

**CANADA ONE MINING CORP. (“the Company”)**  
250 - 750 West Pender Street, Vancouver  
British Columbia, Canada  
V6C 2T7

June 26, 2024

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**MANAGEMENT DISCUSSION & ANALYSIS**

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This management discussion and analysis (“MD&A”) should be read in conjunction with the condensed interim consolidated financial statements for the nine months ended April 30, 2024, the audited consolidated financial statements for the year ended July 31, 2023 and 2022 and the related notes contained therein. The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting.

All amounts in the condensed interim consolidated financial statements and this discussion and analysis are expressed in Canadian dollars, unless otherwise indicated.

Additional information relating to our company is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**Forward-looking information**

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Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management’s expectations regarding the Company’s future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate” or “believes” or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A the Company’s assumptions may include among other things: (i) assumptions about the price of metals; (ii) that there are no material delays in the optimisation of operations at the exploration and evaluation assets; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the

price of base metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (See “Risks and Uncertainties”) contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company’s control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

## **Overview**

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We are a mineral exploration company engaged in the acquisition, exploration and development of exploration and evaluation assets (primarily base and precious metals). We do not have any producing exploration and evaluation assets at this time. Our business is presently focused on the exploration and evaluation of various mineral deposits in the Province of British Columbia, Canada.

We are a reporting issuer in each of the Provinces of British Columbia and Alberta. Our head and principal office is located at Suite 250 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T7. Our registered and records office is located at Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, BC, V6C 3E8.

On August 25, 2017, the Company changed its name to “Canada One Mining Corp.” Effective at the open of markets on August 30, 2017, trading commenced on the TSX Venture Exchange (“TSX-V”) under the new name and ticker symbol “CONE”.

## ***Exploration and Evaluation Assets***

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### **British Columbia**

#### ***Copper Dome Project (previously called the Princeton Copper Project)***

The Company owns a 100% interest in the Copper Dome Project. The project is 2,262 hectares (39 claims) in size and contiguous to Copper Mountain Mining Corporation’s (TSXV: CMMC) currently producing Copper Mountain Mine, which hosts a Proven and Probable Mineral Reserve of 702 Mt of 0.24% Cu (cumtn.com). Copper Dome’s northern boundary lies 1.5km from the mine’s deposits.

Over \$2.5MM has been spent by the Company in past exploration work. The majority of the effort has been concentrated in and around the porphyry copper occurrences of the Combination Creek and Friday Creek which are contiguous to the Copper Mountain mine. Since 2009, the following has been completed at Copper Dome: 25 km 3D IP and ground magnetic surveys, established baseline and completed road improvements, completed soil and rock sampling program, over 1km of trenching and several drill programs that have confirmed the presences of copper mineralization.

The Company is currently compiling past exploration data and has initiated fieldwork in anticipation of a potential fall drill program.

Following this summer's fieldwork, Canada One will turn its attention to defining the best drill targets with the intent of validating the work that has been done to date and outlining new areas of copper mineralization.

### **Project Highlights**

- The Company has spent over \$2.5MM exploration dollars on the Project to date
- The Project lies within the lower portion of the Quesnel Trough porphyry belt, a well-established mining district. The belt extends north from the Copper Mountain Mine, through the Elk, Brenda, Craigmont, Highland Valley, and New Afton mines
- Previous drilling has confirmed the presence of high-grade copper associated with northeast running geological structures similar to those seen at the Copper Mountain Mine
- Potential for palladium (Pd), platinum (Pt) and gold (Au) exists within the western portion of the Property
- Multiple zones of mineralization have been discovered on the Property to date
- Excellent infrastructure provides year-round access with low-cost exploration and low jurisdictional risk
- Past exploration includes airborne magnetics flown over the entire Project, 51km of induced polarization (IP) surveyed over areas of interest, electro-magnetics (EM) surveyed over half of the Project area, 2,253 soil and 378 rock samples collected, over 8,900m of diamond drilling and over 1km of trenching

The property is subject to a 2% NSR which may be purchased as follows: 1% for \$100,000 and the remaining 1% for \$300,000.

### **Zeus Property**

The Company owns a 100% interest in the Zeus gold property located in Lillooet, British Columbia. The claims are subject to a 2% NSR, which may be purchased for \$500,000 per 1% NSR.

### **Performance Summary**

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The following is a summary of the significant events and transactions that occurred during the period ended April 30, 2024 and for the subsequent period to the report date:

- a) In September 2023, the Company entered into a share purchase agreement (the "Purchase Agreement"), dated September 25, 2023, with Rockhound Copper Inc. ("Rockhound") and each of the shareholders of Rockhound (collectively, the "Vendors"), pursuant to which the Company will acquire all of the issued and outstanding share capital of Rockhound (the "Acquisition"). Rockhound owns 2,974 hectares ("Copper Dome South") of prospective ground contiguous to the south of the Company's existing Copper Dome Project (the "Copper Dome Project" or the "Property") located in Princeton, British Columbia.

Under the terms of the Purchase Agreement, in consideration for all the issued and outstanding shares of Rockhound, the Company will, upon closing of the Acquisition (the “Closing”): (i) issue 12,000,000 common shares of the Company (the “Consideration Shares”) to the Vendors (issued in November 2023); (ii) and make a cash payment of \$20,000 (not paid). In addition, the Company will make a further cash payment of \$20,000 within six months of the Closing. The Consideration Shares issued to the Vendors are issued at a deemed value of \$0.09 per Consideration Share, for an aggregate value of \$1,080,000, and represents 26.3% of the issued and outstanding common shares of the Company on a post-issuance basis.

Under the terms of the Purchase Agreement, if the Company drills 0.15% copper or greater over a 100 meter or greater interval length on Copper Dome South, it will issue an additional bonus of 1,000,000 common shares. If a preliminary economic assessment is completed on Copper Dome South, the Company will issue a further bonus of 1,000,000 common shares. Copper Dome South is also subject to a 3% net smelter royalty in favor of the Vendor.

- b) In September 2023, the Company completed the first tranche of its non-brokered private placement and issued 10,963,330 units (each, a “Unit”), at a price of \$0.10 per Unit, for gross proceeds of \$1,096,333. Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole warrant, a “Warrant”), allowing holders to purchase an additional common share at an exercise price of \$0.15 until September 5, 2026 (the “Offering”).
- c) In October 2023, the Company entered into an agreement (the “Agreement”), pursuant to which the Company has agreed to acquire two additional properties (each, a “Property” and collectively, the “Properties”) from an arm’s length vendor. The Properties are located south of the producing Copper Mountain Mine and adjacent to the Company’s Copper Dome Project. The agreement is still subject to regulatory approval.
- d) In October 2023, the Company entered into a definitive option agreement (the “Transaction”), dated October 16, 2023 with Global Genx Resources Ltd. (the “Vendor”) an arm’s length private company, pursuant to which the Company will be granted the right to earn up to a 100% interest in the Abitibi East Critical Minerals and Nellie Properties (each a “Property” and collectively, the “Properties”) located 60 kilometres northeast of the Timmins Mining Camp, Ontario. The agreement is still subject to regulatory approval.
- e) In April 2024, the Company arranged a non-brokered private placement consisting of up to 50,000,000 units of the Company at a price of \$0.015 per unit. Each unit will consist of one common share in the capital of the Company and one whole common share purchase warrant. Each warrant will be exercisable into one common share at a price of \$0.05 per warrant share for a period of three years after the closing date of the private placement. If, at any time following the date that is four months and one day following the closing date, the common shares have a closing price on the TSX Venture Exchange of \$0.08 or greater per common share for a period of five consecutive trading days, the Company shall have the right to accelerate the expiry date of the warrants that is at least 60 days following the date of such notice to holders of warrants. The Company intends to use the net proceeds of the private placement to finance its exploration and development of the Company's properties, extinguish liabilities and payables, and for general administrative and working capital expenses. The Company may pay finders' fees as permitted by the policies of the TSX-V and applicable securities laws.
- f) In May 2024, the Company appointed Peter Holbek as head of the technical advisory board for the Company.

## **Results of Operations for the nine months ended April 30, 2024 and 2023**

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### ***Overview***

For the nine months ended April 30, 2024, the Company incurred a net loss and comprehensive loss of \$541,079 (2023 - \$314,986). The Company expects to continue to incur losses for fiscal 2024 as exploration and evaluation assets are developed.

### ***Expenses***

Details of significant fluctuations in loss are as follows:

- Investor relations of \$202,500 (2023 - \$Nil). Investor relations increased due to a new campaign to increase the Company's profile.
- Project investigation costs of \$123,125 (2023 - \$77,345). During the comparable periods the Company incurred costs related to investigating potential projects.
- Professional fees of \$83,741 (2023 - \$62,021). Professional fees increased due to increased legal and audit services rendered in the current period.
- During the period the Company recorded other income of \$133,380 (2023 - \$Nil).

## **Results of Operations for the three months ended April 30, 2024 and 2023**

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### ***Overview***

For the three months ended April 30, 2024, the Company incurred a net loss and comprehensive loss of \$95,152 (2023 - \$184,282). The Company expects to continue to incur losses for fiscal 2024 as exploration and evaluation assets are developed.

### ***Expenses***

Details of significant fluctuations in loss are as follows:

- Investor relations of \$60,000 (2023 - \$Nil). Investor relations increased due to a new campaign to increase the Company's profile.
- Project investigation costs of \$73,589 (2023 - \$68,004). During the comparable periods the Company incurred costs related to investigating potential projects.
- During the period the Company recorded other income of \$133,380 (2023 - \$Nil).

## Summary of Quarterly Results

The following table sets out selected consolidated quarterly information for the last eight quarters.

Three Months Ended	April 30, 2024	January 31, 2024	October 31, 2023	July 31, 2023
Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Exploration and evaluation assets	841,546	746,275	145,775	141,775
Net Loss	(95,152)	(289,741)	(156,186)	(74,930)
Basic and Diluted Loss Per Share	(0.00)	(0.01)	(0.01)	(0.00)
Three Months Ended	April 30, 2023	January 31, 2023	October 31, 2022	July 31, 2022
Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Exploration and evaluation assets	21,646	21,646	21,646	21,646
Net Loss	(184,282)	(63,105)	(67,599)	(208,646)
Basic and Diluted Loss Per Share	(0.01)	(0.00)	(0.00)	(0.01)

## Liquidity and Capital Resources

The Company's cash and working capital deficit position as at April 30, 2024 compared to July 31, 2023 is as follows:

	April 30, 2024	July 31, 2023
Cash	\$ 2,713	\$ 125,399
Working capital deficit	(1,340,045)	(930,445)

Long-term profitability will be directly related to the success of our exploration and evaluation asset acquisition and exploration activities. Management will pursue additional financing to fund exploration and evaluation assets acquisition and exploration activities, and/or enter into joint venture agreements with third parties, as we do not generate any revenue from operations.

Management believes that the current cash and working capital position will sustain reduced operations. However, there can be no assurance that financing will be available to us in the amount required or, if available, that it can be obtained on terms satisfactory to us. These uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company does not have any long-term debt obligations.

In September 2023, the Company completed the first tranche of its non-brokered private placement and issued 10,963,330 units (each, a "Unit"), at a price of \$0.10 per Unit, for gross proceeds of \$1,096,333. Each Unit consists of one common share of the Company and one-half of one common share purchase

warrant (each whole warrant, a “Warrant”), allowing holders to purchase an additional common share at an exercise price of \$0.15 until September 5, 2026 (the “Offering”).

In September 2023, the Company received \$30,000 of share subscriptions towards the second tranche of the non-brokered private placement noted above.

During the period ended April 30, 2024, the Company received \$33,500 non-interest-bearing loans.

### **Transactions with Related Parties**

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Key management compensation includes all fees paid or accrued to officers and/or directors described in this note. Except as disclosed elsewhere in these condensed interim consolidated financial statements, related party transactions incurred during the period ended April 30, 2024 were as follows:

Management fees totaling \$45,000 (2023 - \$45,000), office administration of \$36,000 (2023 - \$nil) and rent of \$38,500 (2023 - \$12,000) were accrued to a company owned by the CEO, who is also a director of the Company. As of April 30, 2024, the balance owing to the CEO was \$31,809 (July 31, 2023 - \$6,375).

Management fees totaling \$27,000 (2023 - \$27,000) were accrued to a company owned by the CFO, who is also a director of the Company. As of April 30, 2024, the balance owing to the CFO was \$253,800 (July 31, 2023 - \$226,800).

As of April 30, 2024, the balance owing to a company related to management for consulting fees was \$107,000 (July 31, 2023 - \$182,000) and is included in accounts payable and accrued liabilities.

As of April 30, 2024, the balance owing to a company owned by the CEO was \$Nil (July 31, 2023 - \$4,990) and is included in due to related parties.

As of April 30, 2024, a loan owing to the CFO was \$15,000 (July 31, 2023 - \$15,000) and is included in loans payable (Note 6).

As of April 30, 2024, a loan owing to a company with a common director of the Company was \$25,000 (July 31, 2023 - \$25,000) and is included in loans payable (Note 6).

As at April 30, 2024, total amounts due to related parties was \$285,609 (July 31, 2023 - \$238,165). Amounts due to related parties are unsecured, non-interest bearing and are due on demand.

### **Share Capital**

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Authorized share capital consists of an unlimited number of common shares without par value.

As at the date of this report, the Company had 45,576,786 common shares outstanding.

Stock options:

Number of Options	Exercise Price	Expiry Date
2,260,000	\$0.05	29-Jul-25
2,260,000		

Warrants:

Number of warrants	Exercise Price	Expiry Date
5,529,165	\$0.15	5-Sep-26
5,529,165		

## **Risks and Uncertainties**

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The carrying values of the Company's cash, reclamation bonds, accounts payable and accrued liabilities, loans payable and advances from related parties approximate their value due to their short-term nature.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

### **Credit Risk**

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

The Company's credit risk is primarily attributable to its holdings of cash and reclamation deposits. The carrying amounts of these financial assets represent the maximum credit exposure. The Company manages credit risk by placing its cash with major financial institutions in conservative cash-based liquid investments. Reclamation bonds are held with state or provincial government authorities. The Company monitors its exposure to credit risk on an ongoing basis.

### **Liquidity Risk**

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company's approach to managing liquidity risk is forecasting cash flows from operations and anticipating investing and financing activities.

Accounts payable have maturities of 90 days or less and are subject to normal trade terms. Advances from related party are due on demand.

### **Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. The risks to which the Company is exposed are:

i) Interest rate risk

The Company is not exposed to significant interest rate risk.

ii) Foreign currency risk

The Company's functional currency is the Canadian dollar. Consequently, fluctuations of the Canadian dollar in relation to other currencies impact the fair value of financial assets and liabilities and operating results. The Company does not manage currency risks through hedging or other

currency management tools.

As at the date of this report, the Company did not have any significant financial instruments subject to currency risk denominated in United States.

iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is not exposed to significant other price risk.

Our principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, but not limited to, environmental, metal prices, political and economical. Although we have taken steps to verify the title to exploration and evaluation assets in which we have an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title. Property titles may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

We have no significant sources of operating cash flow and no revenue from operations. Additional capital will be required to fund our exploration program. The sources of funds available to us are the sale of marketable securities, sale of equity capital or the offering of an interest in its project to another party. There is no assurance that we will be able to obtain adequate financing in the future or that such financing will be advantageous to us.

The property interests owned by us or in which we have an option to earn an interest are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines. Exploration of our mineral exploration may not result in any discoveries of commercial bodies of mineralization. If our efforts do not result in any discovery of commercial mineralization, we will be forced to look for other exploration projects or cease operations.

We are subject to the laws and regulations relating to environmental matters in all jurisdictions in which we operate, including provisions relating to property reclamation, discharge of hazardous materials and other matters. We may also be held liable should environmental problems be discovered that were caused by former owners and operators of our properties in which we previously had no interest. We conduct its mineral exploration activities in compliance with applicable environmental protection legislation. We are not aware of any existing environmental problems related to any of our current or former properties that may result in material liabilities to us.

## **Financial Instruments**

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The Company lists its significant accounting policies and its financial instruments in Notes 2 and 3, respectively, to its condensed interim consolidated financial statements for the period ended April 30, 2024.

## **Dependence on Management**

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We are dependent on a relatively small number of key personnel, the loss of any of whom could have an adverse effect on our business. We do not maintain key employee insurance on any of our employees.

## **Off-Balance Sheet Arrangements**

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We did not enter into any off-balance sheet transactions or commitments as defined by NI 51 –102.