ST-GEORGES ECO-MINING CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the Six Months Ended June 30, 2024

INTRODUCTION

The following Management's Discussion and Analysis of the financial condition and results of operations ("MD&A") for St-Georges Eco-Mining Corp. ("Company") should be read in conjunction with the Company's condensed consolidated interim financial statements for the three months ended June 30, 2024, and the audited financial statements for the year ended March 31, 2024. These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All currency amounts are in Canadian dollars, unless otherwise stated.

Additional information relating to the Company can be found on SEDAR (www.sedarplus.ca) under St-Georges Eco-Mining Corp. or on the Company's website (https://www.stgeorgesecomining.com).

This MD&A is dated August 29, 2024.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements with respect to the Company. These forward-looking statements, by their very nature, involve risks and uncertainties that could cause actual results to differ materially from those contemplated. The Company considers the assumptions upon which these forward-looking statements are based to be reasonable but cautions the reader that these assumptions regarding future events, many of which are beyond the Company's control, may ultimately prove to be incorrect.

COMPANY DESCRIPTION

St-Georges Eco-Mining Corp. was incorporated under the Canada Business Corporations Act on June 21, 2002. The Company is listed on the Canadian Securities Exchange, having the symbol SX; on US OTCQB, having the symbol SXOOF; and on the Deutsche Börse in Frankfurt (FSE) under the symbol 85G1. The address of the Company's corporate office and principal place of business is 2700-1000 Rue Sherbrooke West, Montreal, QC H3A 3G4, Canada.

The Company maintains a diversified portfolio of complementary businesses focused on Critical and Strategic Minerals (CSMs) and covering key activities from mining exploration to mineral recovery and valorization.

It's operational segments and their activities are:

- Iceland Resources EHF: Exploration of mineral resources in Iceland
- St-Georges Metallurgy Corp.: Research and Development of metallurgical processes
- EVSX Corp.: Full battery-recycling solutions
- H2SX Corp.: Green hydrogen production technology (As of the date of this report, The Company retains 90.10% of H2SX Corp.)

As of March 31, 2024, the Company retains 19.39% of ZeU Technologies Inc. ("ZeU") shares outstanding, and ZeU operates as a standalone entity without common management. ZeU is no longer required to be consolidated into the financial statements of the Company.

OVERVIEW

The Company has three active mining exploration projects in Quebec, Canada: the Manicouagan Project, the Julie Project, and the Notre Dame Project.

In July 2023**,** the mandate to compile technical knowledge on the Manicouagan and Julie Projects were given to independent geological firms.

MANICOUAGAN PROJECT

Project Description

The Manicouagan Project is located approximately 70 km north of the Manicouagan Crater and 350 km northwest of Baie-Comeau, QC. It comprises 388 claims for an area of 20,474 hectares (204.7km²) contained on NTS sheets 23C03, 23C04 and 23C05. The Project is prospective for Critical and Strategic Minerals including nickel, copper, cobalt, platinum, palladium, rhodium, ruthenium, osmium, and iridium. The Company operates a forward base along 389 National Road, accessible year-round and located 5 hours north of Baie-Comeau; material and personnel can be brought to the Project via floatplane (or ski in the winter) and helicopter in under an hour. The Project has a camp and a floatplane base.

Project Highlights

In January 2020, the Company acquired 100% of the Manicouagan Project then comprised of 77 mining claims from Exploration J. F. Inc and Frank Dumas, a director of the Company at the time. The Company issued 5,000,000 shares to the vendors and paid $25,000 cash upon signing the agreement, and $25,000 cash at the anniversary date of the agreement. A 2% NSR was granted to the vendors, as well as a zone of influence covering the two NTS sheets where the initial project area is located.

During the period January 2020 - March 2022 the Company expanded the Manicouagan Project size by acquiring 179 mining claims through electronic map staking. The Company also secured two additional mining claims strategically located within the boundaries of the Manicouagan Project from two arms-length vendors. The Company issued 600,000 common shares and made a payment of $10,000 at signature of the agreement. An additional payment of $25,000 was subscribed into units of the Company at a price of $0.10 per unit in a private placement closed in November 2020. The Company also entered into a 1% royalty buy-back agreement to acquire the production royalty from one of the two royalty holders pursuant to which the Company issued 1,000,000 common shares to the vendor with a deemed value of $500,000.

During the same period, the Company repatriated the historical drill cores stored at the Hélène camp to its contracted facilities where they were systematically sampled and tested for PGEs. The historic holes were relogged and core that had not been previously split, was split and sampled on 1-meter intervals. Over 2500 samples were analyzed for 50 elements. The Company added 2,639 meters of drilling over 19 holes and partial results of this campaign, as well as the historic core resampling, were disclosed between February and April 2022.

Between October and December 2022, the Company disclosed the entire results for the 2021 drilling program and added 128 new claims to the Project through electronic map staking. 1804 meters were drilled on the Project, over 11 holes.

In January 2023, a high-resolution magnetic (MAG) survey of the Manicouagan-Central Project and a magnetic and time-domain electromagnetic (MAG-TDEM) survey of the Manicouagan Project were completed.

In February 2023, 2 claims were transferred from a holder, at no cost to the Company.

In April 2023, the exploration team drilled 1,424 meters over six holes on the Manicouagan Project. The samples were sent for lab analysis in December 2023. The Company also completed 2 ground EM surveys and a downhole EM survey.

On February 20, 2024**,** the Company announced the results of the 2023 drilling program in the Manicouagan project for the discovery of thick low-grade mineralization at Manicouagan extends known mineralized zone to a length of 7 kilometers.

JULIE PROJECT

Project Description

The Julie Project is located via a 90-minute drive from the deep seaport city of Baie-Comeau on the Quebec North Shore. The Project comprises 294 claims for an area of 16,226.99 hectares (162.27 km^2). It is contained on NTS sheets 22K03, 22F13 and 22F14. The Project is prospective for nickel, copper, cobalt, palladium, platinum, silver, and magnesium. There is a camp near the Project, and the claims are accessible by gravel road and logging roads nine months a year and by winter road three months a year. Some material extracted from the Project is used as feed for nickel green-processing technology development conducted by its subsidiary St-Georges Metallurgy Corp.

Project Highlights

In 2021, the Company acquired 212 additional mining claims through electronic map staking. It also entered into a purchase agreement for 28 mineral claims adjacent to the Julie Project pursuant to which the Company issued 100,000 common shares at a fair value of $27,000 and a cash payment of $50,000 to the vendor. In 2021, the Company also drilled a total of 4,187 meters over 11 holes, and performed borehole geophysics analysis of 5 drillholes.

NOTRE-DAME PROJECT

Project Description

The Notre-Dame Project is located near the municipality of Notre-Dame de Lorette on the northern flank of the Lac St-Jean in Québec. 35 mining claims were acquired through electronic map staking in December 2021, and 81 mining claims were transferred from three vendors in exchange for a royalty in October 2023. It is prospective for niobium, cesium, lanthanum, neodymium, praseodymium, samarium, and yttrium. Lab analysis results for chosen surface samples have returned noticeable grades of niobium from a previously untested carbonatite showing.

Between March and April 2024, the Company completed 10 channel samples, 3 trenches to further define the mineralized area, and 14 core holes on the Notre-Dame project. A total of 1009 metres were drilled, approximately 27 metres of channel samples were collected, and 75 metres of trenching were accomplished. Results are pending.

Project Highlights

In 2022, the Company's contracted geologists and exploration contractors conducted an extensive surface exploration campaign. Surface sampling, geophysics, mapping, and channel cuts were done on all the outcrops identified. Additional work that includes the removal of overburden on the most promising zones was done in parallel. Over 210 samples collected were sent to ALS laboratories. In November 2022, the Company communicated the results of its surface exploration campaign.

On October 24, 2023, the Company entered into a binding term sheet with Slam Exploration Ltd. ("Slam") (TSX: SXL) to option its Notre-Dame project. Slam will earn 51% of the Notre-Dame project by making $50,000 cash payments, issuing 2,000,000 shares of Slam, and engaging $300,000 in qualified exploration work.

On February 5, 2024, Slam Exploration Ltd. terminated the Binding Term Sheet for the acquisition of the Notre-Dame claims.

SUBSIDIARIES

ICELAND RESOURCES EHF / ST-GEORGES ICELAND LTD.

In March 2019, the Company, via its wholly-owned subsidiary, St-Georges Iceland Ltd, completed the acquisition of 100% of Iceland Resources EHF, an Icelandic corporation with mineral exploration projects. Its flagship project is the Thormodsdalur (Thor) Gold Project. Additionally, Iceland Resources pursues interests in geothermal effluent urban mining, holds a stake in an Icelandic hydropower plant, and maintains a wholly-owned subsidiary, Melmi ehf.

Thormodsdalur (THOR) Gold Project

Project Description

Thormodsdalur is located about 20km east of the city center of Reykjavík., southeast of lake Hafravatn. The project has a long history dating from its discovery in 1908, when a gold deposit was found; it was subsequently investigated between 1908-1925. Studies between 1996 and 2013 identified the project mineralization as a low sulphidation system. Historically, 32 drill holes totaling 2,439 meters were drilled within the area.

Project Highlights

In 2020, the Company released the initial fire assay results from the preliminary surface exploration campaign conducted on Thor. All grab samples showed the presence of gold, with results ranging from 0.001 g/t to 37.4 g/t. It also completed a 124m reverse circulation drill hole at the Thor project to test the previous surface sample that assayed 37.4 g/t gold. At a depth of 41.5m, the team intersected and confirmed with preliminary assays the existence of a thick interval that contained gold mineralization averaging 0.24 g/t over 80 meters with gold grades ranging from 0.01g/t up to 6.21 g/t.

In 2021, 1,542 meters of the proposed 4,060 meters drilling program were completed and results were communicated by press release in 2022.

The 2022 summer drilling program at Thor was postponed. The Icelandic team was tasked with half a dozen geological surface work programs on other active licenses alongside spearheading the new initiatives in battery recycling and metallurgical processing of geothermal wells.

In July 2023, the mandate to compile technical knowledge on the Thor Project was given to an independent geological firm.

Elbow Creek Project

On November 25, 2023, Iceland Resources acquired surface and minerals rights from private landowners on the Elbow Creek Project. Pursuant to the terms of the Agreement, the Subsidiary has granted the landowners a 2.5% NSR royalties, of which 1.3% can be bought back for US$1.3M within 90 days of completing a final feasibility study on the Project. Any additional payments to landowners prior to production will be applied against future royalty payments, except for the partial buyback option. Additional requirements related to access to the Project required the Subsidiary to expense US$50,000 within 60 days (paid in January 2024).

Iceland Geothermal Effluents Project

In 2022, the Company disclosed that agreements are now in place with different geothermal energy producers from Iceland that allow for the collection of mineral material from their well operations for research purposes. Approximately 200 kg of this material was received by the Company's contracted metallurgical laboratories research facility in Québec.

In April 2023, the Company disclosed the initial assay results from samples derived from its metallurgical sampling initiative with an Icelandic geothermal power plant located on the Company's Reykjanes license. Highlights include up to 12.65% copper, in excess of 30% zinc (Threshold limits), up to 353 g/t gold and up to 5,960 g/t silver.

Iceland Hydro Power Plant

In October 2018, the Company executed a share purchase and subscription agreement with Spá EHF and Íslensk Vatnsorka EHF to acquire the 15% interest in the 10-20 MW hydropower plant located just south of Langjokull in Iceland.

Melmi ehf

In June 2020, the Company signed a binding letter of intent to acquire all of the issued and outstanding shares of Melmi ehf ("Melmi"), which owned a 100% interest in the Thor Gold Project. Until then, the Company only had a 41% farm-in option. In October 2020, Iceland Resources entered into a Securities Purchase Agreement with Melmi ehf to acquire 100% of the issued share capital of Melmi ehf, whereby Melmi ehf becomes a wholly-owned subsidiary of Iceland Resources.

ST-GEORGES METALLURGY CORP.

In February 2020, the Company incorporated a new wholly-owned subsidiary, St-Georges Metallurgy Corp.("SXM"), to handle all metallurgical research and development, laboratory partnerships, metallurgical joint ventures, and related intellectual property. SXM technologies include lithium recovery in clay, requiring less energy, less water, fewer chemicals, and less space than currently available solutions.

Between October and November 2021, the Company produced its first batch of lithium carbonate from spodumene in its contracted laboratories as part of the preparation and configuration process for the incoming industrial pilot production.

The Company also successfully advanced its metallurgical process allowing the production of lithium carbonate and hydroxide alongside the production of fertilizer by-products and now high-grade alumina by-production. Alumina or AI2O3 was present in most hard rock and clay resources reviewed by the Company.

Iconic Minerals Ltd.

In December 2017, the Company and Iconic Minerals Ltd.("Iconic") entered into a definitive exclusive technology licensing agreement for all sites to be operated by Iconic and/or its affiliates in the state of Nevada.

In return for a perpetual license for the technologies and its future improvements, Iconic will provide the following to the Company:

- Invest $100,000 by way of private placement in the Company (Done on January 14, 2019, $0.10 per units);
- 2,000,000 shares at Stage 1 Benchmark defined by the delivery of an independent laboratory report (Done on August 29, 2019, Fair value $118,293 and escrowed for 36 months);
- 1,500,000 shares at Stage 2 Benchmark defined by independent report describing results of initial pilot mining operations and the processing of one metric ton (minimum) in a simulated industrial environment;
- 1,500,000 shares at Stage 3 Benchmark defined by the reception of a Preliminary Economical Assessment Report (PEA) or at commercialization decision or the third-year anniversary mark of this agreement assuming other issuances have all been done. A perpetual Net Revenue Interest Royalty (NRI) of 5% on all minerals produced on sites licensed with the Company's technologies.

In September 2018, the Company received bulk material from the Iconic Bonnie Claire lithium project. In January 2019, the Company filed a provisional patent under the title "Method of Mineral Recovery" in regard to the lithium-from-clay extraction technology.

In August 2022, the Company disclosed it had received partial results of a first pilot-plant operation with the Bonnie Claire material.

In February 2023, the Company disclosed that it received a preliminary version of an independent review report on the work done with the lithium-bearing material obtained from Iconic Minerals. The final review of the report is completed and the Company is preparing an accompanying report that covers concentration work which could improve the global results of the report.

In August 2023, the Company received 816,515 shares of Nevada Lithium Resources Inc. ("Nevada Lithium") at a fair value of $244,955 pursuant to the plan of arrangement between Iconic and Nevada Lithium and as a shareholder of Iconic.

Lithium Hydroxide

In October 2022, the Company announced that lithium hydroxide crystals were produced in small quantities using the material provided by Iconic.

The Company also received the industrial electrolysis unit built to the Company specifications. In March 2023, the Company filed a provisional patent covering a new breakthrough achieved in the spodumene processing and lithium hydroxide production technologies.

On May 4, 2023, the Company announced that WSP Engineering completed the metallurgical modeling and mass balances for the lithium process. The study covers in detail all the reactions, endothermic and exothermic, allowing for optimum equipment and plant design.

On May 18, 2023, the Company announced that it made a significant improvement to its process to manufacture lithium hydroxide from spodumene concentrates. The nitric acid used in the process was, until now, recirculated at 92% while 8% was recuperated by amalgamating it with fertilizers by-products. The Company improved the method to recover the alumina content (AI2O3) of the spodumene concentrate, allowing the production of aluminum nitrate nonahydrate) (Al(no3)3・9h2o) at grades exceeding 99.9%.

On June 5, 2024 the Company announced that it entered into an exclusive agreement with LiOH Corp. (“LiOH), a corporation created to finance and market the lithium technology. Frank Dumas, an officer of St-Georges, is the company’s interim president and Enrico Di Cesare will lend his expertise to the initiative as a senior advisor to the Company.

The license is exclusive for an initial period of five years. LiOH will pay all cash disbursements required to finance and operate the initial showcase lithium nitrate and lithium hydroxide operations.

The exclusive license is renewable for an additional five years under certain circumstances, including:

- Completion of the pilot operations with other partners under SXM’s supervision.
- Completion of an independent study by March 31, 2027, and
- Starting the preliminary engineering work for the larger industrial plant by March 31, 2027.
- Be operating the larger showcase plant or being advanced in the design and financing of the industrial plant, capable of producing 20,000 tons per year and have the permitting process underway.

Failing to respect the timeline or reach the milestones would remove the exclusivity component of the license. St-Georges will receive 8% of the outstanding shares of LiOH either at the time of a public listing on a senior stock exchange or senior stock market or at the start of the commercial operations that coincide with the start of the regular royalty payments.

SXM has retained full ownership of the IP and may set its own operations if the conditions are favorable.

Hybrid operations, from battery blackmass, metal recycling, and other mineral sources supplemented by primary mined material, are not part of the license and are still expected to be operated by SXM.

EVSX CORP.

In January 2021, the Company incorporated a new wholly-owned subsidiary, EVSX Corp. EVSX focuses on full-circle battery recycling to optimize metal recovery from all types of used batteries using less heat and less acidic fluids while working toward 100% recycling of batteries.

The Company retained WSP Canada Inc. to develop a work program to define its involvement in the environmental assessment of the proposed installations, environmental permitting, independent engineering, and the chemical review of the Company’s patent-pending proprietary process.

In January 2022, the Company disclosed that it processed 20 tons of batteries supplied by a potential partner under a non-disclosure agreement at its pilot plant.

Battery Recycling Plant Locations

Baie Comeau: In April 2022, the Company made an offer to acquire three contiguous lots totaling approximately

50,000 m^2 for a total of $400,000 ($100,001 was paid at closing in May 2022, with the balance of $300,000 to be paid within 730 days).

In May 2024, the 730 days timeline to pay the remaining $300,000 on the Baie-Comeau lots expired. The Company received a $85,001 refund per the terms of the option.

In June 2022, EVSX also made a formal offer to buy a building to host its Phase I deployment. EVSX closed the acquisition with $258,694 in July 2022, and started generating revenues from the existing commercial rental in the building.

During the period ended June 30, 2024, the Company recorded rental income of $12,004 (2023 **-** $12,004).

Thorold: In November 2022, a letter of intent was executed by EVSX for a site identified as suitable for all stages of its battery recycling operations in Ontario. On December 5, 2022, EVSX secured the location within the Bioveld Complex under the umbrella of the Thorold Multimodal Hub and the Hopa Port Authority in Niagara, Ontario.

On December 12, 2022, EVSX and Call2Recycle Canada Inc.(“Call2Recycle”) entered into a Memorandum of Understanding to sort and process battery at the Bioveld Complex.

In March 2024, EVSX received the Environmental Compliance approval for its alkaline battery processing plant in Thorold. EVSX had sought the Ministry of the Environment, Conservation and Parks’ authorization for a waste transfer and processing site for the receipt, transfer, and processing of waste alkaline batteries. A Financial Assurance of $110,175 was disbursed.

On **April 25, 2024**, the Company entered into a lease amending agreement, for the battery recycling and battery mineral processing operations of its subsidiary EVSX in Ontario. The amending lease effective May 1, 2024 is to a new location for 34,455 square feet. The term of the amending lease shall extend by four months for a total term of five years, four months and seventeen days, to end on April 30, 2028.

Subsequent Event

On **July 17, 2024**, the Company and Call2Recycle announced the operational launch of EVSX’s new battery processing plant in Thorold, Ontario. The plant will also work with SXM to transform black mass and develop agricultural fertilizer products.

On **July 22, 2024**, following the receipt of two shipments of batteries, the facility processed a small volume of alkaline batteries and produced its first batch of black mass.

Multi-Chemistry Battery Processing Industrial Units

In July 2022, EVSX commissioned and disbursed the initial deposit payment for manufacturing three battery-processing industrial units.

In June and July 2023**,** the Company received the first and second modular circuit shipment in Thorold, as well as equipment allowing the upgrade of its alkaline circuit.

Subsequent Event

In **August 2024**, EVSX started installing and commissioning one of its large-capacity multi-chemistry processing lines ahead of schedule. This move is in response to a time-sensitive opportunity to secure a significant recuring allocation of specialized batteries. The Company is preparing the documentation to amend its environmental and operational authorizations.

AraBat S.R.L

In September 2022, EVSX signed a binding Memorandum of Understanding with AraBat S.R.L.(“AraBat”), a battery recycling technology company in Italy. It gives the partners four months to complete a detailed partnership agreement, wherein EVSX will initiate the planification to deploy its front-end solution to manufacture critical metals black mass from the used batteries sourced by AraBat in Italy and adjacent European countries.

The parties mutually agreed to extend their agreement to December 2023 to allow EVSX to conduct a first series of tests using the technological claims of AraBat in a pilot environment.

On October 6, 2023, following a visit of the Thorold battery recycling location by AraBat representatives, EVSX and AraBat entered into a binding agreement to establish a joint venture to build an industrial battery processing plant in the Italian region of Puglia. The future partners agreed to work on a final agreement to be executed in the first quarter of 2024 to establish an Italian jointly owned corporation. The entity would quality for Italian permitting and be eligible for Italian and European governmental subsidies and financial support for recycling operations. The partners expect the joint venture to be majority owned by AraBat (51%) with EVSX owning 49%.

H2SX CORP.

On January 14, 2022**,** the Company incorporated a new subsidiary, H2SX Corp. (“H2SX”). H2SX focuses on transforming synth gas into green hydrogen, fertilizers and other value-added by-products. It aims to provide dark green hydrogen at the price of grey hydrogen while conserving resources, such as drinking water and energy, to produce hydrogen in a responsible, sustainable manner.

On April 25, 2022, H2SX executed a final agreement with the South Korean company Wintech Energy Corp. (“Wintech Energy”). The agreement allows H2SX to access Wintech Energy’s green hydrogen technology. Through this agreement, Wintech Energy becomes a shareholder of H2SX.

H2SX is acquiring a global non-exclusive license as well as an exclusive license for the territories of Iceland, the State of Nevada in the United States of America, and the Provinces of Quebec and Ontario in Canada. The exclusive license also covers all-natural resource-based operations in Canada. Additional intellectual property developed by the partners will be co-owned, half by H2SX and half by the licensors.

Pursuant to the agreement, H2SX issued a total of 990,000 common shares representing 9.9% of its common shares, in favor of Wintech (4.95%) and ZeeOne (4.95%). The parties received 5-year preferred warrants with a conversion rate potentially representing 10% of the outstanding shares of H2SX at a price of $0.0001 per share. The parties also received a series of 5-year Special Milestone Warrants exercisable at $0.0001 per share.

On February 14, 2023, H2SX and Altima Resources Limited (TSX-V: ARH) entered into an agreement via a binding term sheet to move forward with the production of cheap and clean hydrogen (ccH2™) in Canada.

Subsequent Event

On **August 1, 2024**, H2SX secured a financing agreement with a private Canadian company under a non-disclosure agreement. The investor will subscribe $7,500,000 in a private placement of units priced at $0.75 per unit. Each unit will include one common share of H2SX and one share purchase warrant, which entitles the holder to purchase one share of H2SX at $1.00 with three years or at $0.150 between three to five years from the issuance date.

An initial non-refundable subscription tranche payment of $1,000,000 will be made to H2SX within 30 days. Following the first disbursement, the investor will conduct an engineering and technical due diligence review, including a partner visit to South Korea in September 2024. Upon successful completion of the review, the remaining $6,500,000 will be paid to H2SX. Additionally, the investor has agreed to purchase 6,757,500 common shares of H2SX from the Company, representing 75% of the Company's holding, in return for $1,500,000. This financing agreement will release the Company from any further financing and development obligations towards H2SX and its licensors. The Company will use the proceeds from this sale to advance its primary activities.

KINGS OF THE NORTH CORP. ("KOTN")

Sale of Kings of the North Corp.

In 2019, the Company and the minority shareholders of KOTN entered into a share purchase agreement with BWA Group PLC ("BWA") pursuant to which BWA acquired all of the issued and outstanding shares of KOTN. In 2021, the Company served a statement of claims to BWA, and its subsidiary, KOTN. The claims sought damages of $277,640 for breach of contract and various other causes of action.

BWA commenced a civil action against the Corporation in relation to the KOTN transactions. The BWA claim sought, among other things, damages of $1,500,000 against the Corporation and its former CEO, alleging breach of contract, conspiracy and various other causes of action (the "BWA Claims").

On July 25, 2022, the Company sold 57,000,000 shares of BWA, representing the majority of its holding of BWA, to G&O Energy Investments Ltd. for $57,000.

On July 29, 2022, the Company also sent a conversion notice to BWA to convert part of its convertible loan notes into 116,412,500 ordinary shares of BWA. BWA declined the conversion. The Company's solicitors in the UK sent BWA a demand letter in response to their refusal to honor their obligation.

On November 28, 2022, the Company initiated legal proceedings against BWA in front of the High Court of Justice, Business and Property Court of England & Wales.

In March 2023, the Company met BWA's representatives to investigate possible settlement scenarios.

In February 2024, a satisfactory out-of-court settlement was reached with BWA. The Company converted an amount of £731,124 of its loan notes into 146,224,800 common shares of BWA at a fair value of $1,170,467 based on the prevailing market price on the date of issuance. The converted shares will be restricted from voting for three years on matters pertaining to the election of directors of BWA or matters of management composition. The remainder of the loan notes of £1,420,285 owned by Company were returned to BWA without additional compensation in order to be canceled. Some minority loan note holders also returned their notes to BWA for cancellation.

BOREALIS DERIVATIVES DEX EHF

The Company's wholly-owned subsidiary Borealis Derivatives DEX ehf. ("Borealis"), is developing a Decentralized, Distributed, Digital Derivative marketplace. Platform core development is advanced. Government(s) license(s) to operate the exchange are now required to move forward.

ZEU TECHNOLOGIES INC.

ZeU Technologies Inc. ("ZeU") began in January 2018 as a wholly-owned subsidiary of the Company and was spun off in December 2019.

In October 2023, St-Georges filed a Form 45-102F1 (Notice of Intention to Distribute Securities under Section 2.8 of NI 45-102 Resale of Securities) on SEDAR to signify its intention to sell in the public market or privately, up to 8,888,000 common shares of ZeU in multiple transactions.

During the year ended March 31, 2024, the Company disposed 3,246,000 shares of ZeU. As of March 31, 2024, the Company owned 8,276,519 common shares of ZeU and has no power to govern the financial and operating policies of ZeU.

During the year ended March 31, 2024, the Company recognized a loss of control of a subsidiary of $4,345,848, including a loss on noncontrolling investment in subsidiary of $1,101,741.

QUALIFIED PERSON

The technical information disclosed in this MD&A has been reviewed and approved by Herb Duerr, P.Geo., St-Georges' President and a Qualified Person, as defined by National Instrument 43-101 for the *Standards of Disclosure for Mineral Projects*.

EQUITY TRANSACTIONS

On September 2, 2022, the Company extended the expiry dates of certain warrants issued during its private placement financings as follows:

Number of Warrants	Current Expiry Date	Revised Expiry Date
1,428,571	February 5, 2023	February 5, 2024
10,000,000	Exercise price of $0.65 for a period of 18 months following the closing date, and $1.05 for the 18 months thereafter.	Exercise price of $0.65 for a period of 30 months following the closing date, and $1.05 for the 6 months thereafter.
7,831,632	Exercise price of $0.75 for a period of 18 months following the closing date, and $1.25 for the 18 months thereafter.	Exercise price of $0.75 for a period of 30 months following the closing date, and $1.25 for the 6 months thereafter.
1,083,333	Exercise price of $0.75 for a period of 18 months following the closing date, and $1.25 for the 18 months thereafter.	Exercise price of $0.75 for a period of 30 months following the closing date, and $1.25 for the 6 months thereafter.
5,063,636	November 30, 2023	November 30, 2024
557,273	November 30, 2023	November 30, 2024
4,185,714	June 21, 2023	June 21, 2024

On June 26, 2023, the company closed the first tranche of a non-brokered private placement offering of flow-through units at a price of $0.18 for total gross proceeds of $396,000. Each flow-through unit is comprised of one common share of the Corporation issued on a "flow-through" basis and one common share purchase warrant. Each Warrant entitles the holder thereof to purchase one common share at an exercise price of $0.30 per share until June 26, 2026. The Company paid a finder fee of $23,760 in cash and issued 132,000 finders warrants valued at $10,713 at an exercise price of $0.30 per share until June 26, 2026.

On September 14, 2023, the Company closed the first tranche non-brokered private placement offering of units at a price of $0.10 for total gross proceeds of $625,500. Each unit is comprised of one common share in the capital of the Company and a share purchase warrant. Each warrant entitles the holder thereof to purchase a share at an exercise price of $0.15 per share until September 14, 2025. The Company paid finder fees of $3,000 in cash and issued 30,000 finders warrants valued at $721 at an exercise price of $0.15 per share until September 14, 2025. The Company used the proceeds of the offering to the Thorold battery recycling plant and general and administrative expenses.

On September 15, 2023, the Company granted stock options to certain consultants to purchase a total of 2,150,000 common shares. The stock options vest immediately and are exercisable at a price of $0.15 per share on or before September 15, 2025.

On September 15, 2023, the Company granted stock options to certain management, directors and officers to purchase a total of 5,750,000 common shares. The stock options vest immediately and are exercisable at a price of $0.15 per share on or before September 15, 2028.

On October 31, 2023, the Company closed the second tranche non-brokered private placement offering of units at a price of $0.10 for total gross proceeds of $350,000. Each unit is comprised of one common share in the capital of the Company and a share purchase warrant. Each warrant entitles the holder thereof to purchase a share at an exercise price of $0.15 per share until October 31, 2025. The Company paid finder fees of $7,200 in cash and issued 90,000 finders warrants valued at $4,770 at an exercise price of $0.15 per share until October 31, 2025. The Company used the proceeds of the offering to the Thorold battery recycling plant and general and administrative expenses.

On November 23, 2023, the Company closed a non-brokered private placement of 14,259,260 flow-through units at a price of $0.135 per unit for total gross proceeds of $1,925,000. Each flow-through unit consists of one common share in the capital of the Company on a flow-through basis and one flow-through share purchase warrant. Each flow-through warrant entitles the holder thereof to purchase one share at an exercise price of $0.175 per share until November 23, 2025. In the event the trading price on the CSE reaches $0.25 on any single day, the Company may accelerate the expiry date by issuing a notice to the holder. The Company paid finder fees of $115,500 in cash and issued 855,556 finders warrants at a fair value of $27,675 at an exercise price of $0.175 per share until November 23, 2025. The Company will use the proceeds of the offering to further advance the exploration effort on the Manicouagan project.

On December 20, 2023, the Company closed a non-brokered private placement of 7,703,700 flow-through units at a price of $0.135 per unit for total gross proceeds of $1,040,000. Each flow-through unit consists of one common share in the capital of the Company on a flow-through basis and one flow-through share purchase warrant. Each flow-through warrant entitles the holder thereof to purchase one share at an exercise price of $0.175 per share until December 20, 2025. In the event the trading price on the CSE reaches $0.25 on any single day, the Company may accelerate the expiry date by issuing a notice to the holder. The Company paid finder fees of $62,400 in cash and issued 462,222 finders warrants at a fair value of $19,623 at an exercise price of $0.175 per share until December 20, 2025. The Company will use the proceeds of the offering to incur exploration expenditures on the critical and strategic minerals exploration projects.

During the year ended March 31, 2024, the Company received subscription receivable of $3,895 from prior year warrants exercise. The balance of subscription receivable as at March 31, 2024 is $nil (March 31, 2023 - $3,895).

Subsequent Event

On **August 13, 2024**, the Company arranged a $900,000 private placement offering of up to 15,000,000 units priced at $0.06. Each unit will consist of one common share of the Company and a half a unit warrant priced at $0.08 for a period of 24 months from the issuance date. An additional $300,000 overallocation will be available to the Company if required. This offering is expected to close in tranches. The proceeds from this offering will be used to complete the permitting modification process, install and commission one of the large multi-chemistry battery processing lines, and support the Thorold battery recycling plant and its operational cash flow. Minor amounts will be used for general and administrative expenses.

RESULTS OF OPERATIONS

For the period ended **June 30, 2024**, the Company recorded a net loss of $686,349 (2023 - $579,415), had a cumulative deficit of $38,810,187 (2023 – $41,829,924), and deficit non-controlling interest of $nil (2023 - $11,901,550). The Company had no source of operating revenues or any related operating expenditures.

SELECTED ANNUAL INFORMATION

	Year ended March 31, 2024 $	Year ended March 31, 2023 $	Fifteen months ended March 31, 2022 $
Revenues	**-**	-	-
Operating expenses	**(3,717,373)**	(5,630,991)	(12,751,818)
Net income (loss) and comprehensive income (loss) for the period	**(8,239,867)**	1,669,392	(23,277,671)
Basic and diluted loss per share	**(0.03)**	0.01	(0.11)
Cash and cash equivalents	**236,281**	1,527,292	3,937,083
Funds held in trust	**43,660**	100,442	150,000
Working capital (deficiency)	**13,677**	(6,222,621)	(1,463,012)
Exploration and evaluation assets	**21,729,378**	19,666,202	15,655,582
Total assets	**28,055,931**	26,444,363	21,418,348
Shareholders' equity (deficiency)	**24,446,798**	15,771,118	8,586,837

For the year ended March 31, 2024, the Company had no revenues.

The Company incurred a net loss and comprehensive loss of $8,239,867 for the year ended March 31, 2024, compared to a net income of $1,669,392 for the year ended March 31, 2023. The decrease in the income is primarily due to decreases in stock-based compensation payments of $533,954 (2023 - $nil), loss on disposal of marketable securities of $325,269 (2023 - $nil), gain on debt settlement of $1,173,840 (2023 - $7,966,523), loss of $35,221 (2023 - $nil) on lease modification, and loss of $4,345,848 (2023 - $nil) on interest sold and retained noncontrolling investment. Further details are available in the analysis below.

For the year ended March 31, 2023, the Company had no revenues.

The Company incurred a net income and comprehensive income of $1,669,392 for the year ended March 31, 2023, compared to a net loss of $23,277,671 for the fifteen months ended March 31, 2022. The increase in the income is primarily due to decreases in stock-based compensation payments of $nil (2022 - $3,755,245), accretion and interest expenses of $1,574,129 (2022 - $2,370,806), research and development fees of $601,083 (2022 - $1,657,450), and operating expenses decreased to $5,630,991 (2022 - $12,751,818) Further details are available in the analysis below.

SUMMARY OF QUARTERLY RESULTS

The following table outlines selected unaudited financial information of the Company for the last eight quarters.

	Jun.30, 2024	*Mar.31, 2024*	*Dec.31, 2023*	*Sept.30, 2023*
Total assets	**27,935,474**	28,055,931	27,485,531	25,794,324
Working capital (deficiency)	**(907,414)**	13,677	(5,828,613)	(7,617,209)
Shareholders' equity (deficiency)	**23,760,449**	24,446,798	17,824,024	15,441,990
Revenue	**-**	-	-	-
Net income (loss)	**(686,349)**	(5,681,077)	(730,985)	(1,248,390)
Net income (loss) per share	**(0.00)**	(0.02)	(0.00)	(0.01)

	Jun.30, 2023	*Mar.31, 2023*	*Dec.31, 2022*	*Sept.30, 2022*
Total assets	25,541,181	26,444,363	24,824,702	19,465,934
Working capital (deficiency)	(7,398,089)	(6,222,621)	(3,825,757)	(4,361,325)
Shareholders' equity (deficiency)	15,564,589	15,771,118	9,047,799	5,673,971
Revenue	-	-	-	-
Net income (loss)	(579,415)	6,497,357	(1,825,052)	(1,312,281)
Net income (loss) per share	(0.00)	0.03	(0.01)	(0.01)

EXPENSES

For the period ended June 30, 2024 and 2023

	2024 **$**	**2023** **$**
Accretion and interest expenses	-	70,109
Consulting fees	53,163	74,420
Management fees	165,160	159,371
Office expenses	220,524	211,324
Professional fees	43,557	107,920
Property Tax	4,200	6,000
Publicity and promotions	25,619	31,400
Research and development fees	31,717	19,805
Transfer agent and listing fees	6,772	11,871
Travel expenses	11,706	29,805
Unrealized loss (gain) on marketable securities	157,016	(108,142)
Loss on sale of marketable securities	20,452	68,653
Foreign exchange loss (gain)	58,859	(91,132)
Loss on write-off accounts payable	-	15
Gain on lease modification	(100,392)	-
Rental income	(12,004)	(12,004)
Loss and comprehensive loss	686,349	579,415

Three Months Ended June 30, 2024 and 2023

For the three months ended June 30, 2024 and 2023, the Company had no revenues.

The Company incurred a net loss for the period of $686,349 (2023 - $579,415). Operating expenses for the three months ended June 30, 2024, were $562,418 (2023 - $722,025). The decrease in operating expense is primarily due the decrease in accretion and interest expenses to $nil (2023 - $70,109) as all of the convertible debentures were derecognized when ZeU was deconsolidated from the Company in the last year ended March 31, 2024. The decrease in professional fees to $43,557 (2023 - $107,920) is due to the increase legal fees in the private placement closed in the prior period.

During the three months ended June 30, 2024, the Company recognized a loss of $20,452 (2023 - $68,653) upon the sale of certain marketable securities, an unrealized loss of $157,016 (2023 - $108,142 gain) on marketable securities, foreign exchange loss of $58,859 (2023 – $91,132 gain), rental income of $12,004 (2023 - $12,004) from its subsidiary's commercial rental, and a gain of $100,392 (2023 - $nil) on lease modification.

LIQUIDITY AND CASH FLOW

At June 30, 2024, the Company had cash of $52,874 (March 31, 2024 - $236,281), funds held in trust of $50,229 (March 31, 2024 - $43,660) and a working capital deficiency of $907,414 (March 31, 2024 – $13,677 working capital).

For the period ended June 30, 2024, significant cash flows were as follows:

Net cash used in operating activities for the period was $138,335. Net loss for the period of $686,349 included non-cash a loss on sale of marketable securities of $20,452; an unrealized loss on marketable securities of $157,016, depreciation expenses of $2,515, and foreign exchange loss of $58,859; which were offset by a gain of $100,392 on lease modification. Net changes in working capital items were $409,564, primarily including a decrease in prepaid expenses of $46,035, a decrease in accounts receivable of $163,175, and an increase in accounts payable and accrued liabilities of $200,354.

Net cash used in investing activities for the period was $38,503. During the period ended June 30, 2024, the Company expensed $37,601 in exploration and evaluation costs and purchase of equipment of $23,205. The Company sold marketable securities for proceeds of $22,303 during the period ended June 30, 2024.

FINANCIAL RISK MANAGEMENT AND FINANCIAL ESTIMATES

FINANCIAL RISK

The primary goals of the Company's financial risk management are to ensure that the outcomes of activities involving elements of risk are consistent with the Company's objectives and risk tolerance and to maintain an appropriate risk/reward balance while protecting the Company's balance sheet from events that have the potential to materially impair its financial strength. Balancing risk and reward is achieved through aligning risk appetite with business strategy, diversifying risk, pricing appropriately for risk, mitigating risks through preventive controls and transferring risk to third parties.

The Company's exposure to potential loss from financial instruments is primarily due to various market risks, including interest rate, liquidity and credit risk. There has been no change in the financial risk of the Company during the year.

MARKET RISK

Market risk is the risk of loss arising from adverse changes to market rates and prices, such as interest rates, equity market fluctuations, foreign currency exchange rates, and other relevant market rates or price changes. Market risk is directly influenced by the volatility and liquidity in the markets in which the related underlying assets are traded. Below is a discussion of the Company's primary market risk exposures and how those exposures are currently managed.

LIQUIDITY RISK

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet cash flow commitments associated with financial instruments. The purpose of liquidity management is to ensure that there is sufficient cash to meet all financial commitments and obligations as they fall due. To manage cash flow requirements, the Company will have to issue additional common shares, conclude private investments, and complete debt arrangements.

As at June 30, 2024, the Company has current liabilities and accrued liabilities of $2,833,600 (March 31, 2024 - $2,498,328) due within 12 months and has cash of $52,874 (March 31, 2024 - $236,281) and lawyer's trust account of $50,229 (March 31, 2024 - $43,660) to meet its current obligations. At June 30, 2024, the Company has long term lease liabilities of $1,265,997 (March 31, 2024 - $1,036,133). As a result, the Company faces liquidity risk as it expends funds towards its projects.

CREDIT RISK

Credit risk is the risk that one party to a financial instrument fails to discharge an obligation and causes financial loss to another party. Financial instruments that potentially subject the Company to credit risk consist primarily of cash and promissory note receivable. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada. This amount best represents the Company's maximum exposure to any potential credit risk. The risk is assessed as low.

INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's convertible debentures have fixed interest rates and, accordingly, are not subject to cash flow interest rate risk due to changes in the market rate of interest. The Company does not use financial derivatives to reduce its exposure to risk.

FOREIGN EXCHANGE RISK

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not hedge its exposure to fluctuations in foreign exchange rates. The Company is not exposed to significant foreign exchange risk.

As at June 30, 2024, the Company had foreign exchange risk with respect to US accounts payable of CAD $297,412 (March 31, 2024 – CAD $$307,431), US related party loans of CAD$75,428 (March 31, 2024 - CAD$ 74,672), Great British Pound accounts payable of CAD$102,704 (March 31, 2024 - CAD$101,340), and Iceland Krona accounts payable of CAD$633,286 (March 31, 2024 – CAD$608,589). If the Canadian dollar changes by ten percent against all foreign currencies, with all other variables held constant, the impact of the foreign currency change on the Company's foreign denominated financial instruments would result in a reduction or increase of after-tax net loss of approximately $110,883 (March 31, 2024 - $109,203) for the period ended June 30, 2024.

FAIR VALUE MEASUREMENT

Fair value is the amount at which a financial instrument could be exchanged between willing parties, based on current markets for instruments with the same risk, principal and remaining maturity. Fair value estimates are based on present value and other valuation techniques using rates that reflect those that the Company could currently obtain, on the market, for financial instruments with similar terms, conditions and maturities.

The carrying amount and fair value of financial instruments, with the exception of the secured debenture, are considered to be a reasonable approximation of fair value because of their long-term maturities.

The carrying values of the convertible debentures approximate its fair value at the reporting date because the convertible debentures were calculated by discounting future cash flows using rates that the Company would otherwise use for such debt with similar terms, conditions and maturity dates, adjusted for the Company's credit risk. Management believes that no significant change occurred in the risk of these instruments.

CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue.

As at June 30, 2024, the Company's shareholders' equity was $23,760,449 (March 31, 2024 - $24,446,798) and it carried long term lease liabilities of $1,265,997 (March 31, 2024 - $1,036,133). The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels. To meet these objectives, management monitors the Company's capital requirements against unrestricted net working capital and assesses additional capital requirements on specific business opportunities on a case-by-case basis.

Capital for expansion comes mostly from proceeds from the issuance of common shares. The net proceeds raised will only be sufficient for a certain amount of exploration and development work on its properties and for working capital purposes. Additional funds are required to finance the Company's corporate objectives. There was no change in the Company's capital management policy for the period ended June 30, 2024.

The Company is subject to regulatory requirements related to the use of funds obtained by flow-through share financing. These funds have to be incurred for eligible exploration expense.

RELATED PARTY TRANSACTIONS

a) Related party transactions

During the period, the Company incurred the following transactions with related parties disclosed elsewhere in the financial statements:

	Jun. 30, 2024 **$**	**Jun. 30, 2023** $
Management or Administration fees paid or accrued to directors or companies controlled by directors or officers [1, 2,3,4,5,6,7,8,9]	165,160	159,371

[1] Herb Duerr, President, CEO and Director
[2] Mark Billings, Chairman and Director
[3] Frank Dumas, COO and Director (resigned in June 1, 2023)
[4] Enrico Di Cesare, Director and VP Research & Development
[5] Richard Barnett, CFO
[6] Neha Tally, Corporate Secretary
[7] Kristín Ólafsdóttir, Director (appointed in March 2021)
[8] Keturah Nathe, Director (appointed in August 2021)
[9] James C Passin, Director (appointed in June 2023)

These amounts will be settled by either cash payments or issuing securities.

In addition, the Company incurred research fees of $24,000 (2023 - $6,000), which were expensed as research and development costs, and other consulting fees of $nil (2023 - $15,000) during the period

During the period ended June 30, 2024, $8,400 (2023 - $nil) rental fees was paid for a director's move to Thorold to oversee the battery recycling plant operations.

The related parties of the Company subscribed for a total of 2,230,000 units for proceeds of $223,000 in the private placement closed on September 14, 2023.

The related parties of the Company subscribed for a total of 750,000 units for proceeds of $75,000 in the private placement closed on October 31, 2023.

b) Due to Related Parties

As at June 30, 2024, included in accounts payable and accrued liabilities is $693,022 (March 31, 2024 - $1,192,015) owing to related parties. These amounts are non-interest bearing, unsecured and have no fixed terms of repayment.

As at June 30, 2024, the balance of $75,428 (March 31, 2024 - $74,672) is due to a director and a related party of the Company, and is included as loans from related parties. This amount is unsecured, non-interest bearing and has no fixed terms for repayment.

c) Stock Options Granted

During the year ended March 31, 2024, a total of 5,750,000 stock options were granted to key management to purchase common shares of the Company at an exercise price of $0.15 per share on or before September 15, 2028. The Company recorded stock-based compensation of $469,482 for options granted to related parties during the year ended March 31, 2024.

OUTSTANDING SHARE DATA

As at June 30, 2024, and at the current date, the Company has 278,738,888 common shares outstanding, of which 4,000,000 of the issued shares are held in escrow.

STOCK OPTIONS

As at June 30, 2024, and at the current date, the Company has 18,630,000 stock options outstanding.

WARRANTS

As at June 30, 2024, and at the current date, the Company has 53,290,647 warrants outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

RISK FACTORS

EXPLORATION

Exploration and mining involve a high degree of risk. Few exploration properties end up going into production. Other risks related to exploration and mining activities include unusual or unforeseen formations, fire, power failures, labour disputes, flooding, explosions, cave-ins, landslides and shortages of adequate or appropriate manpower, machinery or equipment.

The development of a resource property is subject to many factors, including the cost of mining, variations in the quality of the material mined, fluctuations in the commodity and currency markets, the cost of processing equipment and others, such as aboriginal claims and government regulations, including regulations regarding royalties, authorized production, import and export of natural resources and environmental protection. Depending on the price of the natural resource produced, the Company may decide not to undertake or continue commercial production.

There can be no assurance that the expenses incurred by the Company to explore its properties will result in the discovery of a commercial quantity of ore. Most exploration projects do not result in the discovery of commercially viable mineral deposits.

ENVIRONMENTAL AND OTHER REGULATIONS

Current and future environmental laws, regulations and measures could entail unforeseeable additional costs, capital expenditures, restrictions or delays in the Company's activities. Environmental regulations and standards are subject to constant revision and could be substantially tightened, which could have a serious impact on the Company and its ability to develop its properties economically. Before it commences mining a property, the Company must obtain environmental permits and the approval of the regulatory authorities. There is no assurance that these permits and approvals will be obtained or that they will be obtained in a timely manner. The cost of complying with government regulations may also impact the viability of an operation or altogether prevent the economic development of a property.

FINANCING AND DEVELOPMENT

The Company does not presently have sufficient financial resources to undertake its planned exploration and development programs. Development of the Company's properties, therefore, depends on its ability to raise the additional funds required. There can be no assurance that the Company will succeed in obtaining the funding required. The Company also has limited experience in developing resource properties, and its ability to do so depends on the use of appropriately skilled personnel or signature of agreements with other large resource companies that can provide the required expertise.

COMMODITY PRICES

The factors that influence the market value of platinum, palladium, rhodium, copper, cobalt, nickel, carbon graphite, and any other mineral discovered are outside the Company's control. The impact of these factors cannot be accurately predicted. Resource prices can fluctuate widely and have done so in recent years.

RISKS NOT COVERED BY INSURANCE

The Company may become subject to claims arising from cave-ins, pollution or other risks against which it cannot insure itself due to the high cost of premiums or other reasons. Payment of such claims would decrease and could eliminate the funds available for exploration and mining activities.

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the year the new information becomes available.

Financial Risk

The primary goals of the Company's financial risk management are to ensure that the outcomes of activities involving elements of risk are consistent with the Company's objectives and risk tolerance, and to maintain an appropriate risk/reward balance while protecting the Company's balance sheet from events that have the potential to materially impair its financial strength. Balancing risk and reward are achieved through aligning risk appetite with business strategy, diversifying risk, pricing appropriately for risk, mitigating risks through preventative controls and transferring risk to third parties. The Company's exposure to potential loss from financial instruments is primarily due to various market risks, as detailed below.

signed "Herb Duerr"	*signed "Richard Barnett"*
President and Chief Executive Officer	Chief Financial Officer