Dated: April 29, 2024

MANAGEMENT'S DISCUSSION AND ANALYSIS

This management's discussion and analysis ("MD&A") of financial condition and results of operations of Golconda Gold Ltd. ("Golconda" or the "Company") was prepared by management as at April 29, 2024. Throughout this MD&A, unless otherwise specified, "Golconda", "the Company", "we", "us" or "our" refer to Golconda Gold Ltd. and its subsidiaries and should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2023 (the "Financial Statements").

The Financial Statements have been prepared by management in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board ("IFRS"). All amounts are expressed in U.S. dollars unless otherwise noted. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements.

The Company's certifying officers are responsible for ensuring that the Financial Statements and MD&A do not contain any untrue statements of a 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 was made. The Company's certifying officers certify that the Financial Statements together with the other financial information included in the Financial Statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company as the date of and for the periods presented in the Financial Statements.

The Company's audit committee (the "Audit Committee") and board of directors (the "Board") provide an oversight role with respect to all public financial disclosures by the Company. The Board approves the Financial Statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee, which meets periodically to review all financial reports, prior to filing.

FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Company's future financial position and results of operations, strategy, proposed acquisitions, plans, objectives, goals and targets, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to: the Company's dependence on two mineral projects; gold price volatility; risks associated with the conduct of the Company's mining activities in South Africa, and New Mexico; regulatory, consent or permitting delays; risks relating to the Company's exploration, development and mining activities being situated in South Africa, and New Mexico; risks relating to reliance on the Company's management team and outside contractors; the Company's inability to obtain insurance to cover all risks, on a commercially reasonable basis or at all; currency fluctuations; risks regarding the failure to generate sufficient cash flow from operations; risks arising from the Company's fair value estimates with respect to the carrying amount of mineral interests; mining tax regimes; risks regarding mineral resources and reserves; the Company's need to replace reserves and or resources depleted by production; risks and unknowns inherent in all mining projects, including the inaccuracy of reserves and resources, metallurgical recoveries and capital and operating costs of such projects; contests over title to properties, particularly title to undeveloped properties; risks and expenses related to reclamation costs and related liabilities; lack of infrastructure; employee relations, labour unrest or unavailability; health risks in Africa; supply chain disruptions, major health issues, pandemics, and COVID-19; the Company's interactions with surrounding communities and artisanal miners; extensive laws and regulations governing the environment, health and safety; the Company's ability to successfully integrate acquired assets; risks related to the acquisition of the Summit Property (as such term is defined below); risks related to ramping-up production; the speculative nature of exploration and development, including the risks of diminishing quantities or grades of reserves; development of the Company's exploration properties into commercially viable mines; risks related to climate change; risks related to information security; risk of using derivative instruments including credit risk, market liquidity risk and unrealized mark-to-market risk; stock market volatility; conflicts of interest among certain directors and officers; lack of dividends; lack of liquidity for shareholders of the Company; risks related to the market perception of junior gold companies; litigation risk; and difficulties in bringing actions and enforcing judgments for foreign investors. The list above is not exhaustive of the factors that may affect any of the Company's forward-looking statements. For a detailed description of risk factors associated with the Company, refer to the "Risks and Uncertainties" section of this MD&A. Investors and others should carefully consider these and other factors and not place undue reliance on the forward-looking statements. Management provides forward-looking statements because it believes they provide useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate for other purposes. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. These forward-looking statements are made as of the date of this MD&A and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including assumptions regarding gold prices, business and operating strategies, and the Company's ability to operate on a profitable basis.

MINERAL RESERVES AND RESOURCES

Information of a technical and scientific nature that forms the basis of the disclosure in the MD&A has been approved by Kevin Crossling Pr. Sci. Nat., MAusIMM., Geological Consultant for Golconda Gold, and a "qualified person" as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101").

All mineral reserves and mineral resources have been estimated in accordance with the standards of the Canadian Institute of Mining, Metallurgy and Petroleum and NI 43-101. All mineral resources are reported exclusive of mineral reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability. There is no guarantee that any of the mineral resources disclosed in the MD&A will be converted to mineral reserves. There is also no guarantee that any of the inferred mineral resources will be upgraded to measured or indicated mineral resources. Information on data verification performed on the mineral properties mentioned in this MD&A that are considered to be material mineral properties to the Company are contained in the Company's most recent annual information form and the current technical report for each of those properties, all available on the Company's SEDAR profile at www.sedarplus.ca.

CORPORATE OVERVIEW

The Company's principal business activities are the exploration for, development of, and operation of gold mining properties. The Company operates through its wholly-owned subsidiary, Galane Gold Mines Ltd., two assets: (a) a producing mine which also has the rights to certain mineral exploration tenements (the mine and mineral exploration tenements collectively, the "Galaxy Property") located in the Republic of South Africa ("South Africa") through subsidiaries located in South Africa; and (b) a mine and processing infrastructure located in the United States of America (the "Summit Property") that is currently in care and maintenance while a restart plan and financing is finalised. The common shares in the capital of the Company (the "common shares") have been listed for trading on the TSX Venture Exchange (the "Exchange") in Canada under the symbol "GG" since September 6, 2011 and trade on the OTCQB in the United States under the trading symbol "GGGOF".

On October 21, 2022, the Company changed its name from "Galane Gold Ltd" to "Golconda Gold Ltd." and consolidated its outstanding common shares on the basis of one new common share for every five existing common shares (the "Consolidation").

Except as stated otherwise, all common share, stock options, deferred share units, restricted share units, performance share units and share purchase warrant numbers referenced in this MD&A are expressed on a post-Consolidation basis, as have any associated common share prices or conversion prices.

OUTLOOK

The Company continues to execute the Galaxy Property development plan, which is expected to result in an increased annual production over the next three years to 27,000 payable ounces of gold through the addition of new mining equipment and additional face workings to utilize the spare capacity in Galaxy's new 50,000 tonnes per month ball mill circuit. On February 27, 2024, the Company closed the previously announced metal purchase and sale agreement with Empress Royalty Holding Corp. ("Empress"), a wholly-owned subsidiary of Empress Royalty Corp., under which the Company received an up-front cash payment of $5 million for payable gold produced from the Galaxy mine. These funds are to be invested in additional new mining equipment, refurbishment of existing mining equipment and working capital to accelerate underground development to access a second level at Galaxy to enable an increase in mining volumes to utilize the significant spare capacity in the processing plant.

Work continues on the restart plan for the Summit Property. Management has completed a re-survey of the underground mine and has updated the mine plans accordingly resulting in an update to the 2014 preliminary economic assessment, supporting a 7-year mine life with average annual production of 14,700 gold equivalent ounces, including a significant silver component. A full engineering survey of the in-situ mining equipment was conducted in April 2023 which has identified approximately $1 million of expected savings on the capital re-start cost of the project as a result of the good condition of the majority of the equipment. The Company continues to work with financing providers and off-take partners, with several indicative term-sheets received to date, to put in place a non-dilutive financing package to facilitate the re-start of operations at the Summit Property as soon as possible.

DISCUSSION OF OPERATIONS

For the three months and year ended December 31, 2023

The following is an analysis of the Company's operating results for the three months ended December 31, 2023 ("Q4 2023") and the year ended December 31, 2023 ("2023").

Operating activity:

Commentary regarding the Company's operating activity during Q4 2023 and 2023 follows:

<u>Mining</u>

The following table sets forth certain key mining statistics for the Galaxy Property:

Ore Source			Q1 2023	Q2 2023	Q3 2023	Q4 2024	FY 2023
Princeton UG	Ore Mined	(t)	3,215	3,238	3,442	2,712	12,607
	Ore Grade	(g/t)	3.28	4.85	4.81	3.61	4.17
	Waste	(t)	4,514	1,073	855	578	7,020
Galaxy UG	Ore Mined	(t)	13,539	15,933	12,375	8,932	50,779
	Ore Grade	(g/t)	3.30	2.76	3.54	2.74	3.09
	Waste	(t)	2,671	7,157	10,300	4,446	24,574
Total UG	Ore Mined	(t)	16,754	19,171	15,817	11,644	63,386
	Ore Grade	(g/t)	3.30	3.11	3.82	2.94	3.30
	Waste	(t)	7,185	8,230	11,155	5,024	31,594
Tailings	Reclaimed	(t)	6,347	-	-	-	6,347
	Grade	(g/t)	1.04	-	-	-	1.04

Ore Source			Q1 2022	Q2 2022	Q3 2022	Q4 2022	FY 2022
Princeton UG	Ore Mined	(t)	9,904	8,190	5,480	8,517	32,091
	Ore Grade	(g/t)	4.44	4.31	4.47	3.00	4.03
	Waste	(t)	4,367	1,144	2,216	5,164	12,891
Galaxy UG	Ore Mined	(t)	15,109	12,543	15,043	16,958	59,653
	Ore Grade	(g/t)	3.42	2.76	2.47	2.70	2.84
	Waste	(t)	8,238	3,715	6,536	5,495	23,984
Total UG	Ore Mined	(t)	25,013	20,733	20,523	25,475	91,744
	Ore Grade	(g/t)	3.82	3.37	3.00	2.68	3.22
	Waste	(t)	12,605	4,859	8,752	10,659	36,875
Tailings	Reclaimed	(t)	17,289	9,132	6,071	5,705	38,197
	Grade	(g/t)	0.70	0.86	1.00	0.80	0.80

The Company continued to mine from the Princeton and Galaxy deposits during Q4 2023. Although the mining at Princeton was limited during the quarter, the ore was sourced from the existing PS5 stopes. The mining at Galaxy included development and stoping. The stoping occurred within all three zones of the deposit between 883 and 891 above mean sea level. The Company completed the reclamation of the Old Mill Sands slimes dump in Q1 2023 following which rehabilitation of the area was finished during Q2 2023.

- Princeton – In Q4 2023, the Company continued mining in the PS5 ore body with 2,712 tonnes at 3.61 g/t being mined, a decrease of 21% on Q3 2023 tonnes and a decrease of 68% on Q4 2022.

In 2023, a total of 12,607 tonnes at 4.17 g/t were mined at Princeton compared to 32,091 tonnes at 4.03 g/t during 2022.

- Galaxy – In Q4 2023, the Company continued mining the Galaxy deposit with 8,932 tonnes at 2.74 g/t being mined, a decrease of 28% on Q3 2023 tonnes and a decrease of 47% on Q4 2022. In 2023, a total of 50,779 tonnes at 3.09 g/t were mined at Galaxy compared to 59,653 tonnes at 2.84 g/t during 2022.

Mining and processing operations were impacted in Q4 2023 and 2023 due to flooding of the Princeton Decline below 17 Level in the early part of the year, low equipment availabilities and labour disruptions from two unprotected strikes at the Galaxy Property. Preventative maintenance plans have been reviewed and enhanced and the existing mining equipment is in the process of being overhauled, aided with the Stream Investment (defined below) received post year end, which is also being used to purchase new, additional equipment. Post year-end, Galaxy appointed a new General Manager with significant experience in mining and maintenance practices, as well as an experienced Human Relations Manager. With these changes Galaxy's labour structure was overhauled during the first quarter of 2024, with the mining, processing and maintenance subcontractors being transferred to Galaxy's own payroll, in response to mitigating the impact that labour disruptions had on Galaxy's operations during Q4 2023.

Processing

The following table sets forth certain key processing statistics at the Galaxy Property:

Processing		Q1 2023	Q2 2023	Q3 2023	Q4 2023	FY 2023
Concentrate produced	(t)	1,449	1,422	1,343	932	5,146
Concentrate grade	(g/t)	34.0	37.0	40.6	43.9	38.3
Gold produced	(oz)	1,584	1,689	1,752	1,314	6,339

Processing		Q1 2022	Q2 2022	Q3 2022	Q4 2022	FY 2022
Concentrate produced	(t)	2,286	2,179	2,380	2,257	9,102
Concentrate grade	(g/t)	42.8	33.5	32.4	27.4	34.0
Gold produced	(oz)	3,143	2,346	2,483	1,989	9,961

In Q4 2023, the Company produced 932 tonnes of concentrate at a grade of 43.9 g/t containing 1,314 ounces of gold, a decrease of 438 ounces (25%) from Q3 2023.

In 2023, the Company produced 5,146 tonnes of concentrate at a grade of 38.3 g/t containing 6,339 ounces of gold, a decrease of 3,622 ounces (36%) from 2023. This reduction is due to flooding at Princeton earlier in the year, poor equipment availabilities that limited ore availability for processing and labour disruptions as noted above in the Mining section.

Results

The Company's earnings (loss) comprised of:

	Q4 2023 ($)	2023 ($)	Q4 2022 ($)	2022 ($)	2021[1] ($)
Revenue	1,898,634	9,366,220	2,592,552	13,168,143	9,245,863
Income (loss) from operations	(166,046)	349,301	(328,413)	1,661,804	2,096,441
Corporate general and administrative costs	(482,727)	(2,011,408)	(776,440)	(2,551,182)	(1,944,653)
Stock-based compensation	(387)	(57,867)	(52,625)	(85,626)	(40,362)
Foreign exchange gain (loss)	(21,634)	187,501	113,053	290,382	498,211
Interest on borrowings	(333,559)	(872,178)	(56,649)	(203,192)	(246,054)
Other financing income / (expense)	(39,175)	94,804	(116,796)	607,477	3,556,482
Galaxy pre-start costs	-	-	-	-	(1,194,519)
Other income (expenses)	260,228	160,025	(337,210)	(837,210)	495,848
Net (loss) income for the period from continuing operations	(783,301)	(2,149,822)	(1,555,080)	(1,117,547)	3,221,394
Discontinuing operations	-	-	-	147,107	(4,648,500)
Net (loss) income for the period	(783,301)	(2,149,822)	(1,555,080)	(970,440)	(1,427,106)

[1] The comparative period results for 2021 have been restated due to the impact of amendments to IAS 16

Revenue for Q4 2023 was $1.9 million which is $0.7 million lower than Q4 2022 and was generated from the sale of 1,310 contained ounces of gold (1,050 payable ounces of gold) at a realised gold price of $1,941 per contained ounce ($1,554 per payable oz). Revenue for Q4 2023 was adversely impacted by the reduced mining volumes and labour disruptions. Revenue for 2023 was $9.4 million which is $3.8 million lower than revenue for the year ended December 31, 2022 ("**2022**") and was generated from the sale of 6,208 contained ounces of gold (4,935 payable ounces of gold) at an average realized gold price of $1,941 per contained ounce / $1,554 per payable ounce).

Loss from operations was $0.2 million for Q4 2023 compared to a loss of $0.3 million in Q4 2022 and earnings from operations were $0.3 million for 2023 compared to earnings of $1.7 million for 2022. The reduction in 2023 earnings is due predominantly to below budgeted availabilities of the Company's mining equipment which has led to below budgeted mining volumes and associated revenues. The Company has mitigated the below budgeted revenue by savings in operational expenditure due to lower mining volumes and processing throughput in the current year, as well as cost saving initiatives implemented during 2023.

Corporate general and administrative costs decreased by $0.5 million for 2023 to $2.0 million predominantly due to lower professional fees incurred due to cost saving initiatives and the non-recurring nature of costs associated with the Mupane Property disposal which were incurred in Q1 2022.

The foreign exchange gain of $0.2 million for 2023 was driven by a strengthening of currencies, specifically the U.S. Dollar against the South African Rand during 2023.

Interest on borrowings increased to $0.3 million in Q4 2023 and $0.9 million in 2023 due to the increase in borrowings during 2023 and higher average LIBOR rates during 2023.

Other financing income decreased by $0.5 million for 2023 to $0.1 million when compared to 2022 predominantly due to a reduction in the fair value of the Company's warrants, which expire in May 2024. Accretion on asset retirement obligations ("ARO") was $0.12 million lower in 2023 than 2022 due to a reduction in the ARO liability during 2022.

Other income of $0.26 million for Q4 2023 and $0.16 million for 2023 represent changes in the estimates on the Company's ARO partially offset by with costs incurred during the year on the Summit Property totaling $0.11 million in 2023.

SUMMARY OF FINANCIAL POSITION

Selected Consolidated Statement of Financial Position Data:

	December 31, 2023 ($)	September 30, 2023 ($)	June 30, 2023 ($)	March 31, 2023 ($)
Total current assets	1,210,500	1,450,220	1,892,384	1,631,581
Total current liabilities	8,980,088	8,100,712	8,392,053	7,452,260
Working capital	(7,769,588)	(6,650,492)	(6,499,669)	(5,820,679)
Non-current assets	41,157,368	40,766,184	40,602,386	40,562,715
Non-current liabilities	2,132,231	2,077,228	2,052,063	2,292,308
Total shareholders' equity[1]	31,255,549	32,038,464	32,050,654	32,449,368

	December 31, 2022 ($)	September 30, 2022 ($)	June 30, 2022 ($)	March 31, 2022 ($)
Total current assets	2,045,842	1,653,028	2,112,083	19,167,157
Total current liabilities	6,895,235	5,290,716	4,200,761	21,188,288
Working capital	(4,849,393)	(3,637,688)	(2,088,678)	(2,021,131)
Non-current assets	40,573,511	41,995,530	41,811,099	41,703,030
Non-current liabilities	2,376,614	3,507,883	3,981,185	5,285,719
Total shareholders' equity	33,347,504	34,849,959	35,741,236	34,396,180

Current assets decreased by $0.2 million from Q3 2023 due to receipt of $0.55 million of VAT offset by $0.2 million of new VAT claims and a decrease in inventories of $51,000.

Current liabilities increased by $0.9 million from Q3 2023 predominantly due to an increase of $0.6 million in trade payables and accrued finance charges of $0.2 million.

Non-current assets increased by $0.4 million from Q3 2023 due to additions to the Company's mining properties partially offset by depletion and depreciation charges.

Non-current liabilities increased by $55,000 from Q3 2023 predominantly due to changes in estimate on the Company's ARO.

Total shareholders' equity in Q4 2023 was reduced by $0.8 million compared to Q3 2023 due to the loss and comprehensive loss recorded in the quarter.

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

The Company defines capital as consisting of shareholders' equity, being made up of issued capital stock, contributed surplus and deficit and long-term debt. The Company's objectives when managing capital are primarily to support the creation of shareholder value, but also to ensure that the Company is able to meet its financial obligations as they become due. The Company has not declared or paid any dividends on its common shares.

In order to fund the business activities intended in its current business plan, the Company closed a $5 million Stream Investment in February 2024, the proceeds of which are to be used to invest in mining equipment and underground development at the Galaxy Property, following which management expects that the mining operations at the Galaxy Property will begin to provide positive cash flow from its operations that is sufficient to support its corporate expenses and capital expenditure requirements for the Galaxy Property. As described above under "Summary of Financial Position", at December 31, 2023, the Company had a working capital deficiency of $7.8 million and broke even on operating cash flow for the year ended December 31, 2023.

The Company's officers and senior management take full responsibility for managing the Company's capital and do so through monthly meetings and regular review of financial information. The Board is responsible for overseeing this process.

Going Concern

The Financial Statements were prepared using IFRS that are applicable to a going concern.

As at December 31, 2023, the Company had a working capital deficiency (current assets less current liabilities) of $7.8 million, including a rolling prepayment loan facility that is able to be re-drawn on maturity in 2024. Earnings from continuing mining operations were $0.3 million for the year ended December 31, 2023. Cashflow from operating activities was breakeven for the year ended December 31, 2023. The Company has $228,000 of commitments for capital expenditures at the Galaxy mine as of December 31, 2023.

Post year end, the Company secured a $5 million stream financing (the "Stream Investment") to support its development and growth plans at Galaxy. These proceeds have significantly improved the Company's balance sheet and working capital position, and the proceeds will be used to procure additional new mining equipment, refurbish existing mining equipment, accelerate mine development and provide working capital. Management is confident that with this investment it will be able to deliver on the next phase of its development plan and improve production and increase the Company's cash flows, supported by the current strong gold price environment.

The Directors have performed an assessment of the ability of the Company to continue as a going concern which covers a period of at least 12 months from the date of approval of the financial statements. Risks to the Company's ability to continue as a going concern include the ability of operations to meet production targets to generate sufficient cash flow to manage working capital and re-pay borrowings upon maturity. It is currently anticipated that the Company will re-draw its rolling pre-payment facility during 2024 and with the recent Stream Investment, the Company will invest in the next stage of its development plan, which targets a significant increase in production and operating cash flow. Should the Company not be successful in achieving its production targets and positive cash flow it may be necessary for the Company to raise additional funding which is not guaranteed. This indicates the existence of material uncertainties that may cast significant doubt on the ability of the Company to continue as a going concern. Therefore, the Company may be unable to realise its asset and discharge its liabilities in the normal course of business. Because of these uncertainties, there can be no assurance that the measures that management is taking to mitigate risks to the Company's liquidity position will be successful. The current commodity price and exchange rate environment can be volatile, which may have an impact on the Company's cash flows and the Company continues to review its near-term operating plans and to take steps to reduce costs and maximize cash flow generated from operations.

These Financial Statements do not reflect adjustments to the carrying values of the assets and liabilities, the reported revenues and expenses, and the balance sheet classifications used, that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes the Company's selected quarterly information for each of the eight most recently completed quarters:

	Three months ended			
	December 31, 2023 ($)	**September 30, 2023 ($)**	**June 30, 2023 ($)**	**March 31, 2023 ($)**
Revenue	1,898,633	3,003,349	2,487,071	1,977,167
Total operating costs	(2,064,680)	(2,165,039)	(2,327,861)	(2,459,339)
Non-mining (expenses)	(617,255)	(852,484)	(561,310)	(468,074)
Earnings (loss)	(783,302)	(14,174)	(402,100)	(950,246)
Earnings (loss) per share - Basic	(0.01)	0.00	(0.01)	(0.01)
- Diluted	(0.01)	0.00	(0.01)	(0.01)
Total assets at end of quarter	42,367,868	42,216,404	42,494,770	42,194,296
Total liabilities at end of quarter	11,112,319	10,177,940	10,444,116	9,744,928
Total equity at end of quarter	31,255,549	32,038,464	32,050,654	32,449,368

	Three months ended			
	December 31, 2022 ($)	**September 30, 2022 ($)**	**June 30, 2022 ($)**	**March 31, 2022 ($)**
Revenue	2,592,552	2,531,524	3,558,309	4,485,758
Total operating costs	(2,920,964)	(2,832,165)	(3,085,831)	(2,667,379)
Non-mining income (expenses)	(1,226,668)	(598,796)	817,709	(1,771,596)
Earnings (loss) from discontinuing operations	-	-	42,500	104,607
Earnings (loss)	(1,555,080)	(899,437)	1,332,687	151,390
Earnings (loss) per share - Basic	(0.01)	0.00	0.00	0.00
- Diluted	(0.01)	0.00	0.00	0.00
Total assets at end of quarter	42,619,353	43,648,558	43,923,182	60,870,187
Total liabilities at end of quarter	9,271,849	8,798,599	8,181,946	26,474,007
Total equity at end of quarter	33,347,504	34,849,959	35,741,236	34,396,180

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, trade and other receivables, accounts payable and accrued liabilities, interest bearing loans and borrowing, and warrants denominated in foreign currencies. The fair value of the Company's trade and other receivables, and accounts payable and accrued liabilities approximate their carrying value. The Company's other financial instruments, specifically interest bearing loans and borrowings are recorded at amortized cost using the effective interest rate method.

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. The credit risk related to the trade receivable is considered minimal as gold and gold concentrate is sold to creditworthy offtake partners and settled promptly, usually within the following six to eight weeks and the other receivable balance consists of amounts outstanding on tax credits from governmental authorities, each of which are expected to be paid in the near term at face value. Management believes that the Company's exposure to credit risk is minimal.

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to try to ensure that it will have sufficient liquidity to meet liabilities when due. See the "Liquidity and Capital Resources" section in this MD&A for further commentary on the Company's liquidity risks.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's operations are in South Africa, the U.S.A. and Canada and its presentation currency is U.S. dollars. The international nature of the Company's operations results in foreign exchange risk as transactions are denominated in foreign currencies, including the South African Rand and Canadian Dollars. The operating results and the financial position of the Company are reported in U.S. dollars. The fluctuations of the operating currencies in relation to the U.S. dollar will, consequently, have an impact upon the reported results of the Company and may also affect the value of the Company's assets and liabilities. The Company monitors the volatility of foreign exchange rates and will hedge its currency risk if it determines that the need arises.

Interest risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in market risk. The Company monitors the volatility of interest rates and will hedge its interest risk if it determines that the need arises.

Market risk is the risk that the fair values of financial instruments or that the Company's future cash flows will fluctuate because of changes in market commodity rates. The Company's efforts are currently focused on the production of gold. As such, the Company's future cash flows and valuation of its mineral assets will be exposed to market risk on the price fluctuations of gold as a commodity.

ISSUED AND OUTSTANDING SHARE CAPITAL

The Company's authorized capital consists of an unlimited number of common shares, of which 71,273,309 common shares are issued and outstanding as of the date of this MD&A.

The Company has an omnibus equity incentive plan (the "Equity Incentive Plan"), which replaced the Company's old stock option plan and deferred share unit ("DSU") plan effective May 23, 2022. Under the terms of the Equity Incentive Plan, officers, directors, employees and consultants are eligible to receive grants of stock options, DSUs, restricted share units, performance share units, and other share-based awards. The Equity Incentive Plan allows for (a) the grant of up to such number of stock options as is equal 10% of the total issued and outstanding common shares at the date of the grant and (b) the grant of other forms of equity incentive awards such that up to an aggregate maximum of 7,127,331 common shares may be issuable pursuant to those awards.

The Company has also adopted a share purchase plan ("SPP"). Under the terms of the SPP, each participating officer, director, or employee that has been employed with the Company or its subsidiaries for at least six months is entitled to receive the matching number of common shares acquired pursuant to the SPP at no cost to such officer, director or employee. Subject to certain conditions, such deferred matching shares will be issued to the participating officers, directors or employees over a three-year period following the date of the purchase of the qualifying shares. As of the date of this MD&A, no deferred matching shares are owed to the participating officers, directors and employees of the Company under the SPP.

As of the date of this MD&A, subject to the terms of the Equity Incentive Plan, (a) options to purchase up to 1,283,652 common shares are outstanding and options to purchase up to 5,843,679 common shares are available for grant and (b) up to 1,434,009 common shares may be issued pursuant to outstanding DSUs and 5,693,322 common shares are available for grant pursuant to other non-option based forms of equity incentive awards.

As of the date of this MD&A, the Company has outstanding warrants to purchase up to 12,005,740 common shares, exercisable at C$1.50 per common share until May 19, 2024.

FINANCING ARRANGEMENTS

Barak Facility

On October 2, 2018, the Company entered into a loan agreement with Barak Fund SPC Limited ("Barak") with respect to a $5,000,000 secured loan facility (the "Barak Facility"), for a term ending three years from the date of the first drawdown and bearing interest at a rate of 14% per annum. The funds were used towards the refurbishment and expansion of the processing facilities and restarting underground mining operations at the Galaxy Property. The Company agreed to pay to Barak, or its nominee, 0.75% of the net proceeds accruing to the Galaxy Property under an off-take agreement covering the annual gold concentrate production of the Agnes gold mine in Barberton owned and operated by the Galaxy Property, after taking into account all attributable logistics and freight costs, State Royalties (as defined in the Barak Facility) and value-added tax (if applicable) during the period over which the loan remained outstanding. During the quarter ended September 30, 2022, the Company fully repaid the Barak Facility and the net proceeds payments ceased accruing.

Ocean Partners Offtake Agreement and Credit Facility

On August 3, 2022, the Company entered into a new gold concentrate offtake agreement (the "Ocean Partners Offtake Agreement") with Ocean Partners UK Limited ("Ocean Partners") which included providing the Company with an unsecured $3,000,000 short-tern revolving credit facility bearing interest at US$ 3-month LIBOR (or CME Term SOFR) plus 7.5% ("Ocean Partners Facility"). Interest and principal for the Ocean Partners Facility will be repaid against deliveries of gold concentrate or cash by the Company to Ocean Partners under the Ocean Partners Offtake Agreement. The Company can elect to repay the full principal amount outstanding under the Ocean Partners Facility and any accrued interest without any penalty with two weeks of advance notice. Once a drawdown under the Ocean Partners Facility is repaid, such amount can subsequently be redrawn.

Short-term Loan Note

On March 29, 2023, the Company entered into a loan agreement with Dantinor SA with respect to a term loan facility of up to $1,000,000, with a maturity date of March 29, 2024, extendable by a further six months upon satisfaction of certain conditions. The loan bears an interest rate of 6% per annum and has a redemption premium of between 50% and 100%. The loan is secured against all of the issued and outstanding shares of Summit Gold Corporation. $1,000,000 of the facility had been drawn as of the date of this MD&A.

TRANSACTIONS WITH RELATED PARTIES

On August 13, 2020, the Company entered into loan agreements (the "Executive Loans") with its CEO (Nicholas Brodie), COO (Wayne Hatton-Jones) and former CFO (Gavin Vandervegt) (the "Executives") as partial compensation for the services provided by the Executives in 2019. The loans are non-interest bearing, non-recourse loans with a term of three years. Pursuant to the terms of the loan agreements, the Executives used the proceeds of the loans to exercise 4,563,000 common share purchase warrants held

by the Executives. The common shares issued to the Executives on exercise of the warrants are held by the Company as security for the outstanding loan balance.
On February 2, 2022, the Company settled C$118,482 of the Executive Loans with certain Executives in exchange for the forfeiture of certain vacation days owing to the Executives.

On September 30, 2023, the maturity of C$60,918 of the Executive Loans were extended to August 13, 2024. The balance of Executive Loans as at December 31, 2023 was C$109,668 (2022 – C$109,668)

COMMITMENTS

As at the date of this MD&A, the Company had commitments totaling approximately $0.7 million for mining equipment at its Galaxy Property.

OFF-BALANCE SHEET ARRANGEMENTS

Other than the low value operating lease arrangements not recognized on the initial adoption of the revised IFRS 16 Leases, the Company currently has no off-balance sheet arrangements.

Under the terms of the purchase agreement for the Summit Property the Company has a contingent cash payment of $8.2 million due to the vendor upon commencement of production at the mine.

SUPPLEMENTAL INFORMATION TO MANAGEMENT'S DISCUSSION AND ANALYSIS

Cash Costs

This MD&A refers to operating cash cost per ounce, and operating cash cost excluding royalties per ounce, both of which are non-GAAP performance measures, in order to provide investors with information about measures used by management to monitor performance. Management uses this information to assess how well the producing gold mines are performing compared to plan and prior periods, and also to assess the overall effectiveness and efficiency of gold mining operations. Cash cost figures are calculated in accordance with a standard developed by the Gold Institute, which was a worldwide association of suppliers of gold and gold products and included leading North American gold producers. The Gold Institute ceased operations in 2002, but the standard is still an accepted standard of reporting cash costs of gold production in North America. Adoption of the standard is voluntary, and the cost measures presented herein may not be comparable to other similarly titled measures of other companies. Cash cost includes mine site operating costs such as mining, processing, administration, but are exclusive of impairment, amortization, reclamation, and exploration and development costs. Operating cash cost is the total cash cost less those costs capitalized as attributable to the removal of excess waste in developing new resources. These costs are then divided by the Company's ounces of gold produced to arrive at the cash cost measures on a per ounce basis. These measures, along with sales, are considered to be key indicators of a company's ability to generate operating earnings and cash flow from its mining operations. These measures of cash costs do not have any standardized meaning prescribed by IFRS and differ from measures determined in accordance with IFRS. They 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. These measures are not necessarily indicative of net earnings or cash flow from operations as determined under IFRS.

The following tables provide a reconciliation of cash cost measures for the mine to the mining costs excluding impairment, depreciation and amortization reflected in the Financial Statements.

Galaxy Property

	Q4 2023	Q3 2023	Q2 2023	Q1 2023	2023
Operating costs	2,064,680	2,165,039	2,327,861	2,459,339	9,016,919
Adjust for:					
Impairment, depreciation and amortization	(246,538)	(173,080)	(182,188)	(189,106)	(790,912)
Inventory movement	(27,664)	(9,147)	(21,566)	(57,287)	(115,664)
Total operating cash cost	1,790,478	1,982,812	2,124,107	2,212,946	8,110,343
Royalties	(4,144)	(18,964)	(11,898)	(8,663)	(43,669)
Total operating cash cost excluding royalties	1,786,334	1,963,848	2,112,209	2,204,283	8,066,674
Gold production (ounces)	1,314	1,752	1,689	1,584	6,339
Gold production (ounces payable)	1,059	1,418	1,344	1,231	5,052
Total operating cash cost excluding royalties per payable oz.	1,687	1,385	1,571	1,790	1,596

	Q4 2022	Q3 2022	Q2 2022	Q1 2022	2022
Operating costs	2,920,965	2,832,165	3,085,831	2,667,378	11,506,339
Adjust for:					
Impairment, depreciation and amortization	(212,575)	(217,138)	(142,257)	(513,659)	(1,085,629)
Inventory movement	(147,719)	227,050	(412,936)	382,264	48,659
Total operating cash cost	2,560,671	2,842,077	2,530,638	2,535,983	10,469,369
Royalties	(160,947)	(52,114)	(38,908)	(20,840)	(272,809)
Total operating cash cost excluding royalties	2,399,724	2,789,963	2,491,730	2,515,143	10,196,560
Gold production (ounces)	1,989	2,483	2,346	3,143	9,961
Gold production (ounces payable)	1,530	1,889	1,760	2,357	7,536
Total operating cash cost excluding royalties per payable oz.	1,568	1,477	1,416	1,067	1,353

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company is responsible for designing internal controls over financial reporting or causing them to be designed under the supervision of the CEO and CFO in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Company's CEO and CFO are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of an Exchange issuer to design and implement on a cost effective basis disclosure controls and procedures as well as internal controls over financial reporting 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.

RISKS AND UNCERTAINTIES

There are a number of risk factors that could cause future results to differ materially from those described herein. The risks and uncertainties described herein are not the only ones the Company faces. Additional risks and uncertainties, including those that the Company does not know about now or that it currently deems immaterial, may also adversely affect the Company's business.

Risk Factors relating to the Business of Golconda

Golconda currently depends on one operating mineral project

The Company is reliant on a single operating mineral project. Any adverse development affecting the progress of the Galaxy Property such as, but not limited to, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage, hiring suitable personnel and engineering contractors, or securing supply agreements on commercially suitable terms, may have a material adverse effect on the Company's financial performance and results of operations.

Gold price volatility may affect the future production, profitability, financial position and financial condition of the Company

The development and success of the Galaxy Property and the Summit Mine are primarily dependent on the future price of gold. Gold prices are subject to significant fluctuation and are affected by a number of factors which are beyond the control of the Company. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major gold-producing countries throughout the world. The price of gold and other precious metals has fluctuated widely in recent years and declined dramatically in 2013, and future serious price declines could cause continued development of, and commercial production from, the Company's properties to be impracticable or uneconomic. Depending on the price of gold, projected cash flow from planned mining operations may not be sufficient and the Company could be forced to discontinue development and may lose its interest in, or may be forced to sell, some of its properties. Future production from the Company's mining properties is dependent on gold prices that are adequate to make these properties economically viable.

Furthermore, reserve calculations and life-of-mine plans using lower gold prices could result in material write-downs of the Company's investment in mining properties and increased amortization, reclamation and closure charges. In addition to adversely affecting the Company's mineral reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Fluctuations in gold prices may materially adversely affect the Company's financial performance or results of operations. If the world market price of gold was to drop and the prices realized by the Company on gold sales were to decrease and remain at such a level for any substantial period, the profitability of the Company and cash flow would be negatively affected. The world market price of gold has fluctuated widely during the last several years. If the market price of gold falls and remains below production costs of the Company's mining operations for a sustained period, losses would be sustained, and, under certain circumstances, there may be a curtailment or suspension of some or all of its mining and exploration activities. The Company would also have to assess the economic impact of any sustained lower gold prices on recoverability and, therefore, the cut-off grade and level of the Company's gold mineral reserves and resources. These factors could have an adverse impact on the Company's production estimates, future cash flows, earnings, results of operations, stated mineral reserves and financial condition.

Foreign investments and operations are subject to numerous risks associated with operating in foreign jurisdictions

The Company conducts its mining, development and exploration activities in South Africa and the United States. The Company's foreign mining investments are subject to the risks normally associated with the conduct of business in foreign countries. The occurrence of one or more of these risks could have a material and adverse effect on the Company's profitability or the viability of its affected foreign operations, which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

Risks may include, among others, labour disputes, invalidation of governmental orders and permits (including permits necessary for executives and key employees to work in South Africa and the United States), corruption, uncertain political and economic environments, sovereign risk, war (including in neighbouring states), civil disturbances and terrorist actions, arbitrary changes in laws or policies of particular countries, the failure of foreign parties to honour contractual relations, corruption, foreign taxation, delays in obtaining or the inability to obtain necessary governmental permits, opposition to mining from environmental or other non-governmental organizations, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on gold exports, instability due to economic under-development, inadequate infrastructure and increased financing costs. In addition, the enforcement by the Company of its legal rights to exploit its properties may not be recognized by the government of South Africa or the government of the United States or by their respective court systems. These risks may limit or disrupt the Company's operations, restrict the movement of funds or result in the deprivation of contractual rights or the taking of property by nationalization or expropriation without fair compensation.

The economy and political system of South Africa should be considered by investors to be less predictable than those in countries in which the majority of investors are likely to be resident. The possibility that the current, or a future, government may adopt substantially different policies, take arbitrary action which might halt production, extend to the re-nationalization of private assets or the cancellation of contracts, the cancellation of mining and exploration rights and/or changes in taxation treatment cannot be ruled out, the happening of any of which could result in a material and adverse effect on the Company's results of operations and financial condition.

The Company may experience regulatory, consent or permitting delays

The business of mineral exploration, project development, mining and processing is subject to various national and local laws and plans relating to: permitting and maintenance of title; environmental consents; taxation; employee relations; heritage/historic matters; health and safety; royalties; land acquisition; and other matters.

There is a risk that the necessary permits, consents, authorizations and agreements to implement planned exploration, project development, or mining may not be obtained under conditions or within time frames that make such plans economic, that applicable laws, regulations or the governing authorities will change or that such changes will result in additional material expenditures or time delays.

The Company's exploration, development and mining activities are situated entirely in two countries

The Company conducts its exploration, development and mining activities entirely in South Africa and the United States. Golconda believes that the Government of South Africa and the Government of the United States support the development of natural resources. There is no assurance that future political and economic conditions in South Africa and the United States will not result in their respective governments adopting different policies respecting foreign development and ownership of mineral resources. Any such change in policy may result in changes in laws affecting ownership of assets, land tenure and mineral concessions, taxation, royalties, rates of exchange, environmental protection, labour relations, repatriation of income and return of capital, which may affect both the Company's ability to undertake exploration and development activities in respect of future properties as well as its ability to continue to explore, develop and mine those properties in respect of which it has obtained mineral exploration rights to date.

The Company relies on its management team and outside contractors, and the loss of one or more of these persons may adversely affect Golconda

The success of the operations and activities of the Company is dependent to a significant extent on the efforts and abilities of its management and outside contractors. The Company's management team is concentrated on a small number of key employees. Investors must be willing to rely to a significant extent on management's discretion and judgment, as well as the expertise and competence of outside contractors. Golconda does not have in place formal programs for succession of management and training of management, nor does it hold key person insurance on these individuals. The loss of one or more of these key employees or contractors, if not replaced, could adversely affect the Company's profitability, results of operations and financial condition. Certain executives and key employees of the Company require permits to work and reside in South Africa or the United States. There is no guarantee that the Government of South Africa or the Government of the United States, as applicable, will grant such permits, or if granted, that such permits will be renewed or not revoked.

Golconda's insurance coverage does not cover all of its potential losses, liabilities and damages related to its business and certain risks are uninsured or uninsurable

Golconda's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes or slowdowns, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment or laws, and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to Golconda's properties or the properties of others, delays in development or mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance does not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover certain risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to Golconda or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

The mining industry is subject to significant risks and hazards, including environmental hazards, industrial accidents, unusual or unexpected geological conditions, labour force disruptions, unavailability of materials and equipment, weather conditions, pit wall failures, rock bursts, ground falls, slope failures, cave-ins, flooding, seismic activity, water conditions and gold bullion losses and other natural or man-provoked incidents that could affect the mining of ore, most of which are beyond the Company's control. These risks and hazards could result in: damage to, or destruction of, mineral properties or production facilities; personal injury or death; environmental damage; delays in mining; and monetary losses and possible legal liability. As a result, production may fall below historic or estimated levels and the Company may incur significant costs or experience significant delays that could have a material adverse effect on the Company's financial performance, liquidity and results of operations. To minimize risks in these areas, the Company provides training programs for employees and has joint management-worker committees to review work practices and environment.

Currency fluctuations may affect the costs that the Company incurs in its operations

The proceeds from financing activities may be received in Canadian dollars while a significant portion of its operating expenses will be incurred in United States dollars, South African Rand and other foreign currencies. From time to time, the Company will borrow funds and will incur capital expenditures that are denominated in foreign currency. Gold is sold throughout the world, based principally on a U.S. dollar price, but as stated above, a significant portion of the Company's operating expenses are incurred in non-U.S. dollar currencies. The appreciation of non-U.S. dollar currencies in those countries where the Company has mining, exploration and/or development operations against the U.S. dollar would increase the costs of gold production at such operations which could materially and adversely affect the Company's profitability, results of operation and financial position.

Failure to generate sufficient cash flow from operations to fund the Company's capital expenditure plans may result in a delay or indefinite postponement of exploration, development or production.

To fund growth, Golconda may depend on securing the necessary capital through loans or other forms of permanent capital. The availability of this capital is subject to general economic conditions and lender and investor interest in the Company and its projects. In addition, a portion of Golconda's activities is directed to the search for and the development of new mineral deposits. The Company may be required to seek additional financing to maintain its capital expenditures at planned levels. Golconda will also have additional capital requirements to the extent that it decides to expand its present operations and exploration activities or construct additional new mining and processing operations or take advantage of opportunities for acquisitions, joint ventures or other business opportunities that may arise. Financing may not be available when needed or, if available, may not be available on terms acceptable to the Company. Failure to obtain any financing necessary for the Company's capital expenditure plans may result in a delay or indefinite postponement of exploration, development or production.

In order to finance future operations and development efforts, Golconda expects to have sufficient cash flow from operations, but may raise funds through project financing or the issue of common shares or the issue of securities convertible into common shares.

The constating documents of Golconda allow it to issue, among other things, an unlimited number of common shares for such consideration and on such terms and conditions as may be established by the directors of the Company, in many cases, without the approval of shareholders. The Company cannot predict the size of future issues of common shares or the issue of securities convertible into common shares or the effect, if any, that future issues and sales of the common shares will have on the market price of the common shares. Due to recent market volatility, there may be an increased risk of dilution for existing shareholders should Golconda need to issue additional common shares at a lower share price to meet its capital requirements. Any transaction involving the issue of previously authorized but unissued common shares or securities convertible into common shares, would result in dilution, possibly substantial, to the then current shareholders.

The Company's fair value estimates with respect to the carrying amount of mineral interests are based on numerous assumptions and may differ significantly from actual fair values.

Periodically, the Company evaluates the carrying amount of mineral interests to determine whether the effect of current events and circumstances indicate such carrying amount may no longer be supportable, which becomes more of a risk in the global economic conditions that exist currently. The fair values of its reporting units are based, in part, on certain factors and assumptions that may be partially or totally outside of the Company's control. This evaluation involves a comparison of the estimated fair value of the Company's reporting units to their carrying values. The Company's fair value estimates are based on numerous assumptions and may differ from actual realizable values and these differences may be significant and could have a material effect on the Company's financial position and/or results of operation. If the Company fails to achieve its valuation assumptions or if any of its reporting units experiences a decline in its fair value, then this may result in an impairment charge, which would reduce the Company's earnings.

Mining tax regimes in foreign jurisdictions are subject to differing interpretations and may be vulnerable to sudden changes.

Mining tax regimes in foreign jurisdictions may be subject to different interpretations and may be subject to sudden changes. In some cases, fiscal stability guarantees are in place which provide a measure of protection. Golconda's interpretation of taxation law as applied to its transactions and activities may not coincide with that of the tax authorities. As a result, transactions may be challenged by tax authorities and the Company's operations may be assessed, which could result in significant additional taxes, penalties and interest.

Golconda's mineral reserves and mineral resources are estimates, and no assurance can be given that the estimated reserves and resources are accurate or that the indicated level of gold will be produced.

Reserves are statistical estimates of mineral content and ore based on limited information acquired through drilling and other sampling methods and require judgmental interpretations of geology. Successful extraction requires safe and efficient mining and processing. Golconda's mineral reserves and mineral resources are estimates, and no assurance can be given that the estimated reserves and resources are accurate or that the indicated level of gold will be produced. Such estimates are, in large part, based on interpretations of geological data obtained from drill holes and other sampling techniques. Actual mineralisation or formations may be different from those predicted. Further, it may take many years from the initial phase of drilling before production is possible, and during that time the economic feasibility of exploiting a discovery may change. Mineral resource estimates for properties that have not commenced production are based, in many instances, on limited and widely spaced drill hole information, which is not necessarily indicative of the conditions between and around drill holes. Accordingly, such mineral resource estimates may require revision as more drilling information becomes available or as actual production experience is gained. It cannot be assumed that all or any part of Golconda's mineral resources constitute or will be converted into reserves. Market price fluctuations of gold, as well as increased production and capital costs or reduced recovery rates, may render Golconda's proven and probable reserves unprofitable to develop at a particular site or sites for periods of time or may render mineral reserves containing relatively lower grade mineralisation uneconomic. Moreover, short-term operating factors relating to the mineral reserves, such as the need for the orderly development of ore bodies or the processing of new or different ore grades, may cause mineral reserves to be reduced or Golconda to be unprofitable in any particular accounting period. Estimated reserves may have to be recalculated based on actual production experience. Any of these factors may require the Company to reduce its mineral reserves and resources, which could have a negative impact on the Company's financial results. Failure to obtain necessary permits or government approvals could also cause Golconda to reduce its reserves. There is also no assurance that Golconda will achieve indicated levels of gold recovery or obtain the prices for gold production assumed in determining the amount of such reserves. Level of production may also be affected by weather or supply shortages.

Inferred mineral resources cannot be converted into mineral reserves as the ability to assess geological continuity is not sufficient to demonstrate economic viability. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to resources with sufficient geological continuity to constitute proven and probable mineral reserves as a result of continued exploration.

The Company must continually replace reserves depleted by production to maintain production levels over the long term.

Golconda must continually replace reserves depleted by production to maintain production levels over the long term. The life-of-mine estimate for the Galaxy Property is based on a number of factors and assumptions and may prove to be incorrect. In addition, mine life would be shortened if production is expanded. Reserves can be replaced by expanding known ore bodies, locating new deposits or making acquisitions. Exploration is highly speculative in nature. The Company's exploration projects involve many risks and may be unsuccessful. Once a site with mineralisation is discovered, it may take several years from the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves and to construct mining and processing facilities. As a result, there is no assurance that current or future exploration programs will be successful. There is a risk that depletion of reserves will not be offset by discoveries or acquisitions. The mineral base of Golconda may decline if reserves are mined without adequate replacement and the Company may not be able to sustain production beyond the current mine life, based on current production rates.

Feasibility studies may be used to determine the economic viability of a deposit. Many factors are involved in the determination of the economic viability of a deposit including the achievement of satisfactory mineral reserve estimates, the level of estimated metallurgical recoveries, capital and operating cost estimates and the estimate of future gold prices. Capital and operating cost estimates are based upon many factors, including anticipated tonnage and grades of ore to be mined and processed, the configuration of the ore body, ground and mining conditions, expected recovery rates of the gold from the ore and anticipated environmental and regulatory compliance costs. Each of these factors involves uncertainties and as a result the Company cannot give assurance that its development or exploration projects will become operating mines. If a mine is developed, actual operating results may differ from those anticipated, thereby impacting on the economic viability of the project.

The ability of the Company to sustain or increase its present levels of gold production is dependent in part on the success of its projects, which are subject to numerous known and unknown risks.

The ability of Golconda to sustain or increase its present levels of gold production is dependent in part on the success of its projects. Risks and unknowns inherent in all projects include: the accuracy of reserve estimates; metallurgical recoveries; capital and operating costs of such projects; and the future prices of the relevant minerals. Projects have no operating history upon which to base estimates of future cash flow. The capital expenditures and time required to develop new mines or other projects are considerable and changes in costs or construction schedules can affect project economics. It is not unusual in the mining industry for new mining operations to experience unexpected problems during the start-up phase, resulting in delays and requiring more capital than anticipated. Actual costs and economic returns may differ materially from the Company's estimates or the Company could fail to obtain the governmental approvals necessary for the operation of a project, in which case, the project may not proceed, either on its original timing, or at all.

The validity of mining interests held by Golconda can be uncertain and may be contested, and there can be no assurance that Golconda will continue to be able to compete successfully with its competitors in acquiring such properties and assets or in attracting and retaining skilled and experienced employees.

The validity of mining interests held by Golconda can be uncertain and may be contested. Acquisition of title to mineral properties is a very detailed and time-consuming process, and the Company's title to its properties may be affected by prior unregistered agreements or transfers, or undetected defects. Several of the Company's licenses will need to be renewed, and on renewal the license may cover a smaller area. There is a risk that Golconda may not have clear title to all of its mineral property interests, or they may be subject to challenge or impugned in the future. Although the Company has attempted to acquire satisfactory title to its properties, some risk exists that some titles, particularly title to undeveloped properties, may be defective. A successful challenge to Golconda's title to its properties could result in the Company being unable to operate on its properties as anticipated or being unable to enforce its rights with respect to its properties which could have a material and adverse effect on the Company. Golconda competes with other mining companies and individuals for mining interests on exploration properties and the acquisition of mining assets, which may increase its cost of acquiring suitable claims, properties and assets, and the Company also competes with other mining companies to attract and retain key executives and employees. There can be no assurance that the Company will continue to be able to compete successfully with its competitors in acquiring such properties and assets or in attracting and retaining skilled and experienced employees. The mining industry has been impacted by increased worldwide demand for critical resources such as input commodities, drilling equipment, tires and skilled labour and these shortages have caused unanticipated cost increases and delays in delivery times, thereby impacting operating costs, capital expenditures and production schedules.

Golconda is subject to risks and expenses related to reclamation costs and related liabilities.

Golconda is generally required to submit for governmental approval a reclamation plan (some of which are reassessed on regular basis) and to pay for the reclamation of its mine sites upon the completion of mining activities. The Company estimates the net present value of future cash outflows for reclamation costs at all properties under IFRS at approximately $2.1million as at December 31, 2023 based on information available as of that date. Any significant increases over the current estimates of these costs could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

The operations of Golconda are carried out in geographical areas which lack adequate infrastructure and are subject to various other risk factors.

Mining, processing, development, and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources, and water supply are important determinants which affect capital and operating costs. Lack of such infrastructure or unusual or infrequent weather phenomena, sabotage, terrorism, government, or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition, and results of operations.

Golconda is dependent on its workforce to extract and process minerals, and is therefore sensitive to a labour disruption.

Golconda is dependent on its workforce to extract and process minerals. The Company has programs to recruit and train the necessary manpower for its operations and endeavours to maintain good relations with its workforce in order to minimize the possibility of strikes, lock-outs and other stoppages at its work sites. Relations between the Company and its employees may be impacted by changes in labour relations which may be introduced by, among other things, employee groups, unions, and the relevant governmental authorities in whose jurisdictions the Company carries on business. Labour disruptions at the Galaxy Property could have a material adverse impact on Golconda's business, results of operations and financial condition. Some of the Company's employees are represented by labour unions under various collective labour agreements. Golconda may not be able to satisfactorily renegotiate its collective labour agreements when they expire. In addition, existing labour agreements may not prevent a strike or work stoppage at the Company's facilities in the future, and any such work stoppage could have a material adverse effect on the Company's earnings and financial condition.

There are health risks associated with the mining work force in Africa.

Malaria and other diseases such as HIV/AIDS represent a serious threat to maintaining a skilled workforce in the mining industry throughout Africa and are a major healthcare challenge faced by Golconda's operations in Africa. There can be no assurance that the Company will not lose members of its workforce or see its workforce man-hours reduced or incur increased medical costs as a result of these health risks, which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

Golconda is vulnerable to supply chain disruptions, major health issues, pandemics and COVID-19

Golconda and its suppliers may be affected by, among other things, disruptions related to major health issues or pandemics, including increases in labour and fuel costs, labour disruptions, regulatory changes, political or economic instability or civil unrest or war, trade restrictions, tariffs, transport capacity and costs and other factors relating to trade. In particular, major health issues and pandemics may impact commerce and travel and may adversely affect trade and global and local economies.

The global markets are experiencing volatility and disruption following the escalation of geopolitical tensions and the start of the military conflict between Russia and Ukraine. On February 24, 2022, Russia began a full-scale military invasion of Ukraine. Although the length and impact of the ongoing military conflict is highly unpredictable, the conflict in Ukraine could lead to market disruptions, including significant volatility in commodity prices, credit and capital markets and interest rates. These factors could negatively impact the Company's ability to access liquidity needed for the Company's business in the longer term. These factors may impact the Company's future ability to obtain equity, debt or bank financing on terms favourable to the Company, or at all. The extent and duration of the current Russian-Ukrainian conflict and related international action cannot be accurately predicted at this time and the effects of such conflict may magnify the impact of the other risks identified in this MD&A, including those relating to commodity price volatility, global financial conditions and supply chain disruptions. The situation is rapidly changing and unforeseeable impacts, including on our shareholders and counterparties on which we rely and transact with, may materialize, and may have an adverse effect on our business, results of operation and financial condition.

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has in 2020 resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, restrictions on trade and movement of goods, self-imposed isolation or quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. As a result of COVID-19 and other pandemics, the Company may experience labour shortages, and the inability to operate its facilities as a result of a direction from national, provincial, or local health authorities. The closure of borders and the implementation of travel bans may adversely affect the Company's ability to conduct its business.

Given the ongoing and dynamic nature of the coronavirus outbreak and the potential for similar outbreaks in the future, it is difficult to predict the impact it will have on the Company's business. Such factors are beyond the Company's control and may cause disruptions to the Company's suppliers and the Company's ability to operate its business. Such an outbreak, if uncontrolled, could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

Surrounding communities may affect mining operations through the restriction of access of supplies and workforce to the mine site or through legal challenges asserting ownership rights.

Surrounding communities may affect the mining operations through the restriction of access of supplies and workforce to the mine site. Certain of the properties of the Company may be subject to the rights or asserted rights of various community stakeholders. Active community outreach and development programs are maintained to mitigate the risk of blockades or other restrictive measures by the communities.

Artisanal miners make use of some or all of the Company's properties. This condition may interfere with work on Golconda's properties and present a potential security threat to the Company's employees. There is a risk that Golconda's operations may be delayed, or interfered with, due to the use of the properties by artisanal miners. The Company uses its best efforts to maintain good relations with the local communities in order to minimize such risks.

Golconda's mining and processing operations and exploration activities are subject to extensive laws and regulations governing the environment, health and safety.

Golconda's mining and processing operations and exploration activities are subject to extensive laws and regulations governing the protection of the environment, exploration, development, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, mine and worker safety, protection of endangered and other special status species and other matters. The Company's ability to obtain permits and approvals and to successfully operate in particular communities may be adversely impacted by real or perceived detrimental events associated with the Company's activities or those of other mining companies affecting the environment, human health and safety of the surrounding communities. Delays in obtaining or failure to obtain government permits and approvals may adversely affect Golconda's operations, including its ability to explore or develop properties, commence production or continue operations. Failure to comply with applicable environmental and health and safety laws and regulations may result in injunctions, fines, suspension or revocation of permits and other penalties. The costs and delays associated with compliance with these laws, regulations and permits could prevent Golconda from proceeding with the development of a project or the operation or further development of a mine or increase the costs of development or production and may materially adversely affect the Company's business, results of operations or financial condition. The Company may also be held responsible for the costs of addressing contamination at the site of current or former activities or at third party sites. Golconda could also be held liable for exposure to hazardous substances. The costs associated with such responsibilities and liabilities may be significant.

Measures required to address effluent compliance, fines and costs and/or the effluent quality may have a negative impact on Golconda's financial condition or results of operations. The Company may also incur significant costs in connection with reclamation activities for its mining sites, which may materially exceed the provisions the Company has made for such reclamation. In addition, the unknown nature of possible future additional regulatory requirements and the potential for additional reclamation activities create further uncertainties related to future reclamation costs, which may have a material adverse effect on the Company's financial condition, liquidity or results of operations. Various environmental incidents can have a significant impact on operations.

Any acquisition that Golconda may choose to complete may be of a significant size, may change the scale of Golconda's business and operations and may expose Golconda to new geographic, political, operating, financial and geological risks.

Golconda may pursue the acquisition of producing, development and/or advance stage exploration properties and companies. The search for attractive acquisition opportunities and the completion of suitable transactions are time consuming and expensive, divert management attention away from the Company's existing business and may be unsuccessful. Any acquisition that Golconda may choose to complete may be of a significant size, may change the scale of Golconda's business and operations and may expose the Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities depends on its ability to identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition and integrate the acquired operations successfully with those of the Company. Any acquisitions would be accompanied by risks. For example, there may be a significant change in commodity prices after Golconda has committed to complete the transaction and established the purchase price or share exchange ratio; a material orebody may prove to be below expectations; Golconda may have difficulty integrating and assimilating the operations and personnel of any acquired companies, realizing anticipated synergies and maximizing the financial and strategic position of the combined enterprise, and maintaining uniform standards, policies and controls across the organization; the integration of the acquired business or assets may disrupt the Company's ongoing business and its relationships with employees, customers, suppliers and contractors; and the acquired business or assets may have unknown liabilities which may be significant. In the event that the Company chooses to raise debt capital to finance any such acquisition, the Company's leverage will be increased. If the Company chooses to use equity as consideration for such acquisition, existing shareholders may suffer dilution. Alternatively, Golconda may choose to finance any such acquisition with its existing resources. There can be no assurance that the Company would be successful in overcoming these risks or any other problems encountered in connection with such acquisitions.

Failure to Realize the Anticipated Benefits of the Summit Acquisition

The Summit mine has been under care and maintenance since 2014. Achieving the benefits of the acquisition of the Summit Property depends in part on successfully supporting the respective growth initiatives and operations of the Summit Property in a timely and efficient manner, as well as the Company's ability to realize the anticipated growth opportunities associated with the completion of the acquisition of the Summit Property. This process will require the dedication of management's effort, time and resources which may divert management's focus and resources from other strategic opportunities and from operational matters during this process. These decisions and the completion of the acquisition of the Summit Property will present challenges to management and special risks pertaining to possible unanticipated liabilities, unanticipated costs, and the potential loss of key employees. Further, there is no certainty the Company will be able to retain mining contractors to operate the Summit mine and failure to retain such services will require management to dedicate additional effort, time and resources. This process may result in the loss and the disruption of ongoing business and customer and employee relationships that may adversely affect the Company's ability to achieve the anticipated benefits of the acquisition of the Summit Property, and as a result of these factors, it is possible that the anticipated benefits of the acquisition of the Summit Property will not be realized as anticipated.

Potential Undisclosed Liabilities relating to the Summit Assets

The Summit Property continues to have the liabilities that existed prior to completion of the acquisition of the Summit Property. There may be liabilities and risks associated with the acquisition of the Summit Property that the Company failed to discover or was unable to accurately assess or quantify in its due diligence.

Risks Relating to Ramp-up of Production at the Galaxy Property

The Company will require significant additional amounts of funding to increase production at the Galaxy Property, including costs associated with recruiting and training new personnel, refurbishing the existing plant, constructing a new tailings retreatment facility and recommencement underground mining operations. Increasing production will also be subject to various governmental approvals. There can be no assurance that the Company will be able to increase production at the Galaxy Property at all or on time or to budget due to, among other things, and in addition to those factors described above, changes in the economics of the mineral projects, the delivery and installation of plant and equipment and cost overruns, or that the current personnel, systems, procedures and controls will be adequate to support the Company's operations. A failure by the Company to increase production at the Galaxy Property to the projected amounts could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Precious metal exploration projects may not be successful and are highly speculative in nature

The exploration for and development of precious metals involves significant risks which even a combination of careful evaluation, experience and knowledge cannot eliminate. While the discovery of a precious metal deposit may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a precious metal deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of precious metals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. There is no certainty that the expenditures made by the Company towards the search and evaluation of precious metal deposits will result in discoveries of commercial quantities of such metals.

Risks related to climate change

The Company acknowledges climate change may adversely affect the Company's operations, and related legislation is becoming more stringent. The effects of climate change or extreme weather events may cause prolonged disruption to operations and/or the delivery of essential commodities which could negatively affect production efficiency. The Company makes efforts to mitigate climate risks by ensuring that extreme weather conditions are included in its emergency response plans. However, there is no assurance that the response will be effective or that the physical risks of climate change will not have an adverse effect on the Company's operations and profitability.

Risks related to information security

The Company is reliant on the continuous and uninterrupted operation of its information technology ("**IT**") systems. User access and security of all sites and corporate IT systems can be critical elements to the operations of the Company. Protection against cyber security incidents, cloud security and security of all of the Company's IT systems are critical to the operations of the Company. Any IT failure pertaining to availability, access or system security could result in disruption for personnel and could adversely affect the reputation, operations or financial performance of the Company. The Company's IT systems could be compromised by unauthorized parties attempting to extract business sensitive, confidential or personal information, denial of access extortion, corrupting information or disrupting business processes or by inadvertent or intentional actions by the Company's employees or vendors. A cyber security incident resulting in a security breach or failure to identify a security threat could disrupt business and could result in the loss of business sensitive, confidential or personal information or other assets, as well as litigation, regulatory enforcement, violation of privacy or securities laws and regulations, and remediation costs, which could materially impact the Company's business or reputation.

The use of derivative instruments involves certain inherent risks including credit risk, market liquidity risk and unrealized mark-to-market risk.

Golconda may from time to time employ hedge (or derivative) products in respect of commodities, interest rates and/or currencies. Hedge (or derivative) products are generally used to manage the risks associated with, among other things, mineral price volatility, changes in commodity prices, interest rates, foreign currency exchange rates and energy prices. Where Golconda will hold such derivative positions, the Company will deliver into such arrangements in the prescribed manner. The use of derivative instruments involves certain inherent risks including: (a) credit risk — the risk of default on amounts owing to the Company by the counterparties with which the Company has entered into such transactions; (b) market liquidity risk — the risk that Golconda has entered into a derivative position that cannot be closed out quickly, by either liquidating such derivative instrument or by establishing an offsetting position; and (c) unrealized mark-to-market risk — the risk that, in respect of certain derivative products, an adverse change in market prices for commodities, currencies or interest rates will result in Golconda incurring an unrealized mark-to-market loss in respect of such derivative products.

In the case of a gold option based forward sales program, if the metal price rises above the price at which future production has been committed under an option based forward sales hedge program, Golconda may have an opportunity loss. If the metal price falls below that committed price under an option based forward sales hedge program, revenues will be protected to the extent of such committed production. There can be no assurance that the Company will be able to achieve future realized prices for metal prices that may exceed the option based forward sales hedge program.

Additional Risk Factors

Golconda’s share price will fluctuate.

The trading price of the common shares is subject to change and could fluctuate significantly in the future. The fluctuations could be in response to numerous factors beyond the Company’s control, including: quarterly variations in results of operations; changes in the price of gold; changes in securities analysts’ recommendations; announcements of acquisitions; changes in earnings estimates made by independent analysts; general fluctuations in the stock market; or revenue and results of operations below the expectations of public market securities analysts or investors. Any of these could result in a sharp decline in the market price of the common shares.

With the advent of the Internet, new avenues have been created for the dissemination of information. Golconda has no control over the information that is distributed and discussed on electronic bulletin boards and investment chat rooms. The intention of the people or organizations that distribute such information may not be in the Company’s best interest and the best interests of its shareholders. This, in addition to other forms of investment information including newsletters and research publications, could result in a sharp decline in the market price of the common shares. In addition, stock markets have occasionally experienced extreme price and volume fluctuations. These broad market fluctuations may cause a decline in the market price of the common shares.

Conflicts of interest may affect certain directors and officers of Golconda.

Senior officers and directors of the Company own or control approximately 18.73% of the outstanding common shares. Certain conflicts may arise between such individuals’ interests as members of the management team and their interests as shareholders. Such conflicts could arise, for example, with respect to the payment of salaries and bonuses and similar matters. The Company’s directors and officers are subject to fiduciary obligations to act in the best interest of the Company.

Dividends

To date, Golconda has not paid any dividends on the Commons Shares. The Company does not currently intend to pay any cash dividends on the common shares in the foreseeable future and therefore its shareholders may not be able to receive a return on their shares unless they sell them. The Company’s current policy is to retain earnings to finance its exploration and development activities and to otherwise reinvest in the Company. The Company's dividend policy will be reviewed from time to time by the board of directors of the Company in the context of its earnings, financial condition and other relevant factors. Until Golconda pays dividends, which it may never do, its shareholders will not be able to receive a return on its common shares unless they sell them.

Lack of Liquidity; Concentration of Holdings

Persons purchasing common shares may not be able to resell the shares and may have to hold the shares indefinitely. In addition, purchasers may not be able to use their shares for collateral for loans and may not be able to liquidate at a suitable price.

Market Perception

Market perception of junior gold companies such as the Company may shift such that these companies are viewed less favourably. This factor could impact the value of investors' holdings and the ability of the Company to raise further funds, which could have a material adverse effect on the Company's business, financial condition and prospects.

Golconda is subject to the risk of litigation, the causes and costs of which cannot be known.

Golconda may be involved in disputes with other parties in the future which may result in litigation. The causes of potential future litigation cannot be known and may arise from, among other things, business activities, environmental laws, volatility in stock price or failure to comply with disclosure obligations. The results of litigation cannot be predicted with certainty. If the Company is unable to resolve these disputes favourably, it may have a material adverse impact on the Company's financial performance, cash flow and results of operations.

In the event of a dispute involving the foreign operations of the Company, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada. Golconda's ability to enforce its rights could have an adverse effect on its future cash flows, earnings, results of operations and financial condition.

Difficulties for investors in foreign jurisdictions in bringing actions and enforcing judgments

The majority of Golconda's officers reside outside of North America, and all or a substantial portion of their assets, and a substantial portion of Golconda's assets, are located outside of North America. As a result, it may be difficult for investors in Canada to bring an action against directors or officers who are not resident in Canada. It may also be difficult for an investor to enforce a judgment obtained in a Canadian court or a court of another jurisdiction of residence predicated upon the civil liability provisions of federal or provincial securities laws or other laws of Canada or the equivalent laws of other jurisdictions outside Canada against those persons.

SUBSEQUENT EVENTS

On February 27, 2024, the Company closed the $5 million stream transaction relating to its Galaxy project in South Africa with Empress Royalty Holding Corp. ("Empress"), (the "Agreement"). Pursuant to the terms of the Agreement, Empress has made an up-front cash payment totalling $5 million (the "Investment") for payable gold produced from the Galaxy mine. The Investment is based on 3.5% of the payable gold production from the Galaxy mine for an initial 8,000 payable ounces; thereafter, the percentage will reduce to 2.0% of the payable gold production until the earlier of: (i) 20,000 ounces having been paid to Empress; or (ii) 20 years after the first payment was made. The purchase price for the payable gold delivered pursuant to the Agreement is 20% of the gold spot price.

On March 30, 2024, the Company extended the maturity of the short-term loan note outstanding from September 30, 2024 to March 29, 2025.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on the Company's SEDAR profile at www.sedarplus.ca.