KIRKLAND LAKE DISCOVERIES

# Management's Discussion and Analysis

## For the Three and Nine Months Ended December 31, 2024 and 2023

This management's discussion and analysis ("MD&A") of the financial position and results of activities of Kirkland Lake Discoveries Corp. ("KLD" or the "Company") is prepared as of February 12, 2025 and should be read in conjunction with the condensed consolidated interim financial statements and related notes for the three and nine months ended December 31, 2024 and 2023 ("Interim Financial Statements") and the audited annual consolidated financial statements and related notes for the years ended March 31, 2024 and March 31, 2023 ("Annual Financial Statements").

The Company's Interim Financial Statements have been prepared by management in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars ($), which is the functional and reporting currency of the Company. Additional information relating to KLD is available on the *System for Electronic Document Analysis and Retrieval* + ("SEDAR+" at www.sedarplus.ca) and on the Company's website at www.kirklandlakediscoveries.com.

## Forward-Looking Statements

This MD&A may contain statements that may be deemed "forward-looking statements", that reflect the Company's current expectations and projections about its future results. Forward-looking statements relate to management's expectations or beliefs about future performance, events, or circumstances that include, but are not limited to, reserve or resource potential, exploration and operational activities, and events or developments that the Company expects or targets. Where used in this MD&A, words such as: "future", "plans", "scheduled", "expects", "intends", "estimates", "forecasts", "will", "may", "could", "would", and similar expressions are intended to identify forward-looking statements, which by their very nature, are not guarantees of the Company's future operational or financial performance. Although the Company believes that these statements are based on reasonable assumptions, all forward-looking statements involve known and unknown risks and uncertainties that may cause the actual performance, events, or circumstances of the Company to be materially different than anticipated. The forward-looking information in this MD&A describes the Company's expectations as of the date of this MD&A.

The Company and its operations are also subject to many risks, including the Company's liquidity and financing capability, fluctuations in gold prices, market conditions, results of current exploration activities, delays in obtaining government permits and approvals and such other risks as discussed herein and in other publicly filed disclosure documents.

When relying on the Company's forward-looking information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Forward-looking statements are based on management's current plans, estimates, projections, beliefs, and opinions and KLD does not undertake any commitment to update forward-looking statements should the assumptions related to these plans, estimates, projections, beliefs, and opinions change, except as required by law.

## Incorporation and Organization of the Company

The Company was incorporated under the laws of British Columbia on March 6, 1984. The Company's shares trade on the TSX Venture Exchange ("TSX-V") under the symbol "KLDC". The Company's head office is located at 1055 West Georgia St., Suite 2125, Vancouver, British Columbia, Canada, V6E 3P2.

The Company's registered office is located at 550 Burrard Street, Suite 2501, Vancouver, British Columbia, Canada, V7X 1M8.

KLD has one wholly owned subsidiary, RD Minerals S.A. de C.V., a Mexican-registered company.

## Company Overview

The Company is engaged in the acquisition and exploration of mineral properties, with a current focus on precious and other critical metals in northern Ontario, Canada. The Company holds one of the largest contiguous land positions in the Blake River Assemblage of the Kirkland Lake Gold Camp, a camp that has produced in excess of 47 million ounces of gold in its 100-year history.

Prior to the acquisition of the Lucky Strike property in May 2023, the Company's area of focus was on its Goodfish-Kirana Project (the "GFK") located just north of the town of Kirkland Lake.

On May 25, 2023, the Company acquired New Found Gold Corp.'s ("NFG") Lucky Strike Property increasing the Company's land position to a total of 38,067 hectares and 53 km of length (Figure 1).

The Company is now identifying the combined land packages as the KL West Side (Goodfish Kirana and KLW), the KL East Side (Lucky Strike, KL Central and Arnold) and the KL Bridge. Target areas will be referred to within these broader land packages, for example, within the Goodfish Kirana property, the Jo Zone, and within the Lucky Strike property, the Hurricane Zone (Figure 1).

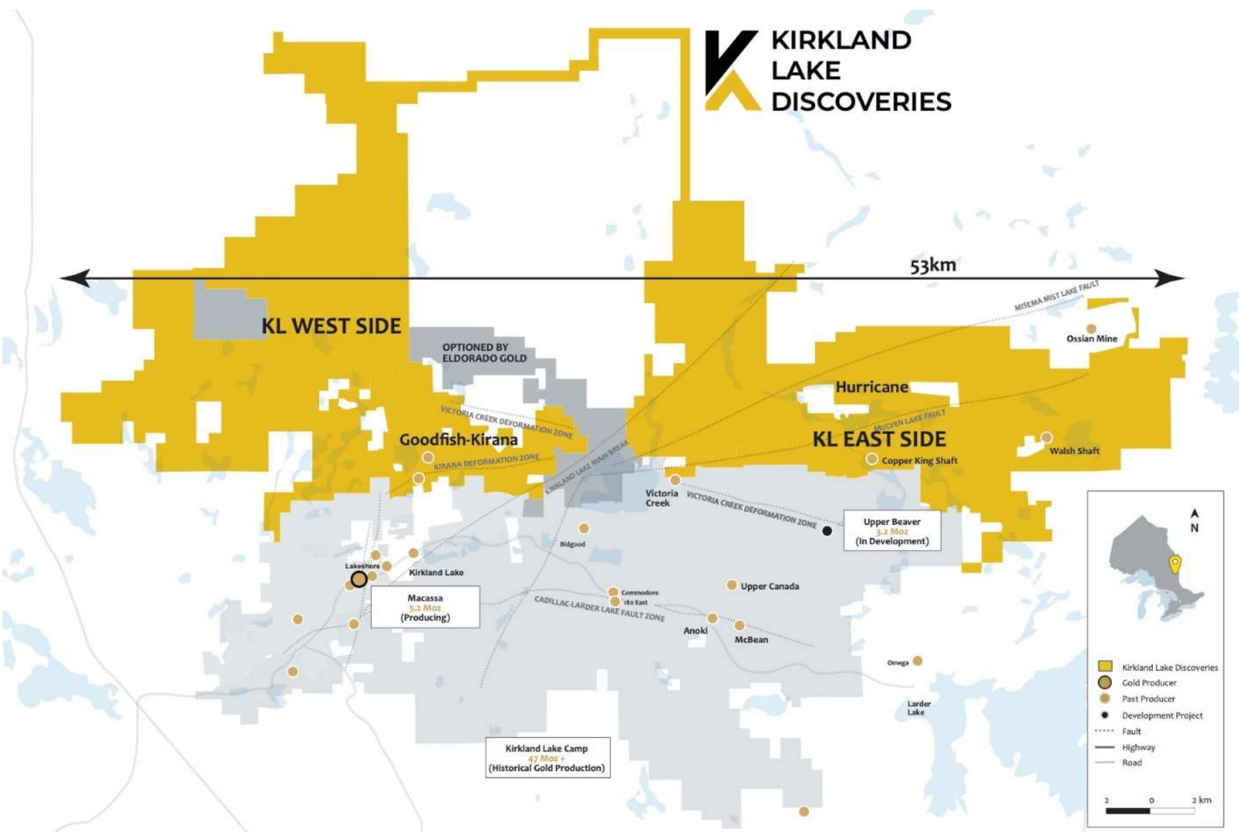


Figure 1 - KLD combined land package.
* Data compiled from the Government of Ontario Mining Lands Administration System (MLAS).

The combined KL West property lies to the north of Agnico Eagle's producing Macassa Mine on the Main Break and the KL East property lies north of the Upper Beaver deposit which is currently under development review. Agnico believes that the Upper Beaver will be a low-cost mine that will produce 150,000 to 200,000 ounces of gold per year. The Upper Beaver deposit is situated within the Blake River Assemblage, which is part of the Abitibi greenstone belt. This geological setting is similar to that of the KLD properties, sharing the same host rocks. Furthermore, the Company's KL West Side, lies just north of the "Mile of Gold", a line of seven historical gold mines that has yielded over 25 Moz of gold over the last 80 years from one of the world's largest gold deposits. The mines (Toburn, Sylvanite, Wright Hargreaves, Lakeshore, Teck-Huges, Beaver and Macassa) lie along a geological fault called the "Main Break" which is part of a system of faults that hosts the famous gold camps of Timmins, Matachewan, Kirkland Lake, Rouyn-Noranda and Val d'Or. The Macassa Mine is still in production today by Agnico Eagle and reported to be one of the highest-grade gold mines in production in the world. Structures that transect the Goodfish-Kirana portion of the KL West, specifically the Kirana Break, are second-order structures of the "Main Break" and may also host significant mineralization.

As of the date of this MD&A, the Company's land position is 1,376 claims and 30 patented claims, totalling 38,602 hectares.

## Recent Developments

On May 15, 2024, Danièle Spethmann retired from her role as CEO, President and Director, and Stefan Sklepowicz, VP Corporate Development was appointed as interim CEO. In October 2024, Stefan Sklepowicz was appointed as CEO.

### December 23, 2024 Financing

On December 23, 2024, the Company completed a private placement offering of 12,552,852 flow-through units at a price of $0.07 per unit, and 9,250,000 non-flow-through units at a price of $0.05 per unit, for aggregate gross proceeds of $1,341,200. Each flow-through unit is comprised of one flow-through common share and one half of a common share purchase warrant, with each whole share purchase warrant exercisable to acquire one additional common share at an exercise price of $0.12 until December 23, 2027. Each non-flow-through unit is comprised of one non-flow-through common share and one common share purchase warrant exercisable to acquire one additional common share at an exercise price of $0.08 until December 23, 2027. The fair value of the warrants issued as part of the units was determined to be $Nil using the residual value method. The premium received on the flow-through units issued was determined to be $251,057. The company paid (or incurred) cash commissions in the aggregate amount of $60,634, and professional fees and regulatory fees totaling $20,810. The Company also issued 853,699 brokers' warrants exercisable into common shares of the Company at a price of $0.12 per common share until December 23, 2027, and 17,500 brokers' warrants exercisable into common shares of the Company at a price of $0.08 per common share until December 23, 2027. The fair value of the brokers' warrants in aggregate was determined to be $31,371.

The net proceeds from the offering are intended to fund exploration programs and general working capital purposes. As of December 31, 2024, the total amount raised in this financing remained unspent.

### Acquisition of New Found Gold's Lucky Strike Property - The Transaction

The acquisition of New Found Gold's Lucky Strike Property by Warrior Gold Inc., now Kirkland Lake Discoveries Corp., was completed on May 25, 2023, following shareholder approval. The acquisition involved issuing 28,612,500 common shares to NFG, valued at $4,657,482, and granting a 1.0% net smelter return royalty to NFG on future production.

Additionally, the Company conducted a private placement offering on May 25, 2023, raising $7,848,007 in gross proceeds. This offering included 18,690,000 non-flow-through units and 11,547,299 flow-through units. Each unit is comprised of one flow-through or non-flow-through common share and one common share purchase warrant. The company paid cash commissions in the aggregate amount of $467,880, professional and regulatory fees totalling $338,130 and issued broker warrants valued at $223,500.

The net proceeds from the offering were intended to fund exploration programs and general working capital purposes. As of December 31, 2024, approximately $4.3 million had been spent on exploration programs, $2.5 million on general and administrative expenses, and $0.3 million remained unused.

**Exploration**

Kirkland Lake Discoveries Corp. initiated a drill campaign on July 20, 2023, encompassing three phases totalling a planned 10,000 meters of diamond drilling.

The Phase 1 drilling (10 holes totaling 2,991 m) focused on the Goodfish-Kirana portion of the KL West side targeting regional prospects of merit identified through geophysical surveys and geological interpretation.

The Phase 2 drill program, commenced in late January 2024 and completed in March 2024 (13 holes totaling 3,376 m), was focused on the Lucky Strike Property, namely the Hurricane Zone.

The Phase 3 drilling program was completed between November 20, 2024 and December 12, 2024 (5 holes totalling 1,187m) on targets at the KL West property, namely the Hargreaves historical shaft and area (4 holes) and one hole at the Jo Zone. The results from the Phase 3 drilling program are still outstanding.

The regional soil sampling program covered significant portions of the KL West property and the southern portion of the KL East property. The KL West property had 5440 B-horizon soil samples collected and the KL East property had 864 B-horizon samples collected. Soil sampling at the KL West property was active from late May to mid October 2024, with a break during September 2024, while the KL East property was sampled concurrently with the KL West during the month of June 2024.

The 2024 summer mapping and prospective program covered both the KL East and KL West properties. The KL East property received mapping and prospecting from the beginning of June 2024 to end of July 2024. 243 surface grab samples were taken over the KL East property. KL West received mapping and prospecting from the beginning of August 2024 to mid October 2024. 419 surface grab samples were taken at the KL West property.

## KL West Side

***Goodfish-Kirana Project (the "GFK Project")***

Kirkland Lake Discoveries Corp.'s primary focus since 2016 has been the Goodfish-Kirana Project, which comprises 237 cell claims and 29 patented claims spanning 4,375 hectares. The project area includes the Kirana Deformation Zone (DZ), a significant geological structure known for gold mineralization, with historical discoveries dating back to the early 1900s.

The Company has conducted eight drilling campaigns, totaling 17,281 meters in 72 holes with encouraging results. The Jo Zone shear has a strike length of 650 m with mineralization to a vertical depth of 375 m. Anomalous and high-grade gold has been intersected in 88% of drill holes. Notably, drill hole GK21-050 intersected visible gold at 419.3 meters, assaying 72.10 g/t Au in one half of the core and 561 g/t Au in the other half over 0.50 meters, marking the highest assay to date on the Goodfish-Kirana Project.

The results of the drill programs have been reported in press releases dated June 6, 2019, June 20, 2020, September 23, 2020, April 14, 2021, November 18, 2021, February 9, 2022, and November 23, 2023 (found on SEDAR+ and the Company's website).

Following the summer 2023 drill program, DGI Geoscience performed a downhole OTV (optical televiewer) survey on 8 of the 9 drill holes (KLD23-08 blocked) to record true orientations of vein sets, faults and deformation zones.

### *KL West*

The KL West ("KLW") property is contiguous to and west of the Company's GFK Project. Acquired in 2021 through an option agreement, additional claims were added in 2022 and 2023 increasing the land package to 373 claims and 29 patents. The KLW property hosts numerous intersecting northeast- and northwest-trending faults and structures that cut through a variety of the volcanic-dominated Blake River Group. Felsic and mafic-ultramafic intrusive rocks are also present giving the KLW land package a variety of environments conducive to orogenic gold mineralization. Numerous pits, shafts and workings are present on the property which has seen little systematic exploration.

During the summer and fall of 2024, an extensive B-horizon soil sampling program was conducted over much of the KLW claim group. Several gold-in-soil anomalies were detected, which were the subject of infill sampling to determine any potential trends. In total, eight target areas were identified at the KLW property. Seven of these targets were precious metal-associated targets, and one was a base metal-associated target. Several of these anomalies were ground-truthed by mapping and prospecting.

Of significance were clusters of elevated copper and zinc anomalies around the Winnie Lake stock hosted within the Blake River mafic volcanic assemblage. These clusters were associated with magnetic highs similar in nature to the Winnie Lake VMS (volcanogenic massive sulfide ore deposit) showing that lies just south of the KLW land package. This prompted significant in-fill soil sampling in October 2024 around these anomalous clusters. Analysis of all elevated soil sample trends, geophysics and geology will drive and vector future exploration efforts.

The results of the initial soil sampling program on the KLW claim group have been reported in a press release dated September 10, 2024 (found on SEDAR+ and the Company's website).

## KL East Side

### *KLC and Arnold Properties*

The KLC land package was also acquired in 2021 through an option agreement with additional claims added in 2022 and 2023. The KLC land package is transected by over 12 km of the Kirkland Lake Fault, a deep crustal-scale deformation zone that is intimately related to the gold deposits in the Kirkland Lake Gold Camp and that also hosts several known kimberlite bodies. The KLC property is proximal to the east-west trending Victoria Creek Deformation Zone which is associated with Agnico Eagle's Upper Beaver complex. The Victoria Creek gold deposit lies along the same structural trend and hosts a historical mineral resource (NI 43-101 non-compliant) of 4.9Mt at 3.43 g/t Au.

In 2022, a field mapping and sampling program on the KLW and KLC claim groups was undertaken and collected 239 grab samples over 45 field days. The results of the program have been reported in a press release dated October 19, 2022 (found on SEDAR+ and the Company's website).

B-horizon soil sampling was also conducted over the KL East side claim group, namely over the McVittie diorite intrusive stock. Elevated concentrations of bismuth, molybdenum, copper, and tungsten were detected from the soil sampling. Though less common in the Abitibi region, these elements suggest proximity to felsic intrusions, which could host IRGS (intrusion related gold-systems) mineralization.

The results of the initial soil sampling program on the KL East side claim group have been reported in a press release dated September 10, 2024 (found on SEDAR+ and the Company's website).

### *Lucky Strike Property*

The KL East Side - Lucky Strike Property, situated east of KLD's Goodfish-Kirana project in Kirkland Lake, Ontario, comprises 645 unpatented mining claims covering roughly 11,506 hectares (115 $km^2$). Agnico Eagle's Upper Beaver deposit is located roughly 6 km to the south of the property boundary.

The Lucky Strike hosts two major regional structures, the Misema-Mist Lake Fault and the Mulven Lake Fault, both trending east-northeast across the property. These faults are believed to be extensions of the Kirkland Lake Main Break, which controls gold mineralization in the Kirkland Lake Gold Camp approximately 16 km to the west-southwest. Recent studies by the Mineral Exploration Research Centre ("MERC") suggest that these faults are deep-seated structures, extending approximately 10 km into the crust.

The geological setting of the area consists of Archean volcanic and volcaniclastic rocks of the Blake River assemblages, along with later intrusions and dikes. Gold and base metal mineralization is found in various locations throughout the Lucky Strike Project, occurring in veins ranging from shallow dipping to near-vertical feeder veins along structural breaks.

Key areas of interest identified on the property include the Walsh Mine Area, FP Zone, and Labyrinth Zone:

- The Walsh Mine Area: Historical records indicate significant gold assays with recent grab samples assaying up to 65.5 g/t Au. Diamond drilling in the past has intersected notable gold grades.
- The FP Zone: Defined by high-grade diamond drill intersections and surface mineralization, including significant gold assays from channel sampling.
- The Labyrinth Zone: Discovered in 2019, exhibits intense deformation and mineralization. Diamond drilling has returned promising gold grades.

A high-resolution heliborne magnetic survey (100-m and 50-m line spacings) conducted by ALS GoldSpot in June 2023 provided detailed geophysical data on the property, leading to enhanced structural and geological interpretations. This survey revealed five generations of lineaments and faults, aiding in identifying areas for further exploration.

Fieldwork conducted from June to November 2023 included grab sampling (400 samples) across KLD's landholdings, with a focus on the Lucky Strike claim group. Significant findings include historical showings east of Misema Lake, now collectively referred to as the Hurricane Zone, which exhibited gold and copper mineralization. The results of the program have been reported in a press release dated November 23, 2023 (found on SEDAR+ and the Company's website).

The Phase 2 exploration drill program at the Hurricane Zone started on January 26, 2024. The program designed by the KLD technical team, targeted the Jensen, Whiskey Jack, Whiskey Jack East, Wood, and the Norwood showings, plus other geophysical targets of merit. A total of thirteen drill holes aggregating 3,376 m were drilled at six targets. Drilling was completed in March 2024. The results of the drill program have been reported in a press release dated May 23, 2024 (found on SEDAR+ and the Company's website).

## Overall Performance and Results of Operations

## Changes in Financial Position

Total assets decreased to $12,013,941 at December 31, 2024 from $13,482,283 at March 31, 2024, primarily as a result of a decrease in cash of $1,545,702. The most significant assets at December 31, 2024 were cash of $1,700,643 (March 31, 2024: $3,246,345) and exploration and evaluation assets of $10,073,058 (March 31, 2024: $10,035,964). Cash decreased by $1.5 million during the nine months ended December 31, 2024 primarily as a result of $2,844,220 million used in operating activities, offset by $1,335,612 million received in net proceeds from the December 23, 2024 financing.

## Results of Operations for the nine months ended December 31, 2024

For the nine months ended December 31, 2024, KLD incurred a net loss and comprehensive loss of $2,768,183 compared to a net loss and comprehensive loss of $2,513,003 for the nine months ended December 31, 2023. Significant variances in operating expenses and other income (expenses) between the periods ended December 31, 2024 and December 31, 2023 include:

***Exploration Costs*** – $2,030,356 (2023 - $1,437,057) – Exploration costs increased by $593,299. During the current period, the Company incurred $1,039,711 in geological costs, of which $888,236 relates to geological studies conducted on the KL West property which involved an extensive B-horizon soil sampling program conducted over much of the KLW claim group, and $151,475 relates to soil sampling studies over the Lucky Strike property. The Company also completed 1,187 m of drilling as part of its Phase 3 (Fall 2024) drilling program at the KL West property and incurred $180,557 in related drilling costs and $24,625 in assays costs. The Company also incurred $213,205 in assays on the KL West property, and $60,619 in assays on the Lucky Strike property. During the comparative period ended December 31, 2023, the Company completed 3,000 m of drilling as part of its Phase 1 (2023) drilling program at the Goodfish Kirana property and incurred $393,285 in drilling costs and $128,268 in assay costs in connection with the drilling program. The Company also incurred $55,309 in geophysical survey costs related to the survey conducted on the Goodfish Kirana property. During the same period, the Company incurred $253,208 in geophysical survey costs related to completion of a high-resolution heliborne magnetic, VLF-EM, and radiometric survey in June 2023 on the Lucky Strike project area. The Company also incurred $146,250 in geological costs related to geological studies conducted on the Lucky Strike project.

***Investor relations and corporate development expenses*** - $53,492 (2023 - $172,988) – Investor relations and corporate development expenses decreased to $53,492 during the period ended December 31, 2024 as the company undertook less investor relations and corporate development activity during the current period compared to the Company engaging more third-party consultants to generate market awareness during the comparative period.

***Salaries and consulting fees*** – $568,646 (2023 - $403,498) – Salaries and consulting fees increased by $165,148 primarily due to $300,000 in fees and $5,543 in automobile expense reimbursements paid to the former Chief Executive Officer upon resignation in May 2024, offset by lower spending on other salaries and consulting fees subsequent to restructuring of the Company's corporate management and exploration management teams in early 2024.

***Share-based compensation*** – $128,525 (2023 - $530,129) – Share-based compensation decreased by $401,604. A total of 3,300,000 fully-vested stock options were granted during the nine months ended December 31, 2024 compared to a total of 4,800,000 fully-vested stock options granted during the nine months ended December 31, 2023.

***Settlement of flow-through share premium*** - $166,117 (2023 - $278,746) – Settlement of flow-through share premium decreased by $112,629 during the period ended December 31, 2024. During the nine months ended December 31, 2024, the Company incurred $1,827,293 (nine months ended December 31, 2023 – $1,407,080) in Canadian exploration expenses as defined in the Income Tax Act, Canada ("Qualifying CEE") and amortized a total of $166,117 (nine months ended December 31, 2023 – $278,746) of its flow-through share premium liabilities.

***Other income*** - $61,000 (2023 - $Nil) - Included in other income for the nine months ended December 31, 2024 is $60,000 (2023 - $Nil) of grant funds received from the Ontario government under the Ontario Junior Exploration Program ('OJEP'). The Company was eligible for the grant funds by demonstrating equivalent amounts having been incurred on exploration expenditures.

## Results of Operations for the three months ended December 31, 2024

For the three months ended December 31, 2024, KLD incurred a net loss and comprehensive loss of $746,118 compared to a net loss and comprehensive loss of $1,027,887 for the three months ended December 31, 2023. Significant variances in operating expenses and other income (expenses) between the periods ended December 31, 2024 and December 31, 2023 include:

***Exploration Costs*** – $574,257 (2023 - $246,090) – Exploration costs increased by $328,167 compared to the previous period. During the current period, the Company incurred $125,384 in geological costs, mainly related to geological studies conducted on the KL West property which involved an extensive B-horizon soil sampling program conducted over much of the KLW claim group. The Company also completed 1,187 m of drilling as part of its Phase 3 (Fall 2024) drilling program at the KL West property and incurred $180,557 in drilling costs and $24,625 in assays costs. The Company incurred $47,116 in geophysical studies on the KL West property and $44,366 in geophysical studies on the Lucky Strike property. During the comparative period, the Company incurred $109,248 in geological costs as a result of the completion of geological studies on the Lucky Strike property. The Company also incurred $54,758 in geophysical survey costs related to the survey conducted on the Goodfish Kirana property.

***Salaries and consulting fees*** – $79,000 (2023 - $127,344) – Salaries and consulting fees decreased by $48,344 primarily as a result of lower fees incurred for salaries and consulting subsequent to restructuring of the Company's corporate management and exploration management teams in 2024.

***Share-based compensation*** – $128,525 (2023 - $530,129) – Share-based compensation decreased by $401,604. A total of 3,300,000 fully-vested stock options were granted during the three months ended December 31, 2024 compared to a total of 4,800,000 fully-vested stock options granted during the three months ended December 31, 2023.

***Other income*** - $61,000 (2023 - $Nil) - Included in other income for the three months ended December 31, 2024 is $60,000 (2023 - $Nil) of grant funds received from the Ontario government under the Ontario Junior Exploration Program ('OJEP'). The Company was eligible for the grant funds by demonstrating equivalent amounts having been incurred on exploration expenditures.

## Quarterly Information

The following is a summary of the eight most recently completed quarters:

| Quarter ended | (Loss) Income for the period | (Loss) Earnings per share * | Total Assets |
|---|---|---|---|
| | $ | $ | $ |
| March 31, 2023 | (250,237) | (0.01) | 5,424,100 |
| June 30, 2023 | (520,688) | (0.01) | 16,668,546 |
| September 30, 2023 | (964,427) | (0.01) | 15,471,781 |
| December 31, 2023 | (1,027,887) | (0.01) | 14,670,080 |
| March 31, 2024 | (1,282,573) | (0.01) | 13,482,283 |
| June 30, 2024 | (1,030,336) | (0.01) | 12,467,467 |
| September 30, 2024 | (991,729) | (0.01) | 11,259,982 |
| December 31, 2024 | (746,118) | (0.01) | 12,013,941 |
| * Basic and fully diluted | | | |

KLD has incurred losses in each of the last eight quarters. For the period ended December 31, 2023, the loss was higher due to $530,129 in share-based compensation expense recognized during the period. For the period ended June 30, 2024, the loss was higher due to $305,543 of compensation and expense reimbursements paid to the former Chief Executive Officer upon resignation in May 2024. For the period ended December 31, 2024, the loss was higher due to $128,525 in share-based compensation expense recognized during the period. For the periods ended March 31, 2024, September 30, 2023 and September 30, 2024 losses were higher due to higher exploration expenditures incurred compared to other periods.

## Liquidity and Capital Resources

At December 31, 2024, KLD had working capital of $1,333,887 (March 31, 2024 - $2,997,552). The Company completed a private placement for aggregate gross proceeds of $1,341,200 in December 2024, however, additional capital will be required to meet the Company's ongoing corporate costs and to undertake the Company's exploration program planned for 2025.

The Company's exploration and evaluation assets presently have no proven or probable reserves, and based on information to date, it has not yet determined whether these properties contain economically recoverable resources. The recoverability of amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

Although the Company presently has sufficient financial resources to cover its existing obligations, the Company expects to require further funding in the longer term to fund its planned programs for the next year. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, or other business and financial transactions which would assure the continuation of the Company's operations and exploration programs. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing. These items give rise to material uncertainties which may cast a significant doubt on the company's ability to continue as a going concern.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

The sources of funds currently available to the Company for its acquisition and exploration projects are solely from equity financing. The Company does not have bank debt or banking credit facilities in place as at the date of this report.

***Flow-through commitments***

Flow-through share arrangements entitle the holder of the flow-through share to a 100% tax deduction in respect of Qualifying CEE.

During the nine months ended December 31, 2024, the Company incurred $1,827,293 (nine months ended December 31, 2023 – $1,407,080) in Qualifying CEE and amortized a total of $166,117 (nine months ended December 31, 2023 – $278,746) of its flow-through share premium liabilities.

The flow-through share premium liability does not represent a cash liability to the Company and is to be fully amortized to the statements of loss and comprehensive loss pro-rata with the amount of qualifying expenditures that will be incurred.

As at December 31, 2024, the Company must spend another $878,670 of Qualifying CEE by December 31, 2025 to satisfy its remaining current flow-through liability of $251,057.

The Company has until February of the following year after the renunciation is completed under the look-back rule to incur the flow-through funds otherwise the Company will be subject to the Part XII.6 tax. Included in accounts payable and accrued liabilities at December 31, 2024 is $48,928 in accrued Part XII.6 tax (December 31, 2023 - $5,669).

***Other commitments***

As at December 31, 2024, the Company had the following commitments (in addition to those disclosed elsewhere in this MD&A):

| | Total **$** | 1 Year $ | 1-3 Years $ | After 3 Years $ |
|---|---|---|---|---|
| Accounts payable and accrued liabilities | $328,799 | $328,799 | - | - |
| Total contractual obligations | $328,799 | $328,799 | - | - |

## Outstanding Share Capital

The Company is authorized to issue an unlimited number of common shares. As of December 31, 2024, and as of the date of this MD&A, the Company had 110,427,374 common shares, 45,763,725 warrants, 2,673,437 brokers' warrants and 8,350,000 stock options issued and outstanding.

## Related-Party Transactions

All transactions with related parties have occurred in the normal course of operations and on terms and conditions that are similar to those of transactions with unrelated parties and are measured at the amount of consideration paid or received. A summary of the Company's related party transactions with corporations having similar directors and officers is as follows:

| | Three and nine months ended | |
|---|---|---|
| | 2024 $ | 2023 $ |
| Amounts paid to the Northern Miner Group for investor relations and corporate development [(i)] | 95 | - |

[(i)] The Northern Miner Group is a related entity having the following common director to the Company: Denis Laviolette, Director and President.

There are no ongoing contractual commitments resulting from these transactions with related parties.

As at December 31, 2024 and March 31, 2024, there were no amounts payable to related parties.

*Key management personnel compensation*

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

| Three months ended December 31, 2024 | Salaries and consulting fees $ | Share-based compensation $ | Total $ |
|---|---|---|---|
| Chief Executive Officer | 34,000 | 46,736 | 80,736 |
| Chief Financial Officer | 14,188 | - | 14,188 |
| Non-executive directors | - | 46,736 | 46,736 |
| Total | 48,188 | 93,472 | 141,660 |

| Three months ended December 31, 2023 | Salaries and Consulting fees $ | Share-based compensation $ | Total $ |
|---|---|---|---|
| President, Chief Executive Officer and Director | 45,000 | 88,355 | 133,355 |
| Chief Financial Officer | 15,000 | - | 15,000 |
| Non-executive directors | - | 220,887 | 220,887 |
| Total | 60,000 | 309,242 | 369,242 |

| Nine months ended December 31, 2024 | Salaries and consulting fees $ | Share-based compensation $ | Total $ |
|---|---|---|---|
| Former President, Chief Executive Officer and Director (i) | 328,043 | - | 328,043 |
| Chief Executive Officer | 79,000 | 46,736 | 125,736 |
| Chief Financial Officer | 44,188 | - | 44,188 |
| Non-executive directors | - | 46,736 | 46,736 |
| Total | 451,231 | 93,472 | 544,703 |

| Nine months ended December 31, 2023 | Salaries and Consulting fees $ | Share-based compensation $ | Total $ |
|---|---|---|---|
| President, Chief Executive Officer and Director | 135,000 | 88,355 | 223,355 |
| Chief Financial Officer | 20,000 | - | 20,000 |
| Former Chief Financial Officer | 20,000 | - | 20,000 |
| Non-executive directors | - | 220,887 | 220,887 |
| Total | 175,000 | 309,242 | 484,242 |

As at December 31, 2024, there was $4,520 payable to key management personnel in respect of key management compensation and expense reimbursements included in accounts payable and accrued liabilities (March 31, 2024 - $886). The amounts are unsecured, non-interest bearing and without fixed terms of repayment.

Included in expense recoveries of $28,416 for the nine months ended December 31, 2023 is $26,103 related to a write-off of amounts payable to the former President, Chief Executive Officer and Director.

## Critical Accounting Policies and Estimates

The Company prepares its financial statements under IFRS as issued by the IASB.

The preparation of the consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In preparing the condensed consolidated interim financial statements for the nine months ended December 31, 2024 and 2023, the Company applied the critical judgments and estimates disclosed in Note 2 of its audited consolidated financial statements for the year ended March 31, 2024.

## Financial Instruments Risk Management

The Company has exposure to credit, liquidity and market risks from its use of financial instruments. This note provides information about the Company's exposure to each of these risks, and the Company's objectives, policies and processes for measuring and managing such risks. The board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company does not have financial instruments that is potentially subject the Company to credit risk. Overall, the Company's credit risk has not changed significantly from the prior year. Sales taxes recoverable are due from the Canada Revenue Agency and the Company places its cash with financial institutions with high credit ratings, therefore in management's judgment, credit risk is low.

There have been no changes in management's methods for managing credit risk since March 31, 2024.

***Liquidity risk***

Liquidity risk is the risk that the Company will encounter difficulty in paying obligations as they come due. The Company's financial liabilities consist of accounts payable and accrued liabilities. Accounts payable consists of invoices payable to trade suppliers for capital expenditures, field operating activities, and general corporate expenses. Substantially all of the Company's financial liabilities have contractual maturities of less than 90 days and are subject to normal trade terms. The Company addresses its liquidly risk through equity financing obtained through sale of common shares and units. While the Company has been successful in securing financing in the past, there is no assurance that it will be able to do so in the future. As December 31, 2024, the Company has a working capital of $1,333,887 (March 31, 2024 - 2,997,552).

There have been no changes in management's methods for managing liquidity risk since March 31, 2024.

***Market risk***

Market risk is the risk that changes in market prices, such as commodity prices, interest rates and foreign exchange rates will affect the Company's net earnings or the value of financial instruments. The objective of the Company is to manage and mitigate market risk exposures within acceptable limits, while maximizing returns.

***(i) Currency risk***

Financial instruments that impact the Company's net earnings or other comprehensive income due to currency fluctuation include cash accounts denominated in US dollars. Fluctuations in the exchange rate between the US dollar and the Canadian dollar at December 31, 2024 would not have a material impact on the Company's profit/ loss.

***(ii) Interest rate risk***

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is not exposed to interest rate risk as it does not hold any funds in interest bearing accounts.

***(iii) Commodity price risk***

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company's property has exposure to predominantly gold. Commodity prices, especially gold, greatly affect the value of the Company and the potential value of its property and investments.

### *(iv) Equity price risk*

Equity price risk is the risk that the fair value of or future cash flows from financial instruments will significantly fluctuate because of changes in market prices. The Company does not have any investments in equity instruments at December 31, 2024 or March 31, 2024 and therefore is not exposed to equity price risk.

## Capital Management

The Company's objectives when managing capital are:

- To safeguard our ability to continue as a going concern in order to develop and operate our current projects;
- Pursue strategic growth initiatives; and
- To maintain a flexible capital structure which lowers the cost of capital.

In assessing the capital structure, we include in our assessment the components of equity consisting of common shares, stock options and warrants, and deficit that as at December 31, 2024 totalled $11,434,085 (March 31, 2024 - $13,065,044).

In order to facilitate the management of capital requirements, the Company prepares annual expenditure budgets and continuously monitors and reviews actual and forecasted cash flows. The annual and updated budgets are monitored and approved by the Board of Directors. To maintain or adjust the capital structure, the Company may, from time to time, issue new shares, issue new debt, repay debt or dispose of non-core assets. The Company's current capital resources are sufficient to carry out our exploration plans and support operations through the current operating period.

The Company is not subject to any capital requirements imposed by a regulator.

There were no changes in the Company's approach to capital management since March 31, 2024.

## Other Risks and Uncertainties

The success of KLD's business is subject to a number of factors including, but not limited to, those risks normally encountered by junior resource exploration companies such as exploration uncertainty, operating hazards, more onerous environmental regulation, competition with companies having greater resources, fluctuations in the price and demand for minerals, fluctuations in exchange rates and lack of operating cash flow.

KLD exposed to a number of risks, including, but not limited to:

- KLD has limited cash resources and there can be no assurance that the Company will be able to raise sufficient cash to develop or joint venture its properties;

- The volatility of global capital markets over the past several years has generally made the raising of capital by equity or debt financing more difficult. The Company is dependent upon capital markets to raise additional financing in the future.

- Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects;

- KLD has a history of operating losses and the Company expects to incur significant operating losses for the foreseeable future;

- KLD's success is dependent on future exploration work results and mineral prices;

- In order to develop its mineral properties, the Company requires experienced senior management, personnel and consultants and is substantially dependent upon the services of a few key individuals for the successful operation of its business; and

- The development of an exploration project is subject to extensive laws and regulations by various government agencies and First Nations engagement that take time and which may make exploration and advanced exploration work more challenging.

## Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements contemplated at this time.

## Proposed Transactions

From time to time, similar to other mineral exploration enterprises, the Company may evaluate, acquire or dispose of property assets, or form business relationships such as joint ventures, as determined by Management, based on exploration results, opportunities, the competitive nature of the business, and capital availability. No such transaction is pending at this time.

## Management's Report on Internal Control over Financial Reporting

In connection with National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, 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 financial statements and respective accompanying Management's Discussion and Analysis. 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.

## Cautionary Notes Regarding Forward-Looking Statements

This MD&A contains forward looking statements which reflect management's expectations regarding the Company's future growth, results from operations (including, without limitation, statements about the Company's opportunities, strategies, competition, expected activities and expenditures as the Company pursues its business plan, the adequacy of the Company's available cash resources and other statements about future events or results), performance (both operational and financial) and business prospects, future business plans and opportunities. Wherever possible, words such as "predicts", "projects", "targets", "plans", "expects", "does not expect", "budget", "scheduled", "estimates", "forecasts", "anticipate" or "does not anticipate", "believe", "intend" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative or grammatical variation thereof or other variations thereof, or comparable terminology have been used to identify forward-looking statements. These forward-looking statements include, among other things, statements relating to mineral properties; the Company's goals regarding exploration and potential development of its projects; the Company's future business plans; expectations regarding the ability to raise further capital; the market price of gold; expectations regarding any environmental issues that may affect planned or future exploration and development programs and the potential impact of complying with existing and proposed environmental laws and regulations; the ability to retain and/or maintain any require permits, licenses or other necessary approvals for the exploration or development of its mineral properties; government regulation of mineral exploration and development operations in Ontario; the Company's compensation policy and practices; the Company's expected reliance on key management personnel, advisors and consultants; and other factors.

Forward-looking statements are not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances.

As of the date of this MD&A, without limitation, assumptions about: the ability to raise any necessary additional capital on reasonable terms to advance exploration and development of the Company's mineral properties; future prices of gold and other metal prices; the timing and results of exploration and drilling programs; the demand for, and price of gold; that general business and economic conditions will not change in a material adverse manner; the Company's ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the geology of the Company's projects; the accuracy of budgeted exploration and development costs and expenditures; future currency exchange rates and interest rates; operating conditions being favourable such that the Company is able to operate in a safe, efficient and effective manner; the Company's ability to attract and retain skilled personnel; political and regulatory stability; the receipt of governmental, regulatory and third-party approvals, licenses and permits on favourable terms; obtaining required renewals for existing approvals, licenses and permits on favourable terms; requirements under applicable laws; sustained labour stability; stability in financial and capital goods markets; availability of equipment.

Furthermore, such forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Company to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking statements. Such risks include, without limitation: the Company may fail to find a commercially viable deposit at any of its mineral properties; there are no resources or mineral reserves on any of the properties in which the Company has an interest; the Company's plans may be adversely affected by the Company's reliance on historical data compiled by previous parties involved with its mineral properties; mineral exploration and development are inherently risky; the mineral exploration industry is intensely competitive; additional financing may not be available to the Company when required or, if available, the terms of such financing may not be favourable to the Company; fluctuations in the demand for gold; the Company may not be able to identify, negotiate or finance any future acquisitions successfully, or to integrate such acquisitions with its current business; the Company's exploration activities are dependent upon the grant of appropriate licenses, concessions, leases, permits and regulatory consents, which may be withdrawn or not granted; the Company's operations could be adversely affected by possible future government legislation, policies and controls or by changes in applicable laws and regulations; there is no guarantee that title to the properties in which the Company has a material interest will not be challenged or impugned; the Company faces various risks associated with mining exploration that are not insurable or may be the subject of insurance which is not commercially feasible for the Company; the volatility of global capital markets over the past several years has generally made the raising of capital more difficult; compliance with environmental regulations can be costly; social and environmental activism can negatively impact exploration, development and mining activities; the success of the Company is largely dependent on the performance of its directors and officers; the Company's operations may be adversely affected by First Nations land claims; the Company and/or its directors and officers may be subject to a variety of legal proceedings, the results of which may have a material adverse effect on the Company's business; the Company may be adversely affected if potential conflicts of interests involving its directors and officers are not resolved in favour of the Company; the Company's future profitability may depend upon the world market prices of gold; dilution from future equity financing could negatively impact holders of the Company's securities; failure to adequately meet infrastructure requirements could have a material adverse effect on the Company's business; the Company's projects now or in the future may be adversely affected by risks outside the control of the Company; the Company is subject to various risks associated with climate change; other factors discussed under "*Risk and Uncertainties*".

Although the Company has attempted to identify important factors that could cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events, conditions, results, performance or achievements to differ from those anticipated, estimated or intended.

The Company cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking statements contained herein. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking statements.

Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.