially from those expressed or implied by such forward-looking statements. The Company is exposed to numerous operational, technical, financial and regulatory risks and uncertainties, many of which are beyond its control, that may significantly affect anticipated future results, including but not limited to, risks related to: uncertainties inherent to economic studies, which rely on various assumptions; unexpected events and delays during construction and start-up; variations in mineral grade and recovery rates; uncertainties inherent in estimating Mineral Resources and Mineral Reserves; lack of revenues; revocation of government approvals; corruption and uncertainty with court systems and the rule of law and other foreign country risks inherent to the jurisdictions where the Company operates; availability of external financing on acceptable terms; exchange rates; ability to finalize required agreements for operations; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future mineral prices; failure of equipment or processes to operate as anticipated; accidents, labour or community disputes; other risk factors, including without limitation the risk factors described herein. Although management has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no

assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

This MD&A contains information with respect to certain Non-IFRS measures, including certain cash costs per pound and all-in sustaining costs. These measures are included because these statistics are key performance measures that management may use to monitor performance. Management may use these statistics in future to assess how the Company is performing to plan and to assess the overall effectiveness and efficiency of mining operations. These performance measures do not have a meaning within IFRS and, therefore, amounts presented may not be comparable to similar data presented by other mining companies. These performance measures should not be considered in isolation as a substitute for measures of performance in accordance with IFRS.