



(Formerly EastCoal Inc.)

# MANAGEMENT DISCUSSION AND ANALYSIS

---

*For the Three Months Ended March 31, 2022*

*This Management Discussion and Analysis (“MD&A”) of CoTec Holdings Corp. (the “Company” or “CoTec”, formerly EastCoal Inc.) provides analysis of the Company’s financial results for the three months ended March 31, 2022 and should be read in conjunction with the accompanying unaudited interim condensed consolidated financial statements and notes thereto for the three months ended March 31, 2022 (“**Financial Statements**”) which is available on SEDAR at [www.sedar.com](http://www.sedar.com). The MD&A is current as at May 27, 2022, the date of preparation.*

*The financial statements have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board (“**IFRS**”) applicable to the preparation of interim financial statements. All amounts are expressed in Canadian dollars, unless otherwise stated.*

*Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements.*

## **1 Business Overview**

On December 10, 2021, the Company announced a proposed change of business from mineral exploration to an investment issuer (“**Proposed COB**”). This was subject to the receipt of all necessary regulatory and shareholder approvals, including approval by the TSX-V of the Proposed COB. Once obtained on April 14, 2022, the Company completed the previously announced investments into Binding Solutions Ltd. (“**BSL**”) which is discussed further in Section 7. Subsequent Events, as well as the Basic Industries Venture Fund I (“**BIVF**”). The Company intends to become a Tier 2 Investment Issuer focused on investments in disruptive technologies

in the mineral extraction industry. The initial investment in BSL was completed on April 13, 2022. As previously disclosed, the Corporation has also signed a subscription agreement in respect of a capital commitment of between AU\$2.0 million and AU\$10.0 million in BIVF. The Corporation understands that BIVF expects to complete an initial closing of the fund and to begin calling capital in the third quarter of 2022. Please refer to Section 7 Subsequent Events below for further details.

### *MagIron*

On February 28, 2022, the Company announced that it has entered into an exclusivity agreement (the “**Exclusivity Agreement**”) with US based MagIron LLC (“**MagIron**”). Under the Exclusivity Agreement, CoTec has been given the exclusive right, but not an obligation to negotiate a potential investment in MagIron for a specified period of time for US\$120k. This payment was made on January 28, 2022, at an exchange rate of 1.28415 which resulted in \$154k Canadian dollars being capitalized to the balance sheet. If the proposed transaction is completed, the exclusivity payment shall be credited against the amount of CoTec’s investment in MagIron pursuant to the proposed transaction. The investment transaction occurred on May 15, 2022; see subsequent events below for further details.

MagIron has secured the rights to purchase an iron ore concentrator in Minnesota which includes proprietary technology that allows for improved efficiencies in iron ore concentrate production and is also working towards restarting a pelletizing plant in Indiana. MagIron completed laboratory testing at an independent mineral research lab that indicated that the proprietary patented flotation technology that MagIron will deploy at the Minnesota facility could be capable of producing Direct Reduction quality iron ore concentrate with less than 2.0% silica content.

### **Trading Halt**

Trading in the common shares of the Company was halted on December 10, 2021, and remained halted for the duration of the review of the Proposed COB by the TSX-V. As noted in Section 7. Subsequent Events, the Company obtained TSX-V approval for the Proposed COB and resumed trading on April 19, 2022.

## **2 Results of Operations**

For the three months ended	Mar. 31, 2022	Mar. 31, 2021
<i>In thousands of Canadian dollars unless otherwise stated</i>		
<b>Expenses</b>		
Professional consulting fees	(150)	-
General and administrative expenses	(131)	(4)
Stock-based compensation	(69)	-
Finance and Foreign Exchange	-	-
<b>Loss for the period</b>	<b>\$ (350)</b>	<b>\$ (4)</b>

Professional consulting fees were significantly higher during the period due to legal fees related to the COB, as well as accounting fees related to audit engagements.

General and administrative expenses include salary costs for two employees of the Company, website and marketing development fees.

Stock-based compensation expense also increased year-over-year due to the stock options and equity incentive units granted and issued to the CEO-designate and Board Chairman in 2021. Further details can be found in Section 6 Transactions with Related Parties.

### 3 Selected Annual Information

No cash dividends have been declared or paid since the date of incorporation and the Company has no present intention of paying dividends on its common shares.

Fiscal Year / \$000's except per share amounts	2021	2020	2019
<b>Loss for the year</b>	\$ (608)	\$ (103)	\$ (90)
<b>Basic and diluted loss per share</b>	\$ (0.03)	\$ (0.01)	\$ (0.01)
<b>Comprehensive loss</b>	\$ (608)	\$ (103)	\$ (90)
<b>Total assets</b>	\$ 463	\$ 10	\$ 15
<b>Total non-current liabilities</b>	\$ -	\$ -	\$ -
<b>Cash dividends per share, common</b>	N/A	N/A	N/A

### 4 Summary of Quarterly Results

Selected financial information for each of the eight most recently completed quarters are as follows:

\$000's except per share	2022		2021		2020			
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
<b>Loss and comprehensive loss for the period</b>	(350)	(240)	(348)	(16)	(4)	(0)	(9)	(10)
<b>Basic and diluted (loss) per share</b>	(\$0.02)	(\$0.01)	(\$0.02)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)

### 5 Liquidity and Capital Resources

The Company has experienced recurring losses and has accumulated a deficit of \$101,632k at March 31, 2022. For the three months ended March 31, 2022, the Company used cash in operating activities totalling \$117k. The Company had cash of \$129k and a working capital deficit of \$515k as at March 31, 2022. Included in trade and other payables is \$144k owed to Directors, and \$15k owed to a former Officer as a result of expenses paid on behalf of the Company, whilst accrued liabilities include \$250k owed to the CEO-designate and the Chairman of the Board, subject to the Company successfully transitioning to the TSX-V. Of these amounts, \$322k will be repaid subsequent to the next fundraising post the Proposed COB by CoTec.

Once the Proposed COB has been approved by the TSX-V on April 14, 2022, the Company issued an aggregate of 11,390,593 subscription receipts pursuant to the Private Placement for gross proceeds of \$6,265,759. Please refer to section 7 Subsequent Events for further details.

## 6 Transactions with Related Parties

All related party transactions were incurred in the normal course of operations and are recorded at the amount agreed upon by the related parties.

### *Compensation of Key Management*

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Company has identified the Chief Executive Officer and Chief Financial Officer as its key management personnel. The remuneration of key management is determined by the compensation committee of the Board of Directors. The consulting fees and other compensation of key management personnel were as follows for the three months ended March 31, 2022, and 2021:

	Mar. 31, 2022	Mar. 31, 2021
	\$	\$
Short-term salaries and benefits	-	-
Share-based compensation	61	-
<b>Total</b>	<b>61</b>	<b>-</b>

### *Other Related Party Transactions*

As at March 31, 2022, a total of \$159k was payable to Directors and an Officer for expenses paid on behalf of the Company which is included in trade and other payables. Included in this balance, \$15k was payable to a former Officer, and \$144k was payable to Directors. It was agreed that \$72k of the \$144k loan will be repaid through any subsequent equity raise post the Proposed COB. No agreed terms were stipulated for the \$15k and remaining \$72k loans.

On August 11, 2021, 2,305,831 equity incentive units (the “Units”) were granted to the CEO-designate of the Company. Each Unit is equivalent in value to one common share of the Company, and will vest on the earlier of i) August 30, 2024, provided that the 30-day volume weighted average trading price (“VWAP”) of the common shares as of that date on the principal stock exchange on which they are then traded is at least \$0.50 per share (adjusted as required to give effect to any stock splits, consolidations or other reorganizations of the common shares after the date hereof), and ii) the date on which the Company completes a change of control (the “Vesting Date”), provided in either case that the CEO-designate becomes engaged with the Company as Executive Chair or CEO and remain so engaged as of the Vesting Date. If the Units vest in accordance with the aforementioned conditions, then no later than 10 days after the Vesting Date, the Company will deliver in respect of every Unit, at its discretion, either i) one

common share or ii) a cash payment equal to the VWAP of the common shares on the primary stock exchange for the five trading days immediately preceding the Vesting Date. Given the current cash position of the Company, it is more likely at this stage that these Units will be settled with common shares and as such have been recorded as Equity-settled Share-Based Compensation. For the three months ended March 31, 2022, \$31k was recorded as share-based compensation expense based upon the vesting of these Units.

The Company has entered into an agreement with the CEO-designate to award a cash bonus of \$200k subject to the Company being listed on the TSX-V. The Company has accrued \$200k related to the aforementioned bonus on the estimated probability of the required event occurring as at December 31, 2021, and remains in accrued liabilities as at March 31, 2022. In addition, equity incentive units in the amount of 7% of the new common shares issued for the private placement in connection with the transition to the TSX-V, will be granted to the CEO-designate on the date the Company is listed on the TSX-V. These Units will be treated as a share issuance cost and will be paid in cash. Furthermore, if at any time during the period from the day the Company is listed on the TSX-V until March 31, 2023, the Company issues additional common shares (or securities convertible into, or exchangeable for, common shares) pursuant to any financing transactions or as consideration for the acquisition of any assets or businesses, the Company will further grant to the CEO-designate on each closing date of such transactions, additional Units equal to 7% of common shares issued or issuable pursuant to such financing transaction or acquisition.

On September 24, 2021, 1,152,916 stock options were granted to the CEO-designate of the Company. The options are exercisable for a period of 10 years at a price of \$0.30 per common share, with 1/3 of the options vesting every 12 months. The fair value of the options was calculated using the Black-Scholes option pricing model based on a risk-free annual interest rate of 1.38%, an expected life of 10 years, an expected volatility of approximately 63% based on historical volatility, and a dividend yield of nil.

Subject to the Company being listed on the TSX-V, the Company will also grant the CEO-designate additional options on the date on which the Company is listed on the TSX-V so that, as of that date, he will hold options to purchase a total number of Common Shares equal to 5% of the Company's issued and outstanding Common Shares as of the date on which the Company is listed on the TSX-V. All additional options granted will have an exercise price equal to the most recent closing price of the Common Shares as of the date of grant, a term of 10 years and will be subject to vesting over three years, with 1/3 of each option grant vesting each year subject to their continued employment with or engagement by the Company.

Furthermore, if at any time during the period from the day the Company is listed on the TSX-V until March 31, 2023, the Company issues additional common shares (or securities convertible into, or exchangeable for, common shares) pursuant to any financing transactions or as consideration for the acquisition of any assets or businesses, the Company will further grant to the CEO-designate on each closing date of such transactions, additional options to purchase common shares equal to 5% of the number of common shares issued or issuable pursuant to

such financing transaction or acquisition (subject to the Company having a sufficient number of options remaining in its unallocated option pool to issue such additional options).

On October 8, 2021, the Company entered into an agreement with the Chairman of the Board where 288,229 stock options were granted. The options are exercisable for a period of 10 years at a price of \$0.45 per common share, with 1/3 of the options vesting every 12 months. The fair value of the options was calculated using the Black-Scholes option pricing model based on a risk-free annual interest rate of 1.62%, an expected life of 10 years, an expected volatility of approximately 63% based on historical volatility, and a dividend yield of nil.

The Company also awarded the Chairman a cash bonus of \$50k subject to the Company being listed on the TSX-V. The Company has accrued \$50k related to the aforementioned bonus on the estimated probability of the required event occurring as at December 31, 2021, and remains in accrued liabilities as at March 31, 2022. In addition, Units in the amount of 1.75% of the new common shares issued for the private placement in connection with the transition to the TSX-V, will be granted to the Chairman on the date the Company is listed on the TSX-V. These units will be treated as a share issuance cost, will vest on September 20, 2024, and will be paid in cash. The Units will have the same terms and conditions as set out above and require that the Chairman remain engaged with the Company until its vesting date.

Subject to the Company being listed on the TSX-V, the Company will issue the Chairman Units equal to 1.75% of the number of Common Shares issued pursuant to the Financing. The Units will vest and be settled on the earlier of (i) September 30, 2024, provided that the 30-day volume weighted average trading price of the Common Shares as of that date on the principal stock exchange on which they are then traded is at least \$0.50 and (ii) the date on which the Company completes a change of control transaction, provided in either case that the Chairman continues to be a member of the Board as of the vesting date. Subject to vesting, the Company will, no later than 10 days after the vesting date in respect of every Unit, deliver to the Chairman, in its discretion, either (i) one Common Share (which will not be issued from treasury but rather would be purchased by or on behalf of the Company over the facilities of the primary stock exchange on which the Common Shares are listed) or (ii) a cash payment equal to the volume weighted average closing price of the Common Shares on the primary stock exchange on which the Common Shares are then listed for the five trading days immediately preceding the vesting date or, if the Common Shares are not listed and posted for trading on any stock exchange, the fair market value of the Common Shares as determined by the board of directors of the Company in its sole discretion.

Subject to the Company being listed on the TSX-V, the Company will also grant the Chairman additional options on the date on which the Company is listed on the TSX-V so that, as of that date, he will hold options to purchase a total number of Common Shares equal to 1.25% of the Company's issued and outstanding Common Shares as of the date on which the Company is listed on the TSX-V. All additional options granted will have an exercise price equal to the most recent closing price of the Common Shares as of the date of grant, a term of 10 years and will be

subject to vesting over three years, with 1/3 of each option grant vesting each year subject to their continued employment with or engagement by the Company.

For the three months ended March 31, 2022, stock-based compensation expense relating to stock options was \$38k.

As at March 31, 2022, 1,441,145 stock options were outstanding, with nil options vested.

## 7 Subsequent Events

### *Private Placement*

On February 10, 2022, the Company completed an initial closing of a brokered and non-brokered private placement in connection to its Proposed COB. Pursuant to this initial closing, the Company issued a total of 6,646,298 subscription receipts at a price of \$0.55 per subscription receipt for gross proceeds of \$3,655,519.

On April 5, 2022, the Company completed a second and final closing of the brokered and non-brokered private placement in connection to its Proposed COB. Pursuant to this second closing, the Company issued a total of 4,744,195 subscription receipts at a price of \$0.55 per subscription receipt for gross proceeds of \$2,609,282.

When the placements are combined, the Company issued an aggregate of 11,390,593 subscription receipts pursuant to the Private Placement for gross proceeds of \$6,265,759.

Pursuant to the Subscription Receipt Agreement, each Subscription Receipt will be automatically exchanged for one unit of the Company (“**Unit**”), for no additional consideration or action on the part of the holder, upon the satisfaction of certain escrow release conditions in connection with the Proposed COB, including the satisfaction or waiver of all conditions precedent to the completion of the investments proposed to be completed by the Corporation as part of the Proposed COB Transaction having been satisfied or waived (the “**Escrow Release Conditions**”). The proceeds of the initial closing of the Private Placement were being held in escrow pending the satisfaction of the Escrow Release Conditions. If the Proposed COB was not completed within 90 days of the final closing of the Private Placement, the Subscription Receipts would have been deemed cancelled and the holders of Subscription Receipts would have received an amount equal to the aggregate Subscription Price of their Subscription Receipts and the interest earned, if any, on such Subscription Price.

Following completion of the Proposed COB on April 14, 2022, the subscription receipts were automatically exchanged for one Unit. Each Unit consists of one common share of the Company (a “**Common Share**”) and one common share purchase warrant of the Company (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.75 for a period of 12 months from the date of issuance.

In connection with the Private Placement and pursuant to existing agreements with the CEO-designate and Board Chairman (refer to section 6 Transactions with Related Parties), additional stock options and equity incentive units (“Units”) were granted and issued. In total, 711,912 stock options were granted and issued on April 19, 2022, at an exercise price of \$0.64 and expiry of April 19, 2032. In addition, 797,342 Units were granted and issued on April 19, 2022.

Furthermore, an additional 50,000 options were granted and issued to each of the former CEO and CFO of the Company on April 19, 2022, at an exercise price of \$0.64 and expiry of October 19, 2022.

#### *TSX-V Approval of Proposed COB*

On April 4, 2022, the Company received conditional approval of its Proposed COB from the TSX-V and final approval to file its filing statement on SEDAR was obtained on April 6, 2022. The Proposed COB was completed on April 14, 2022, and the Company’s shares resumed trading on April 19, 2022.

For further information regarding the Proposed COB, please refer to the Filing Statement and the Corporation's press releases dated December 10, 2021, January 26, 2022, February 10, 2022, and February 28, 2022.

#### *Binding Solutions Limited (“BSL”) Initial Investment*

BSL is a UK based company governed by the laws of England and Wales that has developed a proprietary cold agglomeration technology for the production of high-quality clean pellets from primary materials, waste dumps, and stockpiles.

Pursuant to the terms of a subscription agreement between the Company and BSL dated December 10, 2021, as amended (the “**BSL Subscription Agreement**”), the Company has agreed to subscribe for a minimum of US\$3.0 million and a maximum of US\$4.0 million, to be funded in two tranches as follows:

- an initial investment of US\$2.0m; and
- a subsequent investment of between US\$1.0m and US\$2.0m, with the amount determined by the Company, to be completed within six months of the date of the initial investment (or such later date as BSL and the Company may agree).

Pursuant to the BSL Subscription Agreement, BSL has made a number of customary representations and warranties to the Company with respect to BSL and its business and has agreed to indemnify the Company against any losses the Company may incur as a result of any inaccuracies of BSL’s representations and warranties, subject to certain limits. On April 13, 2022, the Company completed its initial investment of US\$2m, or approximately 2% of the outstanding shares.

The Company's obligation to complete the subsequent investment in BSL is subject to the following conditions, each of which may be waived by the Company in its sole discretion:

- the Company having completed one or more financing transactions for gross proceeds of not less than CAD\$12 million;
- BSL's representations and warranties set out in the subscription agreement continuing to be true and correct in all material respects;
- BSL having performed all of its obligations under the subscription agreement; and
- the absence of any material adverse change to BSL, its subsidiaries or their respective business or operations since the date of the subscription agreement.

In addition, on April 11, 2022, the Company and BSL entered into an investment agreement pursuant to which the Company received the exclusive right to apply BSL's pelletization technology to ferroalloy and slag waste projects in Canada, Germany, Austria and the Netherlands for a period of 36 months from the date of the investment agreement. Such application would be via one or more joint venture entities that would initially be owned 50/50 by CoTec and BSL and on terms and conditions set out in the investment agreement.

#### *Changes to the Board and Executive Management*

On April 11, 2022:

- Mr. Hendrik Dietrichsen resigned as Director and Chief Executive Officer and Mr. Julian Treger was appointed Chief Executive Officer in his stead. Mr. Treger joined the CoTec Board of Directors on August 11, 2021;
- Mr. Damien Forer resigned as Chief Financial Officer and Corporate Secretary and Mr. Braam Jonker, a long standing Director of the Company was appointed Chief Financial Officer and Corporate Secretary in his stead; and
- Ms. Margot Naudie joined the Board of Directors as an independent director. Ms. Naudie is a seasoned 25-year capital markets professional with expertise as Senior Portfolio Manager for North American and global natural resource portfolios. She has held senior roles at leading multi-billion-dollar asset management firms including TD Asset Management, Marret Asset Management Inc. and CPP Investment Board. Ms. Naudie is the President of Elephant Capital Inc. as well as Co-Founder of Abaxx Technologies Inc. She sits on a number of public and private company boards. Ms. Naudie holds an MBA from Ivey Business School and a BA from McGill University. She is also a Chartered Financial Analyst.

#### *MagIron LLC Initial Investment*

On May 15, 2022, CoTec entered into an agreement to acquire a 15.8% equity interest in MagIron LLC ("MagIron") for US\$2 million. MagIron is a U.S. based company that is in the process of acquiring a green iron ore project that it intends to refurbish and bring back into production. The

investment includes terms customary for an investment of this nature, including Board representation subject to CoTec maintaining a 10% equity interest.

## 8 Significant Accounting Policies and Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. The Company’s accounting policies are described in Note 3 to the December 31, 2021, audited consolidated financial statements.

## 9 Forward Looking Statements

This MD&A contains certain forward-looking statements. These statements relate to future events or future performance and reflect management’s expectations and assumptions regarding the growth, results of operations, performance, prospects and opportunities of the Company. When used in this MD&A, such statements use words such as “may”, “would”, “could”, “will”, “expect”, “believe”, “plan”, “anticipate”, “forecast”, “estimate”, “predict”, “potential”, “budget”, or the negative of these terms or other similar expressions concerning matters that are not historical fact. These statements reflect management’s expectations as of the date of such forward-looking statement regarding the Company’s financial performance and should not be read as guarantees of future performance or results. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results or performance of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements., including, but not limited to, certain documents incorporated by reference herein. Although the Company has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended. There can be no assurance that actual events, performance or results will be consistent with these forward-looking statements and accordingly readers should not place undue reliance on forward-looking statements. The Company assumes no obligation to update or revise forward-looking statements to reflect new events or circumstances, except as required by law.

## 10 Outstanding Share Data as at May 27, 2022

### a) *Authorized and issued Share Capital:*

Class	Par Value	Authorized	Issued Number
<b>Common</b>	No par value	Unlimited	34,448,912

**b) Summary of Options Outstanding:**

Date of Issue	Expiry Date	Exercise Price	Number of Options
<b>September 24, 2021</b>	September 24, 2031	\$0.30	1,152,916
<b>October 8, 2021</b>	October 22, 2031	\$0.45	288,229
<b>April 19, 2022</b>	April 19, 2032	\$0.64	711,912
<b>April 19, 2022</b>	October 19, 2022	\$0.64	100,000

**c) Summary of Warrants Outstanding:**

The Company issued 4,040,404 Warrants pursuant to the Private Placement on September 7, 2021. Each Warrant entitles the holder to acquire one Share at a price of \$0.165 for a period of 12 months from the date of issuance. In connection with the Proposed COB, the Company issued 11,390,593 Financing Warrants, where each Financing Warrant entitles the holder to acquire one Share at a price of \$0.75 for a period of 12 months from the date of issuance. Furthermore, 250,020 Agent and Finder Warrants were also issued in connection with the Proposed COB, which are exercisable for one Common Share at the Issue Price of \$0.55 for a period of 36 months from the date of issuance.

## 11 Internal Control and Disclosure Controls Over Financial Reporting

### Controls and Procedures

The Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim consolidated financial statements and the audited annual consolidated financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificate for non-venture issuers under National Instrument ("NI") 52-109 (Certification of disclosure in an Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

### Disclosure Controls and Procedures

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

TSX-V listed companies are not required to provide representations in the interim and annual filings relating to the establishment and maintenance of DC&P and ICFR, as defined in NI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a TSX-V issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## **12 Other Information**

For additional disclosures concerning the Company's general and administrative expenses please refer to the audited consolidated annual financial statements for the year ended December 31, 2021, which are available on SEDAR at [www.sedar.com](http://www.sedar.com).