MANAGEMENT'S DISCUSSION AND ANALYSIS

Introduction

This Management's Discussion and Analysis ("MD&A") supplements, but does not form part of, the unaudited condensed consolidated interim financial statements of Lupaka Gold Corp. ("Lupaka") and the notes thereto for the three and six months ended June 30, 2025 and 2024 (collectively referred to hereafter as the "Financial Statements").

The Financial Statements have been prepared in accordance with IAS 34, Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS"). As such, the interim financial statements do not include all the information required by IFRS for annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2024, in addition to any new accounting policies applicable for the period ended June 30, 2025.

The Company's certifying officers are responsible for ensuring that the Financial Statements and MD&A do not contain any untrue statement 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 filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company as of the date of and for the periods presented in the filings.

The Company's Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors 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.

In this MD&A, "Lupaka", the "Company", or the words "we", "us", or "our", collectively refer to Lupaka Gold and its 100%-owned subsidiaries, Andean American Gold Corp. ("AAG", Canada), Lupaka USA Limited ("LPKUSA", USA), Lupaka Gold Peru S.A.C. ("LGP"), Andean Exploraciones S.A.C. (Peru) and Greenhydro S.A.C. (Peru).

This MD&A provides management's comments on Lupaka's operations for the three and six months ended June 30, 2025 and 2024, and the Company's financial condition as of June 30, 2025, as compared with the prior year-end.

The effective date of this MD&A is August 12, 2025 (the "MD&A Date")**.**

For a complete understanding of the Company's business environment, risks and uncertainties and the effect of accounting estimates on its results of operations and financial condition, this MD&A should be read together with the Company's Financial Statements. Additionally, historical references are made in this MD&A to the Company's Annual Information Form filed March 30, 2015, which can be found at www.sedar.com.

All currency amounts are expressed in Canadian Dollars unless otherwise indicated.

The Financial Statements and the MD&A were approved by the Board of Directors on the MD&A Date.

Forward-Looking Statements

Statements contained in this MD&A that are not historical facts are "forward-looking statements" or "forward-looking information" (collectively, "**Forward-Looking Information**") (within the meaning of applicable Canadian securities legislation) that involve risks and uncertainties. Forward-Looking Information includes, but is not limited to, statements relating to: the amount of financings needed; management's expectations regarding the ability to raise equity capital and/or the collection of the proceeds of the Tribunal's June 30, 2025 Award to the Company; expected use of proceeds; business objectives and strategies; the assets and liabilities of Lupaka; the acquisition of interests in mineral properties; the timing of completion and success of community relations (including with respect to agreements with local communities), exploration and development activities; requirements for additional capital; the estimation of mineral resources; the effect of government policies and announcements; and changes to applicable laws in Peru or the USA on the

Company’s operations. In certain cases, Forward-Looking Information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

The Forward-Looking Information is based on certain assumptions that the Company believes are reasonable, including: with respect to any mineral resource estimates, the key assumptions and parameters on which such estimates are based; the assumption that any additional financing needed will be available on reasonable terms; the exchange rates of the USA and Canadian currencies in 2023 will be consistent with the Company's expectations; that the demand for gold and other metals potentially produced by the Company will be sustained; that general business and economic conditions will not change in a material adverse manner; and that the Company's interests in Peru or the USA will not be adversely affected by political, social or economic instability in Peru or by changes in the government of Peru or its politics and tax policies. Other assumptions are discussed throughout this MD&A.

Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the Forward-Looking Information. Such risks and other factors include, among others: risks related to the completion of financings and the use of proceeds; that mineral resources are not as estimated; unexpected variations in mineral resources, grade or recovery rates; operations and contractual rights and obligations; actual results of the Company’s development activities being different than those expected by management; changes in exploration programs based upon results of exploration; changes in estimated mineral resources; future prices of metals; currency and interest rate fluctuations; financial risk exposure of the Company such as credit and liquidity risk; availability of third party contractors; increased costs of labour, equipment or materials; increased costs as a result of changes in project parameters; availability of equipment; failure of equipment to operate as anticipated; accidents, effects of weather and other natural phenomena and other risks of the mineral exploration industry; political risks involving the Company’s operations in a foreign jurisdiction; environmental risks; risks related to community relations and activities of stakeholders; and unanticipated delays in obtaining or failure to obtain community, governmental, judicial or regulatory approvals, or financing; as well as those factors referenced in the section entitled "Risk Factors" in this MD&A. Although the Company has often attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in Forward-Looking Information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that Forward-Looking Information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on Forward-Looking Information.

The Forward-Looking Information in this MD&A is made only as of the date hereof. Except as required under applicable securities legislation, the Company does not intend, and does not assume any obligation to update the Forward-Looking Information contained in this MD&A.

Cautionary Note to US Investors

Information concerning mineral properties in this MD&A has been prepared in accordance with Canadian disclosure standards under applicable Canadian securities laws, which are not comparable in all respects to United States disclosure standards. The terms "mineral resource", "measured resource", "indicated resource" and "inferred resource" (and similar expressions) used in this MD&A are Canadian mining terms as defined in accordance with National Instrument 43-101 under guidelines set out in the standards set by the Canadian Institute of Mining, Metallurgy and Petroleum.

While the terms "mineral resource", "measured resource", "indicated resource" and "inferred resource" are recognized and required by Canadian regulations, they are not defined terms under the standards of the U.S. Securities and Exchange Commission ("SEC"). As such, certain information contained or incorporated by reference in this MD&A concerning descriptions of mineralization and resources under Canadian standards is not comparable to similar information made public by USA companies subject to the reporting and disclosure requirements of the SEC. An "inferred resource" has a great amount of uncertainty as to its existence and as to its economic and legal feasibility. It can't be assumed that all or any part of an "inferred resource" will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred resources may not form the basis of feasibility or other economic studies. Investors are cautioned not to assume that all or any part of measured, indicated or inferred resources will ever be converted into Mineral Reserves. Investors are also cautioned not to assume that all or any part of an "inferred resource" exists or is economically or legally mineable.

Overall Performance

Activities and events of note for the last twelve months are as follows:

- On June 30, 2025, the Company received a positive decision from the International Centre for Settlement of Investment Disputes ("ICSID") on its Arbitration Claim against the Republic of Peru as a result of its loss of ownership of the Invicta Gold Project ("Invicta") to PLI Huaura Holdings LP (see *Outlook/Arbitration Claim made under the 2009 Canada-Peru Free Trade Agreement*);
- In March 2025, the Tribunal provided the Parties to the Arbitration Claim with an update reaffirming the Arbitration Tribunal's progress with the Claim;
- In December 2024, ICSID provided the Parties to the Arbitration Claim with an update reaffirming the Arbitration Tribunal's progress with the Claim;
- On October 29, 2024, the Company closed a non-brokered private placement to raise gross proceeds of $75,000, by issuing 1,500,000 units at a price of $0.05 per unit (see ***Liquidity and Capital Resources/Share Capital/Private Placements***); and
- In July 2024 and March 2024, ICSID provided the Parties to the Arbitration Claim with updates as to the Arbitration Tribunal's intended timeline for their decision.

Outlook

In addition to waiting for the receipt of the Award payment from the Republic of Peru (as described below), Management is continuing to actively seek out additional exploration projects for potential development and investment.

Arbitration Claim made under the 2009 Canada-Peru Free Trade Agreement ("CPFTA")

On June 30, 2025, the ICSID Tribunal rendered its Final Award in favour of Lupaka in its arbitration proceedings against the Republic of Peru ("**Peru**") (ICSID Case No. ARB/20/46).

Award:
In its Award, the Tribunal unanimously found that Peru breached its obligations under the Canada-Peru Free Trade Agreement. The Tribunal held that:

i) Peru unlawfully expropriated Lupaka's Invicta Gold Project

ii) Peru failed to provide Lupaka with full protection and security; and

iii) Peru failed to accord Lupaka fair and equitable treatment

Peru was also held responsible for illegal actions by the Parán Community which included the blockade, occupation and, eventually, complete seizure of the Invicta mine site – actions which the Tribunal found attributable to Peru.

Consequently, the Tribunal ordered Peru to compensate Lupaka in the full amount claimed, totalling US$40.4 million, plus interest, from 26 August 2019 to the date of final payment at the rate of LIBOR +4% from 26 August 2019 until 30 June 2023 and at the rate of UST+5% from 1 July 2023 to the date of payment, compounded annually.

Costs:
The Tribunal ordered Peru to compensate Lupaka for the entirety of its costs and expenses claimed in the course of the arbitration amounting to US$4,215,956.42, with interest at the rate of UST+5% from the date of the Award to the date of final payment. As of June 30, 2025, the total amount awarded, including interest, exceeds US$ 65 million.

Prospects of Payment and Enforcement

Due to the fact that the Award is rendered by ICSID, Lupaka has good prospects of obtaining payment due to ICSID's connection to the World Bank which adds institutional credibility and visibility, and can increase pressure on States to comply with arbitral awards. In addition, Peru generally has a good track record of complying with arbitral awards, even though it has in the past used available legal recourse to delay payment and challenge awards.

Contingent Value Rights and Distribution of Award Proceeds When Received

Upon receipt of the Award, the first distribution of any proceeds will go to the Company's arbitration process funding partner, Bench Walk LP. as they took the risk and put up the contingent financing. After Bench Walk, the largest percentage of the Award will be distributed to holders of the Lupaka Contingent Value Rights.

As announced by the Company on May 3, 2022 (see https://lupakagold.com/news/lupaka-to-issue-contingent-value-rights-and-consolidate-its-common-shares/) , each shareholder of record as of May 18, 2022 (the "Record Date") received a Contingent Value Right ("CVR") at a deemed value of $0.000001 per CVR, the distribution of which was completed on or about June 7, 2022, with 160,277,702 CVR's being issued by the Company's transfer agent (Computershare Trust Company of Canada ("Computershare")).

Each CVR entitles the holder to receive a pro rata portion of any net amount ("CVR Payment") available for distribution if the Company receives a cash award from the Company's arbitration claim against the Republic of Peru (the "Arbitration").

The CVR Payment will be calculated by deducting from the Award proceeds certain amounts, including the fees of the Company's Arbitration funder (Bench Walk Advisors (www.benchwalk.com)), legal counsel (www.lalive.law), accrued payables, the costs of any CVR distribution(s), withholding and distribution tax costs, and up to C$8 million to be retained by the Company for working capital and other corporate purposes.

The Company anticipates issuing the CVR Payments by way of a one-time special dividend to CVR holders. The CVRs are governed by the terms of a June 2022 Convertible Value Rights Indenture Agreement between the Company and Computershare.

The issuance of the CVRs by the Company was done to crystallize the entitlement of shareholders in place when the Company lost Invicta to a portion of any Arbitration award received by the Company and prevent dilution of this entitlement through future share consolidation(s) or issuances of the Company.

Please visit the Company's website at www.lupakagold.cm/projects/arbitration for ongoing updates regarding the Company's Award.

Going Concern

The Financial Statements are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"), that are applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due.

If the going concern assumption was not appropriate for the Financial Statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used, and such adjustments would be material.

As of June 30, 2025, the Company had a working capital deficit (current assets less current liabilities) of $427,751 (December 31, 2024 - $652,930) and accumulated deficit of $68,567,085 (December 31, 2024 – $68,779,262). For the six months ended June 30, 2025, the Company had net earnings of $212,177 (six-month period ended June 30, 2024 – net loss of $19,684) and used cash in operating activities of $27,996 (six-month period ended June 30, 2024 – $13,873).

The Company's ability to continue as a going concern is dependent upon its ability to generate positive cash flow from operating activities or to raise funds through the issuance of shares (see **Liquidity and Capital Resources**) or alternative financing, which it has been successful in doing so in the past. There can be no assurance that sufficient financing can be obtained in the future. As a result, there are material uncertainties that cast significant doubt about the Company's ability to continue as a going concern and realize its assets and discharge its liabilities in the normal course of business.

As the outcome of these matters cannot be predicted at this time, if the Company is unable to generate positive cash flow from operating activities or obtain additional financing, management may be required to further curtail certain expenses.

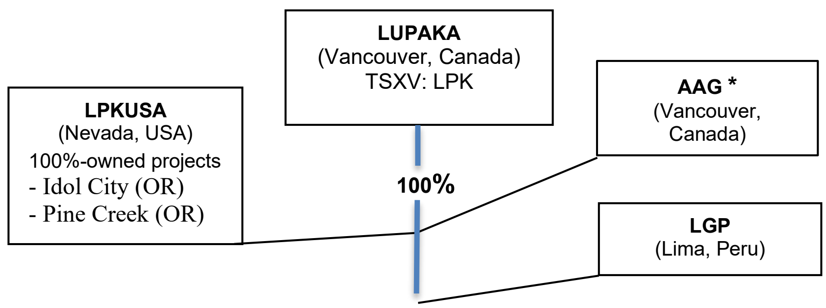
Corporate Structure

Columbia Business Corporations Act) on November 3, 2000 under the name "Kcrok Enterprises Ltd." and transitioned to the Business Corporations Act (British Columbia) on November 2, 2005. On May 4, 2010, the Company changed its name to "Lupaka Gold Corp.".

Lupaka Gold's head office and records and registered offices are located at 1569 Dempsey Road, North Vancouver, BC V7K 1S8. Lupaka Gold's common shares trade in Canada on the TSX Venture Exchange under the symbol LPK and in Germany on the Frankfurt Exchange under the symbol LQP.

Lupaka Gold owns 100% of the issued and outstanding shares of: LPKUSA, a company incorporated under the laws of Nevada, USA; LGP, a company incorporated under the laws of the Republic of Peru; and of AAG as a result of its October 1, 2012 acquisition of AAG, which until July 2019 owned 100% of IMC (which, in turn owned 100% of the Invicta Gold Project).

The following chart depicts the Company's corporate structure together with the jurisdiction of incorporation of the Company and its wholly-owned subsidiaries as of the MD&A Date. The entities below are active unless otherwise noted.



***** Effective July 31, 2025, the Company completed a corporate reorganization process to amalgamate Lupaka and AAG.

IMC, a Peru company, was a significant subsidiary of AAG until the loss of control of IMC on July 2, 2019, which triggered the Company's Arbitration Claim. Other subsidiaries, all of which are 100%-owned, inactive and located in Peru are Andean Exploraciones S.A.C. and Greenhydro S.A.C.

Management and Personnel

The Company's corporate head office is located in North Vancouver, B.C., Canada, while its Peru operations are conducted by its local Country Manager in Lima.

The Company's officers are Gordon Ellis (CEO and President) and Darryl Jones (CFO and Corporate Secretary), who are based in Vancouver along with two other administrative and accounting personnel, all of whom are independent contractors. Additionally, the Company's Peru Country Manager is an independent contractor and is the only Peru staff member.

In addition to its personnel located in Vancouver and Peru, the Company also periodically engages consultants to provide geological, metallurgical and other corporate and technical consulting services when needed.

As of the MD&A Date, the Company's Board of Directors is comprised of directors Gordon L. Ellis (Chair), Norman Keevil III, Lucio Pareja, Luquman Shaheen, and Mario Stifano (Chair, Audit Committee).

Business of the Company

The Company is a mineral exploration and development company. Its principal activities consist of evaluating, acquiring, exploring and developing mining properties to production. Mineral exploration, development and operations of mining properties are expected to constitute the principal business of the Company for the coming years. In the course of achieving its objectives, it is expected that the Company will enter into various agreements specific to the mining industry, such as purchase or option agreements to purchase mining claims and late-development projects, as well as enter into joint venture and other asset-acquisition agreements.

Mineral Projects

Oregon, USA

In December 2021, LPK USA acquired three potential gold properties in the state of Oregon, USA referred to as the Idol City, Pine Creek and Red Mountain projects. All of these properties are located in the south-east corner of the state in a similar geological environment to the prolific Battle Mountain - Eureka trend in Northern Nevada. The Red Mountain property was written off in 2023, leaving the Idol City and Pine Creek properties as the Company's only remaining mineral properties.

As of June 30, 2025, consulting, legal and staking expenditures totaling $16,318 have been capitalized to mineral properties (December 31, 2024 - $17,210).

The two remaining properties are:

Idol City

The Idol City property contains epigenetic gold mineralization associated with two zones of north-east trending, hydrothermal brecciation and alteration within Tertiary intermediate lavas that were intruded by rhyolite dikes, plugs and quartz porphyry granitic bodies. Previous drilling by Noranda penetrated several zones of mineralization over significant widths, including an interval of 43 meters grading 1.37 grams of gold per tonne.

Several targets remain untested on the property, including portions of both exposed breccias, possible unexposed breccias, structural intersections and a hypothetical gold-rich, Au-arsenopyrite zone that might occur at depth, in a vertically zoned system. These targets merit further investigation, including an aggressive drilling program.

Pine Creek

The property lies at the intersection of two NNW and WNW trending, regional, structural lineaments and is underlain by a Miocene sequence of intermediate volcanics, ash flow tuffs, tuffaceous sediments, siltstones and local (sulfide-bearing) jasper bodies. A pronounced zone of silicification and irregular jasper bodies occurs at the intersection of two structural lineaments. A 1989 soil survey outlined an anomalous zone of gold and coincident molybdenum, 427 meters long and 305 meters wide.

During the late 1980's and 1990's Chevron and Battle Mountain drilled ten and nine holes, respectively, on the property. Seven of Chevron's ten holes reported anomalous gold. One of the Battle Mountain drill holes intersected nine meters grading 1.20 grams of gold per tonne. Previous exploration indicates that the area of interest may exceed 1115 hectares. This property merits further investigation, including a systematic exploration program.

The properties are held in the name of the Company's wholly-owned US subsidiary, Lupaka USA Limited. These properties were acquired through a staking process for nominal cash costs. The staking was undertaken by High Calibre Exploration & Development Ltd. ("High Calibre"), which is contracted by the Company to provide consulting geologist and QP services. Additionally, High Calibre is entitled to finders' fee compensation should any of these properties be sold by the Company.

Qualified Person **-** William Burstow, a Qualified Person as defined by National Instrument 43-101 Standards of Disclosure for Mineral Projects, has read and approved all technical and scientific information contained in this news release. Mr. Burstow is the owner of High Calibre.

Management is continuing to actively seek out gold exploration projects for potential development and investment.

Selected Financial Information

The following information has been extracted from the Company's audited consolidated financial statements for the years ended December 31, 2024, 2023 and 2022:

In thousands of Canadian Dollars, except for per share amounts

Years ended December 31,	**2024**	**2023**	**2022**
Exploration	Nil	(2)	Nil
General and administrative expenses	(100)	(164)	(407)
Impairment of mineral property	Nil	(7)	Nil
Gain on sale of assets previously written off	24	Nil	Nil
Financing income (expenses)	(19)	6	(15)
Earnings (loss) for the year	(95)	(167)	(422)
Earnings (loss) per share, basic	($0.00)	($0.01)	($0.03)

The following table presents selected unaudited quarterly operating results for each of the last eight quarters. Selected quarterly financial information is extracted from unaudited consolidated interim financial statements reported in accordance with International Financial Reporting Standards ("IFRS") applicable to preparation of interim financial statements, including IAS 34, Interim Financial Reporting:

In thousands of Canadian Dollars, except for per share amounts

Three months ended	**Q2-25**	**Q1-25**	**Q4-24**	**Q3-24**	**Q2-24**	**Q1-24**	**Q4-23**	**Q3-23**
Exploration expenses	**Nil**	**Nil**	Nil	Nil	Nil	Nil	Nil	Nil
General and administrative expenses	**(14)**	**(24)**	(53)	(11)	(17)	(20)	(53)	(33)
Gain on sale of assets previously written off	**-**	**-**	-	-	24	-	-	-
Impairment of mineral property	**-**	**-**	-	-	-	-	(8)	-
Recovery on impaired mineral property	**-**	**-**	-	-	-	1	-	-
Gain on accounts payable expiry	**-**	**250**	-	-	-	-	-	-
Financing income (expenses)	**-**	**-**	(20)	8	(2)	(5)	5	(4)
Earnings (loss) for the quarter	**(14)**	**226**	(73)	(3)	5	(24)	(56)	(37)
Earnings (loss) per share, basic and diluted	**0.00**	**0.01**	0.00	0.00	0.00	(0.00)	(0.00)	(0.00)

As the Company has not had any revenue-generating mineral properties or other sources of mining revenue to date, no mining revenues are reflected in the above tables.

Factors that have caused notable fluctuations in the Company's quarterly results include: a recorded gain on accounts payable expiry in Q1-25, expenses incurred for the Arbitration Claim, foreign exchange gains and losses, share-based compensation costs incurred due to share price variations across all quarters and unexpected proceeds from the sale of obsolete mining equipment in Q2-24.

In periods of loss, basic and diluted loss per share are the same because the effect of potential issues of shares would be anti-dilutive.

The Company has two reportable segments. Canada includes the Canadian corporate office and the Company's management, and the United States includes its exploration projects. The Company's reportable segments are based on the reports reviewed by management that are used to make strategic decisions.

Financial results for the three and six months ended June 30, 2025 and 2024 are summarized as follows:

	Three months ended June 30		Six months ended June 30	
	2025	**2024**	**2025**	**2024**
	$	**$**	**$**	**$**
Operating expenses				
Exploration	-	-	-	-
General and administration	13,868	17,238	38,078	36,876
Operating loss	(13,868)	(17,238)	(38,078)	(36,876)
Gain on accounts payable expiry	(5)	-	250,049	-
Gain on sale of assets previously written off (net)	-	24,000	-	24,000
Recovery on impaired mineral property	-	4	-	611
Foreign exchange gain (loss)	(2)	(2,205)	206	(7,419)
Net earnings (loss) for the period	(13,875)	4,561	212,177	(19,684)

Three months ended June 30, 2025

Compared to the three months ended June 30, 2024, notable expense variances were as follows:

General and administration expenses

The Company's general and administrative expenses totalled $13,868 for the three months ended June 30, 2025 compared to $17,238 for the three months ended June 30, 2024, with the decrease of $3,370 primarily being the result of:

- Professional and regulatory fees totalling $5,242 for Q2-25 compared with $9,405 for Q2-24, a decrease of $4,163 due to decreased advisory fees; and
- Management fees of $6,857 for Q2-25 compared to $6,992 for Q2-24, a small decrease of $135; partially offset by
- Office and general admin costs of $830 for Q2-25 compared with $32 for Q2-24, an increase of $798; and
- Shareholder and investor relations expenses of $939 for Q2-25 compared to $809 for Q2-24, an increase of $130.

Financing expenses

A foreign exchange loss of $2 occurred in Q2-25 ($2,205 for Q2-24).

Six months ended June 30, 2025

Compared to the six months ended June 30, 2024, notable expense variances were as follows:

General and administration expenses

The Company's general and administrative expenses totalled $38,078 for the first half of 2025 compared to $36,876 for the first half of 2024, with the increase of $1,202 primarily being the result of:

- Professional and regulatory fees totalling $17,893 for the first half of 2025 compared with $16,942 for the first half of 2024, an increase of $951 due to increased audit and advisory fees; and
- Management fees of $16,015 for the first half of 2025 compared to $15,522 for the first half of 2024, an increase of $493 due to increased non-cash share-based compensation expense in the first half of 2025;
- Shareholder and investor relations expenses of $1,930 for the first half of 2025 compared to $1,638 for the first half of 2025, an increase of $292; partially offset by
- Office and general admin costs of $2,240 for the first half of 2025 compared with $2,774 for the first half of 2024, a decrease of $534 due to decreased activity.

Financing expenses

A foreign exchange gain of $206 occurred in the first half of 2025 (loss of $7,419 for the first half of 2024).

Other income
During the first half of 2025, the Company's directors approved the cancellation of approximately $250,000 in accounts payable, comprised of approximately $19,000 in legal fees payable and approximately $231,000 (US$161,000) due to KLR Group, LLC for finder's fees payable related to the June 2016 PLI Financing Agreement. In each case, there has been no vendor follow up of any sort since 2019 thereby putting these amounts well beyond the statute of limitations for any of the vendors to take legal or other collection actions against the Company.

Consequently, the Company has recorded a gain of approximately $250,000 (excluding foreign exchange, GST and HST) on the accounts payable expired in the current period.

Share-based compensation expenses
Key management includes directors and executive officers of the Company. The compensation paid or payable to key management for employee services for the three and six months ended June 30, 2025 and 2024 is shown below:

	Three months ended June 30		Six months ended June 30	
	2025	**2024**	**2025**	**2024**
	$	**$**	**$**	**$**
Management fees	3,792	3,081	9,474	7,114
Shareholder and investor relations	461	399	1,152	928
Professional and regulatory fees	231	216	576	509
Total share-based compensation	4,484	3,696	11,202	8,551

LIQUIDITY AND CAPITAL RESOURCES

	June 30, 2025	**December 31, 2024**
Cash	3,201	29,397
Working capital (defined as current assets less current liabilities)	(427,751)	(652,930)
Total assets	19,784	46,944
Total liabilities	431,217	682,664
Shareholders' deficit	(411,433)	(635,720)

The principal changes in the Company's cash during the six months ended June 30, 2025 were as follows:

Net cash used in operating activities in the six months ended June 30, 2025 was $27,996 (six months ended June 30, 2024 - $13,873), which was a product of the Company's net earnings for the period of $212,177 (six months ended June 30, 2024 – loss of $19,684) and the following adjustments for items not affecting cash:

- Gain on the cancellation of expired accounts payables of $250,049 (six months ended June 30, 2024 - $Nil),
- Share-based compensation expense of $11,202 (six months ended June 30, 2024 - $8,551); and
- Net decrease of $1,326 (six months ended June 30, 2024 - $2,740) in non-cash working capital.

Subsequent to June 30, 2025, 800,000 share purchase warrants were exercised at a weighted average price of $0.10 for proceeds of $80,000.

Current liabilities at June 30, 2025 totalled $431,217 (December 31, 2024 – $682,664), and were comprised of: accounts payable and accrued liabilities of $420,624 (December 31, 2024 – $680,474) including severance payments to a former CEO of the Company and amounts due to related parties totalling $10,593 (December 31, 2024 – $2,190).

Outstanding Shares

As of the MD&A Date, the following securities were issued and outstanding:

- basic – 22,854,034 common shares
- fully-diluted – 29,847,201 common shares, after including:
  - 5,200,000 common share purchase warrants, with a weighted average exercise price of $0.15; and
  - 1,693,750 stock options, with exercise prices ranging from $0.05 to $0.50, of which 1,401,250 options are vested.

As of June 30, 2025, the Company's aggregate recorded common share capital amount was $60,118,487 (December 31, 2024 - $60,115,322) representing 22,054,034 issued and outstanding common shares without par value (December 31, 2024 – 22,027,784 shares).

As of June 30, 2025 and December 31, 2024, the Company had 6,000,000 share purchase warrants outstanding at a weighted average exercise price of $0.15 and 1,693,750 stock options outstanding at a weighted average exercise price of $0.23.

Share Capital

Consolidation of the Company's common shares

At the Company's annual general and special meeting of the Company's shareholders held on June 10, 2022 (the "Meeting"), the shareholders approved: a consolidation of the common shares in the capital of the Company on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares (the "Consolidation"); and a necessary amendment of the Company's Articles. On August 15, 2022, the effective date of the Consolidation, trading of the Company's post-Consolidation shares commenced on August 15, 2022 with a new CUSIP number of 550435309 and a new ISIN number of CA5504353098. The Company's name and stock symbol remain unchanged following the Consolidation. All information related to the Company's common shares, options, warrants and loss per share have been retroactively adjusted to give effect to the Consolidation for all periods presented. Immediately following the Consolidation, the number of common shares outstanding was reduced to 16,027,770 shares issued and outstanding.

Private placements

During the three and six months ended June 30, 2025 and 2024, the Company did not issue any shares pursuant to private placements.

October 2024

On November 15, 2024, the Company closed a non-brokered private placement (the "Placement"), to raise gross proceeds of $75,000. The Company issued 1,500,000 units at a price of $0.05 per unit. Each unit consists of one common share of the Company and one common share purchase warrant (each, a "Warrant"). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of $0.10 for a period of three years from closing. Total share issuance costs were $2,466.

All Shares issued and Warrant Shares (if exercised prior to March 2, 2025) are subject to a hold period expiring four months plus one day from the Closing in accordance with applicable securities laws. Final closing of the Placement is subject to receipt of final applicable regulatory approvals including approval of the TSX Venture Exchange.

Gordon Ellis, President and CEO of the Company acquired 200,000 Units of the Placement. His participation is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions. The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI61-101 as neither the fair market value of the units issued to Mr. Ellis, or the consideration paid, exceeded 25% of the Company's market capitalization. No finders' fees were paid, and the proceeds of the Placement will be used to fund property research and general working capital.

Exercise of warrants

Subsequent to June 30, 2025, 800,000 share purchase warrants were exercised at a weighted average price of $0.10 for proceeds of $80,000.

Exercise of options
During the three months ended June 30, 2025, 26,250 options with a weighted average price of $0.07 were exercised. During the three months ended March 31, 2025 and six months ended June 30, 2024, no share options were exercised.

Grant of options
On November 5, 2024, the Company granted 585,000 incentive stock options to directors, officers and staff of the Company, pursuant to its 2010 Incentive Stock Option Plan. The options vest over 18 months from date of grant and are exercisable on or before November 5, 2029, at a price of $0.06 per share.

Accumulated Deficit
The Company's accumulated deficit was $68,567,085 as of June 30, 2025 (December 31, 2024 – $68,779,262), with the decrease in deficit of $212,177 reflecting the net earnings for the six months ended June 30, 2025.

Dividends
There are no restrictions that could prevent the Company from paying dividends on its common shares.

The Company has not paid any dividends on its common shares and does not intend to pay any dividends in the foreseeable future. It is the Company’s intention to use all available cash flows to finance further operations and exploration of its resource properties.

Off-Balance Sheet Arrangements
The Company does not have any off-balance sheet arrangements.

Transactions with Related Parties
During the three and six months ended June 30, 2025 and 2024, the Company incurred $1,000 and $2,000, respectively, in each period in management fees with DFJ Consulting Services Ltd., a company owned by the CFO of the Company.

Key management compensation
Key management includes directors and executive officers of the Company. The compensation paid or payable to key management for employee services for the three and six months ended June 30, 2025 and 2024 is shown below:

	Three months ended June 30		**Six months ended June 30**	
	2025 **$**	**2024** **$**	**2025** **$**	**2024** **$**
Management fees	**1,000**	1,000	**2,000**	2,000
Share-based compensation	**2,870**	2,314	**7,170**	5,348
Total	**3,870**	3,314	**9,170**	7,348

Due to current and former related parties
Amounts due to or from related parties are unsecured and non-interest bearing and measured at the amount of consideration established and agreed to by the related parties.

As of June 30, 2025:

- $4,200 was payable to the Company’s CFO for outstanding management fees, which is included in Due to Related Parties;
- $6,393 was payable to the Company’s CEO and/or his personal holding companies for non-interest bearing advances made to the Company, which is included in Due to Related Parties; and
- $293,425 was payable to a former CEO of the Company pursuant to a March 2018 settlement agreement between the parties, which is included in Accounts Payable.

Segmented information

The Company has two reportable segments. Canada includes the Canadian corporate office and the Company's Management. The United States includes its exploration projects. The Company's reportable segments are based on the reports reviewed by Management that are used to make strategic decisions. Earnings for the period and total assets by segments are as follows:

	Three months ended June 30		Six months ended June 30	
	2025	2024	2025	2024
	$	$	$	$
Earnings (loss)				
Canada	(13,875)	4,557	212,177	(20,295)
USA	-	4	-	611
	(13,875)	4,561	212,177	(19,684)

	June 30, 2025	December 31, 2024
	$	$
Total assets		
Canada	3,466	29,734
United States	16,318	17,210
	19,784	46,944

Adoption of new and amended IFRS pronouncements

There are no recently adopted or pending accounting pronouncements that are expected to have a material impact on the Company's financial statements.

Significant accounting estimates and key sources of estimate uncertainty

In preparing these consolidated financial statements, the Company is required to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Estimates and judgments used in developing and applying the accounting policies are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. The estimates and underlying assumptions are reviewed on an ongoing basis.

The following are the significant judgments and estimates that management made in the process of applying the Company's key accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements:

Going concern assumption – presentation of the annual financial statements which assumes that the Company will continue in operation for the foreseeable future, obtain additional financing as required, and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due.

Recognition of deferred income tax assets - the decision to recognise a deferred tax asset is based on management's judgment of whether it is considered probable that future taxable profits will be available against which unused tax losses, tax credits or deductible temporary differences can be utilized. The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

Accounting Policies

The Company's accounting policies are as disclosed in Note 3 of the audited annual consolidated financial statements for the years ended December 31, 2024 and 2023, which can be found at www.sedar.com under the Company's profile "Lupaka Gold Corp.".

Financial risk factors

The Company's activities expose it to a variety of financial risks, which include credit, liquidity, market, foreign exchange, interest rate, and commodity price risks.

Financial risk management is carried out by the Company's management team with oversight from the Company's Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity risk through the management of its capital structure and assets – see Liquidity and Capital Resources (re: going concern).

At June 30, 2025 and December 31, 2024, the Company's undiscounted contractual obligations and their maturity dates were as follows:

	June 30, 2025 $	December 31 2024 $
Trade and other payables	431,217	682,664

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as foreign exchange rates, prices, interest rates, and commodity prices.

Interest rate risk

The Company is exposed to financial risk related to the fluctuation of interest rates.

Foreign exchange risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company has financial liabilities in US Dollars. A significant change in the currency exchange rates would have an effect on the Company's results of operations. The Company has not hedged its exposure to currency fluctuations.

Operational Risk

Estimates of the recoverable amounts for non-financial assets are subjective and can vary over time. The Company estimates the recoverable amounts of non-financial assets using assumptions and if the carrying value of an asset at that time is determined to be greater than its actual recoverable amount, an impairment will be recognized, along with an increase in the Company's loss for the period. The Company conducts impairment assessments of non-financial assets at the end of each reporting period and the Company assesses whether there are any indicators that non-financial assets (such as property, plant and equipment) may be impaired. If an indicator of impairment exists, the recoverable amount of the asset is calculated in order to determine if any impairment loss is required. Non-financial assets are tested for impairment when events or changes in circumstances suggest that the carrying amount of these assets may not be recoverable. An impairment test is subjective and requires management to make estimates and assumptions for a number of factors including estimates of production levels, mineral resources and mineral reserves, operating costs and capital expenditures reflected in the Company's life-of-mine plan, as well as economic factors beyond management's control, such as metal prices and discount rates. Should management's estimates and assumptions regarding these factors be incorrect or vary over time, the Company may be required to modify the impairment charges, if any, which would impact the Company's earnings. It is difficult to predict if and when impairment charges may be incurred.

Fair value of financial instruments

IFRS 7 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair values as follows:

- Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – valuation techniques based on inputs that are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices); and
- Level 3 – valuation techniques with unobservable market inputs (involves assumptions and estimates by management of how market participants would price the assets or liabilities).

In evaluating fair value information, considerable judgment is required to interpret the market data used to develop the estimates. The use of different market assumptions and valuation techniques may have a material effect on the estimated fair value amounts.

The fair values of cash, trade and other receivables and trade and other payables approximate carrying value because of their short-term nature. At June 30, 2025, the Company had no financial instruments that would be categorized as Level 1, 2 or 3 in the fair value hierarchy above.

Disclosure Controls and Procedures

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the audited consolidated financial statements for the period ended December 31, 2024 and accompanying MD&A (together, the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information, the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.

RISK FACTORS

In addition to the Going Concern assumption/risk and the Financial Risk Factors noted above, the Company's Risk Factors are as follows:

Potential investors in the Company should be aware that investing in its securities involves a high degree of risk. The risk factors outlined in this section and elsewhere in this MD&A should be carefully considered by investors when evaluating an investment in the Company. These risk factors list some, but not all, of the risks and uncertainties that may have a material adverse effect on the Company's securities. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial may also impair the Company's business operations. If the Company is unable to prevent events that have a negative effect from occurring, then its business, results of operations and financial condition and the market price of its securities could be materially and adversely affected.

Requirement for Additional Funds

The Company will require additional funds to fund ongoing administrative activities and working capital requirements for future exploration and development. The Company has no source of operating cash flow, and has no assurance that additional funding will be available to the Company to carry out the completion of exploration or for property acquisitions. There can be no assurance that the Company will be able to obtain adequate additional financing or that the terms of such financing will be favourable.

Contingent Value Rights and Arbitration Award

There can be no assurances that the Company will be successful in receiving the full proceeds of the Final Award. Further, even if any award proceeds are received by the Company, there can be no assurances that any payment to the CVR holders will not be subject to tax withholdings and/or reporting obligations. See www.lupakagold.com/projects/arbitration/ for continuing updates on the receipt of the Final Award and any CVR payment(s).

Exploration, Development and Operating Risks

hazards and risks normally encountered in the exploration, development and production of gold, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding, pit wall failure and other conditions involved in 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 and possible legal liability.

Although steps to minimize risk are being taken, milling operations are subject to hazards such as fire, equipment failure or failure of retaining dams around tailings disposal areas that may result in environmental pollution and consequential liability.

The exploration for and development of mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines and no assurance can be given that minerals will be discovered in sufficient quantities or having sufficient grade to justify commercial operations or that funds required for development can be obtained on a timely basis. 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. It is impossible to ensure that the exploration or development programs planned by the Company will results in a profitable commercial mining program. The economics of developing gold and other mineral properties are affected by many factors including the cost of operations, variations of the grade of ore mined, fluctuations in the price of gold or other minerals produced, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals 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 mineral deposits will result in discoveries or development of commercial quantities of ore.

Environmental Risks and Other Regulatory Requirements

The current or future operations of the Company, including exploration and development activities and the commencement of production on any mineral properties in which it might acquire an interest require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land and water use, environmental protection, mine safety and other matters.

Exploration permits are, as a practical matter, subject to the discretion of government authorities and there can be no assurance that the Company will be successful in maintaining such permits for future projects. There can be no assurance that all permits which the Company may require for future exploration activities or any construction of mining facilities or conduct of mining operations will be obtainable on reasonable terms or at all, or that the terms of such permits or applicable laws and regulations will not have an adverse effect on any exploration or mining project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.

Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new mining properties.

Potential Political, Social and Economic Instability

The Company's mineral property development efforts are focused within North and South America. Consequently, the Company is subject to various risks associated with operating in developing countries, including possible political or economic instability and governmental policies which may result in the impairment or loss of mineral concessions or other mineral rights or otherwise adversely affect the Company.

The Company's interests and operations may be affected by government regulations with respect to restrictions on property access, permitting, price controls, export controls, foreign exchange controls, income taxes, foreign investment, expropriation of property, environmental legislation and mine safety. There is also a risk of other adverse developments, such as labour unrest, widespread civil unrest or rebellion, which may adversely affect the Company. The Company's activities and results of operations may also be adversely affected by economic uncertainty associated with operating in a developing country.

Subsequent to December 31, 2024, the United States and Canadian governments announced new tariffs on imported goods. This has caused significant economic uncertainty and market volatility which may impact the Company's ability to raise additional capital and execute its mineral property development plans.

Also, there can be no assurance that any governmental action will be taken to control inflationary or deflationary situations or that any such action will be effective. Future governmental action may trigger inflationary or deflationary cycles or otherwise contribute to economic uncertainty. Additionally, changes in inflation or deflation rates and governmental actions taken in response to such changes may affect currency values. Any such events or changes could have a material adverse effect on the Company's results of operations and financial condition.

In addition, labour may be unionized and there are risks that labour unrest or wage agreements may adversely impact the Company's operations. These and other uncertainties associated with the Company's mineral property interests potentially being located in a developing country may make it more difficult for the Company and any future joint venture partners to obtain any required financing for exploration and development of mineral projects in Peru.

Potential Profitability Depends Upon Factors Which Are Beyond the Control of the Company

Even if the Company is able to define mineral reserves and bring a mineral project to commercial production, the potential profitability of any such producing mineral properties would be dependent upon many factors beyond the Company's control. For instance, world prices of and markets for gold and other minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of mined ore may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, water environmental compliance or other production inputs. Such costs fluctuate in ways that cannot be predicted, or controlled, impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of the Company.

Key Personnel

The Company's future success depends, in significant part, upon the continued service and performance of its senior management. The experience and ability of these individuals will be a factor contributing to the Company's success and growth. The loss of the services of one or more of these individuals could have a material adverse effect on the Company's business prospects. The Company has not obtained key man insurance with respect to any of its senior management.

Title Matters, Surface Rights and Access Rights

When the Company has performed its own due diligence with respect to title of present or future concessions, this should not be construed as a guarantee of title. Projects may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of any mining or property interests derived from or in replacement or conversion of or in connection with claims formally obtained by the Company.

Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mineral exploration and development activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are local populations or landowners, it is necessary, as a practical matter, to negotiate surface access. There is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

Governmental Permits and Licensing

In the ordinary course of business, the Company and any other entities through which the Company may obtain an interest in mineral properties will be required to obtain and renew governmental permits and licenses for the operation and expansion of existing operations or for the commencement of new operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process, which will also involve local communities. The duration and success of the efforts to obtain and renew permits and licenses are contingent upon many variables not within the control of the Company including the interpretation of applicable requirements implemented by the permitting or licensing authority. Permits and licenses or the renewals thereof that are necessary to the operations in which the Company has an interest, or the cost to obtain or renew permits and licenses, may exceed what the Company expects. Any unexpected delays or costs associated with the permitting and licensing process could delay the development or impede the operation of projects in which the Company acquires an interest.

Infrastructure

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. In addition, unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect operations on the Company’s operations, financial conditions and results of operations.

Market Financial Conditions

Current financial markets have been subject to increased volatility. Such factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the value and the price of the shares of the Company could be adversely affected.

Repatriation of Earnings

Restrictions may exist by countries within which the Company has operations as to the repatriation of earnings to foreign corporate parent entities. While free trade agreements do exist between countries, including Canada, that allows the repatriation of earnings without subjecting those earnings to a withholding tax, there can be no assurance that restrictions on repatriation of earnings will not be imposed in the future.

Currency Fluctuation
The Company may in the future be exposed to foreign currency fluctuations which may materially affect its financial position and operating results.

Uninsurable Risks
In the course of exploration, development and production of mineral properties involves numerous risks, including from unexpected or unusual geological or operating conditions, may occur. It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Such risks may result in liabilities that reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of the Company. The Company is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate their available funds or could exceed the funds available to pay such liabilities and result in bankruptcy. Should the Company be unable to fund fully the remedial cost of an environmental problem it might be required to enter into interim compliance measures pending completion of the required remedy.

Operating Hazards and Risks
In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes, may occur. It is not always possible to fully insure against such risks and the Company may decide not to insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Conflicts of Interest
Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company, and the Company's interests may be adversely affected.

No History of Earnings
The Company has no history of earnings, and there is no assurance that any other mineral properties in which it might acquire an interest will generate earnings, operate profitably or provide a return on investment in the future. The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future. The future dividend policy of the Company will be determined by its directors.

Negative Operating Cash Flow
Since commencing its operations during the financial year ended December 31, 2010, the Company has had negative operating cash flow and incurred losses. The negative operating cash flow and losses are expected to continue for the foreseeable future. The Company may never achieve positive operating cash flow.

Acquisition of Additional Mineral Properties
If the Company abandons or loses its interests in its mineral projects or the subsidiaries that hold those interests, there is no certainty that the Company’s continued listing would be approved by the TSX Venture Exchange or applicable regulatory authorities. There is also no guarantee that the TSX Venture Exchange will approve the acquisition of any additional mineral property interests by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional property interests.

Competition
Significant and increasing competition exists for mining opportunities internationally. As a result of this competition, much of which is with large established mining companies with substantial capabilities and far greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mining properties or financing on terms it considers acceptable. There is no assurance that the Company will be able to acquire another mineral property of merit or that such an acquisition would become

a feasible and viable development project. The Company also competes with other mining companies in the recruitment and retention of qualified employees.

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