

COPPER ROAD RESOURCES INC.

**INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS –
QUARTERLY HIGHLIGHTS**

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024

Introduction

The following Interim Management's Discussion and Analysis ("Interim MD&A") of Stone Gold Inc. (the "Company") for the three and six months ended June 30, 2024 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2023. This Interim MD&A does not provide a general update to the Annual MD&A, nor reflect any non-material events since the date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual consolidated financial statements for the years ended December 31, 2023 and December 31, 2022, together with the notes thereto, and unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2024, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim consolidated financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of August 26, 2024, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Additional information about the Company is available free of charge on the System for Electronic Document Analysis and Retrieval (SEDAR+) website at www.sedarplus.ca.

Cautionary Note Regarding Forward-Looking Information

This Interim MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives 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. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Interim MD&A speak only as of the date of this Interim MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this Interim MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Copper Road Resources Inc.
Interim Management's Discussion & Analysis – Quarterly Highlights
For the Three and Six Months Ended June 30, 2024
Discussion dated: August 26, 2024

Forward-looking information	Assumptions	Risk factors
The Company will be able to continue its business activities and exploration of its property interests as currently planned.	The Company has anticipated all material costs and risks, and such costs and activities will be consistent with the Company's current expectations; the Company will be able to obtain equity funding when required.	Unforeseen costs to the Company will arise; any particular operating cost increase or decrease from the date of the estimation; capital markets not being favourable for funding resulting in the Company not being able to obtain financing when required or on acceptable terms; and obtaining the permits and approvals, and the renewals thereof, for the conduct of the Company's exploration activities.
The Company will be able to carry out anticipated business plans and exploration activities.	The operating activities of the Company for the twelve months ending June 30, 2025 will be consistent with the Company's current expectations.	Sufficient funds not being available; increases in costs; the Company may be unable to retain key personnel; and obtaining the permits and approvals, and the renewals thereof, for the conduct of the Company's exploration activities.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also refer to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance, or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company was incorporated on December 13, 2002, and is a reporting issuer in British Columbia, Alberta and Ontario. The Company's fiscal year end is December 31. The Company is engaged in the acquisition, exploration and evaluation of properties for the mining of precious and base metals.

On September 14, 2022, the Company changed its corporate name from Stone Gold Inc. to Copper Road Resources Inc. The Company's shares commenced trading on the TSX Venture Exchange ("TSXV") under the new name at the opening of trading on September 15, 2022 and under the new trading symbol "CRD".

Operational Highlights

Corporate

On February 12, 2024, 100797918 Ontario Inc. (the "Subsidiary") was incorporated. The Subsidiary is a wholly-owned subsidiary of the Company.

On March 21, 2024, the Company issued 3,801,365 common shares of the Company to settle \$190,068 of accounts payable for professional services. The fair value of the shares issued was \$209,075, resulting in a loss on settlement of debt of \$19,007. The common shares are subject to a statutory hold period which will expire four months and one day from the date of closing of the debt settlement.

On April 12, 2024, 120,000 stock options with an expiry date of \$0.05 expired unexercised.

On May 10, 2024, the Company completed the sale of its 100% interest in the 24,000-hectare Copper Road Project located in Batchewana Bay, Ontario ("Copper Road Project") from the Company (the "Transaction") to Sterling Metals Corp. ("Sterling"). Refer to section "Copper Road Project" below.

On May 31, 2024, the Company appointed Mark Goodman, the current executive director and chairman of Copper Road, as the interim President and Chief Executive Officer replacing John Timmons.

On July 22, 2024, 787,500 warrants with an exercise price of \$0.30 expired unexercised.

On August 26, 2024 the Company announced a fully subscribed non-brokered private placement for gross proceeds of \$120,000 from the sale of 6,000,000 common shares of the Company. The closing of the offering is expected to occur on or about September 5, 2024, and is subject to receipt of all necessary regulatory approvals including the TSXV.

At June 30, 2024, the Company had a working capital of \$1,368,883, compared to working capital deficiency of \$120,811 at December 31, 2023. The Company had cash of \$265,579 at June 30, 2024, compared to \$11,659 at December 31, 2023. The increase in cash and working capital was attributable to the \$460,000 and shares received from Sterling related to the completion of the Transaction, which was offset by the Company's exploration expenditures and operating expenses.

Trends and Economic Conditions

Management regularly monitors economic financial market conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Beginning in Q2 of 2017 and until recently, equity markets in the junior resource exploration sector remain very difficult. The Company was able to raise \$0.3 million in July 2022, \$0.4 million in March 2023, \$0.4 million in July 2023 and \$0.2 million in October 2023.

Apart from the risk factors noted under the heading "Risk Factors", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

Copper Road Project

On May 10, 2024, the Company completed the sale of its 100% interest in the 24,000-hectare Copper Road Project from the Company to Sterling.

Copper Road Resources Inc.
Interim Management's Discussion & Analysis – Quarterly Highlights
For the Three and Six Months Ended June 30, 2024
Discussion dated: August 26, 2024

Pursuant to the terms of the share purchase agreement dated February 13, 2024, Sterling acquired the Subsidiary, which holds the Copper Road Project, in consideration for: (i) the payment of \$460,000 in cash; and (ii) the issuance of an aggregate of 108,087,669 common shares of Sterling (the "Consideration Shares"), of which Copper Road retained 21,838,123 Consideration Shares, representing approximately 9.9% of the issued and outstanding common shares of Sterling. The registrar and transfer agent for Sterling, distributed the remaining 86,249,546 Consideration Shares to shareholders of Copper Road on pro rata basis.

Exploration and Evaluation Expenditures

The following is a detailed list of expenditures incurred on the Company's Copper Road Project for the period ended June 30, 2024 and June 30, 2023:

Copper Road Project	Three Months Ended June 30, 2024 \$	Three Months Ended June 30, 2023 \$	Six Months Ended June 30, 2024 \$	Six Months Ended June 30, 2023 \$
Consulting fees	Nil	6,000	Nil	6,000
Drilling	Nil	Nil	206	5,600
Environmental	Nil	29,946	Nil	29,946
General and geology	Nil	7,095	Nil	27,111
Laboratory analysis	Nil	3,667	Nil	4,884
Legal fees	Nil	5,374	180	5,374
Property acquisition costs	Nil	Nil	55,000	110,750
Property maintenance	2,657	3,400	4,027	3,400
Travel, hotel and meals	Nil	3,697	Nil	6,016
Other	Nil	1,469	3,592	1,991
Activity during the period	2,657	60,648	63,005	201,072

Mount Jamie North Property

The following is a detailed list of expenditures incurred on the Company's Mount Jamie North Property for the period ended June 30, 2024 and June 30, 2023:

Mount Jamie North Property	Three Months Ended June 30, 2024 \$	Three Months Ended June 30, 2023 \$	Six Months Ended June 30, 2024 \$	Six Months Ended June 30, 2023 \$
Property maintenance	Nil	Nil	662	Nil
Activity during the period	Nil	Nil	662	Nil

Related Party Transactions and Major Shareholder

(a) Related party transactions

Related parties include the Board and officers, close family members and enterprises that are controlled by these individuals as well as certain consultants performing similar functions.

Remuneration of directors and key management personnel including Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and directors of the Company was as follows:

Management compensation and salaries and benefits	Three Months Ended June 30, 2024 \$	Three Months Ended June 30, 2023 \$	Six Months Ended June 30, 2024 \$	Six Months Ended June 30, 2023 \$
Birks Bovaird, Director	3,000	3,000	6,000	6,000
Eric Szustak, Director	3,000	3,000	6,000	6,000
John Timmons, CEO	30,000	36,000	63,000	54,000
Mark Goodman, Director	3,000	3,000	6,000	6,000
Marrelli Support Services Inc. ("Marrelli Support"), CFO fees ⁽¹⁾⁽²⁾	4,635	4,635	9,270	9,270
Matthew Rees	Nil	3,000	3,000	6,000
Michael Waring	Nil	3,000	3,000	6,000
Total	43,635 ⁽³⁾	55,635	96,270	93,270

Share-based compensation	Three Months Ended June 30, 2024 \$	Three Months Ended June 30, 2023 \$	Six Months Ended June 30, 2024 \$	Six Months Ended June 30, 2023 \$
Carmelo Marrelli, CFO	Nil	404	78	959
Shaun Drake, Corporate Secretary	Nil	404	78	959
Total	Nil	808	156	1,918

⁽¹⁾ The amounts charged are conducted on normal market terms and are recorded at their exchange value.

⁽²⁾ Professional fees are paid to Marrelli Support, an organization of which Carmelo Marrelli, the CFO of the Company, is Managing Director.

⁽³⁾ The management compensation and salaries and benefits for the six months ended June 30, 2024 are accrued and not paid.

Salaries and benefits include director fees. The Board of Directors and select officers do not have employment or service contracts with the Company. Directors are entitled to director fees and stock options for their services and officers are entitled to fees and stock options for their services. During the three and six months ended June 30, 2024, \$9,000 and \$27,000, respectively (three and six months ended June 30,

Copper Road Resources Inc.
Interim Management's Discussion & Analysis – Quarterly Highlights
For the Three and Six Months Ended June 30, 2024
Discussion dated: August 26, 2024

2023 - \$21,000 and \$36,000, respectively) was paid or accrued for director fees. As at June 30, 2024, officers and directors (excluding the CFO) were owed \$91,990 (December 31, 2023 - \$46,342) and this amount was included in amounts payable and other liabilities.

The Company entered into the following transactions with related parties:

Names	Three Months Ended June 30, 2024 \$	Three Months Ended June 30, 2023 \$	Six Months Ended June 30, 2024 \$	Six Months Ended June 30, 2023 \$
Management compensation and salaries and benefits ⁽ⁱ⁾	10,384	6,014	19,048	13,711
Dixcart Trust Corporation Limited ("Dixcart") ⁽ⁱⁱ⁾	Nil	6,042	8,068	12,088
Total	10,384	12,056	27,116	25,799

⁽ⁱ⁾ During the three and six months ended June 30, 2024, the Company paid professional fees of \$10,384 and \$19,043, respectively (three and six months ended June 30, 2023 - \$6,014 and \$13,711, respectively) to Marrelli Support Services Inc., and certain of its affiliates, together known as the "Marrelli Group", for: (i) Carmelo Marrelli, beneficial owner of the Marrelli Group, to act as the CFO of the Company, (ii) bookkeeping and office support, (iii) regulatory filing services, and (iv) press release services. The Marrelli Group was owed \$15,990 (December 31, 2023 - \$7,195) and these amounts were included in amounts payable and other liabilities.

⁽ⁱⁱ⁾ Shaun Drake, who is the Corporate Secretary Officer of the Company, is an employee of Dixcart. During the three and six months ended June 30, 2024, the Company paid professional fees of \$nil and \$8,068, respectively (three and six months ended June 30, 2023 - \$6,042 and \$12,088, respectively) to Dixcart. The amounts charged by Dixcart are recorded at their exchange value. As at June 30, 2024, Dixcart was owed \$nil (December 31, 2023 - \$8,208).

⁽ⁱⁱⁱ⁾ Certain directors and management of the Company subscribed to the March 21, 2023 private placement for an aggregate of 708,500 units at a price of \$0.08 per unit.

All amounts due to related parties are unsecured, non-interest bearing and due on demand.

(b) Major shareholders

To the knowledge of the directors and senior officers of the Company as at the date of this Interim MD&A, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company. The Company is not aware of any arrangements that may at a subsequent date result in a change in control of the Company.

Financial Highlights

Financial Performance

Three months ended June 30, 2024, compared with three months ended June 30, 2023

The Company's net income totaled \$6,827,872 for the three months ended June 30, 2024, with basic and diluted income per share of \$0.12. This compares with a net loss of \$212,553 with basic and diluted loss per share of \$0.00 for the three months ended June 30, 2023. The increase of \$7,040,425 in net income was principally because:

- Exploration and evaluation expenditures decreased by \$57,991 to \$2,657 in the three months ended June 30, 2024, compared to the three months ended June 30, 2023. The decrease was attributable to expenditures on the Copper Road Project. Refer to the "Copper Road Project" section above for more details.
- Professional fees slightly decreased by \$2,263 to \$50,067 in the three months ended June 30, 2024, from \$52,330 in the three months ended June 30, 2023 due to lower legal fees and advisory fees incurred during the current period.
- Reporting issuer costs increased by \$14,482 in the three months ended June 30, 2024, compared to the three months ended June 30, 2023. The increase is related to additional costs incurred related to the sale of the Copper Road Project during the current period.
- Share-based compensation decreased by \$6,057 to \$nil in the three months ended June 30, 2024, compared to the three months ended June 30, 2023. The decrease is due to the timing of expensing the estimated fair value of stock options granted in prior periods. The Company expenses its stock options in accordance with the vesting terms of the stock options granted.
- Sale of Copper Road Project increased by \$6,945,260 in the three months ended June 30, 2024, compared to the three months ended June 30, 2023. The increase was attributable to the cash and shares received from Sterling regarding the sale of the Copper Road Project during the current period. Refer to section "Copper Road Project" above.
- All other expenses related to general working capital expenditures.

Six months ended June 30, 2024, compared with six months ended June 30, 2023

The Company's net income totaled \$6,463,421 for the six months ended June 30, 2024, with basic and diluted income per share of \$0.11. This compares with a net loss of \$471,527 with basic and diluted loss per share of \$0.01 for the six months ended June 30, 2023. The increase of \$6,934,948 in net income was principally because:

- Exploration and evaluation expenditures decreased by \$137,405 to \$63,667 in the six months ended June 30, 2024, compared to the six months ended June 30, 2023. The decrease was attributable to expenditures on the Copper Road Project. Refer to the "Copper Road Project" section above for more details.
- Professional fees increased by \$162,337 to \$259,047 in the six months ended June 30, 2024, from \$96,710 in the six months ended June 30, 2023 due to higher legal fees and advisory fees incurred during the current period regarding the sale of the Copper Road Project.

- Reporting issuer costs increased by \$16,810 in the six months ended June 30, 2024, compared to the six months ended June 30, 2023. The increase is related to additional costs incurred related to the sale of the Copper Road Project during the current period.
- Share-based compensation decreased by \$13,215 to \$1,171 in the six months ended June 30, 2024, compared to the six months ended June 30, 2023. The decrease is due to the timing of expensing the estimated fair value of stock options granted in prior periods. The Company expenses its stock options in accordance with the vesting terms of the stock options granted.
- Loss on settlement of debt increased in the six months ended June 30, 2024, to \$19,007 compared to \$nil for the same period in 2023 due to the issuance of 3,801,365 common shares of the Company to settle \$190,068 of accounts payable for professional services in the current period. The fair value of the shares issued was \$209,075, resulting in a loss on settlement of debt of \$19,007.
- Sale of Copper Road Project increased by \$6,945,260 in the three months ended June 30, 2024, compared to the three months ended June 30, 2023. The increase was attributable to the cash and shares received from Sterling regarding the sale of the Copper Road Project during the current period. Refer to section "Copper Road Project" above.
- All other expenses related to general working capital expenditures.

The Company's total assets as at June 30, 2024 were \$1,593,715 (December 31, 2023 - \$42,275) against total liabilities of \$215,832 (December 31, 2023 - \$163,086). The increase in total assets of \$1,551,440 resulted from receipt of shares of \$1,310,287 of Sterling and receipt of \$460,000 in cash from the sale of the Copper Road Project which was offset by exploration expenditures and operating expenses incurred during the current period. The Company does have sufficient current assets to pay its existing liabilities of \$215,832 as at June 30, 2024.

Liquidity and Financial Position

As at June 30, 2024, the past activities of the Company were primarily financed through equity and the exercise of stock options and warrants.

As at June 30, 2024, the Company had \$265,579 in cash (December 31, 2023 – \$11,659) and marketable securities of \$1,310,287 (December 31, 2023 - \$nil). Cash and marketable securities increased due cash and securities received from Sterling for the sale of the Copper Road Project during the current period.

Amounts payable and other liabilities increased to \$215,832 as at June 30, 2024, compared to \$163,086 at December 31, 2023. The variation is primarily the result of fluctuations in amounts payable and other liabilities, which are usually paid as and when they become due.

The Company has no operating revenues; and therefore, must utilize its current cash reserves and other anticipated transactions to meet ongoing operating activities.

As of June 30, 2024, and the date of this Interim MD&A, the cash resources of the Company were held with one Canadian chartered bank.

The Company had no debt as at June 30, 2024, and its credit and interest rate risk is minimal. Amounts payable and other liabilities are short-term and non-interest bearing.

Management believes the Company will need to raise capital if an opportunity arises to conduct exploration expenses for its properties. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or under terms favourable to the Company, to continue operations.

See "Risk Factors" below and "Trends and Economic Conditions" above.

Cash Flow

At June 30, 2024, the Company had cash of \$265,579 compared to \$11,659 at December 31, 2023. The increase in cash of \$253,920 from the December 31, 2023 cash balance of \$11,659 was a result of cash inflows in operating activities of \$253,920. Operating activities were affected by adjustments for loss on settlement of debt of \$19,007, share-based compensation of \$1,171, shares received for the sale of Copper Road Project and net change in non-cash working capital balances of \$255,581 because of a decrease in amounts receivable and other assets of \$12,767 and an increase in amounts payable and other liabilities of \$242,814.

New Accounting Standards Adopted During the Period

Basis of consolidation

The unaudited condensed interim consolidated financial statements include the accounts of the Company, and its controlled subsidiary 100797918 Ontario Inc. All significant intercompany transactions and balances have been eliminated on consolidation.

IAS – Presentation of financial statements

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or non-current is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2024. At January 1, 2024, the Company adopted this standard and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

Outlook

The Company is engaged in the acquisition, exploration and evaluation of properties for the mining of precious and base metals. Management is also investigating some mineral property acquisitions.

The resource sector is currently experiencing a broad-based downturn as a result of the significant risk of a global recession brought about by record inflation and rapidly rising interest rates. In this environment investment in the junior resource sector is greatly impaired. The value of the gold and other metals are also volatile and could decline further. The Company is mindful of the current market environment and is managing accordingly. See "Risk Factors".

Although there can be no assurance that additional funding will be available to the Company, management believes that its projects are delivering positive results and should attract investment under normal market condition. Hence, management believes it is likely to obtain additional funding for its projects in due course.

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's Annual MD&A for year ended December 31, 2023, available on SEDAR+ at www.sedarplus.ca.

Disclosure of Internal Controls

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

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

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited condensed interim consolidated financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

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