

**GREEN RIVER GOLD CORP.**  
**Management Discussion and Analysis of**  
**Financial Condition and Result of Operations**  
**For the Year Ended September 30, 2022 and 2021**

**GREEN RIVER GOLD CORP.**

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*(Expressed in Canadian dollars)*

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## **GREEN RIVER GOLD CORP.**

### **Management Discussion & Analysis of Financial Condition And Results of Operations**

**Form 51-102F For the Year Ended September 30, 2022 and 2021**

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#### **INTRODUCTION**

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") of Green River Gold Corp. ("Green River," the "Company") should be read in conjunction with the consolidated financial statements for the years ended September 30, 2022 and 2021 (the "Financial Statements") and the related notes. The accompanying consolidated financial statements have been prepared by management and are in accordance with International Financial Reporting Standards ("IFRS") and all amounts are expressed in Canadian dollars unless otherwise noted. Other information contained in this document has also been prepared by management and is consistent with the data contained in the consolidated Financial Statements. In this discussion and analysis, unless the context otherwise dictates, a reference to the Company refers to Green River Gold Corp. Additional information relating to the Company is available for viewing under the Company's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com).

This discussion and analysis contains forward-looking statements. Please refer to the cautionary language on page 19.

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#### **DATE OF REPORT**

This MD&A is prepared as of January 31, 2023. All amounts in the financial statements and this MD&A are expressed in Canadian dollars unless otherwise indicated.

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#### **OVERVIEW**

Green River Gold Corp. was incorporated on June 5, 2006 under the Canada Business Corporations Act as Minerva Minerals Limited and commenced trading on August 13, 2007. On June 25, 2013, the Company received approval to change its name from Minerva Minerals Limited to Greywacke Exploration Ltd. On August 25, 2017, the Company's shareholders approved a name change to Green River Gold Corp. The Company began trading under the new name and ticker symbol CCR on September 8, 2017. The shares of the Company are listed on the Canadian Stock Exchange ("the CSE").

On May 17, 2017, new management and directors took over operations with the intent to focus on gold mining opportunities in the Cariboo Mining District of British Columbia. The Company is in the business of location, acquisition, exploration, and development of mineral claims as well as placer mining claims. The exploration and development of hard rock mineral claims is a process that is measured in years rather than months. Conversely, placer gold mining claims can typically be permitted within as little as a few months and can be placed into production with relatively low capital investment compared to even the smallest of hard rock mining properties. The Company may generate short term income from renting its placer mining claims while continuing to explore and evaluate longer term mineral prospects.

Green River Gold Corp.'s primary focus has remained exploration of its mineral properties. Recent developments with respect to the Quesnel Nickel project have rapidly sharpened that focus. The Company has been gradually reducing its exposure to some of its other activities, starting with liquidating its existing inventory of large equipment and exiting the gold buying business, as described below. Exploration of the company's Quesnel Nickel Project and Fontaine Gold Project is going to require the majority of Management's attention for the foreseeable future.

The company was previously involved in providing products and services to the placer mining industry, including selling and renting mining supplies and equipment, renting placer claims, and providing permitting and consulting services. The Company completed its exit from the retail business with the sale of its remaining retail inventory for \$75,000 on September 30, 2022.

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#### **OVERVIEW (continued)**

In September 2020, the Company announced that it was forming a Limited Partnership, the Green River Gold Trading Limited Partnership ("LP"), which was established to purchase raw placer gold from miners and sell it to refineries and other markets. Green River Gold Corp. was originally intending to serve as the General Partner of the LP but upon further review of the costs, complexity, and risk of serving as the General Partner, the Company resigned as General Partner of the LP on March 5, 2021 and invested \$30,000 in Limited Partnership Units in March 2021. On January 28, 2022, the Company sold the LP units to a related company for \$30,000 and exited the gold buying business entirely.

In the year ended September 30, 2022, the Company took significant strides toward achieving its goals with increased exploration on its 10,700 hectares of mineral claims and a particular focus on the Quesnel Nickel Project. The Company completed an additional section of its UAV-MAG survey, extending the magnetic anomaly known as Deep Purple to a length of over 14 kilometers. A drill program followed, and all drill core was transported regularly to the Company's facility in Quesnel and scanned with an XRF analyzer which indicated the presence of anomalous amounts of nickel and chromium beginning at the surface of the bedrock in every hole drilled. Assay results confirmed the XRF results as well as indicating a high percentage of magnesium content. The drilling also confirmed the presence of a significant zone of talc which had been studied extensively in the 1980's with the idea of developing a talc mine. The Company continues to expand its drilling program, with a primary focus on nickel.

On July 15, 2020, the Company leased space in a building on Highway 97 North in the North end of Quesnel, BC. The space is leased from a related company which shares the building. The related company provides services and manufactures equipment and materials for the mining industry. The shared facility provides great visibility with large signage right on the main highway through the Cariboo mining district. The building sits on a two-acre lot and is approximately 6,000 square feet with an additional 3,000 square feet of office space upstairs. The building includes a large shop area which is ideal for servicing and building mining equipment and a smaller shop area which is used for analyzing and storing drill core. The Company's mine management and geologists have ample office space from which to coordinate exploration activities and the large shop and yard provide storage for secure storage for equipment, materials, and drill core.

The building is situated less than a one-hour drive from the Company's core properties, the Quesnel Nickel Project, and the Fontaine Gold Project. It is a similar driving distance to any of Green River's 26 square kilometers of placer mining claims.

Quesnel provides excellent infrastructure for an exploration and/or mining venture. The City serves a population of approximately 23,000 and is located on a main highway and rail line. Quesnel also has an airport and a significant industrial base.

The consolidated financial statements for the year ended September 30, 2022 and 2021 have been prepared in accordance with IFRS applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements.

As mentioned above, the business strategy of the Company is focused on acquiring mineral and placer claims and making investments related to the placer mining industry which can provide potential cash flow in a relatively short time. This will complement the longer-term nature of exploring and developing mineral claims. There is no certainty that suitable properties or investments can be found.

The Company has incurred recurring operating losses since inception. In addition, the cost of compliance with regulatory reporting requirements continues to rise at a rate that is far higher than the rate of inflation. The Company will require additional funds to meet its obligations and maintain its operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

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Management's plans in this regard are to raise equity financing through private or public equity investment to support existing operations and expand its business. There is no assurance that such additional funds will be available to the Company when required or on terms acceptable to the Company. The September 30, 2022 and 2021 consolidated financial statements do not include any adjustments that would be necessary to the carrying amounts and classifications of assets and liabilities that might result from this uncertainty.

**SELECTED FINANCIAL INFORMATION**

The following information has been extracted from the Company's financial statement information for the year ended September 30, 2022 and the two most recently completed financial years:

	September 30 2022	September 30 2021	September 30 2020
Revenue	\$ 190	\$ 28,768	\$ 290,195
Net loss			
in total	\$ (1,329,138)	\$ (1,029,704)	\$ (395,989)
per share*	\$ (0.02)	\$ (0.02)	\$ (0.01)
Total assets	\$ 2,511,546	\$ 1,974,283	\$ 1,688,573
Total long-term financial liabilities	\$ 141,922	\$ 90,959	\$ 142,708
Cash dividends declared per share	\$ nil	\$ nil	\$ nil

\* Fully diluted loss per share amounts have not been calculated as they would be anti-dilutive.

**SUMMARY OF QUARTERLY RESULTS**

The following tables summarize information derived from the Company's financial statements for each of the eight most recently completed fiscal quarters.

	Q4	Q3	Q2	Q1
<u>2022</u>				
(a) Revenue	\$ 133,015	\$ 50,836	\$ 23,530	\$ 83,742
(b) Net income (loss)	\$ (144,632)	\$ (225,744)	\$ (763,711)	\$ (227,437)
(c) Net loss per share (basic & fully diluted)	\$ nil	\$ (0.01)	\$ (0.01)	\$ nil
<u>2021</u>				
(a) Revenue	\$ 199,819	\$ 59,041	\$ 21,696	\$ 24,368
(b) Net income (loss)	\$ (646,612)	\$ (135,757)	\$ (132,338)	\$ (114,997)
(c) Net loss per share (basic & fully diluted)	\$ (0.01)	\$ nil	\$ nil	\$ nil

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#### **RESULT OF OPERATIONS**

##### Year ended September 30, 2022

In the year ending September 30, 2022, the Company continued exploring on what was perhaps the most significant acquisition of the 2021 fiscal year. In the summer of 2021, the Company acquired an additional 38.92 hectares of mineral rights in the middle of its 9018.06 hectare Quesnel Nickel/Fontaine Gold property. The additional claims were acquired for \$21,000 and they are of great strategic importance to the Company. When Green River acquired the bulk of the claims in 2019, the Company was aware of a historical talc occurrence on the property, which had been the subject of a significant amount of work in the 1980's. The Company believed that a portion of the talc potential was on the original property acquisition, it was clear that much of the potential was on the claims that belonged to someone else. In July of 2021, Green River successfully picked up the additional claims and began immediately to plan an exploration program for the talc claims. That program began in earnest with backpack drilling shortly after the September 30, 2021 year end. Early success has encouraged the expansion of the program. The Company encountered anomalous amounts of nickel and chromium along with the expected talc, starting right at the surface. Recently, the Company acquired a drill capable of drilling deeper on the property and is currently engaged in drilling. In addition, the Company completed an extension of the UAV-MAG survey to cover the one area of interest not previously covered. The magnetic anomaly now extends for 14 kilometers.

Every hole drilled on the magnetic anomaly has encountered elevated nickel and chromium grades starting at the surface as indicated by an XRF scanner. Assays were completed on several of the holes and the assays confirmed even higher grades of nickel and chromium as well as magnesium.

During the year ended September 30, 2022, the Company continued to run its retail business which was aimed at the placer miners, and includes small equipment and supplies as well as larger equipment. The Company pays no rent for its official head office location in Edmonton, preferring to keep the headquarters for the mining exploration and development within easy driving distance of the mineral claims. The sideline retail and equipment businesses, as well as the placer mine rental business were designed simply to offset some of the overhead and provide a presence in the community and an opportunity to meet other miners and gain additional knowledge of mining properties in the area. With the exploration success on the Quesnel Nickel Project, as of September 30, 2022, the Company decided to exit the retail business altogether and focus solely on exploration.

The Company has always been primarily an exploration company and that focus will be even more pronounced going forward. At the end of the September 30, 2021 fiscal year, Green River made the decision to exit the large mining equipment business. The margins simply did not justify the amount of capital tied up in the inventory. The Company will continue to market the remaining equipment inventory and attempt to maximize the selling prices, but will not continue to acquire additional equipment inventory for resale.

Green River was focused on its mineral claims throughout fiscal 2022 and did not spend as much time and effort on renting out placer claims for the year. The Company expects to rent more claims each year going forward. That business also provides some cash flow as well as exploration potential, with most of the exploration risk taken on by the renter. The key to the placer rental business is really the change in value of the claim as the renter puts in the infrastructure and explores the claim. The Company may choose to sell some of its placer mining claims.

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#### LIQUIDITY AND CAPITAL RESOURCES

The Company currently finances its activities primarily by the private placement of securities, primarily shares and warrants. There is no assurance that equity funding will be accessible to the Company at the times and in the amounts required to fund the Company's activities. There are many conditions beyond the Company's control which have a direct bearing on the level of investor interest in the purchase of Company securities. The Company has taken on some short-term loans to fund our acquisitions and tries to purchase mining claims with shares and warrants, rather than cash. The Company does not have "standby" credit facilities, or off-balance sheet arrangements and it does not use hedges or other financial derivatives. The Company has no agreements or understandings with any person as to additional financing. The Company has been successful in raising funds by issuing Units consisting of shares and warrants over the past several months.

As at September 30, 2022 the Company had cash of \$226,271 (September 30, 2021 - \$34,794), working capital (deficit) of \$558,060 (September 30, 2021 - \$(46,106)), an accumulated deficit of \$4,086,990 (September 30, 2021 - \$2,777,878), and shareholders' equity of \$1,972,467 (September 30, 2021 - \$847,531). On September 30, 2022 the Company has sufficient working capital to meet its obligations for accounts payable and accrued liabilities.

The Company's long-term debt consists of a vehicle loan, loans with private lenders, and a lease liability with a combined total of \$141,922 (September 30, 2021 - \$90,959) Current liabilities on September 30, 2022 were \$397,157 (September 30, 2021 - \$1,035,793).

#### Cash Flow

*Operating activities:* The Company's cash used in operating activities was \$816,001 in the year ended September 30, 2022 (2021 - \$375,625). The Company experienced a higher loss of \$1,329,138 in the year ended September 30, 2022 (2021 - \$1,029,704) as it increased its level of exploration activity in the current year.

*Financing activities:* The Company's cash generated from financing activities increased significantly to \$1,768,744 (2021 - \$992,239) primarily due to the increased issuance of common shares in 2022. The Company raised gross proceeds from share issuance totaling \$2,485,264 (2021 - \$840,800) in the year ended September 30, 2022.

*Investing activities:* The Company's cash used in investing activities increased to \$761,266 (2021 - \$584,810) as the Company expended \$280,243 (2021 - \$148,220) exploring its mineral properties. The Company also acquired a drill and a snowmobile for \$54,022 (2021 - \$nil) which it will use for exploration and which it may also rent to other miners.

#### Dividends

The Company has neither declared nor paid any dividends on its Common stock. The Company intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common shares in the near term.

#### Financial instruments

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

##### *Credit Risk*

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations.

The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions.

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#### **LIQUIDITY AND CAPITAL RESOURCES *(continued)***

##### *Interest Rate Risk*

The Company's interest rate risk is primarily related to potential interest rate increases on its financial liabilities on maturity. The Company intends to mitigate this risk by paying off the short-term interest-bearing loans on maturity using available current assets and additional share issuance. The long-term debt has a fixed rate for the duration of the loan, at which point it will be completely paid off. The convertible debentures mature in three years, assuming they are not converted prior to that. The Company intends to pay off the face value of the debentures on maturity, unless interest rates make refinancing a more attractive alternative.

##### *Liquidity Risk*

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. On September 30, 2022, the Company had current assets of \$955,217 (September 30, 2021 - \$989,687) and current liabilities of \$397,157 (September 30, 2021 - \$1,035,793). The Company's financial assets and liabilities are all subject to normal trade terms except the amount due from a related party and the loans payable to directors and officers which bear no interest and have no specific terms of repayment. The Company had a current working capital of \$558,060 as of September 30, 2022 (September 30, 2021 - working capital (deficiency) of \$(46,106)).

The Company may, or may not, establish from time-to-time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale, and pattern of its operations would warrant such hedging activities.

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#### **SHARE CAPITAL**

At September 30, 2022 the Company had:

- Authorized capital stock consists of an unlimited number of common shares with no par value.
  - 94,362,541 common shares issued and outstanding (September 30, 2021 – 57,064,749).
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#### **OUTLOOK**

The information below is in addition to the disclosure concerning specific operations included in the Review of Operations section of this MD&A.

##### **General Economic Conditions**

The Company's primary business is exploration for six principal commodities, gold, nickel, silver, talc, chromium and magnesium. The outlook for pricing for those commodities is therefore a primary driver of the Company's ability to raise capital and its likelihood of success in the future.

On September 30, 2022, the Canadian dollar price of gold was \$2,297, having reached all time highs in the range of \$2,550 as recently as the Summer of 2020. The relatively high price of gold in recent years has brought renewed activity in gold exploration in the Cariboo region as well as elsewhere. Since 2019, when Green River began to acquire claims in the Cariboo, significant players in the industry have brought large amounts of capital into the area, looking for new gold resources and in one case, planning to bring a mine into production on the property adjacent to Green River. There has also been a growing interest in placer mining over the past several years. Management believes that the macroeconomic and geopolitical backdrop will be supportive for both gold and silver prices over the next several years, providing strong underpinning for our exploration activities and our placer mining related businesses.

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Inflation is rising and central banks will have a difficult time raising rates enough to reduce the inflation rate. There is a strong parallel with the 1970's when inflation got out of control and gold rose from \$35 U.S. to \$800 U.S. over a nine-year period.

The Company is currently focused on exploring for nickel and nickel prices have been very strong. The base market for the metal is provided by its use in stainless steel and industrial products and there is a rapidly growing new use in batteries. The price of nickel was over \$21,000 U.S. per metric ton on September 30, 2022. Battery demand continues to grow faster than new supply can be brought online. This seems to be a pattern that could continue for some time. Chromium and magnesium prices are also relatively high and they both appear to have strong underlying supply/demand fundamentals.

Talc prices appear to be more stable and the market appears to be well-supplied. Green River is in the process of exploring a known talc occurrence that was drilled in the 1980's. It is close to all infrastructure. There are no talc mines West of Timmins Ontario in Canada. Talc is used in a variety of industries including pulp and paper, plastics, and ceramics.

It is anticipated that Green River Gold Corp. will continue to explore for all of the six commodities over the next several years, raising money from the capital markets as needed.

**Capital and Exploration Expenditures**

The Company acquires, explores, and develops mineral and placer claims in the Province of British Columbia. The Company began to acquire claims in August 2019 and has been active in seeking and making acquisitions during the past fiscal year. The Company has acquired placer claims along well known past producing creeks and rivers and is engaged in renting its placer claims to placer miners. In 2021, the focus shifted to the mineral claims.

	Fontaine		Kymar Silver	
	Mineral Claims	Placer Claims	Claims	Total Claims
Cost balance at				
September 30, 2019	\$ 142,968	\$ 127,420	\$ -	\$ 270,388
Acquisitions during the year				
ended September 30, 2020	1,261	145,367	-	146,628
Costs capitalized in the year				
ended September 30, 2020	101,409	8,679	-	110,088
Cost balance at				
September 30, 2020	245,638	281,466	-	527,104
Acquisitions during the year				
ended September 30, 2021	21,000	75,000	14,684	110,684
Costs capitalized in the year				
ended September 30, 2021	241,544	-	-	241,544
Cost balance at				
September 30, 2021	508,182	356,466	14,684	879,332
Acquisitions during the year ended				
September 30, 2022	-	-	500	500
Costs capitalized during the year ended				
September 30, 2022	495,162	6,217	13,623	515,002
Cost balance at				
September 30, 2022	\$ 1,003,344	\$ 362,683	\$ 28,807	\$ 1,394,834

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#### **OUTLOOK (continued)**

##### Placer Claims

On November 4, 2020, the Company acquired an additional 194.66 hectares of placer claims on Sovereign Creek and the Quesnel River for \$75,000. During the three months ended December 31, 2020, the Company spent an additional \$22,495 for planning and exploration activity. The \$22,495 was paid to a related company, 1070923 B.C. Ltd. for contracted labour.

Several hardrock and placer Minfiles are recognized at the properties, ranging from showing, developed prospects, and past producers and encompass at least four placer gold producing creeks. The total cash, share, and warrant consideration paid for the Fontaine Mineral and placer claims was \$260,888.

In the year ended September 30, 2022, the Company expended \$6,217 for assessment work on certain placer claims.

##### Fontaine Mineral Claims

On July 22, 2021, the Company issued 350,000 shares at a deemed price of \$0.06 per share for a total of \$21,000 to acquire an additional 38.92 hectares of mineral rights contiguous to the Fontaine Gold and Quesnel Nickel Projects.

During the year ended September 30, 2021, the Company spent an additional \$96,008 for contracted labour for planning and exploration activities related to its Fontaine mineral claims. This amount was paid to a related company, 1070923 B.C. Ltd.

In the year ending September 30, 2021, the Company spent \$138,978 for a UAV MAG survey and related consulting of the Fontaine Lode Gold project and Quesnel nickel talc project.

During the prior year, the Company paid \$16,963 to subdivide the Quesnel Nickel claim from the Fontaine Lode Gold project and to advance the exploration date for the claims.

During the year ended September 30, 2022, the Company spent \$495,162 exploring the Quesnel nickel talc project primarily drilling.

##### Kymar Silver Claims

In early February 2021, the Company staked the Kymar Silver Project for a total cost of \$2,124. the Kymar project consists of 1214 hectares of mineral claims approximately 28 km west of Invermere BC.

On August 10, 2021, the Company staked an additional 82.39 hectares of mineral rights contiguous to the Kymar Silver Project for a cost of \$144.

On August 30, 2021, the Company issued 200,000 shares at a deemed price of \$0.06 per share for a total of \$12,000 to acquire an additional 144.16 hectares of mineral rights contiguous to the Kymar Silver Project. The vendor will retain a 2% net smelter royalty on the property.

On August 31, 2021, the Company paid \$416 to bring the Hot Punch properties into good standing so they could be acquired.

On November 5, 2021, the Company acquired an additional 185.327 hectares of mineral rights contiguous to the Kymar Silver Project for \$500. The vendor will retain a 2% net smelter royalty on the property.

During the year ended September 30, 2022, the Company spent \$13,623 exploring the Kymar Silver Project, gathering samples via helicopter access to old mine workings.

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#### **OFF-BALANCE SHEET ARRANGEMENTS**

During the year ended September 30, 2022, the Company was not a party to any off-balance-sheet arrangements that have, or are reasonably likely to have, a material current or future effect on the results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources of the Company.

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#### RIGHT OF USE ASSET AND LEASE LIABILITY

The Company leases its office and retail space from a related party, 1070923 B.C. Ltd. The lease agreement was entered into on July 15, 2020 when 1070923 B.C. Ltd. and Green River Gold Corp. both moved into new premises at 3650 Highway 97 North in Quesnel, BC. The lease payments are \$2,500 per month plus GST and the lease term is from July 15, 2020 to December 31, 2022. The lease has been accounted for in accordance with IFRS-16 with the recognition of a Right of Use Asset on the balance sheet as well as a corresponding Lease Liability. The weighted average incremental borrowing rate used in the calculation of the Lease Liability is 6.54%.

A summary of lease related transactions for the year ended September 30, 2022 is as follows:

Amount capitalized as Right of Use Asset	\$	67,771
Less: Depreciation		<u>(5,744)</u>
Right of Use Asset as at September 30, 2020		62,027
Less: Depreciation		<u>(27,568)</u>
Right of Use Asset as at September 30, 2021		34,459
Less: Depreciation		<u>(27,567)</u>
Right of Use Asset as at September 30, 2022	\$	<u>6,892</u>
Original amount recognized as Lease liability	\$	67,771
Accretion recorded on Lease liability		1,087
Payments made on the Lease		<u>(6,250)</u>
Lease liability as at September 30, 2020		62,608
Accretion recorded on Lease liability		3,304
Payments made on the Lease		<u>(30,000)</u>
Lease liability as at September 30, 2021		35,912
Accretion recorded on Lease liability		1,505
Payments made on the Lease		<u>(30,000)</u>
Lease liability as at September 30, 2022	\$	<u>7,417</u>

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#### ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities of the Company are principally comprised of amounts outstanding for trade purchases relating to exploration activities and amounts payable for operating and financing activities. The usual credit period taken for trade purchases is between 30 to 90 days.

The following is an aged analysis of the trade and other payables:

	<b>September 30 2022</b>	September 30 2021
Less than 3 months	<b>\$ 196,237</b>	\$ 126,780
Greater than 3 months	<b>1,848</b>	<u>157,803</u>
Total trade and other payables	<b>\$ 198,085</b>	<b>\$ 284,583</b>

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#### CONTRACTUAL OBLIGATIONS

The Company's retail and office location in Quesnel, BC is rented from 1070923 B.C. Ltd., a related party, for \$2,500 per month plus GST until December 31, 2022. The required lease payments over the remainder of the term of the lease are \$7,500. Beginning January 1, 2023, the lease switched to a month to month lease.

The Company is required to meet certain spending commitments to keep its placer and mineral claims in good standing. All the Company's mineral and placer claims were renewed prior to December 31, 2021 and are in good standing well into calendar 2022 or longer.

The minimum required annual exploration and development expenditures to keep the properties in good standing over the next five years are as follows:

	Mineral Claims	Placer Claims	Total
2023	\$ 2,957	\$ -	\$ 2,957
2024	5,913	29,998	35,911
2025	155,593	41,286	196,879
2026	199,945	41,286	241,231
2027	210,329	44,847	255,176
	<u>\$ 574,737</u>	<u>\$ 157,417</u>	<u>\$ 732,154</u>

Exploration and development work done by miners renting our placer claims will count toward the obligation on the placer claims.

Mining and testing activities are subject to environmental regulation (including regular environmental impact assessments and permitting) in each of the jurisdictions in which potential mineral properties are located. Such regulations cover a wide variety of matters including, without limitation, prevention of waste, pollution, and protection of the environment, labour relations, and worker safety. The Company may also be subject under such regulations for clean-up costs and liability for toxic or hazardous substances which may exist on or under any of its properties or which may be produced by its operations. It is likely that environmental legislation and permitting will evolve in a manner which will require stricter standards and enforcement. This may include increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a higher degree of responsibility for companies, their directors, and employees.

The Company has not determined and is not aware whether any provision for such costs is required and is unable to determine the impact on its financial position, if any, of environmental laws and regulations that may be enacted in the future due to the uncertainty surrounding the form that these laws and regulations may take.

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#### CHANGES IN ACCOUNTING STANDARDS

There are no standards that have been issued but are not yet effective that are expected to have any effect on the company in its current state.

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#### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements in conformity with IFRS requires management to make estimates and use judgement regarding the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the period. By their nature, estimates are subject to measurement uncertainty. Accordingly, actual results may differ from the estimated amounts as future confirming events occur. Significant estimates and judgements made by management in the preparation of these consolidated financial statements are as follows:

##### **Exploration and Evaluation Projects**

The Company is required to apply judgement when designating a project as exploration or evaluation or development, including assessments of geological and technical characteristics and other factors related to each project. The Company has no properties near development at this time.

The accounting for exploration and evaluation projects requires management to make judgements as to whether exploratory projects have discovered economically recoverable quantities of gold or other minerals, which requires the quantity and realizable value of such minerals to be estimated. Previous estimates are sometimes revised as new information becomes available. Where it is determined that an exploratory project did not discover economically recoverable gold or other minerals, the impairment is charged as additional depreciation. If gold or other minerals are encountered, but further appraisal activity is required, the exploratory costs remain capitalized as long as sufficient progress is being made in assessing whether the recovery of gold or other minerals is economically viable.

The concept of "sufficient progress" is a judgemental area, and it is possible to have exploratory costs remain capitalized for several years while additional exploratory activities are carried out or the Company seeks government, regulatory or partner approval for development plans. Exploration and Evaluation assets are subject to ongoing technical, commercial and management review to confirm the continued intent to establish the technical feasibility and commercial viability of the discovery. When management is making this assessment, changes to project economics, expected quantities of gold and other minerals, expected production techniques, drilling results, estimated capital expenditures and production costs, results of other operations in the region and access to infrastructure and potential infrastructure expansions are important factors. Where it is determined that an exploratory project is not economically viable, the costs are written off as E&E expense.

##### **Exploration And Evaluation Assets**

The Company is in the exploration stage with respect to its investment in mineral properties. The Company capitalizes costs directly related to the acquisition, exploration and evaluation of mineral properties. Such costs include, but are not restricted to, geological, geophysical, drilling, trenching and sampling costs including the support cost and supplies required in relation thereto. These assets are recorded at cost as adjusted for impairments in value. In assessing impairment, exploration and evaluation assets are grouped into Cash Generating Units ("CGU's") on the basis of areas of interest. Management groups mineral claims that are contiguous and specific to an area that encompasses the same prospective minerals into one area of interest and assigns a name to this property. Each named mineral property is considered an area of interest and a CGU.

Exploration and evaluation assets are reviewed for impairment if there is an indication that the carrying amount may not be recoverable. When a review for impairment is conducted, the recoverable amount is assessed by reference to the higher of "value in use" (being the net present value of expected future cash flows of the relevant CGU, or "fair value less costs to sell"). Where there is no binding sale agreement or active market, fair value less costs to sell is based on the best information available to reflect the amount the Company could receive for the assets in an arm's length transaction.

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**CRITICAL ACCOUNTING ESTIMATES (continued)**

The discount rate applied in calculating net present value of expected future cash flows, is based upon pre-tax discount rates that reflect current market assessments of the time value of money and the risks associated with the relevant cash flows, to the extent that such risks are not reflected in the forecasted cash flows.

If the carrying amount of the asset exceeds its recoverable amount, the asset impairment loss is charged to earnings and reduces the carrying amount of the asset. A previously recognized impairment loss is reversed if the recoverable amount increases as a result of a reversal of the conditions that originally precipitated the impairment. This reversal is recognized in profit or loss and is limited to the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized in prior years.

An impairment loss may be reversed in a situation where there is a change in the circumstances that had initially dictated that an impairment had occurred. An example of such a situation might include, but not be limited to, the re-commencement of exploration activity on a mineral property due to a significant change in commodity prices.

Although not an exhaustive list, one or more of the following facts and circumstances indicate that a specific CGU should be tested for impairment:

- The period for which the entity has the right to explore in the specific area has expired during the financial statement period or will expire in the near future and is not expected to be renewed. Substantive expenditure on further exploration for, and evaluation of, mineral resources in the specific area is neither budgeted nor planned.
- Exploration for and evaluation of mineral resources in the specific area has not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.
- Sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or sale.

Where the Company's exploration commitments for a CGU are performed under option agreements with a third party, the proceeds of any option payment under such agreements are applied to the CGU to the extent of costs incurred. The excess, if any, is credited to operations. Option payments made by the Company are recorded as exploration and evaluation assets. Options are exercisable entirely at the discretion of the optionee and accordingly, are recorded as exploration and evaluation assets or recoveries when the payment are made or received. The proceeds on the sale of exploration and evaluation assets are applied to the area of interest to the extent of costs incurred and the excess, if any, is credited to operations. In some circumstances options payments received by or made by the Company are made in whole or in part through the issuance of common shares. The value of these share-based payments is calculated using the closing price of the shares on the date of issue as determined by the public exchange upon which they are listed as this is the most readily determinable value.

When the Company enters the development stage for a CGU, the exploration and evaluation costs are transferred into mine development costs and all subsequent expenditures on the construction, installation or completion of infrastructure net of incidental revenue, is capitalized. Upon commencement of commercial production, all mine development assets for the relevant CGU are transferred to producing mine assets at which point the costs will commence being charged to earnings on a unit-of-production basis.

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#### **CRITICAL ACCOUNTING ESTIMATES *(continued)***

##### **Decommissioning Obligations**

Estimates of asset retirement costs are based on assumptions regarding the methods, timing, economic environment and regulatory standards that are expected to exist at the time assets are retired. Management adjusts estimated amounts periodically as assumptions are updated to incorporate new information. Actual payments to settle the obligations may differ materially from amounts estimated.

##### **Share-Based Payments**

The Company estimates the grant date value of stock options and warrants awarded using the Black-Scholes model. The inputs used to determine the estimated value of the options and warrants are based on assumptions regarding share price volatility, the expected life of the options, expected forfeiture rates and future interest rates. By their nature, these inputs are subject to measurement uncertainty and require management to exercise judgement in determining which assumptions are the most appropriate.

##### **Income Taxes**

Accounting for income taxes is a complex process requiring management to interpret frequently changing laws and regulations and make judgements and estimates related to the application of tax law, the timing of temporary difference reversals and the likelihood of realizing deferred tax assets. All tax filings are subject to subsequent government audits and potential reassessment. These interpretations and judgements, and changes related to them, impact current and deferred tax provisions, the carrying value of deferred income tax assets and liabilities and could have a material impact on earnings.

##### **Valuation Adjustments For Inventory**

Valuation adjustments for inventory are comprised of the impairments or recoveries recorded against inventories. The Company records valuation adjustments for inventory by comparing the inventory cost to its net realizable value. This process requires the use of estimates and assumptions related to future market demand, costs and prices. Such assumptions are reviewed monthly and may have a significant impact on the valuation adjustments for inventory. Net realizable value is assessed on an item by item basis except when they cannot be practically evaluated separately from other items.

##### **Recoverability, Fair Value And Impairment Of Financial Instruments**

Certain financial instruments are recorded in the Company's consolidated statement of financial position that are at, or approximate fair value.

Management uses judgement in determining if the Company's financial assets are impaired, applying the expected credit loss model, where by Management estimates on a forward-looking basis possible default scenarios and establishes a provision matrix. Consolidated financial statement items applicable to this standard are accounts receivable.

The advances due from related parties have no set terms of repayment and observable market date of comparable transactions is not available. Management uses judgement in determining the fair value inputs for measuring the asset.

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#### **RISKS AND UNCERTAINTIES**

The Company faces numerous uncertainties, including the ability to raise enough capital to fund potential property acquisitions and investments and ongoing administrative expenses. The cost of complying with regulatory and reporting requirements has escalated dramatically in recent years. Failure to obtain enough financing may result in the delay or indefinite postponement of property acquisitions or other investments. Exploration and development of gold properties involves a high degree of risk. Few properties that are explored ultimately achieve commercial production and it takes years to develop a mineral property. At present, the company continues to search for properties that may contain alluvial or lode gold in economic quantities. While alluvial (placer) properties have a much shorter path to production, there is no assurance that the Company will be successful in locating and acquiring additional properties. Nor is there any assurance that the Company will be successful in developing or renting out the properties that it has acquired. The successful recovery of gold from alluvial gravel deposits involves significant labour and equipment. Recovery rates and costs can vary within a wide range. The Company's sales and service-related businesses are in their first year of operations and lack an operating history long enough to provide visibility of earnings.

##### **(a) Nature of Mineral Exploration and Mining**

The Company's viability and potential success lie in its ability to discover, develop, and generate revenue out of mineral deposits and other investments. The exploration and development of mineral deposits involves significant financial risks over a significant period, which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of an economic gold deposit may result in substantial rewards, few properties which are explored ultimately achieve commercial production. Major expenses may be required to establish reserves by drilling and digging test pits. It is impossible to ensure that any potential property acquisitions will result in a profitable commercial mining operation.

The operations of the Company, even while testing potential properties, are subject to all the hazards and risks normally incidental to exploration and development of mineral properties. Any of those risks could result in damage to life or property, the environment and possible legal liability. The activities of the Company may be subject to prolonged disruption of activities or scheduled work programs, due to weather conditions, barriers to property access, whether natural (such as floods or road damage) or man-made (such as blockades), depending on the location of operations in which the Company acquires interests. Hazards may be encountered in the drilling and removal of material.

While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure or against which it may elect not to insure. Compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the future earnings and competitive position of the Company and, potentially, its financial position.

Whether a mineral deposit will be commercially viable depends on numerous factors, some of which are the particular attributes of the deposit, such as its size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting and environmental protection. The effect of these factors cannot be accurately predicted, and the combination of these factors may result in the Company not receiving an adequate return on invested capital.

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**RISKS AND UNCERTAINTIES *(continued)***

**(b) Commodity Price Risk**

The price of the common shares of the Company, its financial results, exploration and development activities have been, or may in the future be, adversely affected by declines in the price of gold and/or other metals. Gold and other mineral prices fluctuate widely and are affected by numerous factors beyond the Company's control, such as the sale or purchase of commodities by various central banks, financial institutions, expectations of inflation or deflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, international supply and demand, speculative activities and increased production due to new mine developments, improved mining and production methods and international economic and political trends. The Company's revenues, if any, are expected to be in large part derived from mining and sale of precious metals or interests in properties related thereto. The effect of these factors on the price of precious metals, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

**(c) Competition**

The mineral exploration and mining business is competitive in all its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical, and other resources than the Company, in the search for and acquisition of attractive mineral properties. The ability of the Company to acquire properties in the future will depend on its ability to select and acquire suitable properties or prospects for mineral exploration. There is no assurance that the Company will continue to be able to compete successfully with its competitors in acquiring such properties or prospects.

**(d) Financing Risks**

The Company has limited financial resources and limited current revenues. There is no assurance that additional funding will be available to acquire properties or make alternative investments. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of potential property acquisitions or alternative investments.

**(e) Permits and Licenses**

The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits required to carry out exploration, development and mining operations on any properties it should acquire.

**(f) No Assurance of Titles**

The acquisition of title to mineral projects is a very detailed and time-consuming process. Although the Company will take precautions to ensure that legal title to any property interests is properly recorded in the name of the Company, there can be no assurance that such title will ultimately be secured. Furthermore, there is no assurance that the interest of the Company in any properties it may acquire will not be challenged or impugned. Mineral properties may be subject to claims from aboriginal peoples which may affect exploration activities and costs.

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#### **RISKS AND UNCERTAINTIES *(continued)***

##### **(g) Environmental Regulations**

The operations of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mineral exploration and mining operations, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards and enforcement; fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers, and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

##### **(h) Conflicts of Interest**

The directors and officers of the Company may serve as directors or officers of other public or private resource companies or have significant shareholdings in other public or private resource companies. Situations may arise regarding potential acquisitions and investments where the other interests of these directors and officers may conflict with the interest of the Company. If such a conflict of interest arises at a meeting of the directors of the Company, a director is required by the Business Corporations Act to disclose the conflict of interest and to abstain from voting on the matter.

From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a company will assign all or a portion of its interest in a specific program to another of these companies due to the financial position of the company making the assignment. In determining whether the Company will participate in a specific program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

##### **(i) Political Risk**

All the Company's plans are related to properties and investments located in Canada. Accordingly, the Company is subject to risks normally associated with exploration for and development of mineral properties in Canada. The Company's mineral exploration activities could be affected in varying degrees by any Canadian political instability, aboriginal land claims and government regulation relating to foreign investment and the mining business. Operations may also be affected in varying degrees by terrorism, military conflict or repression, crime, extreme fluctuations in currency rates and high inflation.

##### **(j) Dependence on Key Personnel**

The Company is dependent on a relatively small number of key people, the loss of any of whom could have an adverse effect on its operations.

##### **(k) Interest Rate Risk**

The Company invests cash surplus to its operational needs in investment-grade short term deposits certificates issued by the bank where it keeps its Canadian bank accounts. The Company periodically assesses the quality of its investments with this bank and is satisfied with the credit rating of the bank and the investment grade of its short-term deposits

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#### **RISKS AND UNCERTAINTIES *(continued)***

##### **(l) Liquidity Risk**

The Company's approach to managing liquidity risk is to ensure that it will have enough liquidity to meet its liabilities when due. On September 30, 2022, the Company had current assets of \$955,217 (September 30, 2021 - \$989,687) and current liabilities of \$397,157 (September 30, 2021 - \$1,035,793). All of the Company's financial liabilities and receivables are subject to normal trade terms except the amount due from a related party and the loans payable to directors and officers which bear no interest and have no specific terms of repayment. The Company had current working capital of \$558,060 as of September 30, 2022 (September 30, 2021 working capital (deficit) of \$(46,106)).

##### **(m) Acquisition**

The Company uses its best judgment to acquire mining properties for exploration and development. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions and development, or integrate such opportunity and their personnel with the Company. The Company cannot assure that it can complete any acquisition that it pursues or is currently pursuing, on favourable terms, or that any acquisition completed will ultimately benefit the Company.

##### **(n) Internal Control Over Financial Reporting**

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

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#### **RELATED PARTY TRANSACTIONS**

The Company's proposed business raises potential conflicts of interests between certain of the officers and directors and the company. Certain of the directors are directors of other mineral resource companies and, to the extent that such other companies may participate in ventures in which we may participate, the directors may have a conflict of interest in negotiating and concluding terms regarding the extent of such participation. When such a conflict of interest arises at a meeting of the directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, involvement in a greater number of programs and reduction of the financial exposure with respect to any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment.

In determining whether the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the company has no other procedures or mechanisms to deal with conflicts of interest. The Company is not aware of the existence of any conflict of interest as described herein.

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#### **RELATED PARTY TRANSACTIONS (continued)**

The Company paid \$170,409 (2021 - \$165,376) to 1070923 B.C. Ltd. for contract labour provided by 1070923 B.C. Ltd. employees during the year ended September 30, 2022. The services provided consisted of mining consulting, mining labour and research and report preparation as well as administration and retail management. Of this amount, \$128,954 (2021 - \$96,007) was capitalized as Exploration and Evaluation assets, while the remainder of \$42,455 (2021 - \$69,369) is included as Contract Labour on the Statement of Loss.

The Company paid \$30,000 (2021 - \$30,000) plus GST for rent to sublet a portion of the new building on Highway 97 North in Quesnel, B.C. for the year ended September 30, 2022. The Company has entered into an agreement with 1070923 B.C. Ltd. to sublet that space for \$2,500 per month plus GST until December 31, 2022.

On October 1, 2020, management contracts were entered into with the Company's Chief Executive Officer and Chief Financial Officer. The Chief Executive Officer will be paid \$7,000 per month and the Chief Financial Officer will be paid \$3,000 per month for providing management services. The combined total paid for the year ended September 30, 2022 to the two officers was \$120,000 (2021 - \$150,000). Beginning on January 1, 2022, a management contract was signed with 1070923 B.C. Ltd. for the provision of management and consulting services. 1070923 B.C. Ltd. will receive \$15,000 per month for its services. Perry Little and Shawn Stockdale are common directors of Green River Gold Corp. and 1070923 B.C. Ltd.

The Company issued 7,100,000 stock options on January 31, 2022. Of this amount, 3,500,000 options were granted to the Company's directors.

On January 28, 2022, the Company sold its interest in the Green River Gold Trading Limited Partnership to 2324532 Alberta Ltd., a company controlled by Perry Little and Shawn Stockdale for \$30,000. The sale resulted in a gain of \$53,974 to Green River Gold Corp.

On September 30, 2022, the Company exited the retail business with the sale of its remaining retail inventory for \$75,000 to Gold Rush Supplies Inc.

During the year ended September 30, 2022, the Company paid \$16,947 (2021 - \$nil) to 1070923 B.C. Ltd. for work done to construct exploration equipment. That amount is included in fixed assets as exploration equipment. During the year, the Company also paid \$95,305 (2021 - \$nil) for drilling and exploration services provided by 1070923 B.C. Ltd. the amount is included in exploration and evaluation assets.

During the year ended September 30, 2022, the Company paid \$11,000 plus GST to 1960146 Alberta Ltd. for truck rental. The amount is included in exploration and evaluation assets.

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#### **FORWARD-LOOKING STATEMENTS**

This management discussion and analysis ("MD&A") contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital and the estimated cost and availability of funding for the continued exploration and development of the Company's exploration properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

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**APPROVAL**

The Board of Directors of Green River Gold Corp. has approved the disclosure contained in this management discussion and analysis and is effective as of January 31, 2023.

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