

# QUADRO RESOURCES LTD.

(the “Company” or “Quadro”)

FORM 51-102F1

## MANAGEMENT DISCUSSION & ANALYSIS

FOR THE THREE MONTHS ENDED OCTOBER 31, 2024

The following management discussion and analysis (“MD&A”) has been prepared by management as of December 19, 2024, and should be read in conjunction with the unaudited condensed interim financial statements and related notes of the Company for the three month period ended October 31, 2024 and the audited financial statements and related notes of the Company for the year ended July 31, 2024. The financial statements have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). All amounts are stated in Canadian dollars unless otherwise indicated.

### FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking information and statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions as at the date of this MD&A. The words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential”, “interprets”, “may”, “will” and similar expressions identify forward-looking statements. Information concerning the interpretation of drill results may also be considered a forward-looking statement; as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. The forward-looking statements reflect the current beliefs of the management of the Company, and are based on currently available information. Readers are cautioned not to place undue reliance on these statements as they are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, such forward-looking statements. The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

### OVERVIEW

Quadro Resources Ltd. was incorporated under the laws of British Columbia and currently trades on the TSX Venture Exchange (the “TSX-V” or the “Exchange”) under the symbol “QRO”, on the OTC Pink under the symbol “QDROF”, and on the Frankfurt Stock Exchange under the symbol “G4O”. The Company’s principal business activity is the exploration and development of mineral properties.

On November 22, 2022, the Company consolidated its common share on a 3:1 basis. The shares represented in this MD&A reflect the 3:1 common share consolidation.

On April 3, 2024, the Company announced that Nelson Baker resigned as a director of the Company, effective April 1, 2024.

The Company holds a 100% interest in the Staghorn property, located in Newfoundland and Labrador, through a purchase agreement with Metals Creek Resources Corp. (“Metals Creek”) and Benton Resources Inc. (“Benton”) in 2017. In June 2022, the Company entered into an option agreement with TRU Precious Metals Corp. (“TRU”), giving TRU the option to acquire up to an aggregate 65% interest in the Staghorn property (the “Staghorn Option”).

The Company holds a 100% interest in the Long Lake property, located in Newfoundland and Labrador, by having made staged cash payments totaling \$100,000 (\$100,000 paid) and share issuances totaling 1,666,667 common shares over three years (1,666,667 common shares issued).

On October 8, 2020, the Company signed a LOI with Metals Creek to earn a 100% interest in the Careless Cove and Yellow Fox properties in Newfoundland. To exercise its option, the Company is required to pay Metals Creek a total \$100,000 (\$35,000 paid) and 666,667 common shares of the Company (500,000 shares issued) over three years. On July 26, 2022, the Company signed an agreement amending the terms of the August 11, 2020 Yellow Fox/Careless Cove letter of intent with Metals Creek. Under the terms of the amending agreement, and subject to Exchange approval, in lieu of the second anniversary cash payment of \$20,000, Quadro will issue to Metals Creek 166,667 additional common shares of the Company for a total of 300,000 common shares at a deemed price of \$0.12 per share. On September 1, 2022, the Company issued 300,000 common shares to Metals Creek for the Careless Cove/Yellow Fox properties. Subsequent to the year ended July 31, 2023, on August 12, 2023,

the Company withdrew from the LOI with Metals Creek signed on August 11, 2020.

On July 21, 2021, the Company signed a binding LOI with Buchans Minerals Corporation (“BMC”) for the gold prospective Tulks South Property (the “Property”), located proximal to Quadro’s Long Lake project, Newfoundland. The LOI sets out a proposed transaction (the “Proposed Transaction”) pursuant to which Quadro has acquired from BMC an option to acquire a 51% interest (the “Initial Option”) in BMC’s claims which comprise the Property, followed by the right to acquire an additional 19% interest (the “Second Option” or “Joint Venture”) in the event that BMC elects not to participate in work programs after Quadro has earned its initial 51% interest. On April 22, 2024, the Company withdrew from the LOI with BMC signed July 21, 2021.

## MINERAL EXPLORATION ACTIVITIES

### Victoria Gold Project, Newfoundland

The Company’s Victoria Lake Gold project is located in west-central Newfoundland and comprises the 100% owned Staghorn property and the Long Lake property.

#### Staghorn Property

Quadro Resources is focused on the gold rich Cape Ray Fault system, described as one of the most prospective but underexplored regions in Canada. Its main asset is a 100% interest in the Staghorn Gold project. Located in west-central Newfoundland, the project comprises the Staghorn property and the Long Lake property. Both properties cover portions of the auriferous Cape Ray Fault system which hosts a number of active gold exploration programs.

Quadro has a 100% interest in the Staghorn claim package of 133 claim units covering 4000 hectares (40 sq. km) with a 12 km strike length of the auriferous Cape Ray Fault Zone.

The Marks Pond Gold Horizon has been extended to over 600m in strike length and has proven continuity down dip. The most significant aspect of 2021 was the discovery of a lower zone of high-grade mineralization with visible gold below the main zone. Additional drilling is planned to follow up on the high-grade lower zone and wide step out drilling on the Marks Pond Horizon where a number of gold-in-soil anomalies remain to be tested.

#### Drilling to date:

- Jul-Oct 2021 – 891 meters in four holes. A high of 29.1 g/t Au over 0.35 m within a 57.0 m wide zone grading 0.33 g/t Au and 1st definitive visible gold, below the main zone; 1.95g/t Au over 6 m; 1.1 g/t Au over 5.0 m including 1.8 g/t Au over 3.0 m, thus extending the Marks Pond Horizon 200 m to the southwest for a total of 626 m strike length.
- Feb-Apr 2021 – 1403 meters in ten holes, all targeted on the Marks Pond gold zone. The drilling consisted of a series of 50-meter spaced step-out and undercut holes to the northeast of the discovery hole MP20-02. Drilled in late 2020, this hole intersected a gold zone assaying 3.22 g/t Au over 5.0 m, within a wider intersection of 1.98 g/t Au over 12.0 m. Another hole intersected 20.37 g/t Au over 0.5 m and 3.89 g/t Au over 2.5 m in undercut drill holes. These holes were revisited for under drilling in Sep-Oct 2021.
- Sep-Dec 2020 – 1696 meters in thirteen holes. The drilling tested two of four soil anomalies in the Marks Pond area and attempted to expand on the Ryan’s Hammer mineralization previously tested in 2018 at Staghorn. The highlight of the program was the discovery of a new gold zone at Mark’s Pond where hole MP20-02 intersected 10.1 g/t over 1.0m within a wider interval of 3.22 g/t Au over 5.0 m.
- Nov-Dec 2018 – 887 meters in five holes focused on completing a fence of holes across the Cape Ray structure at Ryan’s Hammer, Staghorn. This drilling combined with previous drilling to the east partially outlined two wide gold trends with only one drill cut in each trend.
- Nov-Dec 2017 – 1466 meters in nine holes focused on the Woods Lake Zone, Staghorn. This program confirmed the widespread extent of an auriferous altered granodiorite within a flexure of the Cape Ray fault and required additional drilling to better define higher grade zones within the package.

QA/QC – Quadro has implemented a quality control program on its drill programs at the Staghorn Project to ensure best practice in sampling and analysis. Quadro maintains strict quality assurance/quality control protocols including the systematic insertion of certified standard reference and blank materials into each sample batch. Analyses in this release were performed by Actlabs of Ancaster, ON, with ISO 17025 accreditation. All samples were assayed using industry-standard assay techniques for gold. Gold was analyzed by a standard 30 gram fire assay with an AA finish.

Quadro acknowledges the financial support of the JEA Program, Department of Natural Resources, Government of Newfoundland and Labrador.

In June 2022, the Company entered into an option agreement with TRU, as amended on June 22, 2022, April 20, 2023, and June 6, 2023, giving TRU the option to acquire up to an aggregate 65% interest in the Staghorn property (the “Staghorn Option”). In order for TRU to exercise the Initial Option of 51% interest in the Property, TRU shall make the following payments, shall cause the following shares to be issued and in the name of Quadro (the “Purchase Price”) and shall incur an aggregate of \$1,100,000 of exploration expenditures (subject to certain adjustments) (the “Exploration Expenditures”), including at least an aggregate of \$660,000 worth of drilling activities on the Property (the “Initial Drilling Commitments”) on or before the corresponding dates set forth below.

- On three days following Exchange approval (the “Effective Date”): the issuance of \$100,000 in TRU shares (issued - 1,084,171 shares on August 17, 2022), such TRU shares to have a deemed issue price per TRU share equal to the greater of: (a) the VWAP of the TRU shares (VWAP meaning the volume-weighted average trading price of the TRU shares on the Exchange for the twenty previous consecutive trading days); and (b) the lowest discounted price permitted pursuant to the policies of the Exchange;
- On or before the one year anniversary of the Effective Date: (i) the payment of \$25,000 in cash; and (ii) the issuance of a further \$100,000 in TRU shares (issued - 3,333,333 shares on June 28, 2023), such TRU shares to have a deemed issue price per TRU share equal to the greater of: (a) the VWAP of the TRU shares; and (b) the lowest discounted price permitted pursuant to the policies of the Exchange; and (iii) incur Exploration Expenditures of an aggregate of \$200,000, including a minimum of \$120,000 of the Initial Drilling Commitments;
- On or before the two year anniversary of the Effective Date: (i) a further payment of \$100,000 in cash; (ii) the issuance of a further \$150,000 in TRU shares (issued - 3,582,496 shares on July 5, 2024), such TRU shares to have a deemed issue price per TRU share equal to the greater of: (a) the VWAP of the TRU shares; and (b) the lowest discounted price permitted pursuant to the policies of the Exchange; and (iii) incur Exploration Expenditures of an aggregate of a further \$300,000, including a minimum of a further \$180,000 of the Initial Drilling Commitments; and
- On or before the three year anniversary of the Effective Date, incur Exploration Expenditures of an aggregate of a further \$600,000, including a minimum of a further \$360,000 of the Initial Drilling Commitments.

Exploration Expenditures must be made on claims prior to the work due date for each claim, being the respective dates that the applicable Governmental Authorities require work to have been performed to keep the claims in good standing.

It is understood that, following the Effective Date, any amounts incurred by TRU in excess of the required Exploration Expenditures as set out in the Staghorn Option shall be credited towards the Exploration Expenditures required to be incurred by TRU in the following year, as applicable.

Upon acquiring the 51% Interest in the Property pursuant to the exercise of the Initial Option, TRU may acquire an additional 14% Interest in the Property (“the Additional Option”) by: (i) providing Quadro with written notice of its intention to exercise the Additional Option within 30 days of exercising the Initial Option; (ii) making a payment of \$200,000 in cash to Quadro within 45 days of exercising the Initial Option; (iii) issuing to Quadro (or as Quadro may otherwise direct) within 45 days of exercising the Initial Option \$250,000 in Shares, such Shares to have a deemed issue price per Share equal to the greater of: (a) the VWAP of the Shares; and (b) the lowest discounted price permitted pursuant to the policies of the Exchange; and (iv) incurring an additional \$850,000 of Exploration Expenditures, including a minimum of \$510,000 of drilling activities on the Property, within two years of exercising the Initial Option.

Throughout, and exclusively limited to, the term of this Agreement, TRU shall be the Operator with overall responsibility for the exploration operations on the Property.

On June 22, 2022, Quadro and TRU amended the Staghorn Option, per the Exchange Bulletin dated as of January 25, 2022 in regards to “Agreements with Future Payments in Securities” which requires a fixed number or maximum number of Listed Shares that the Optionee may become obligated to issue to satisfy its obligations under the agreement; thereby the aggregate number of Shares issued upon TRU acquiring the 51% Interest in the Property and failing to exercise the Additional Option, or the 65% Interest in the Property, as the case may be, shall not exceed 8,000,000 (issued – 8,000,000 shares as at July 5, 2024).

On August 18, 2022, the Company closed the definitive option agreement dated June 15, 2022 (the “Option Agreement”) with TRU. Pursuant to the terms of the Option Agreement, TRU has the option to acquire up to an aggregate 65% ownership in Quadro's Staghorn Project (the “Staghorn Project”) located in central Newfoundland. TRU issued 1,084,171 common shares to Quadro in respect of the first share issuance due under the Option Agreement. The deemed price of such issuance shares is

approximately \$0.092 per share, representing the volume-weighted average trading price of TRU's common shares on the Exchange for the 20 previous consecutive trading days. All common shares issued pursuant to the terms of the Option Agreement are subject to a hold period under applicable securities laws for a period of four months plus one day from the date of issuance.

On June 12, 2023, the Company announced that further to its August 18, 2022 and April 25, 2023, news releases, it had amended its Staghorn Option with TRU on June 6, 2023. The amended terms include a minimum of \$300,000 of the Initial Drilling Commitments must be incurred by no later than October 15, 2023, failing which TRU shall pay to Quadro on October 15, 2023, a cash penalty in the amount of \$25,000 (received), and shall continue to pay a \$25,000 cash penalty each subsequent quarter until July 15, 2024, or until such time as TRU has incurred an aggregate \$300,000 of the Initial Drilling Commitments.

During the year ended July 31, 2022, the Company recorded \$7,250 asset retirement obligations on this property. During the year ended July 31, 2023, the company reduced the asset retirement obligations on this property to \$3,403 and the balance is unchanged as at July 31, 2024.

On November 28, 2022, the Company announced high grade gold results from work completed by TRU on TRU's optioned Staghorn property in Central Newfoundland (see TRU's news release dated November 23, 2022). This work was completed within the Staghorn option along the Mark's Pond Shear zone and within the Rich House Mineral occurrence further to the Northeast. This zone was first identified in 2018 by Quadro technical staff during the execution of a short trenching program. Follow up work including diamond drilling was then able to confirm the presence of a broad, extensive shear zone with multiple parallel high strain gold bearing structures which remains open to the North and along strike to the Northeast and the Southwest. Quadro is pleased that ongoing cooperation between TRU and Quadro's technical staff was successful in delineating additional parallel gold bearing trends within the Mark's Pond zone.

On June 7, 2023, September 19, 2023, and October 3, 2023, TRU provided updates on its exploration at the Mark's Pond high-grade gold target at its Golden Rose Project located in the highly prospective Central Newfoundland Gold Belt. On October 11, 2023, TRU published an updated NI 43-101 Technical Report for Golden Rose, [NI 43-101 Technical Report on the Golden Rose Project, Newfoundland-Labrador, Canada](#).

On September 24, 2024, the Company announced that TRU has entered into a definitive earn-in agreement with Eldorado Gold Corporation ("ELD" or "Eldorado"). Under this agreement, ELD has been granted an exclusive option to earn an 80% ownership interest in TRU's Golden Rose Project, of which Staghorn is a part, which is strategically situated along the gold-bearing Cape Ray – Valentine Lake Shear Zone in Central Newfoundland.

Eldorado is a senior gold producer with current operations in Türkiye, Canada, and Greece. Known for its safe and responsible operations, Eldorado has built a robust portfolio of high-quality assets while establishing long-term responsible partnerships with local communities.

#### Long Lake Property

The Long Lake property comprises 107 claim units covering 2320 hectares (23 sq. km). Quadro has a 100% interest in this property. The property is located within an under-explored belt of mineralized volcano-sedimentary and intrusive rocks. Highlights from the property includes two areas of strong gold in soil and tills. The property provides an opportunity for new gold discoveries in the emerging Cape Ray Gold district and is complimentary to Quadro's Staghorn claims located 35 km southeast.

Previous work on the property dates back to 2005 when soil sampling outlined a number of gold anomalies. The historic geochemical survey was part of an on-going volcanogenic massive sulphide (base metal) program which kept the ground tied up. No follow-up was carried out during that time and the area came open for staking in early 2019. The claims were staked by the underlying vendors who took two till samples in the area of the higher gold-in soil anomaly.

#### Drilling to date:

- Jul-Oct 2021 – Discovery of a new gold zone intersected from the inaugural exploration drill program at its Long Lake property, located in Central Newfoundland. The drill program consisted of five holes (757 meters) designed to test the Ricky Gold Target. Intersections included 3.68 g/t Au over 5.4 m from hole R-021-01 on the eastern end of the target and 31.7 g/t Au over 0.5 m from hole R-021-04 located 500m to the west.

During the year ended July 31, 2022, an impairment charge of \$865,707 was recorded against the Long Lake property due to cancelled claims. The impairment charge resulted in \$1 nominal value on the Long Lake property. Subsequent to the year ended

July 31, 2022, on October 13, 2022, the Company filed a grievance with the Newfoundland Mineral Rights Adjudication Board (the “Board”). The Company requested that the cancellation be rescinded. During the year ended July 31, 2023, the Board had not ruled on the grievance filing. Subsequent to the year ended July 31, 2023, On October 11, 2023, the Company announced that four of its nine claim blocks comprising its Long Lake property that were cancelled on September 22, 2022, would be reinstated as of their original issuance dates, as per the Order of the Board dated October 10, 2023 (the “Order”). Per the Order, the Company was required to pay \$40,540 to cover deficiencies for two of the four licenses to bring them back into good standing. The remaining two licenses have no deficiencies. In addition, the Company paid costs to the Mineral Claims Recorder. As the cancelled claims are reinstated this impairment was reversed.

QA/QC – Quadro has implemented a quality control program on its drill programs at the Long Lake Project to ensure best practice in sampling and analysis. Quadro maintains strict quality assurance/quality control protocols including the systematic insertion of certified standard reference and blank materials into each sample batch. Analyses in this release were performed by Actlabs of Ancaster, ON and Eastern Analytical of Springdale, NL with ISO 17025 accreditation. All samples were assayed using industry-standard assay techniques for gold. Gold was analyzed by a standard 30 gram fire assay with an AA finish.

### **Careless Cove/Yellow Fox Property, Newfoundland and Labrador**

The Careless Cove property consists of 40 claim units comprised of two claim blocks: Careless Cove and Yellow Fox. Quadro has an option to earn a 100% interest in the Yellow Fox and Careless Cove properties. Previous work on the two claim blocks resulted in gold mineralization up to 11.38g/t Au and 59.413 g/t Au. The property is located within the Central Newfoundland Gold Belt, eleven km southwest of New Found Gold Corp.’s (“NFG”) Keats Zone where drilling is defining a very high grade mineralized zone which includes intersections up to 261.3 g/t Au over 7.2m and 146.2 g/t Au over 25.6m. Quadro’s claims are partially surrounded by NFG’s Queensway Project and are immediately west of the south-southwest striking Appleton Fault Zone corridor, which hosts the Keats Zone mineralization. Other nearby explorers include Labrador Gold Corp. and Sokoman Minerals Corp. Initial work on these claims in 2021 consisted of soil geochemistry and prospecting. (Mineralization hosted on these established operations is not necessarily indicative or representative of the mineralization that may be hosted on the Company’s property).

On July 26, 2022, the Company signed an agreement amending the terms of the August 11, 2020 Yellow Fox/Careless Cove letter of intent with Metals Creek Resources Corp. (“Metals Creek”). Under the terms of the amending agreement, and subject to TSX Venture Exchange approval, in lieu of the second anniversary cash payment of \$20,000, Quadro will issue to Metals Creek 166,667 additional common shares of the Company for a total of 300,000 common shares at a deemed price of \$0.12 per share.

Subsequent to the year ended July 31, 2023, on August 12, 2023, the Company withdrew from the LOI with Metals Creek signed on August 11, 2020 and recorded an impairment charge of \$218,416 against the property.

### **Tulks South Property, Newfoundland and Labrador**

Quadro has an option to acquire an initial 51% interest in the Tulks South claims. The Tulks South Property consists of 217 claim units covering a portion of the Tulks volcanic belt. These claims are tied onto Quadro’s Long Lake property and the entire package now consists of 482 units (120.5 sq km) covering a broad Monzonite intrusive unit which trends northeast across the properties.

Previous work in 2020, by Quadro, on the Long Lake project included soil sampling and prospecting which defined a 700 m long gold target (Ricky Target) highlighted by a strong Au-in-soil anomaly and a number of float samples with values up to 33.65 g/t Au (see Quadro press releases dated January 5, 2021, and November 30, 2020, for more details). Geophysics, prospecting and geochemistry carried out in 2021 and was expanded to cover the Tulks South claims. Detailed ground magnetics and induced polarization have been completed on the Ricky target.

On April 22, 2024, the Company withdrew from the LOI with BMC signed July 21, 2021 and recorded an impairment charge of \$162,768 against the property.

### **Qualified Person**

The technical contents in this document have been reviewed and approved by Wayne Reid, P. Geo., V.P. Exploration for Quadro, a qualified person as defined by National Instrument (NI) 43-101.

## DISCUSSION OF OPERATIONS

Quadro is an exploration stage company and has no operating revenue. Expenditures related to exploration and evaluation assets are capitalized.

### Three months ended October 31, 2024

During the three months ended October 31, 2024, the Company received \$25,000 (2023 - \$25,000) cost recoveries, and incurred \$2,364 (2023 - \$54,940) in the acquisition costs and exploration expenditures. The details of the mineral expenditures are included in the Note 7 to the financial statements.

During the three months ended October 31, 2024, the Company had a net loss of \$94,907 compared to a net loss of \$170,850 for the three months ended October 31, 2023. The decrease in net loss during the three months ended October 31, 2024 from the level of October 31, 2023 mostly due to the decreases in operating expenses during the three months ended October 31, 2024.

During the three months ended October 31, 2024, the Company had general operating expenses of \$41,170 (2023 - \$91,019). The decrease in general operating expenses was due to the decrease in corporate activities during the current period and the variance was mainly attributable to:

- Management fees of \$21,000 (2023 - \$33,600) that include fees paid to the management have decreased from the same period of last fiscal year.
- Rent of \$3,059 (2023 - \$8,955) decreased from the same period of last fiscal year due to the Company reducing the size of its offices.
- Travel and promotion of \$2,995 (2023 - \$4,099) decreased from the same period of last fiscal year due to the decrease in corporate activities in 2023.

## SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected unaudited financial information for the Company's eight most recent quarters ending with the last quarter for the period ended on October 31, 2024.

	For the Three Months Ending							
	Fiscal 2025	Fiscal 2024				Fiscal 2023		
	Oct. 31, 2024	Jul. 31, 2024	Apr. 30, 2024	Jan. 31, 2024	Oct. 31, 2023	Jul. 31, 2023	Apr. 30, 2023	Jan. 31, 2023
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Total revenues	-	-	-	-	-	-	-	-
Income (loss) from continuing operations	(94,907)	(58,556)	(244,770)	(60,923)	(170,850)	(340,505)	(83,574)	(128,201)
Net income (loss)	(94,907)	(58,556)	(244,770)	(60,923)	(170,850)	(340,505)	(83,574)	(128,201)
Income (loss) from continuing operations per share - basic and diluted	(0.00)	(0.00)	(0.01)	(0.00)	(0.01)	(0.01)	(0.00)	(0.00)
Net income (loss) per share - basic and diluted	(0.00)	(0.00)	(0.01)	(0.00)	(0.01)	(0.01)	(0.00)	(0.00)

## LIQUIDITY AND CAPITAL RESOURCES

As at October 31, 2024, the Company had a cash balance of \$75,700 compared to \$94,273 as at July 31, 2024. The Company had a working capital of \$56,309 as at October 31, 2024 compared to working capital of \$128,580 as at July 31, 2024.

During the three months ended October 31, 2024, the cash balance decreased by \$18,573 (2023 - \$96,348). The Company used \$41,209 (2023 - \$66,408) on operating activities. The Company received \$22,636 from its investing activities in the three

months ended October 31, 2024 whereas it used \$29,940 in its investing activities in three months ended October 31, 2023. The Company did not have financing activities during the three months ending October 31, 2024 and 2023.

### Going Concern

At present, the Company's operations do not generate cash flow and its financial success is dependent on management's ability to continue to raise adequate financing on reasonable terms and to commence profitable operations in the future. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the balance sheets. The Company's financial statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

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

The Company does not have any off-balance sheet arrangements.

### **RELATED PARTY TRANSACTIONS**

Included in amounts due to related parties are \$5,000 (July 31, 2024 - \$5,000) in advances from the Chief Executive Officer & President of the Company (T. Barry Coughlan). Amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

Key management personnel include directors (executive and non-executive) and officers of the Company. The compensation paid or payable to key management personnel during the three months ended October 31, 2024 and 2023 is as follows:

		Three months ended	
		October 31, 2024	October 31, 2023
Consulting fees	Pieter Bakker (director)	6,000	6,000
Management fees	TBC Ventures Ltd. (company controlled by the CEO & President, T. Barry Coughlan)	15,000	24,000
Management fees	Tom Wilson (CFO)	6,000	6,000
Management fees	Eastrock Exploration Inc. (company controlled by an officer, Wayne Reid)	-	3,600
		\$ 27,000	\$ 39,600

The Company entered into the following related party transactions during the three months ended October 31, 2024:

- a) Paid or accrued management fees of \$15,000 (2023 - \$24,000) to a company controlled by the Chief Executive Officer & President of the Company (TBC Ventures Ltd., T. Barry Coughlan) for management services provided.
- b) Paid or accrued management fees of \$6,000 (2023 - \$6,000) to the Chief Financial Officer of the Company (Tom Wilson) for management services provided.
- c) Paid or accrued management fees of \$nil (2023 - \$3,600) to a company controlled by an officer of the Company for management services provided (Eastrock Exploration Inc., Wayne Reid).
- d) Paid or accrued consulting fees of \$6,000 (2023 - \$6,000) to a director of the Company (Pieter Bakker).

### **SUMMARY OF OUTSTANDING SHARE DATA**

The Company's issued and outstanding share capital as at the date of this report is as follows:

- (1) Authorized: Unlimited common shares without par value.

(2) As at the date of this report, the Company has 28,511,576 common shares, 2,053,333 stock options, and nil warrants issued and outstanding.

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. Significant areas requiring the use of management estimates include:

- i) The determination of the fair value of stock options and warrants using stock pricing models, require the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions could materially affect the fair value estimate; therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options and warrants.
- ii) Recorded costs of mineral property interests and deferred exploration and evaluation costs are not intended to reflect present or future values of these properties. The recorded costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge, that change in future conditions could require a material change in the recognized amount. Management is required, at each reporting date, to review its mineral property interests for signs of impairment. This is a highly subjective process taking into consideration exploration results, metal prices, economics, financing prospects and sale or option prospects. Management makes these judgments based on information available, but there is no certainty that a property is or is not impaired.

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

## **FINANCIAL INSTRUMENTS**

The Company has classified cash and marketable securities as FVTPL, and receivables, trade and other payables and amounts due to related parties at amortized cost.

As of October 31, 2024, the carrying amounts of receivables, trade and other payables, and amounts due to related parties carried at amortized cost are considered a reasonable approximation of their fair values due to the relatively short period to maturity of these financial instruments.

### **Financial risk management**

The Company's financial risks arising from its financial instruments are credit risk, liquidity risk, interest rate risk and price risk. The Company's exposures to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### *Credit risk*

Credit risk is the risk of potential loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The credit risk of the Company is associated with its cash. The credit risk with respect to its cash is minimal as they are held with high-credit quality financial institutions. The Company's receivables consist of rental recovery due from a sublease office tenant and sales tax recoverable due from the Canadian government. Management does not expect these counterparties to fail to meet their obligations. Management does not expect these counterparties to fail to meet their obligations.



### *Liquidity risk*

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at October 31, 2024, the Company had a cash balance of \$75,700 to settle trade and other payables of \$85,00, asset retirement obligation of \$3,403 and due to related parties of \$5,000. The Company's trade and other payables have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

At present, the Company's operations do not generate positive cash flows. The Company's primary source of funding has been the issuance of equity securities through private placements and the exercise of stock options and warrants. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings.

### *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Current financial assets and financial liabilities are generally not exposed to interest rate risk because of their short-term maturity.

### *Price risk*

Price risk is the potential adverse impact on the Company's earnings due to movements in individual prices or general movements in the level of the stock market. The Company is subject to price risk in respect of its investments in marketable securities.

As at October 31, 2024 and July 31, 2024, the Company's exposure to price risk was not significant in relation to these Financial Statements.

## **RISKS AND UNCERTAINTIES**

Exploration of mineral properties involves a high degree of risk and the successful achievement of a profitable operation cannot be assured. Costs of finding and evaluating an ore body are substantial, and may take several years to complete. The Company must overcome many risks associated with an early stage exploration property. Specific items include, but are not limited to, identification and quantification of a commercially viable ore body, confirmation of the Company's interest in the underlying claims and leases, completion of a feasibility study, funding of all costs related to a commercial operating venture, completion of the permitting process, detailed engineering and the procurement of a processing plant, and constructing a facility to support the property. Construction and operational risks including, but not limited to, equipment and plant performance, metallurgical, environmental, cost estimation accuracy, and workforce performance and dependability will all affect the profitability of an operating property.

### *Operating Hazards and Risks*

Mineral exploration involves many risks. The operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, any of which could result in work stoppages and damage to persons or property or the environment and possible legal liability for any and all damage. Fires, power outages, labour disruptions, flooding, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are some of the risks involved in the conduct of exploration programs.

### *Environmental Factors*

The Company currently conducts exploration activities in the Canadian Provinces of Newfoundland and Ontario. Such activities are subject to various laws, rules and regulations governing the protection of the environment. In Canada, extensive environmental legislation has been enacted by federal and provincial governments. Such legislation imposes rigorous standards on the mining industry to reduce or eliminate the effects of wastes generated by extraction and processing operations and subsequently deposited on the ground or emitted into the air or water.

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed properties and a heightened degree of

responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. The cost of compliance with changes in governmental regulations has the potential to preclude entirely the economic development of a property.

The Company is able to conduct its exploration within the provisions of the applicable environmental legislation without undue constraint on its ability to carry on efficient operations. The estimated annual cost of environmental compliance for all properties held by the Company in the exploration stage is minimal and pertains primarily to carrying out diamond drilling, trenching or stripping. Environmental hazards may exist on the Companies properties, which hazards are unknown to the Company at present, which have been caused by previous or existing owners or operators of the properties.

#### *Governmental Regulation*

Exploration activities on the Company's properties are affected to varying degrees by: (i) government regulations relating to such matters as environmental protection, health, safety and labour; (ii) mining law reform; (iii) restrictions on production, price controls, and tax increases; (iv) maintenance of claims; (v) tenure; and (vi) expropriation of property. There is no assurance that future changes in such regulation, if any, will not adversely affect the Company's operations. Changes in such regulation could result in additional expenses and capital expenditures, availability of capital, competition, reserve uncertainty, potential conflicts of interest, title risks, dilution, and restrictions and delays in operations, the extent of which cannot be predicted.

The Company is at the exploration stage on all of its properties. Exploration on the Company's properties requires responsible best exploration practices to comply with company policy, government regulations, maintenance of claims and tenure. The Company is required to be registered to do business and have a valid prospecting license (required to prospect or explore for minerals on Crown Mineral Land or to stake a claim) in any Canadian province in which it is carrying out work.

Mineral exploration primarily falls under provincial jurisdiction. However, the Company is also required to follow the regulations pertaining to the mineral exploration industry that fall under federal jurisdiction, such as the Fish and Wildlife Act.

If any of the Company's projects are advanced to the development stage, those operations will also be subject to various laws and regulations concerning development, production, taxes, labour standards, environmental protection, mine safety and other matters.

#### *Additional Funding Requirements*

Further exploration on and development of the Company's projects will require additional resources and funding. The Company currently does not have sufficient funds to fully develop these projects. In addition, any positive production decision, if achieved, would require significant funding for project engineering and construction. Accordingly, the continuing development of the Company's properties will depend upon the Company's ability to obtain financing through debt financing, equity financing, the joint venturing of projects, or other means. There is no assurance that the Company will be successful in obtaining the required financing for these or other purposes, including for general working capital.

#### *Geopolitical risk*

Exploration, development and production operations on mineral properties involve unexpected or unusual geopolitical risks. It is not always possible to foresee all such risks. The changes in government policy can lead to expropriations, license cancellations and contract reviews.

## **CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

### **New accounting policies**

The Company adopted the following new IFRS standard effective for annual periods beginning on or after January 1, 2023. The nature and impact of the standard on the Company's annual audited financial statements is indicated below.

In February 2021, the IASB issued Disclosure of Accounting Policies (amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements). IAS 1 is amended to require that an entity discloses its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy and

clarify that information may be material because of its nature, even if the related amounts are immaterial. These amendments have not had a material impact on the Company's annual financial statements.

Issued but not yet effective, in April 2024, the IASB issued a new IFRS accounting standard to improve the reporting of financial performance. IFRS 18 Presentation and Disclosure in Financial Statements replaces IAS 1 Presentation of Financial Statements. The standard will become effective January 1, 2027, with early adoption permitted. The Company is in the process of assessing the impact of this new standard on the Company's financial statements.

## **DISCLOSURE CONTROLS**

In connection with Exemption Orders issued by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

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

## **ADDITIONAL INFORMATION**

Additional information is available concerning the Company and its operations on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company website at [www.quadroresources.com](http://www.quadroresources.com).

## **APPROVAL**

The Board of Directors of Quadro Resources Ltd. has approved the contents of this MD&A on December 19, 2024.