



Management's Discussion & Analysis

For the three month period ended March 31, 2024

Dated May 15, 2024

This management's discussion and analysis (this "MD&A") reflects the assessment by management of the results and financial condition of Talisker Resources Ltd. ("Talisker" or the "Company") and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2024 and 2023 and related notes, and the audited consolidated financial statements of the Company for the years ended December 31, 2023 and 2022 and the notes thereto (the "Financial Statements"). Management is responsible for the preparation of the Financial Statements and this MD&A. The Financial Statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS"). This MD&A and the Financial Statements are available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) under Talisker's issuer profile and on Talisker's website ([www.taliskerresources.com](http://www.taliskerresources.com)).

This MD&A has been prepared as of May 15, 2024. All dollar figures in this MD&A are expressed in Canadian dollars unless stated otherwise.

## Qualified Person

The scientific and technical information contained in this MD&A has been approved by Leonardo de Souza (BSc, AusIMM (CP) Membership 224827), Talisker's Vice President, Exploration and Resource Development, who is a "qualified person" within the meaning of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101").

## Recent Developments, Exploration Properties, Outlook and Strategy

### RECENT DEVELOPMENTS

Talisker is a publicly listed company incorporated in British Columbia and continued in the Province of Ontario. The Company is engaged in exploration and evaluation of mineral properties in British Columbia.

On May 13, 2024, the Company announced it had signed an Ore Hauling Agreement (the "Ore Hauling Agreement") with Stromsten Enterprises in partnership with Bridge River Management Corporation to transport material from its 100% owned Mustang Mine at the Bralorne Gold Project. Under the Ore Hauling Agreement, gold ore will be trucked to either of the New Afton (owned by New Gold Inc. ("New Gold")) or Craigmont (owned by Nicola Mining Inc. ("Nicola")) milling facilities for processing. Talisker is initiating the Ore Hauling Agreement with the transportation of previously stockpiled material comprising approximately 6,300 tonnes to be processed at the Craigmont milling facility. The first shipment is expected to occur on May 15<sup>th</sup>.

On April 15, 2024, the Company announced results from its summer 2023 mapping and surface sampling campaign at the Ladner Gold Project ("Ladner") where a total of 175 rock samples were collected between mid June and mid September 2023 by a small mapping team. The focus of the mapping was centered on the areas of known mineralization adjacent to the historic Carolin underground mine and the McMaster prospect. It was noted that these preliminary results demonstrated consistency of gold grades across a broad area and that the sampling program indicated there are additional mineralized zones in the same setting as the Caroline mine, along strike, yet to be fully explored.

On April 9, 2024, through its 100% owned subsidiary Bralorne Gold Mines Ltd., ("Bralorne"), the Company announced the signing of a milling agreement (the "Milling Agreement") with Nicola. As part of the Milling Agreement, Nicola will process up to 6,300 tonnes of stockpile mines at the Bralorne Gold Project and process it at Nicola's Craigmont Mill located in Merritt, British Columbia.

On April 4, 2024, the Company announced the signing of a non-binding Letter of Intent ("LOI") to form a joint venture with Regeneration Enterprises Inc. ("Regeneration") to process the Ladner Tailings Resource (the "Proposed JV")

owned by New Carolin Gold Corp. ("New Carolin"), a 100% owned subsidiary of Talisker. Ladner contains a *National Instrument* 43-101 compliant tailings indicated resource of 445,000 tonnes grading at 1.64 g/t for 24,000 oz of gold and an inferred resource of 93,000 tonnes grading at 1.64 g/t for 5,000 oz of gold, representing an estimated 60% of the tailings material. The remaining 40% remains undrilled. A 2011 study by the Engineering Department at University of British Columbia consisting of material regrind to P80 of 93µm returned average concentrate leach recoveries of 81.6% for the tailings material. The Proposed JV is planned to be undertaken in five phases (phase 1 – sampling (completion December 31, 2024); phase 2 – design (completion December 31, 2025); phase 3 – construction (completion December 31, 2026); phase 4 – production (throughout 2027, 2028, 2029); and phase 5 – site rehabilitation (completion December 31, 2030). Regeneration will secure funding for each phase, unless otherwise agreed in the Definitive Agreement.

On March 12, 2024, the Company announced the signing of a definitive Ore Purchase Agreement (the "Ore Purchase Agreement") between Bralorne and New Gold. As part of the Ore Purchase Agreement, New Gold will purchase up to 350,000 tonnes of material mined at Bralorne and process it at their mill located at its New Afton mine. The Ore Purchase Agreement can be extended by mutual agreement by New Gold and Talisker.

On February 12, 2024, the Company announced the completion of the Mustang Mine decline, which enhances the Company's ability to conduct exploration in the future. The 4 by 4 metres over 400 metres will allow for simultaneous access to planned stopes on the 3700, 3800 and 3900 levels. Additional work was completed to prepare for the extension of the decline to access lower stopes from the 3600 and 3500 levels and for a new decline close to the portal to access new material to the east of Mustang.

On November 6, 2023, the Company announced that it had closed the non-brokered private placement previously announced on October 18, 2023, raising total gross proceeds of approximately C\$3.6 million (the "Offering"). In connection with the Offering, the Company issued an aggregate of 4,611,733 common share units (the "Units") at a price of C\$0.30 per Unit and 6,363,178 flow-through units (the "FT Units, and together with the Units, the "Offered Securities") of the Company at a price of C\$0.35 per FT Unit. Each Unit comprised one common share and one-half common share purchase warrant (each whole warrant, a "Warrant"), with each Warrant entitling the holder to purchase one common share at an exercise price of \$0.50 until November 6, 2025. Each FT Unit comprised one common share issued as a "flow-through share" (each, a "FT Share") within the meaning of the Income Tax Act (Canada) (the "Tax Act") and one-half of one Warrant. In connection with the Offering, the Company also paid finder's fees equal to 6% of the gross proceeds of the Offering and issued finder's warrants ("Finder's Warrants") equal to 6% of the number of Offered Securities to certain finders (other than in respect of sales to certain purchasers on the Company's president's list). Each Finder's Warrant entitles the holder to purchase one common share at an exercise price of \$0.33 until November 6, 2025.

On October 10, 2023, the Company announced the appointment of Felipe Castaneda as Vice President, Technical Services. Mr. Castaneda previously held the position of Technical Services Manager at Talisker, managing project quality control and quality assurance, mineral tenure and assessment reporting, procurement and contractor engagement.

On October 3, 2023, the Company and the Bridge River Indian Band ("Xwísten") announced the signing of a bridging agreement (the "Bridging Agreement") for the Bralorne Gold Project. The scope of the Bridging Agreement covers underground mining production up to 750 tonnes per day and shipping of ore through Xwísten Traditional Territory for offsite processing. The Bridging Agreement also defines a framework for pursuing collaborative economic development opportunities, environmental stewardship and monitoring, employment and training and the opportunity for a future Impact Benefit Agreement (IBA) between the two parties. The Bridging Agreement also works in conjunction with existing regional exploration agreements between Talisker and Xwísten.

On September 19, 2023, the Company announced the appointment of Stephen Burleton to the board of directors with immediate effect. Mr. Burleton has over 18 years of experience in the Canadian investment banking industry

as Managing Director of Investment Banking at Wellington West Capital Markets Inc., Scotia Capital Inc. and BMO Capital Markets, advising on strategic transactions and executing debt and equity financing for companies in the mining, fertilizer and industrial products sectors. Mr. Burleton is on the boards of Angus Gold Inc., Banyan Gold Corp. and Kirkland Lake Discoveries Corp. He is a CFA Charterholder and holds an MBA from York University and received his ICD.D from the Rotman School of Management.

On September 1, 2023, the Company announced that it had completed the proposed consolidation of the Company's issued and outstanding common shares on the basis of one post-consolidation common share for every five pre-consolidation common shares (the "Consolidation"). As a result of the Consolidation, the number of issued and outstanding common shares was reduced from 384,856,151 to 77,085,501.

On June 20, 2023, the Company announced the appointment of William (Bill) Curry as General Manager for its 100% owned subsidiary Bralorne. Mr. Curry is a professional engineer (P. Eng.) with over 25 years of underground mining experience in gold and base metal operations throughout Canada and the United States having worked in senior engineering and mine management positions with Kirkland Lake Gold (Macassa, Holt) Lake Shore Gold (Timmins West, Bell Creek), Newmont (Leeville, Golden Giant), Xstrata (Kidd Creek) Hudson Bay Mining and Smelting (Ruttan) and Sinomine Resources (Tanco). Bill holds a Bachelor of Engineering (B.Eng) from the Technical University of Nova Scotia and a Masters of Business Administration (MBA) from Lansbridge University, New Brunswick.

On June 23, 2023, the Company received the initial draw of US\$7,000,000 under the royalty agreement, receiving proceeds in the amount of \$9,239,300 (US\$7,000,000) less \$652,594 in transaction fees, which was recorded as a reduction in exploration and evaluation assets for the year ended December 31, 2023.

On June 12, 2023, the Company announced it has entered into a royalty agreement with Sprott Resource Streaming and Royalty Corp. ("Sprott") in relation to the Company's Bralorne Gold Project to provide non-dilutive and necessary capital for the pathway to long-term production at the Bralorne Gold Project. Under the terms of the agreement, Sprott will pay the Company up to US\$31,250,000 for a net smelter returns royalty (the "Sprott Royalty") covering all minerals produced from the Bralorne Gold Project. Highlights of the Sprott Royalty include:

- A maximum of US\$31,250,000, with a minimum consideration of US\$18,750,000, payable as to:
  - an initial grant of a 1.12% Royalty for a draw of US\$7,000,000 for drilling, detailed engineering and working capital (*completed*);
  - a further 1.88% Royalty for a subsequent draw of US\$11,750,000 on, among other things, the signing of a toll milling agreement for mobilization, site infrastructure, resource conversion drilling and working capital; and
  - up to a further 2% Royalty, to a maximum of a 5% Royalty, for US\$12,500,000 available as needed for site infrastructure, mine start-up capital and working capital;
- An option, exercisable solely at the discretion of the Company until December 31, 2028, to repurchase 50% of the Royalty (as more particularly described below);
- The residual Royalty will be reduced by an additional 50% for no additional consideration following 1.5 million ounces of gold production; and

On February 6, 2023, the Company announced the appointment of Christy Smith and Robert Power as directors and the resignation of founding director, Brent Gilchrist. Mr. Gilchrist continued as an advisor to the Company's board of directors (the "Board" or "Board of Directors").

On January 24, 2023, the Company announced its first Mineral Resource Estimate ("MRE") for the Bralorne Gold Project. The MRE is reported in accordance with the Canadian Institute of Mining (CIM), Metallurgy and Petroleum Definition Standards (2014) incorporated by reference in NI 43-101, and the 2019 CIM Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines. The MRE provides for 117,000 tonnes with an average grade of 8.9 g/t Au for 33,000 ounces gold in the indicated category and 8.0 million tonnes at 6.3 g/t Au for 1.63

million ounces of gold in inferred category. The MRE is defined approximately along a strike length of 4.5 km, to a depth of 700 m and remains open along strike and at depth. Details on the MRE are included in the Exploration Update below. The MRE was filed on March 10, 2023.

### *Indigenous Relationships and Engagement*

Talisker prides itself on the meaningful and constructive relationships that have been built with Indigenous communities throughout the southern parts of British Columbia. This includes members of the St'át'imc nations whose lands the Bralorne Gold Project is a part of the St'át'imc are the original inhabitants of the territory which extends north to Churn Creek and to South French Bar; northwest to the headwaters of Bridge River; north and east toward Hat Creek Valley; east to the Big Slide; south to the island on Harrison Lake and west of the Fraser River to the headwaters of Lillooet River, Ryan River and Black Tusk.

Talisker is also engaged with several Indigenous communities in and around the areas surrounding other exploration properties such as Ladner Creek, Dora and Spences Bridge. In all cases, the Company approaches these discussions in a spirit of openness, reconciliation and long term beneficial relationship development.

Talisker has an Exploration Agreement with one of the St'át'imc communities, Xwísten and close working relationships with several of the other seven St'át'imc communities. This includes a working Environmental Monitoring Board (EMB) that meets quarterly and includes representatives from four of the 10 St'át'imc communities as directed by the BC Ministry of Environment and Climate Change Strategies.

In the context of the future expansion and development of the Bralorne Gold Project and consistent with commitments under the existing Exploration Agreement, on September 21, 2023, Talisker entered into a Bridging Agreement with Xwísten at the Bralorne Gold Project. Talisker is also working with other St'át'imc communities who have expressed interest in the Bralorne Gold Project on mutually beneficial economic and communications opportunities and protocols.

All activities being proposed in the permit amendment process will continually be shared with and discussed with the management, technical advisors and leadership of Xwísten and the other designated St'át'imc communities, to ensure all necessary measures are in place to protect the natural environment, culture and heritage of the Bridge River area.

### *Community Engagement*

Talisker also prides itself on having strong relationships with the communities of southern British Columbia in which the Company operates. This includes Bralorne, the Bridge River Valley and the other communities of the Squamish Lillooet Regional District. The approach of the Company throughout considering the future of the Bralorne Gold Project will be to engage openly and transparently, seek input through the conceptualization, design and permitting process, listen and act on concerns when they are brought forward from the community.

## EXPLORATION PROPERTIES

The exploration and evaluation expenses for the Company are summarized as follows:

|  | Three months ended March 31, 2024 | Three months ended March 31, 2023 |
|--|-----------------------------------|-----------------------------------|
| Bralorne Gold Project                          | \$ 3,638,390                      | \$ 756,520                        |
| Spences Bridge Gold Project                    | 7,169                             | 123,187                           |
| Ladner Gold Project                            | -                                 | 144,120                           |
| <b>Exploration and evaluation expenditures</b> | <b>\$ 3,645,559</b>               | <b>\$ 1,023,827</b>               |

The exploration and evaluation expenses for the Company by expenditure classification are summarized as follows:

|  | Three months ended March 31, 2024 | Three months ended March 31, 2023 |
|--|-----------------------------------|-----------------------------------|
| Consulting                                     | \$ 718,468                        | \$ 214,278                        |
| Salaries and wages                             | 667,058                           | 484,618                           |
| Drilling                                       | 1,200,474                         | -                                 |
| Assays   | 130,138                           | (8,867)                           |
| Field supplies and administrative              | 739,017                           | 204,047                           |
| Travel and other                               | 19,513                            | 7,352                             |
| Equipment rentals                              | 105,359                           | 113,452                           |
| Share based payments                           | -                                 | 1,130                             |
| Equipment repairs and maintenance              | 65,532                            | 7,817                             |
| <b>Exploration and evaluation expenditures</b> | <b>\$ 3,645,559</b>               | <b>\$ 1,023,827</b>               |

The mine care and maintenance costs for the Company by expenditure classification are summarized as follows:

|  | Three months ended March 31, 2024 | Three months ended March 31, 2023 |
|--|-----------------------------------|-----------------------------------|
| Consulting                             | \$ 126,185                        | \$ 128,365                        |
| Salaries and wages                     | 108,402                           | 74,948                            |
| Field supplies and administrative      | 27,456                            | 52,228                            |
| Assays                                 | 11,653                            | -                                 |
| Share based payments                   | -                                 | 542                               |
| Equipment repairs and maintenance      | -                                 | 6,609                             |
| <b>Mine care and maintenance costs</b> | <b>\$ 273,696</b>                 | <b>\$ 262,692</b>                 |

Talisker's exploration projects include the Bralorne Gold Project and the Ladner Gold Project, both advanced stage projects with significant exploration potential from historical high-grade producing gold mines, as well as its Spences Bridge Gold Project where the Company holds ~85% of the emerging Spences Bridge Gold Belt and several other early-stage Greenfields projects listed below.

## Bralorne Gold Project

Located in southern British Columbia, the Bralorne Gold Project comprises the tenure owned by Bralorne Gold Mines Ltd., a wholly-owned subsidiary of Talisker, that comprises several historic mine workings (Pioneer, Bralorne, King and BRX mines) as well as additional tenure acquired by Talisker in 2020 and 2021. The Bralorne Gold Project currently comprises over 12,995.93 hectares over 64 claims, three leases and 197 Crown Grant claims. The Bralorne Gold mine complex produced approximately 4.2 million ounces of gold at a grade of 17.7 g/t Au from 30 veins in three adjacent mines; Bralorne, Pioneer and King, until eventual closure in 1971 due to depressed gold prices.

Resource definition drilling comprising 130,971.157 metres (265 holes). Drilling commenced in February 2020 and ended in September 2022 in preparation for the technical report that was initiated in Q3 2022. During this time an additional 8,818.95 metres (14 holes) was drilled in BRX, which is north of the main Bralorne Mine Block.

In 2022, the Company engaged InnovExplo Inc. to prepare a technical report on the Bralorne Gold Project. The MRE was announced on January 24, 2023 with the following key points:

- 117,000 tonnes with an average grade of 8.9 g/t Au for 33,000 ounces gold in the **indicated category**;
- 8.0 million tonnes at 6.3 g/t Au for 1.63 million ounces of gold in the **inferred category**;
- The mineral resource is defined approximately along a strike length of 4.5 km, to a depth of 700 m and remains open along strike and at depth;
- A total of 86 veins have been identified with 63 veins open along strike and at depth, 18 remain open at depth, and two remain open along strike;
- Talisker believes that exploration potential exists as proximal extensions of currently defined mineralized zones, laterally and at depth, and may yield somewhere between 2.0 and 2.5 million tonnes at grades between 6.0 and 9.0 g/t Au for 400,000 – 700,000 ounces gold. This exploration potential is supported by the drill hole and channel sample data used for the MRE at drill hole spacings greater than the inferred category resources. These targets are not mineral resource estimates, potential quantity and grade is conceptual in nature. There has been insufficient exploration to define a mineral resource, and it is uncertain if further exploration will result in the exploration targets being delineated as a mineral resource.
- Regionally, mineralization has been identified to 2 km below surface, and along a strike length of 33 km.

**Table 1: Bralorne Gold Project 2023 Mineral Resource Estimate**

| Bralorne Gold Project | Category  | Cut-off Grade       | Tonnes    | Grade    | Ounces    |
|-----------------------|-----------|---------------------|-----------|----------|-----------|
|                       |           | (g/t Au)            | (t)       | (g/t Au) | (oz Au)   |
| King                  | Indicated | Long Hole > 2.65    | 111,300   | 8.61     | 30,800    |
|                       |           | Cut and Fill > 3.10 | 5,900     | 13.45    | 2,600     |
|                       | Inferred  | Long Hole > 2.65    | 1,598,400 | 5.76     | 296,200   |
|                       |           | Cut and Fill > 3.10 | 76,000    | 7.89     | 19,300    |
| Bralorne              | Inferred  | Long Hole > 2.65    | 3,958,100 | 7.02     | 893,200   |
|                       |           | Cut and Fill > 3.10 | 82,500    | 7.95     | 21,100    |
| Pioneer               | Inferred  | Long Hole > 2.65    | 1,436,500 | 5.72     | 264,400   |
|                       |           | Cut and Fill > 3.10 | 16,700    | 14.93    | 8,000     |
| Charlotte             | Inferred  | Long Hole > 2.65    | 859,600   | 4.70     | 129,900   |
|                       |           | Cut and Fill > 3.10 | 5,600     | 4.54     | 800       |
| Total Indicated       |           |                     | 117,200   | 8.85     | 33,400    |
| Total Inferred        |           |                     | 8,033,400 | 6.32     | 1,632,900 |



# Management's Discussion and Analysis

## For the three month period ended March 31, 2024

(in Canadian dollars unless otherwise noted)



### MRE Notes:

- The independent and qualified persons, as defined by NI 43-101, are Carl Pelletier, P.Geo., Vincent Nadeau-Benoit, P.Geo., and Eric Lecomte, P.Eng. (InnovExplo). The effective date of the MRE is January 20, 2023.
- The mineral resources are not mineral reserves as they do not have demonstrated economic viability.
- The MRE follows the 2014 CIM Definition Standards on Mineral Resources and Reserves and the 2019 CIM Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines.
- A total of 86 veins were modelled for the Bralorne, King, Charlotte, and Pioneer deposits. Quartz vein core wireframes were modelled with a minimum thickness of 0.50 m. A brecciated alteration halo wireframe was modelled around each quartz vein core to produce two nested wireframes with a combined minimum total true thickness of 1.2 m.
- High grade capping, supported by statistical analysis, was applied to composited data inside the high-grade quartz veins for Pioneer (1.4 m) at 100 g/t Au, Bralorne (1.4 m) at 100 g/t Au, Charlotte (1.0 m) at 31 g/t Au and King (1.2 m) at 110 g/t Au for the drill hole samples and at 400 g/t Au for the underground samples and was applied to composited data inside the brecciated alteration halo for Pioneer (1.4 m) at 6.4 g/t Au, Bralorne (1.2 m) at 9.5 g/t Au, Charlotte (1.2 m) at 5.2 g/t Au and King (1.0 m) at 7.5 g/t Au. Compositing was completed using the grade of the adjacent material when assayed, or a value of zero when not assayed.
- The mineral resources for the Bralorne Gold Project deposit were estimated using Datamine Studio™ RM 1.9.36.0 software using hard boundaries on composited assays. The ID<sup>2</sup> method was used to interpolate a sub-blocked model (parent block size = 5 m x 5 m x 5 m);
- Indicated mineral resources were defined for blocks inside geological resource solids within 20 m of an underground chip sample (King only). Inferred mineral resources were defined for blocks inside geological resource solids within 50 m of a composite for the King and Charlotte Domains and within 60 m of a composite for the Bralorne and Pioneer Domains.
- Supported by measurements, a density ranging from 2.65 to 2.69 g/cm<sup>3</sup> was established for the high-grade quartz vein and from 2.69 to 2.75 g/cm<sup>3</sup> for the brecciated alteration halo. Historical underground infrastructures, underground mined volumes and a 5 m buffer around them were given a density value of 0 g/cm<sup>3</sup>.
- The reasonable prospect for an eventual economic extraction is met by having used reasonable cut-off grades for underground scenarios, a minimum mining width, and constraining volumes (Deswik shapes). The estimate is reported for a potential underground scenario at cut-off grades, depending on the mining method, of 2.65 g/t Au (Long hole stoping mining method) or 3.10 g/t (Cut and Fill mining method) and were calculated using a gold price of US\$1,650 per ounce, a US\$:C\$ exchange rate of 1.30, a mining cost of C\$98.49/t using the long hole stoping mining method or a mining cost of C\$127.49/t using the Cut and Fill mining method, transport cost of C\$8.00/t, environment and G&A cost of C\$24.00/t, rehabilitation cost of C\$4.00/t and processing cost of C\$32.00/t. The cut-off grades should be re-evaluated considering future prevailing market conditions (metal prices, exchange rate, mining cost, etc.).
- Ounce troy is metric tons multiplied by grade (g/t) and divided by the constant of 31.10348. The number of tonnes and ounces has been rounded to the nearest thousand. Any discrepancy in the totals is due to rounding effects. The rounding followed the recommendations of NI 43-101.
- The qualified persons are not aware of any problem related to the environment, permits, mining titles or related to legal, fiscal, socio-political, commercial issues or any other relevant factor not mentioned in this MD&A, that could have a significant impact on the MRE.

The MRE incorporates the Bralorne, King, Charlotte, and Pioneer Deposits. The MRE is defined approximately over a strike length of 4.5 kilometres within the Bralorne Gold Project's 33-kilometre-long land package with a maximum width of approximately 750 metres, down to a maximum depth of 700 metres, with an average depth of 300 metres below surface.

The MRE for the Bralorne Gold Project is comprised of modern data collected by Talisker and validated historic data collected by previous operators. A total of 660 diamond drill holes (modern and historic), 13 modern reverse circulation drill holes, nine modern surface channel samples and 1,724 validated historic underground channel samples were used to constrain, model, and calculate the mineral resource bodies. A strong understanding of the controls of mineralization enabled the Company's technical team to construct a MRE constrained by lithology, alteration, structure, and mineralization. The MRE is supported by a robust 3D litho-structural model of the gold-bearing orogenic vein system.

See the technical report on the Bralorne Gold Project available on the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) for more information.



### Exploration Drill Program

Throughout 2022, the Company announced multiple high-grade results from its drill program that commenced in 2020. Talisker's drilling to date has produced 409 vein intersections with a combined weighted average diluted grade of 9.48 g/t Au over an average intersection of 1.72 metres. Major vein structures intersected are considered classic Bralorne crack-seal quartz-carbonate veins with densely banded sulphide septae. Crack-seal septae host fine-grained arsenopyrite and pyrite mineralization. Alteration halos consist of strong silica-sericite±mariposite alteration halos.

All reported drill assay results are available on the Company's website and details on the drill program including assay results are included in the Company's press releases.

The Company believes that exploration potential exists as proximal extensions of currently defined mineralized zones, laterally and at depth, and may yield somewhere between 2.0 and 2.5 million tonnes at grades between 6.0 and 9.0 g/t gold for 400,000 – 700,000 ounces gold. This exploration potential is supported by the drill hole and channel sample data used for the MRE at drill hole spacings greater than the inferred category of mineral resources. These targets are not mineral resource estimates, potential quantity and grade is conceptual in nature. There has been insufficient exploration to define a mineral resource, and it is uncertain if further exploration will result in the exploration targets being delineated as a mineral resource.

### Exploration Targets

| Million Tonnes | Grade (g/t Au) | Au (oz)           |
|----------------|----------------|-------------------|
| 2 – 2.5        | 6.0 – 9.0      | 400,000 – 700,000 |

In addition, there are 23 veins with one or more conceptual targets that have been identified based on non-compliant historic data. Non-compliant data does not meet the CIM requirements for the NI 43-101 standards of disclosure and may include assays from a lab that is not ISO certified, or drill holes without downhole survey data. These conceptual targets have not yet been drill tested by Talisker.

Based on the Company's plans, in conjunction with recommendations provided by the QP's for the MRE, future work to advance the project is separated into two phases. Phase 1 includes:

- Approximately 22,000 m of infill drilling to potentially convert inferred mineral resources to the indicated category in the currently defined high-grade quartz vein bodies;
- Approximately 20,000 m of exploration drilling within the current footprint of the MRE focusing on discovering new veins and expanding known veins at depth and laterally using 50 m step-outs to potentially increase the bulk of the inferred mineral resources down to a depth of around 700 m.
- Approximately 5,000 m of regional exploration drilling outside of the MRE footprint, following up on isolated intersections, surface geochemical anomalies, geophysical anomalies and geological and structural trends.
- Initiate engineering studies: mineral processing and mine plan design for Mustang Test Mining.
- Update the MRE using drill results completed in Phase 1 and preliminary results from the engineering studies to refine the optimization and cut-off grade parameters.
- In support of the MRE update, complete an updated NI 43-101 Technical Report.

Talisker completed some of the infill drilling recommended between September 2022 and December 2022 with 3,199 m being drilled in five holes. In Q4 2023, infill drilling re-commenced between mid-October 2023 to mid-December 2023 with a total of 47 holes drilled totaling 8,179.20 m. After a brief break in December 2023, drilling recommenced from January – February 2024. A total of 6,829.50 m was drilled in 34 holes in Q1 2024. Details of the drilling results were announced by the Company in press releases dated November 30, 2023, January 11, 17 and 22,

February 6 and 29, March 4 and April 2 and 17, 2024.

Total metres drilled by Talisker from February 2020 to February 2024 is 157,997.80 m in 365 diamond drill hole and RC holes.

### **Ladner Gold Project**

Located in southern British Columbia, the Ladner Gold Project is comprised of mineral claims over an area of approximately 28 by 5 kilometres (14,749 hectares) covering the northern part of the Coquihalla Gold Belt. The property is accessible by the Coquihalla Highway, with the former Carolin Gold Mine located approximately 6 kilometres from the Coquihalla Highway. The Ladner Gold Project has excellent infrastructure and an existing mine permit (1,300 tonnes per day), tailings storage facility, mine site and mill site. The most recent technical report titled "Technical Report on the Ladner Gold Project, British Columbia" with an effective date of May 29, 2015 (the "Ladner Gold Technical Report") provides for a combined total of 691,540 inferred ounces of gold (including 12,132,000 tonnes grading 1.53 g/t gold for 607,000 oz at the Carolin Mine, 3,575,000 tons grading 0.69 g/t gold for 79,540 oz at the McMaster Zone, and 93,000 tons grading 0.053 oz/ton for 5,000 oz at the Tailings deposit). Key assumptions, parameters, and methods used to prepare the mineral resource estimate are disclosed in the Ladner Gold Technical Report, which is available under New Carolin Gold Corp.'s SEDAR+ issuer profile at [www.sedarplus.ca](http://www.sedarplus.ca). More recent exploration results include a 2018 drill hole (18NC10) that intersected 93m averaging 1.39 g/t Au, including 7m of 5.75 g/t gold. Historic exploration drill results at the Ladner Gold Project were highlighted by 17.05 g/t Au over 10m (hole 716-6), 10.85 g/t Au over 21.4m (hole 600-3) and 4.97 g/t Au over 62.3m (hole IU-37).

In 2022, the Company compiled, reviewed, and interpreted historic geological, geochemical, and geophysical data from historic exploration programs to aid in targeting and exploration across the Ladner Gold Project. In 2023, the Company executed a three-month geological mapping program which included the collection of 180 rock samples. In 2024, the Company anticipates entering into a joint venture to process the NI 43-101 compliant tailings indicated resource of 445,000 tonnes grading 1.64 g/t for 24,000 oz of gold and an inferred resource of 93,000 tonnes grading at 1.64 g/t for 5,000 oz of gold, which represent an estimated 60% of the tailings material. The remaining 40% remains undrilled.

### **Spences Bridge Gold Project**

The Spences Bridge Gold Project consists of a 203,029 hectares (136 claims) land package covering ~85% of the Spences Bridge Gold Belt in southern British Columbia and comprises the Company's Spences Bridge and Blustry Mountain claims. The Spences Bridge Gold Project, among other properties, was acquired from Sable Resources Ltd. ("Sable") and since the acquisition in April 2019, the Company has been actively involved in negotiations with small third party claim holders with a view to fully consolidate the belt. In connection with the acquisition, the Company assumed a strategic alliance that Sable had entered into with Westhaven Gold Corp. (formerly Westhaven Ventures Inc.) ("Westhaven") which owns the Shovelnose Project, Prospect Valley, Skoonka and Skoonka North properties that are contiguous to the Company's claims. The strategic alliance provides for an agreement whereby any ground staked within 5 kilometres of Westhaven's existing projects will be subject to a 2.5% net smelter royalty ("NSR"). Additionally, Westhaven has a 30 day right of first refusal for any properties within the same 5 kilometre radius.

### **OUTLOOK AND STRATEGY**

With the portal rehab of the Mustang Mine (formerly the BK zone) completed in Q1, and agreements for ore processing (New Gold and Nicola) and ore hauling (Stromsten) completed, the Company anticipates ore extraction to begin in Q2-Q3 of 2024 at the rate of 100 tpd. In addition, Talisker will undertake exploration activities on its greenfield projects to maintain mineral claims in good standing and advance drill permit applications.

## Summarized Financial Results

### RESULTS OF OPERATIONS

For the three month period ended March 31, 2024, net loss amounted to \$5,078,913, compared to a net loss of \$706,574 in 2023. The increased net loss is primarily due to an increase in exploration and evaluation expenditures as the Company continued progress towards production at Bralorne. The Company also recognized an income tax recovery of \$318,000 (2023 - \$1,951,000) upon renunciation of flow-through expenditures with the Canada Revenue Agency.

### Use of Proceeds - Reconciliation of Use of Proceeds from Private Placements during fiscal 2023

The Company has completed the following private placements:

On November 6, 2023, the Company closed a non-brokered private placement for gross proceeds of \$3,610,632. In connection with the Offering, the Company issued an aggregate of 4,611,733 Units at a price of \$0.30 cents per Unit for gross proceeds of \$1,383,520, and 6,363,178 FT Units at a price of \$0.35 cents per FT Unit for gross proceeds of \$2,227,112.

The following table sets out a comparison of how the Company used the proceeds following the closing date, an explanation of the variances and the impact of the variance on the ability of the Company to achieve its business objectives and milestones.

| Date             | Intended Use of proceeds   | Actual use of proceeds  | Explanation of Variances  |
|------------------|--|---|---|
| November 6, 2023 | The gross proceeds received from the sale of the FT Shares will be used for exploration, and the balance of the financing will be used for general corporate purposes. | As of March 31, 2024, the Company had spent \$2,227,000 (December 31, 2023 - \$272,000) in qualifying CEE expenditures. | As of March 31, 2024, the Company was committed to spending approximately \$nil (December 31, 2023 - \$1,955,000) to be spent by December 31, 2024. |

### Expenses

#### *For the three month periods ended March 31, 2024 and 2023:*

Expenses of \$5,220,728 for the three month period ended March 31, 2024 increased in comparison with expenses of \$2,513,829 for the three month period ended March 31, 2023. The increase for the period is primarily due to the following variances:

- Exploration and evaluation expenses increased to \$3,645,559 for the three month period ended March 31, 2024, from \$1,023,827 for the same period in 2023. The increase is due to the increased exploration at the Bralorne Gold Project driven primarily by drilling costs of \$1,200,474 (2023 - \$nil).
- Mine care and maintenance costs were consistent at \$273,696 for the three month period ended March 31, 2024, from \$262,692 for the same period in 2023. The amounts related to water treatment cost of \$57,403 (2023 - \$73,305) and environmental costs of \$216,293 (2023 - \$189,387).
- Consulting and management expenses decreased to \$486,802 for the three month period ended March 31, 2024, from \$503,487 for the three month period ended March 31, 2023. The amount decreased slightly as the Company reduced staffing.

## Management's Discussion and Analysis

### For the three month period ended March 31, 2024

(in Canadian dollars unless otherwise noted)



- Administration costs increased from \$179,648 for the three month period ended March 31, 2023, to \$263,689 for the three month period ended March 31, 2024. Administration costs vary based on the level of activity and overhead costs incurred during each period with the expense increasing during the in line with increase in overall exploration activities.
- Share-based payments decreased to \$3,428 for the three month period ended March 31, 2024, from \$19,403 for the same period in 2023. Share-based payments vary based on the number of options and restricted share units ("RSUs") issued in the period and their related valuation. See note 14 of the unaudited interim condensed consolidated financial statements for the three month period ended March 31, 2024 and 2023 for details on options and RSUs issued.
- Public company costs increased from \$154,426 for the three month period ended March 31, 2023 to \$198,926 for the three month period ended March 31, 2024. The amount varies based on the timing of various shareholder communications between the two periods.
- Travel and other costs decreased from \$56,338 for the three month period ended March 31, 2023 to \$43,846 for the three month period ended March 31, 2024. The amount decreased in relation to reduced travel in the period.
- Depreciation of property, plant and equipment was consistent, going from \$314,008 for the three month period ended March 31, 2023 to \$304,782 for the three month period ended March 31, 2024. The amount was consistent between the two periods and decreased slightly in line with decreases in overall capital asset base.

#### Other Income/Expenses

The Company recorded interest accretion expense of \$140,207 (2023 - \$154,082) during the three month period ended March 31, 2024, representing interest accretion on the asset retirement obligations in connection with the Bralorne Gold Project and Ladner Gold Project.

The Company recorded an income tax recovery of \$318,000 (2023 - \$1,951,000) during the three month period ended March 31, 2024, upon the filing of renunciation documents with the Canada Revenue Agency which occurred during the three month period ended March 31, 2024.

#### SELECTED FINANCIAL INFORMATION

The information below should be read in conjunction with the Company's consolidated financial statements and related notes and the Company's audited annual consolidated financial statements and related notes. The following is for the periods ended:

|                                    | Three Month Period<br>Ended<br>March 31, 2023 | Year<br>Ended<br>December 31, 2023 | Year<br>Ended<br>December 31, 2022 |
|------------------------------------|---|------------------------------------|------------------------------------|
|                                    | \$  | \$                                 | \$                                 |
| Loss                               |   |                                    |                                    |
| - net loss                         | (5,078,913)                                   | (12,641,589)                       | (19,033,361)                       |
| Loss per share                     |   |                                    |                                    |
| - net loss (basic and diluted)     | (0.06)  | (0.16)                             | (0.06)                             |
| Total assets at end of period/year | 32,155,984                                    | 37,868,094                         | 44,639,036                         |

### SUMMARY OF QUARTERLY RESULTS

The following tables set forth selected financial information for each of the Company's eight most recently completed quarters:

|  | Q1 2024     | Q4 2023     | Q3 2023     | Q2 2023    |
|--|-------------|-------------|-------------|------------|
|  | \$          | \$          | \$          | \$         |
| Expenses                               | (5,220,728) | (7,684,101) | (3,218,228) | (838,232)  |
| Other income (expense)                 | (166,257)   | (79,421)    | (129,409)   | (83,482)   |
| Foreign exchange gain (loss)           | (9,928)     | (59,786)    | 135,552     | 22,092     |
| Income tax recovery                    | 318,000     | -           | -           | -          |
| Net loss                               | (5,078,913) | (7,823,308) | (3,212,085) | (899,622)  |
| Basic and fully diluted loss per share | (0.06)      | (0.10)      | (0.04)      | (0.01)     |
| Total assets at end of period          | 32,155,984  | 37,868,094  | 38,419,259  | 41,494,864 |

|  | Q1 2023     | Q4 2022     | Q3 2022     | Q2 2022     |
|--|-------------|-------------|-------------|-------------|
|  | \$          | \$          | \$          | \$          |
| Expenses                               | (2,513,829) | (3,820,251) | (3,354,918) | (8,852,961) |
| Other expense (income)                 | (141,296)   | (977,982)   | (973,417)   | 2,607,117   |
| Foreign exchange loss (gain)           | (2,449)     | (1,833)     | (8,086)     | (2,372)     |
| Income tax recovery                    | 1,951,000   | -           | 1,637,000   | -           |
| Net loss                               | (706,574)   | (4,800,066) | (2,699,421) | (6,248,216) |
| Basic and fully diluted loss per share | (0.01)      | (0.06)      | (0.04)      | (0.09)      |
| Total assets at end of period          | 42,641,767  | 44,639,036  | 54,635,051  | 53,019,793  |

Expenses fluctuated somewhat quarter over quarter ranging from a low of \$838,232 in the second quarter of 2023 to a high of \$8,852,961 in the second quarter of 2022. Expenses fluctuated based on budget and exploration plans and decreased in the later stages of 2022 and into 2023 as the Company conserved cash in the current market environment. The amount picked back up during Q4 of 2023 and into 2024 as the Company works towards commencing production at Bralorne.

### Disclosure of Outstanding Share Data as of May 15, 2024

|  | Authorized | Outstanding   |
|--|------------|---|
| Voting or equity securities issued and outstanding                 | Unlimited  | 89,198,377 common shares  |
| Securities convertible or exercisable into voting or equity shares |            | a) Options to acquire up to 1,420,000 common shares<br>b) 43,335 RSUs (cash settled)<br>c) 11,504,733 warrants exercisable to acquire the same number of common shares of the Company |

### Off-Balance Sheet Arrangements

The Company had no off-balance sheet arrangements as of March 31, 2024.

### Financial Instruments and Other Instruments

The Company's financial instruments consist of cash and cash equivalents, reclamation deposits, accounts payable and accrued liabilities and leases payable. It is management's opinion that the Company is not exposed to significant

interest, currency or credit risks arising from these financial instruments and that the fair values of these financial instruments approximate their carrying values.

### **Dividends**

The Company has neither declared nor paid any dividends on its common shares. The Company intends to retain its earnings, if any, to finance growth and expand its operation and does not anticipate paying any dividends on its common shares in the foreseeable future.

### **LIQUIDITY AND CASH FLOWS**

The Company is dependent upon raising funds in order to fund future exploration programs. See "Capital Resources", "Financial Instruments and Other Instruments – Liquidity Risk" and "Risk Factors".

The Company ended the first quarter of fiscal 2024 with cash of \$2,998,569, compared to \$8,461,525 as at December 31, 2023. The Company had working capital deficiency (current assets – current liabilities) of \$2,839,882 as at March 31, 2024 compared to a working capital surplus of \$2,285,565 as at December 31, 2023.

Working capital is a non-IFRS measurement with no standardized meaning under IFRS. Working capital as of March 31, 2024 was calculated as the total of cash and cash equivalents of \$2,998,569, amounts receivable of \$197,411, inventory of \$232,274, prepaid expenses of \$520,734, less accounts payable and accrued liabilities of \$6,665,442, RSU liability of \$13,275 and current portion of lease obligation of \$110,153.

Cash used by operating activities was \$5,288,410 for the three month period ended March 31, 2024 compared to cash used by operating activities of \$1,594,355 for the three month period ended March 31, 2023. Cash flows used by operating activities increased in line with increases in exploration activities at the Company's Bralorne property.

Cash flows used by investing activities was \$128,456 for the three month period ended March 31, 2024, compared to cash used in investing activities of \$54,403 for the three month period ended March 31, 2023. Investing activities mainly related to purchases of property, plant and equipment. The amount of cash used by investing activities was higher in the period primarily due to additions to mineral properties of \$50,000 (2023 - \$51,600), and property, plant and equipment of \$78,456 (2023 - \$2,803).

Cash flows used in financing activities were \$46,090 for the three month period ended March 31, 2024, compared to cash used of \$79,077 for the three month period ended March 31, 2023. The amount related to payments of lease obligations.

The condensed interim consolidated financial statements have been prepared on a going concern basis. The going concern basis assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

Notwithstanding the royalty agreement, the Company's ability to continue as a going concern is dependent upon attaining profitable operations, and the ability to raise further public equity or other financing to meet its expenditure commitments in the next twelve months. There is no assurance that these activities will be successful in the future. As at March 31, 2024, the Company had cash of \$2,998,569 and the Company recorded an accumulated deficit of \$101,834,592 (December 31, 2023: \$96,971,679), net loss of \$5,078,913 (2023: \$706,574), and net cash used in operating activities of \$5,288,410 (2023: \$1,594,355). The combination of these circumstances set out above represents a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern as the Company progresses towards the development of the Bralorne Gold Project. However, the Company is confident that it will have adequate resources to continue in operational existence for the foreseeable future. For this reason, the Company continues to adopt the going concern basis in preparing its



**Management's Discussion and Analysis**  
**For the three month period ended March 31, 2024**  
(in Canadian dollars unless otherwise noted)



condensed interim consolidated financial statements. These condensed interim consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications that would be necessary if the going concern assumptions were not appropriate. These adjustments would be material to the condensed interim consolidated financial statements.

**TRANSACTIONS WITH RELATED PARTIES**

The following is a summary of the Company's related party transactions during the three month periods ended March 31, 2024 and 2023:

The Company charged rent and other costs in the amount of \$nil for the three month period ended March 31, 2024 (2023 - \$15,000) paid by Millennial Precious Metals Corp., a company with certain common directors and officers.

The Company charged rent in the amount of \$20,250 for the three month period ended March 31, 2024 (2023 - \$nil) paid by JHI Associates Inc., a company with certain common officers.

The Company incurred operations costs in the amount of \$nil for the three month period ended March 31, 2024 (2023 - \$105,861) paid to JDS Energy & Mining Inc., a company with certain common former directors.

**Compensation of Key Management Personnel of the Company**

In accordance with IAS 24, key management personnel, including companies controlled by them, are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key executives is determined by the compensation committee.

The remuneration of directors and other members of key management personnel during the three month periods ended March 31, 2024 and 2023 were as follows:

|   | March 31,<br>2024 | March 31,<br>2023 |
|---|-------------------|-------------------|
| Short term employee benefits, director fees | \$ 551,153        | \$ 430,638        |
| Share based payments                        | 3,428             | 21,076            |
|   | <u>\$ 554,581</u> | <u>\$ 451,714</u> |

As at March 31, 2024, an amount of \$130,491 (December 31, 2023 - \$131,485) due to key management personnel, was included in accounts payable and accrued liabilities. This amount is unsecured, non-interest bearing and without fixed terms of repayment.

The Company's Board of Directors has overall responsibility for the oversight of the Company's risk management policies. In carrying on its business, the Company is exposed to a variety of risks, including the risks described elsewhere in this MD&A. The Company can neither predict nor identify all such risks nor can it accurately predict the impact, if any, of such risks on its business, operations or the extent to which one or more risks or events may materially change future results of financial position from those reported or projected in any forward-looking statements. Accordingly, the Company cautions the reader not to rely on reported financial information and forward-looking statements to predict actual future results. This MD&A and the accompanying financial information should be read in conjunction with this statement concerning risks and uncertainties. Some of the risks, uncertainties and events that may affect the Company, its business, operations, and results, are given in this section. However, the factors and uncertainties are not limited to those stated. The Company has policies and practices mandated by



the Board of Directors to manage the Company's risks which include the risks described elsewhere in this MD&A and below.

### **CAPITAL RESOURCES**

The Company has no history of revenues from its operating activities. The Company is not in commercial production on any of its mineral properties and accordingly does not generate cash from operations. During the three month period ended March 31, 2024, the Company had negative cash flow from operating activities, and the Company anticipates it will have negative cash flow from operating activities in future periods.

The Company has, in the past, financed its activities by raising capital through equity issuances. Until Talisker can generate a positive cash flow position, to finance its exploration programs, the Company will remain reliant on the equity markets for raising capital, in addition to adjusting spending, disposing of assets and obtaining other non-equity sources of financing.

The Company believes it has sufficient cash resources and the ability to raise funds to meet its exploration and administrative overhead expenses and maintain its planned exploration activities for the next 12 months. However, there is no guarantee that the Company will be able to maintain sufficient working capital in the future due to market, economic and commodity price fluctuations. See "Risk Factors".

### **RISK FACTORS**

The Company's business, being the acquisition, exploration, and development of mineral properties in Canada, is speculative and involves a high degree of risk. The risk factors described in management's discussion and analysis dated March 18, 2024 for the year ended December 31, 2023, the annual information form ("AIF") of the Company dated April 3, 2024 for the year ended December 31, 2023, and those listed below could materially affect the Company's financial condition and/or future operating results, and could cause actual events to differ materially from those described in forward-looking statements made by or relating to the Company.

### **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

The Company classifies its financial instruments carried at fair value according to a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurements. The three levels of fair value hierarchy are as follows:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for assets and liabilities, either directly or indirectly; and
- Level 3 – Inputs for assets or liabilities that are not based on observable market data

The carrying value of cash and cash equivalents, reclamation deposits, accounts payable and accrued liabilities and leases payable approximate fair value because of the limited terms of these instruments.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures from the previous reporting period.

#### **Credit Risk**

The Company's credit risk is primarily attributable to cash and cash equivalents and receivables. Management believes that the credit risk concentration with respect to these financial instruments is minimal.

## Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to capital markets is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. As at March 31, 2024, the Company had a cash and cash equivalents balance of \$2,998,569 (December 31, 2023 - \$8,461,525) to settle current liabilities of \$6,788,870 (December 31, 2023 - \$7,315,780). Working capital deficiency for the Company as at March 31, 2024 was \$2,839,882 (December 31, 2023 - \$2,285,565 working capital surplus).<sup>1</sup>

The maturity profiles of the Company's contractual obligations and commitments as at March 31, 2024, are summarized as follows:

|  | Total                | Less than 1 Year    | 1 to 5 Years      | More than 5 Years    |
|--|----------------------|---------------------|-------------------|----------------------|
| Accounts payable and accrued liabilities   | \$ 6,665,442         | \$ 6,665,442        | \$ -              | \$ -                 |
| Leases obligations                         | 378,282              | 134,185             | 244,097           | -                    |
| Provision for site reclamation and closure | 18,761,738           | -                   | -                 | 18,761,738           |
| <b>Total</b>                               | <b>\$ 25,805,462</b> | <b>\$ 6,799,627</b> | <b>\$ 244,097</b> | <b>\$ 18,761,738</b> |

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A may contain forward-looking statements and forward-looking information within the meaning of applicable Canadian securities legislation (collectively, "forward-looking information"), including, but not limited to, statements relating to the future financial or operating performance of the Company, the Company's exploration projects, the future price of metals, the estimation of mineral resources, the realization of mineral resource estimates, the timing and amount of estimated future production (if any), capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, use of proceeds from financings, requirements for additional capital, government regulation of mining operations and mineral exploration activities, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage, or development of the explorations projects. Often, but not always, forward-looking information can be identified by the use of words and phrases such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative 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.

Forward-looking information reflects the Company's beliefs and assumptions based on information available at the time such statements were made. Actual results or events may differ from those predicted in forward-looking information. All of the Company's forward-looking information is qualified by (i) the assumptions that are stated or inherent in such forward-looking information, including the assumptions listed below, and (ii) the risks described in the section entitled "Risk Factors" in this MD&A, the financial statements of the Company, and the sections entitled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Information" in the AIF of the Company for the fiscal year ended December 31, 2023, which are available electronically on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) under Talisker's issuer profile.

Although the Company believes that the assumptions underlying the forward-looking information contained in this MD&A are reasonable, this list is not exhaustive of the factors that may affect any forward-looking information. The key assumptions that have been made in connection with forward-looking information include the following: the significance of drill results and ongoing exploration activities; the estimation of mineral resources and the geology,

<sup>1</sup> Working capital is a non-IFRS measurement. See "Liquidity and Cash Flows" for more information.

grade and continuity of mineral deposits including but not limited to models relating thereto; timing to obtain assay results from labs; ability of exploration activities (including drill results) to accurately predict mineralization; the predictability of geological modeling; the accuracy of the Company's records of its property interests; the global economic climate; metal prices; environmental risks; community and non- governmental actions; that permits required for the Company's operations will be obtained on a timely basis in order to permit the Company to proceed on schedule with its planned drilling programs; that skilled personnel and contractors will be available as the Company's operations continue to grow; that the price of gold will exceed levels that will render the projects of the Company economical; the relevance of the assumptions, estimates and projections in technical reports; and that the Company will be able to continue raising the necessary capital to finance its operations and realize on its mineral resource estimates.

Forward-looking information involves known and unknown risks, future events, conditions, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by forward-looking information. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; errors in geological modeling; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations of grade or recovery rates; failure of plant and equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; political instability; and delays in obtaining governmental approvals or financing or in the completion of exploration or development activities.

Although the Company has attempted to identify important factors that could 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 to differ from those anticipated, estimated or intended. Forward-looking information contained herein is given as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results, except as may be required by applicable securities laws. 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.

#### **MANAGEMENT'S RESPONSIBILITY**

Management is responsible for all information contained in this report. The consolidated financial statements have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this MD&A is consistent with that contained in the consolidated financial statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded. The Audit Committee has reviewed the consolidated financial statements with management. The Board of Directors has approved the consolidated financial statements on the recommendation of the Audit Committee.

#### **Changes in Internal Control Over Financial Reporting**

There has been no change in the Company's design of internal controls and procedures over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting during the period covered by this MD&A.

**ADDITIONAL INFORMATION**

Additional information relating to the Company, including the Company's AIF for the year ended December 31, 2023 can be found on the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).