



(Formerly Satori Resources Inc.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Years ended December 31, 2023 and 2022

INTRODUCTION

Canadian Gold Corp., formerly known as Satori Resources Inc., (“Canadian Gold” or the “Company”) was incorporated on October 24, 2011 under the Business Corporations Act (British Columbia). This Management’s Discussion and Analysis (“MD&A”) is dated April 26, 2024 and provides relevant information on the operation and financial condition of Canadian Gold, for the years ended December 31, 2023 and 2022. The MD&A should be read in conjunction with the Company’s consolidated financial statements and notes thereto for the years ended December 31, 2023 and 2022, which have been prepared according to International Financial Reporting Standards (IFRS) and can be found under the Company’s profile on SEDAR at www.sedar.com.

All currency amounts in the MD&A and in the consolidated financial statements are expressed in Canadian dollars unless otherwise stated.

Canadian Gold is a junior mining exploration company and a reporting issuer in each of the Provinces of Ontario, British Columbia and Alberta. Its head and principal office is located at Suite 2702, 401 Bay Street, Toronto, Ontario. The common shares of the Company are listed on the TSX Venture Exchange under the symbol “CGC”. Canadian Gold’s property of merit is the Tartan Lake Gold Mine Project located near Flin Flon, Manitoba (“Tartan Lake” or the “Project”). In the third quarter of 2020, Canadian Gold approved the formation of an Advisory Committee and appointed a key technical person having prior experience at the Project, as its first and lead member. Canadian Gold is also in the process of evaluating new opportunities in the mining sector.

The current mineral resource estimate for the Tartan Lake Project is disclosed in the report titled “Satori Resources Tartan Lake Project Technical Report, Manitoba, Canada April 2017” dated April 5, 2017. The report, issued by Mining Plus Canada Consulting Ltd., is available on SEDAR as well as on the Company’s website for reference. Allan Armitage, Ph.D., P. Geol, of GeoVector Management Inc., is the independent qualified person, as defined by National Instrument 43-101 (“NI 43-101”) of the Canadian Securities Administrators. Dr. Armitage is a resident of Fredericton, New Brunswick and a Professional Geologist registered with the Association of Professional Engineers, Geologists and Geophysicists of Alberta.

NATURE OF OPERATIONS

The Company’s activities are currently directed towards exploration and development of a mineral property near Flin Flon in the Province of Manitoba, Canada. Canadian Gold’s principal project is the Tartan Lake Gold Mine Project, a mineral property which hosts a past-producing underground mine.

CORPORATE UPDATES

Concurrent with the acquisition of Apollo, the Company appointed Ian Ball as Interim President and CEO. From October 18, 2023, to April 5, 2024, Ed Huebert served as Canadian Gold’s President and CEO. On April 9, 2024, the Company announced the appointment of a new President and Chief Executive Officer, Michael Swistun, who has held significant senior executive roles in Canadian businesses, including acting as the key advisor to the prior Premier of Manitoba.

On April 24, 2023, the Company completed the acquisition of Apollo Exploration Inc. (“Apollo”), a private company wholly owned by Mr. Rob McEwen, in consideration for the issuance of 60,000,000 common shares of the Company. Apollo, now a wholly owned subsidiary of the Company, holds interests in key exploration projects in the vicinity of Canada’s largest gold mines and development projects. Provided only that Mr. Rob McEwen holds not less than a 20% interest in the Company (i) the Company shall not sell or otherwise dispose of any interest in a royalty or metals streaming financing offered by a bona fide third party, without first offering same to Mr. Rob McEwen; and (ii) with the exception of a rights offering, Mr. Rob McEwen shall have the right, and not an obligation, to participate in equity financings in order to maintain his pro rata interest in the Company. Rob McEwen holds a 36.4% interest in the Company as of the date of these consolidated financial statements.

Canadian Gold received its Exploration Permit for the Tartan Lake Project, valid for a three-year period (2024) and allowing for 155,000 metres of drilling. Following on the 2021 drilling, the Company completed

its spring 2022 drilling campaign, where 2,900 metres had been drilled, and a fall 2022 program where three holes were drilled (981 metres) at the Tartan Lake Project.

In 2023 the Company concentrated its exploration efforts at the Tartan Mine focusing on two key target areas: (i) the Main Zone; and (ii) the Hanging Wall Zone, an adjacent zone within 10 metres of the Main Zone. The overall objective for the Company was to demonstrate continuity of the mineralization at depth, increase the size of the extent of high-grade mineralization for a future updated resource estimate, and increase the ounces per vertical metre of the deposit. During 2023, the Company drilled 4,362 metres completing its Phase 1 drilling in September 2023 and commencing its Phase 2 drilling campaign in November 2023. Drilling at the Main Zone and Hanging Wall Zone, which targeted resource growth at depth, returned a highlight hole of 12.0 gpt gold over 8.0 metres, inside the widest and deepest intersection in Tartan Mine history, namely, 4.2 gpt gold over 53.7 metres. The Phase 2 drilling started in November 2023 with 3 holes having been completed prior to 2024. Highlights from the phase 2 program from results received to date include 2.7 gpt gold over 25 metres including 12.7 gpt gold over 3.2 metres at Main Zone. The 2023 drilling has now increased the vertical extent of the high-grade gold mineralization at the Main Zone by 415 metres below the resource estimate representing an increase of 72% (from the time of the resource). The Company plans to focus drilling and analyses on specific areas within: (i) the South Zone which remains open with untested targets below 250 metres; (ii) the Main Zone and Hanging Wall Zone; and (iii) a potential Volcanogenic Massive Sulfide (VMS) anomaly situated 850 metres to the Northeast of the Tartan Mine.

MINERAL PROPERTIES

Tartan Lake is owned 100% by the Company and is subject to a 2% net smelter return royalty ("NSR"). The Company has the right to buy-down the NSR at any time for \$1 million per each 1%.

Apollo, now a wholly owned subsidiary of the Company, holds interests in key exploration projects in the vicinity of Canada's largest gold mines and development projects, namely: (i) the Malartic South Project located near the Canadian Malartic Mine in Quebec; (ii) the HEES Project located near Barrick Gold's Hemlo Mine in Ontario; and (iii) and the Hammond Reef North & South Projects located due south of Agnico Eagle's Hammond Reef Gold Project in Ontario.

During the year ended December 31, 2023, the Company incurred a total of 2,859,100 of exploration expenditures (year ended December 31, 2022 – \$1,787,036). Included in the 2023 total is \$894,141 related to exploration properties acquired in the Apollo acquisition.

Tartan Lake Gold Mine Project, Flin Flon, Manitoba - 100% Interest

Overview and Project History

The Tartan Lake Gold Mine Project is located 12 kilometres ("km") directly northeast of the town of Flin Flon, Manitoba, Canada. The Project is approximately 2,670 hectares in area and consists of 20 mineral claims. Tartan Lake is road accessible from Flin Flon by means of all-season gravel road which turns north from paved Highway 10 over a total distance of approximately 29 km. The town of Flin Flon has all the services to support mineral exploration and mining and is accessed by highway, railroad, and regularly scheduled air service. Tartan Lake is serviced by grid electricity.

The Tartan Lake Gold Mine Project was operated by Granges from 1987-1989 with approximately 47,000 ounces of gold recovered. The operation consisted of a 450 tonne per day gold processing facility with related infrastructure, a vent raise to surface, and a decline ramp providing access to six Levels accessing the Main and South Zones to a vertical depth of 315 m. In 1989, the process facility ceased operations due to low gold prices and a significant mechanical failure and was placed into care and maintenance, while the ramp and underground workings were allowed to flood. The electricity grid power connection and on-site heating remain operational.

Project Geology

The Tartan Lake Gold Mine Project is located within the Flin Flon greenstone belt ("FFGB"). The FFGB belt is a collection of tectonic assemblages that was assembled early in the evolution of the Paleoproterozoic Trans-Hudson Orogen. The portions of the belt exposed on or near surface are approximately 250 easterly

by 75 northerly km. The FFGB has undergone four major phases of deformation. These have contributed to the development of the major structures that host the gold mineralization at Tartan Lake. Sub-greenschist facies metamorphism is present in the southern of the property increasing to amphibolite facies to the north near the Kiskeynew domain.

The Tartan Lake shear zone complex is a strong east-west trending zone, which contains the Tartan Lake gold deposits. Near the mine, the main shear zone forms the contact between the footwall gabbro/diorite intrusive to the south and the hanging wall Amisk Group rocks to the north. The shear zone is 30 to 50 m wide, steeply dips to the north and trends to the west. Gold mineralization at Tartan Lake Mine is hosting within multiple sub-parallel, anastomosing quartz carbonate mesothermal veins hosted within steeply dipping east-west shear zones with a trend and plunge about 70° to the northwest.

The gold mineralization is dominated by free gold with various associated sulphide minerals. The highest gold grades were associated with pyrite and chalcopyrite. Historically, much of the gold reported to the gravity circuit with the remaining recoverable gold extracted from the gravity tails through flotation/cyanidation.

Mineral Resource Estimate

On February 23, 2017, the Company announced a resource estimate for its 100% owned Tartan Lake Gold Mine Project.

The mineral resources were estimated by Mining Plus Canada Consulting Ltd. ("Mining Plus") in accordance with NI 43-101 and as set out in the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards for Mineral Resources and Mineral Reserves (2014). Allan Armitage, Ph.D., P. Geol, of GeoVector Management Inc., is the independent qualified person, as defined by National Instrument 43-101 ("NI 43-101") of the Canadian Securities Administrators, for the resource estimate. Dr. Armitage is a resident of Fredericton, New Brunswick and a Professional Geologist registered with the Association of Professional Engineers, Geologists and Geophysicists of Alberta.

The mineral resource estimate is summarized in Table 1 at a range of cut-off grades.

Table 1: 2017 Mineral Resource Statement, Tartan Lake Gold Mine Project

Cut-off Grade	Tonnes	Grade (g/t Au)	Au Ounces
Indicated Resources			
0.0 g/t	4,720,000	2.42	367,000
2.0 g/t	1,820,000	4.97	290,000
3.0 g/t	1,180,000	6.32	240,000
4.0 g/t	830,000	7.55	201,000
Inferred Resources			
0.0 g/t	1,210,000	1.92	75,000
2.0 g/t	450,000	3.74	54,000
3.0 g/t	240,000	4.89	38,000
4.0 g/t	140,000	5.93	27,000
Notes:			
1. CIM Definitions Standards (2014) were followed for mineral resource estimation.			
2. The Qualified Person is Allan Armitage, Ph.D., P. Geol, of GeoVector Management Inc.			
3. All figures are rounded to reflect the relative accuracy of the estimate			
4. Mineral resources are not mineral reserves and do not have demonstrated economic viability			
5. The estimate of mineral reserves may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues			
6. Effective date of the mineral resource estimate is February 20, 2017			

RESULTS OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2023

Overview

For the year ended December 31, 2023, Canadian Gold reported a net loss of \$3,295,446 (2022 - \$2,252,941).

Revenues

Canadian Gold is in the exploration and development stage and has no revenue from mining operations.

Expense Summary

A summary of the activity for the years ended December 31, 2023 and 2022 is as follows:

	2023	(Restated) 2022
Exploration and evaluation expenses	\$ 2,859,100	\$ 1,787,036
Management fees	186,125	189,000
Directors fees	102,227	80,000
Investor relations, advertising, and promotion	99,382	219,793
Filing and transfer agent fees	66,494	35,359
Professional fees	54,636	47,325
Insurance	40,557	35,741
Salaries, wages and benefits	34,948	29,688
Consulting fees	22,914	18,336
Accretion	22,826	22,373
Office and miscellaneous	21,039	10,414
Amortization	7,691	---
Travel	5,354	10,329
Legal and paralegal	4,186	2,280
Stock-based compensation	3,335	86,342
	\$ 3,530,814	\$ 2,574,016

Management fees were consistent year-over-year, in spite of changes to senior management. Professional fees increased, in part, due to an increase in audit fees. Investor relations, advertising and promotion expenses decreased in 2023. During 2022, Management increased investor relations and media activities in order to present the Company's newly advancing story to a wider audience.

Stock-based compensation is non-cash in nature and is generally a function of the number of options granted and their terms. Expensing occurs upon vesting. On April 22, 2022, the Company granted 825,000 stock options to directors, officers and consultants. The stock options have a life of five years, carry an exercise price of \$0.15, and 525,000 vest immediately. For the remaining 300,000, one-third vests immediately and one-third vests on each of the 6-month and 12-month anniversary of the grant. The value ascribed to this issue was \$89,678 using the Black-Scholes option pricing model. The Company recognized stock-based compensation expense of \$86,342 during the year ended December 31, 2022 in relation to the vesting of these options. The balance was expensed over the balance of the vesting period in 2023.

Exploration Activities and Expenditures

A summary of exploration activity for the years ended December 31, 2023 and 2022 is as follows:

	<u>Tartan Lake</u>	<u>Apollo Properties</u>	<u>Total</u>
At December 31, 2021	\$ 4,460,620	\$ ---	\$4,460,620
Additions	1,787,036	---	1,787,036
At December 31, 2022	6,247,656	\$ ---	\$6,247,656
Acquisition	---	894,141	894,141
Additions	1,931,011	33,948	1,964,959
At December 31, 2023	\$ 8,178,667	\$ 928,089	\$9,106,756

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2023, the Company had \$2,185,160 in cash (December 31, 2022 - \$910,075) and working capital of \$1,840,900 (2022 - working capital of \$674,001).

The Company is a junior resource exploration and development corporation and, accordingly, it does not have the ability to generate sufficient amounts of cash from earnings or asset sales to pay for its operating costs, even in the short term. The Company budgets exploration, development and administrative expenses prudently and closely monitors monthly expenditures, investments and cash resources.

The activities of the Company, principally the exploration and development of mineral properties, are therefore generally financed through the sale of equity securities. These equity offerings generally take the form of private placements but may also include the exercise of warrants and options. The Company's ability to raise capital and the timing of such events will depend on the liquidity of the financial markets as well as the willingness of investors to finance resource-based junior companies.

LONG TERM OBLIGATIONS

The Company has no long-term debt obligations other than its Site Restoration Obligation ("SRO"). The Company accounts for obligations associated with the retirement of tangible long-lived assets by recording them as liabilities when those obligations are incurred, with the amount of the liability initially measured at the discounted (present) fair value of the obligation. Since the SRO is initially recorded at present value, an accretion expense is recorded on the statement of operations with a corresponding increase to the liability every quarter until the estimated time at which the obligation will occur. These obligations are capitalized in the accounts of the related long-lived assets and are amortized over the useful lives of the related assets. It is possible that the Company's estimate of its ultimate SRO could change as a result of changes in regulations, the extent of environmental remediation required and the means of reclamation or cost estimates. Changes in estimates are accounted for prospectively from the period these estimates are revised.

Canadian Gold's site restoration provision of \$1,152,814 (December 31, 2022 - \$1,129,988) is based on management's best estimate of costs to abandon and reclaim mineral properties and facilities as well as an estimate of the future timing of the costs to be incurred.

Canadian Gold's asset retirement obligation was determined based on an undiscounted future liability of approximately \$1,248,820 adjusted for estimated inflation of 1.88% and discounted at 2.02%, with reclamation occurring in 2027. During the year ended December 31, 2023, accretion expense of \$22,826 (year ended December 31, 2022 - \$22,373) was recorded.

SUMMARY OF QUARTERLY RESULTS

Following is a summary (in dollars) of selected financial data for the Company's last eight completed quarters:

	Dec. 31 2023	Sep. 30 2023	Jun. 30 2023	Mar. 31 2023	Dec. 31 2022	Sep. 30 2022	Jun. 30 2022	Mar. 31 2022
Net Loss	1,722,723	725,303	660,059	187,361	238,303	420,296	794,547	799,795
Loss per Share	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)

The Company's level of activity and expenditures during a specific quarter are influenced by the availability of working capital, the availability of additional external financing, the time required to gather, analyze and report on geological data related to mineral properties, the results of the Company's prior exploration activities on its properties and the amount of expenditures required to advance its projects.

See Results of Operations (above) for more information.

CAPITAL STOCK INFORMATION

Authorized

The Company is authorized to issue an unlimited number of common shares without nominal or par value. The holders of the common shares of the Company are entitled to vote at all shareholder meetings and to receive such dividend as the Board of Directors of the Company in its discretion shall declare.

Issued and Outstanding

As of December 31, 2023, the Company had 174,211,879 (December 31, 2022 – 99,365,818) outstanding common shares.

On April 24, 2023, the Company completed the acquisition of Apollo and issued 60,000,000 common shares of the Company.

In November 2023, the Company closed all tranches of its private placement offering for aggregate gross proceeds of \$2,515,750. The Company issued 8,289,250 Flow Through Shares at a price of \$0.205 per Flow Through Share (\$1,699,296) and 5,831,812 Units at a price of \$0.14 per Unit (\$816,454). Each Unit enables the subscriber to acquire one additional common share for a price of \$0.215 for 18 months from closing.

On March 30, 2023, 100,000 options with an exercise price of \$0.15 per share were exercised. In November 2023 a total of 625,000 options with an average exercise price of \$0.06 per share were exercised.

Incentive Stock Options

In January 2022, 300,000 options expired unexercised.

On April 22, 2022, the Company granted 825,000 stock options to directors, officers and consultants. The stock options have a life of five years, carry an exercise price of \$0.15, and 525,000 vest immediately. For the remaining 300,000, one-third vests immediately and one-third vests on each of the 6-month and 12-month anniversary of the grant. The value ascribed to this issue was \$89,678 using the Black-Scholes option pricing model under the following weighted average assumptions: share price – \$0.145; risk free rate of return – 2.79%; annualized volatility – 100%; expected life – 5 years; dividend yield – 0%. The Company recognized stock-based compensation expense of \$86,342 during the year ended December 31, 2022 in relation to the vesting of these options. The balance of \$3,335 was expensed over the balance of the vesting period, with \$3,335 being recognized as stock-based compensation expense in the year ended December 31, 2023.

On January 11, 2023, 200,000 options with an exercise price of \$0.125 per share expired unexercised.

On March 30, 2023, 100,000 options with an exercise price of \$0.15 per share were exercised. In November 2023 a total of 625,000 options with an average exercise price of \$0.06 per share were exercised.

CANADIAN GOLD CORP.
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	Number of stock options outstanding and exercisable	Weighted average exercise price	Weighted average remaining contractual life (years)
Balance, December 31, 2021	4,900,000	\$0.10	3.05
Granted	825,000	0.15	
Expired	(300,000)	0.18	
Balance, December 31, 2022	5,425,000	\$0.10	2.56
Expired	(200,000)	0.125	
Exercised	(725,000)	0.07	
Balance, December 31, 2023	4,500,000	\$0.11	1.78

Share Purchase Warrants

At December 31, 2023, there were 5,831,812 warrants outstanding, with each warrant entitling the holder to acquire one common share of the Company at the prices noted below:

Number	Exercise Price	Remaining Contractual Life in Years	Expiry Date
3,821,450	\$0.215	1.34	May 3, 2025
1,660,362	\$0.215	1.37	May 15, 2025
350,000	\$0.215	1.41	May 29, 2025
5,831,812	\$0.215	1.35	

OFF BALANCE SHEET ARRANGEMENTS

There were no off-balance sheet arrangements as at December 31, 2023.

CONTRIBUTED SURPLUS

The following is a summary of changes in contributed surplus from December 31, 2022 to December 31, 2023:

	December 31, 2023	December 31, 2022
Opening balance	\$ 6,208,638	\$ 6,122,296
Vesting of share-based payments	3,335	86,342
Options exercised	(38,177)	---
Ending balance	\$ 6,173,796	\$ 6,208,638

RELATED PARTY TRANSACTIONS

Management compensation

Canadian Gold incurred the following expenditures with officers and directors of Canadian Gold, or with companies controlled by those individuals:

	Years Ended	
	December 31,	
	2023	2022
Stock-based compensation	\$ 3,335	\$ 86,342
Fees paid to Chairman, CEO and CFO	77,368	206,000
Other director fees	82,983	48,000
Consulting fees	158,000	22,000
Total management compensation	\$ 321,686	\$ 362,342

During the year ended December 31, 2023, the Company had three different persons in the role of President and CEO. Over the year ended December 31, 2023, Canadian Gold paid these individuals a total of \$52,125 for their role as an Executive Officer and \$8,576 for their role on the Board (for the year ended December 31, 2022 – one person in the role of President and CEO and paid \$72,000 for her role as an Executive Officer and \$16,000 for her role on the Board). During the year ended December 31, 2023, the Company paid its Executive Chairman a total of \$NIL for his role as an Executive Officer and \$16,000 for his role on the Board (December 31, 2022, a total of \$72,000 for his role as an Executive Officer and \$16,000 for his role on the Board). During the year ended December 31, 2023, the Company paid its CFO a total of \$30,000 (December 2022 - \$30,000).

As of December 31, 2023, \$36,321 (December 31, 2022 - \$89,486) is owed to management and directors and is included in accounts payable and accrued liabilities on the statements of financial position.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

In preparing the Company's consolidated financial statements, estimates and assumptions are made by management that affect the amounts reported in the consolidated financial statements and accompanying notes. Based on historical experience, current conditions, expert advice and the application of accounting policies, management makes assumptions that are believed to be adequate and reasonable under the circumstances. The Company's accounting policies are the same as described in the audited consolidated financial statements for the year ended December 31, 2023.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Chairman of the Board of Directors of the Company is responsible for establishing and maintaining controls and procedures regarding the communication of information about the Company, as well as internal controls over its financial reporting. The Chairman of the Board of Directors has conducted an evaluation of the controls and procedures regarding communication of information and has concluded these controls and procedures were effective for the year ended December 31, 2023. The Chairman of the Board of Directors is responsible for designing internal controls over financial reporting or for causing it to be designed under his supervision. During the year ended December 31, 2023, all existing systems have been documented and inadequacies have been corrected, as necessary. The Chairman of the Board of Directors has evaluated whether there were changes to internal control over financial reporting during the year ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting. No such changes were identified through their evaluation.

OUTLOOK

The Company continues to investigate financing and re-commissioning activities in respect of the Tartan Lake Gold Mine project that are conducive to market conditions, which includes but is not limited to discussions with geological services companies as it relates to exploring and updating or assessing project economics. Notwithstanding that, Canadian Gold continues to actively review other opportunities.

RISKS AND UNCERTAINTIES

The exploration and development of mineral deposits involves significant risks over an extended period of time and even a combination of careful evaluation, experience and knowledge may not be able to mitigate the risks. Few properties which are explored are ultimately developed into producing mines. The long-term profitability of the Company's operations will be primarily related to its ability to finance its working capital and operations which in part will be related to the cost and success of its exploration programs. Additionally, there are a number of factors beyond the Company's control, including but not limited to the availability of skilled personnel, qualified vendors, construction and production targets and timelines, anticipated timing of grant of permits and governmental incentives, favourable commodities markets, contractual commitments, litigation matters, the ability to mitigate financial and operational risks, the ability to access capital markets and the availability of critical equipment.

Substantial expenditures are required to establish reserves through drilling in order to determine the technical and economic feasibility of mining and extracting resources, and, if warranted, to develop the mining and processing facilities and infrastructure at any chosen site. Although substantial benefits may be derived from the discovery and mining of a mineralized deposit, it is impossible to ensure that the current mineral resources can be converted to mineral reserves or that the mineral properties in which the Company has an interest will result in profitable mining operations. Furthermore, there can be no assurance that the Company's estimates of future exploration and development expenditures will prove accurate and actual expenditures may be significantly higher than currently anticipated. Canadian Gold cannot provide any assurance that its proposed development plan will result in any commercial mining operation. Determining if a deposit will be commercially viable depends on a number of factors, including the attributes of the deposit, such as its size and grade, costs and efficiency of the recovery methods that can be employed, proximity to infrastructure, land use and environmental protection. The effect of these factors cannot be accurately predicted, and the combination of these factors may result in the Company receiving an inadequate return on its invested capital, if any.

As stated above, the exploration and development of mineral projects always involves significant risks over an extended period of time even when a combination of careful evaluation, experience and knowledge is evident. There is no assurance that an exploration project can be profitable or successful. The long-term viability of the Company's operations will be in part correlated to the cost and success of its exploration programs, which may be affected by a number of factors beyond the Company's control, including but not limited to commodity prices, the availability of skilled personnel, qualified vendors and critical equipment.

Over the past year, businesses have generally witnessed ongoing supply chain issues and difficulties in attracting labour talent. While neither have affected Canadian Gold to date, there can be no assurance that operations would not be negatively impacted.

Mining operations and exploration activities are subject to national and local laws and regulations governing prospecting, development, mining and production, exports and taxes, labour standards, occupational health and mine safety and waste disposal, toxic substances, land use and environmental protection. In order to comply with such laws and regulations, Canadian Gold may be required to make capital and operating expenditures or to close an operation until a particular problem is remedied. In addition, if Canadian Gold's activities violate any such laws and regulations, Canadian Gold may be required to compensate those suffering loss or damage and may be fined if convicted of an offence under such legislation. It is also possible that future laws and regulations, or more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures, restrictions on or suspensions of Canadian Gold's proposed activities and delays in the exploration of properties.

Although variable, depending on location and the governing authority, land reclamation requirements are generally imposed on mineral exploration companies (as well as companies with mining operations) in order to minimize long term effects of land disturbance. Reclamation may include requirements to control dispersion of potentially toxic substances and reasonably re-establish pre-disturbance land forms and vegetation. In order to carry out reclamation obligations, Canadian Gold may be required to allocate financial resources to land reclamation that might otherwise be spent on further exploration or development programs.

Canadian Gold cannot provide any assurances that title to its properties will not be challenged. Such property is owned, leased or held under option as unpatented and patented mining claims, mineral claims or concessions. The ownership and validity, or title, of unpatented mining claims and concessions are often uncertain and may be contested. Canadian Gold may not be able to obtain all necessary surface rights to develop a property. The failure to acquire any or all of such rights may prevent exploration and development, even if such exploration or development would be warranted by exploration results achieved. A successful claim contesting Canadian Gold's title to a property will cause Canadian Gold to lose its rights to explore and, if warranted, develop that property. This could result in Canadian Gold not being compensated for prior expenditures relating to the property.

Canadian Gold has limited financial resources. As at December 31, 2023, Canadian Gold has a working capital of \$1,840,900. Canadian Gold does not generate operating revenue and must finance its exploration activity by other means, including financing through joint ventures, debt financing and equity financing. Canadian Gold cannot provide any assurance that funding will be available for exploration or development or to fulfill anticipated obligations under the existing property agreements with respect to its property. If Canadian Gold fails to obtain necessary financing, it may have to delay or cancel exploration and / or development.

Access to capital is currently the biggest challenge facing resource-based junior companies. Globally, at present, very few equity financings are being completed for higher-risk resource-based junior companies, which have historically been the sector's primary source of capital. A continued or worsened downturn in the resource-based junior sector of the capital markets may adversely affect Canadian Gold's growth and potential future viability.

The recent relative strength of metal prices has encouraged increases in mining exploration, development and construction activities around the world, which may result in increased demand for, and the cost of, exploration, development and construction services and equipment. While the market conditions mentioned above have had a moderating effect on the costs of such services and equipment, increases in such costs may continue with sustained or increasing metal price levels or an improvement in global market conditions. Increased demand for services and equipment could result in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability and may cause scheduling difficulties due to the need to coordinate the availability of services or equipment, any of which could materially increase project exploration, development and/or construction costs.

Canadian Gold will compete with other exploration and development companies, many of which have greater financial resources than Canadian Gold or are at more advanced stages of development, for the acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. If Canadian Gold requires and is unsuccessful in acquiring additional mineral properties or personnel, Canadian Gold may not be able to grow at the rate desired or at all.

If commercial production is possible, Canadian Gold will require additional funds to place an ore body into production. Substantial expenditures will be required to establish ore reserves through drilling, develop metallurgical processes to extract the metals from the ore and rehabilitate the mining and processing facilities at Tartan Lake. The sources of external financing that Canadian Gold may use for these purposes include public or private offerings of debt, convertible notes and equity. In addition, Canadian Gold may enter into one or more strategic alliances and may utilize one or a combination of all these alternatives. Canadian Gold cannot provide any assurance that the financing alternative chosen will be available on acceptable terms, or at all. If additional financing is not available, Canadian Gold may have to postpone the development of, or sell, certain of its properties.

Forward Looking Statement

All statements other than those of a historical nature are "forward-looking statements" that may involve a number of unknown risks, uncertainties and other factors. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements.

This document contains forward-looking information that is based on expectations, assumptions and estimates as of the date of this document. The Company's forward-looking information is subject to known and unknown risks and other factors that may cause future actions, conditions or events to differ materially from the anticipated actions, conditions or events expressed or implied by such forward looking information. Forward-looking information is information that does not relate strictly to historical or current facts, and can be identified by the use of the future tense or other forward-looking words such as "believe", "expect", "anticipate", "intend", "plan", "estimate", "should", "may", "could", "would", "target", "objective", "projection", "forecast", "continue", "strategy", or the negative of those terms or other variations of them or comparable terminology.

Forward-looking statements include among others: any future development of the Tartan Lake Gold Mine deposit, the timing and completion of the drilling and other exploration activities, delineation of a mineral resource and the conversion of minerals resources to mineral reserves.

In formulating the forward-looking information above, the Company has made assumptions regarding general financial market conditions and the availability of financing.

While the Company anticipates that subsequent events and developments may cause the Company's views to change, the Company does not have an intention to update this forward-looking information, except as required by applicable securities laws. This forward-looking information represents management's views as of the date of this document and such information should not be relied upon as representing our views as of any date subsequent to the date of this document. The Company has attempted to identify important factors that could cause actual results, performance or achievements to vary from those current expectations or estimates expressed or implied by the forward-looking information. However, there may be other factors that cause results, performance or achievements not to be as expected or estimated and that could cause actual results, performance or achievements to differ materially from current expectations. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those expected or estimated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. These factors are not intended to represent a complete list of the factors that could affect us. See also "Risks and Uncertainties".

Additional Information

Additional information about Canadian Gold Corp. may be obtained from the Company's website at www.canadiangoldcorp.com or on SEDAR at www.sedarplus.ca.

Management's Responsibility

Management is responsible for all information contained in this annual MD&A and the accompanying Financial Statement. The consolidated financial statements for the year ended December 31, 2023 have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this report is consistent with that contained in the consolidated financial statements for the year ended December 31, 2023 in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate, and assets are safeguarded.

Approval

The Board of Directors has approved the consolidated financial statements on the recommendation of the Audit Committee.