

# **E79 RESOURCES CORP.**

## **Management's Discussion and Analysis**

### **For the Six Months Ended October 31, 2022 and 2021**

#### **General**

This Management Discussion and Analysis ("MD&A") should be read in conjunction with the financial statements and related notes thereto of E79 Resources Corp. (formerly Top Exploration Inc.) (the "Company") for the six months ended October 31, 2022 and 2021, which have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by International Accounting Standards Board ("IASB"), including IAS 34, Interim Financial Reporting. All amounts in the financial statements and this MD&A are presented in Canadian dollars, unless otherwise indicated. This MD&A is dated December 13, 2022 and discloses specified information up to that date.

Management is responsible for the preparation and integrity of the condensed interim financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the consolidated financial statements and MD&A, are complete and reliable.

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **Description of Business and Operations**

The Company is a resource exploration company that is acquiring and exploring mineral properties with a focus on Australia. The Company was incorporated on September 27, 2018, under the laws of the Province of British Columbia, Canada. The Company is a reporting issuer in the province of British Columbia. The head office, principal address and records office of the Company are located at 907-1030 West Georgia Street, Vancouver BC. The Company is listed on the Canadian Securities Exchange under the stock symbol ESNR and on the OTCQB under the symbol ESVNF.

On November 30, 2020, the Company closed a purchase agreement with E79 Resources Pty Ltd., a private Australian company, pursuant to which the Company acquired all of the outstanding shares of E79 Resources Pty Ltd. and hereby acquired 100% of two gold projects, the Beaufort and Myrtleford projects located in Victoria, Australia. In consideration of acquisition of E79 Resources Pty Ltd., the Company issued 20,000,000 common shares of the Company to the shareholders of E79 Resources Pty Ltd. on a pro rata basis (the "Acquisition Shares"). 14,000,000 of such shares are subject to contractually agreed restrictions on transfer. On December 9, 2020, the Company issued 14,000,000 of the Acquisition Shares and on January 29, 2021, the Company issued 6,000,000 of the Acquisition Shares.

#### **Mineral Property Interests**

##### ***Beaufort Property***

Beaufort is a granted exploration tenement located in the southwest of Victoria approximately 145km west of Melbourne, Australia. It is approximately 48km west of the regional town and historic gold mining center of Ballarat. The license consists of a single contiguous parcel covering 120km<sup>2</sup>. The Beaufort Goldfield has

been extensively mined in the past almost exclusively for alluvial gold, with an estimated 1.16 Moz of historical production. Local primary sources for the alluvial gold have not yet been identified. At Beaufort, an opportunity exists to explore for a hard rock source of a major alluvial goldfield along a structure that is known to host gold in the region.

In January 2021, the Company completed the first round of in-fill soil sampling over the high priority target areas on the Beaufort Project. In-fill sampling was conducted on a 25m x 25m grid, designed to test both the north-northwest and east-west anomalous trends defined by the previously reported soil geochemistry program. The in-fill survey focused on the intersection of the two anomalous trends. This in-fill program will help guide E79's initial drilling campaign at Beaufort and determine optimal sample spacing to be employed on the extensions to the soil grid over the remainder of the 20km structural trend.

Results from the in-fill soil sampling were announced by the Company on April 13, 2021 and the Company subsequently received the requisite consents to commence drilling on the project. The Company plans to commence an initial 2000m air core drilling program to test high-priority soil geochemical targets.

### ***Myrtleford Property***

Myrtleford is a granted exploration license and located in the north-east of Victoria, approximately 290 km northeast of the Victorian capital Melbourne and approximately 40 km south of the Victoria – New South Wales border cities of Albury – Wodonga, Australia. The license consists of a single contiguous parcel covering 418km<sup>2</sup>. The Exploration License lies within a northwest-trending belt of alluvial and hard rock gold mines that collectively produced 6.3 Moz in the past, mostly from alluvial mining, but also from hard rock production.

In February 2021 the Company secured the services of a Victorian-based exploration drilling company to commence a maiden diamond drilling program at its high-priority Happy Valley gold target on the Myrtleford Property. The drill rig was contracted for initial 1,000m at Happy Valley to test for down-dip extensions of four previously mined high-grade reefs.

The Company had engaged a second drill rig and subsequently commenced a maiden drill program at its Twist Creek prospect. The initial 3,000m program will target up to 6 lines of reef over a 3km strike length that were historically mined with gold grades up to 2 ounces.

Initial drilling assay results from the Scandinavian Prospect at Twist Creek were announced on July 13, 2022 and include:

- 1.6m @ 17 g/t gold (Au) from 73m (hole TWD006), including 0.6m @ 43 g/t Au, 25.5g/t silver, 1.3% lead, and 0.25% zinc from 74m, and 0.4m @ 6.77 g/t Au from 128m,
- 1.1m @ 15.3 g/t Au from 67.9m (hole TWD003), including 0.6m @ 27.4 g/t Au from 67.9m, and 1m @ 3.84 g/t Au from 111m. 0.75m @ 14.15 g/t Au from 75m (hole TWD004).

Subsequently the Company announced additional results from the Victoria Prospect at Twist Creek. Significant drill intersections include:

- 0.35m @ 40.1 g/t gold (Au) from 82m and 1m @ 3.26 g/t Au from 119m (hole TWD009).
- 0.4m @ 25 g/t Au, 0.34% lead, 0.35% zinc from 134m within 1.2m @ 8.6 g/t Au from 133.8m (hole TWD007). 0.3m @ 9.01 g/t Au from 60.4m (hole TWD008).

For an exploration update on the Beaufort and Myrtleford properties, please refer to the Company's news release dated December 7, 2022 available on the Company's website and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

Expenditure on the properties to date are summarized below:

|  |                     |                      | Total for six<br>months ended<br>October 31,<br>2022 | Total for year<br>ended<br>April 30,<br>2022 |
|--|---------------------|----------------------|--|--|
|  | Beaufort            | Myrtleford           |  |  |
| <b>Property acquisition costs</b>                  |                     |                      |  |  |
| Balance, beginning                                 | \$ 1,612,675        | \$ 6,450,700         | \$ 8,063,375   | \$ 8,063,376                                 |
| Additions (sale)                                   | -                   | -                    | -  | (1)  |
| <b>Balance, ending</b>                             | <b>\$ 1,612,675</b> | <b>\$ 6,450,700</b>  | <b>\$ 8,063,375</b>                                  | <b>\$ 8,063,375</b>                          |
| <b>Exploration and evaluation costs</b>            |                     |                      |  |  |
| Balance, beginning                                 | \$ 1,356,305        | \$ 2,754,007         | \$ 4,110,312   | \$ 541,447                                   |
| Consulting, management fees and<br>sub-contractors | 16,634              | 376,256              | 392,890  | 1,104,483                                    |
| Soil Sampling and mapping                          | 2,535               | 92,257               | 94,792   | 330,482                                      |
| Geophysics   | -                   | -                    | -  | 44,867                                       |
| Drilling   | -                   | 821,924              | 821,924  | 1,805,079                                    |
| Other costs  | 72,495              | 93,101               | 165,596  | 283,954                                      |
| <b>Balance, ending</b>                             | <b>\$ 1,447,969</b> | <b>\$ 4,137,545</b>  | <b>\$ 5,585,514</b>                                  | <b>\$ 4,110,312</b>                          |
| <b>Impairment</b>                                  | <b>\$ -</b>         | <b>\$ -</b>          | <b>\$ -</b>  | <b>\$ -</b>                                  |
| <b>Total</b>                                       | <b>\$ 3,060,644</b> | <b>\$ 10,588,245</b> | <b>\$ 13,648,889</b>                                 | <b>\$ 12,173,687</b>                         |

## Results of Operations

The net losses for the six months ended October 31, 2022 and 2021 are summarized below:

|   | 2022 |             | 2021 |             |
|---|------|-------------|------|-------------|
| General and administrative services         | \$   | 117,274     | \$   | 89,420      |
| Consulting fees                             |      | 174,069     |      | 267,794     |
| Foreign exchange                            |      | 26,090      |      | 51,475      |
| Marketing                                   |      | 236,969     |      | 279,970     |
| Management fees                             |      | 305,448     |      | 223,433     |
| Payroll                                     |      | -           |      | 4,157       |
| Professional fees                           |      | 37,632      |      | 81,932      |
| Transfer agent, regulatory and listing fees |      | 54,620      |      | 6,625       |
| Stock-based compensation                    |      | 390,056     |      | 839,135     |
|   | \$   | (1,342,158) | \$   | (1,843,940) |

The overall decrease in the expenditures is primarily due to the reduction in the stock-based compensation expense which is driven by the timing of the vesting of the options. Stock based compensation represents the value of stock options granted to directors, officers and consultants which vested in the period. Management fees increased as a result of the engagement of a new Chief Executive Officer of the Company.

The net losses for the three months ended October 31, 2021 and 2020 are summarized below:

|   |    | 2022      |    | 2021      |
|---|----|-----------|----|-----------|
| General and administrative services         | \$ | 32,649    | \$ | 33,047    |
| Consulting fees                             |    | 83,465    |    | 85,897    |
| Foreign exchange                            |    | 13,919    |    | 53,238    |
| Marketing                                   |    | 108,975   |    | 111,018   |
| Management fees                             |    | 129,451   |    | 179,325   |
| Payroll                                     |    | -         |    | 4,157     |
| Professional fees                           |    | 11,624    |    | 97,119    |
| Transfer agent, regulatory and listing fees |    | 3,940     |    | 2,165     |
| Stock-based compensation                    |    | 168,604   |    | 278,832   |
|   | \$ | (552,627) | \$ | (844,798) |

The overall decrease in the expenditures is primarily due to the reduction in the stock-based compensation expense which is driven by the timing of the vesting of the options. Stock based compensation represents the value of stock options granted to directors, officers and consultants which vested in the period. Management fees increased as a result of the engagement of a new Chief Executive Officer of the Company.

### Selected Quarterly Information

The following table provides selected quarterly financial data for the most recently completed interim quarters:

| Quarter Ended    | Loss for the period<br>\$ | Loss per Share (Basic & Diluted)<br>\$ | Total Assets<br>\$ |
|------------------|---------------------------|--|--------------------|
| October 31, 2022 | 552,627                   | 0.01                                   | 19,204,225         |
| July 31, 2022    | 789,531                   | 0.01                                   | 19,762,305         |
| April 30, 2022   | 551,432                   | 0.01                                   | 20,940,411         |
| January 31, 2022 | 881,137                   | 0.01                                   | 20,405,193         |
| October 31, 2021 | 844,798                   | 0.01                                   | 21,072,026         |
| July 31, 2021    | 999,142                   | 0.02                                   | 22,394,063         |
| April 30, 2021   | 1,452,405                 | 0.05                                   | 13,701,078         |
| January 31, 2021 | 978,859                   | 0.02                                   | 15,107,002         |

### Financial Condition, Liquidity and Capital Resources

As an exploration company, the Company has not generated any revenues from operations with the primary source of financing to date being from the issuance of equity securities and advancements received from related parties to continue the development of its mineral property.

As at October 31, 2022 the Company had a working capital of \$5,206,689 (April 30, 2022 - \$7,589,048) and cash of \$5,164,500 (April 30, 2022 - \$8,056,541).

## Supplemental Cash Flow Information

### Operating Activities

During the six months ended October 31, 2022, cash used in operating activities was \$867,226 (2021 - \$1,198,518). The decrease in cash used is partially as a result of an advance paid by the Company for a marketing contract, in the comparative period. The decrease in cash used in operating activities was also due to a decrease in the net loss for the six months ended October 31, 2022, by \$501,782 in comparison to the six months ended October 31, 2021.

### Investing Activities

During the six months ended October 31, 2022, cash used in investing activities was \$2,024,815 (2021 - \$1,527,835) as a result of exploration activities on the Company's projects.

### Financing Activities

During the six months ended October 31, 2022, cash provided by financing activities was \$Nil (2021 - \$8,327,338). The decrease was due to the closing of the private placements and the exercise of warrants and stock options in the comparative period.

## Off-Balance Sheet Arrangements

The Company has not entered into any off-balance-sheet arrangements.

## Related Party Transactions

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

Key management compensation is as follows:

|                          | Three Months Ended October 31, |            | Six Months Ended October 31, |            |
|--------------------------|--------------------------------|------------|------------------------------|------------|
|                          | 2022                           | 2021       | 2022                         | 2021       |
| Management fees          | \$ 66,562                      | \$ 178,138 | \$ 148,931                   | \$ 222,224 |
| Consulting fees          | 81,250                         | 15,000     | 179,105                      | 30,000     |
| Stock-based compensation | 187,933                        | 262,534    | 398,882                      | 630,692    |
|                          | \$ 335,745                     | \$ 67,292  | \$ 726,917                   | \$ 882,916 |

## Accounting Policies

The accounting policies and methods employed by the Company determine how it reports its financial condition and results of operations and may require management to make judgements or rely on assumptions about matters that are inherently uncertain. The Company's results of operations are reported using policies and methods in accordance with IFRS. In preparing the audited financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses for the period. Management reviews its estimates and assumptions on an ongoing basis using the most current information available.

## Critical Accounting Estimates

The preparation of the Company's financial statements in conformity with IFRS requires management to make estimates and assumptions concerning the future. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

- i) **Going concern:**  
The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures and meet its liabilities for the ensuing year involved significant judgments based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstance.
- ii) **Economic recoverability and probability of future benefits of exploration and evaluation costs:**  
Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.
- iii) **Valuation of stock-based compensation:**  
The Company uses the Black-Scholes option pricing model for valuation of stock-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.
- iv) **Income taxes:**  
The Company recognizes deferred tax assets for deductible temporary differences, unused tax losses and other income tax deductions only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and other income tax deductions can be utilized. In assessing the probability of realizing the income tax benefits of deductible temporary differences, unused tax losses and other income tax deductions, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence.

## **Financial Instruments and Capital Management**

Due to the short-term nature, the carrying amount of cash, amounts receivables and accounts payable and accrued liabilities approximates their fair value. Cash is measured at fair value while amounts receivable, accounts payables and accrued liabilities and amounts due to related parties are measure at amortized cost.

## **Contingencies**

The Company is not aware of any contingencies or pending legal proceedings as at the date of this report.

## **Outstanding Share Data**

As at the date of this report, the Company had 65,111,145 (April 30, 2022 – 65,111,145) common shares outstanding.

As at the date of this report, the Company had 4,675,000 stock options outstanding.

### **Investor Relations**

The Company has engaged Venture Liquidity Providers Inc. to provide investor relations and other services.

### **Management's Responsibility for the Financial Statements**

The information provided in this report as referenced from the Company's condensed interim financial statements for the referenced reporting period is the sole responsibility of management. In the preparation of the information along with related and accompanying statements and estimates contained herein, management uses careful judgement in assessing the values (or future values) of certain assets or liabilities. It is the opinion of management that such estimates are fair and accurate as presented.

### **Other Information**

#### **Disclaimer**

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at [www.sedar.com](http://www.sedar.com). No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

#### **Cautionary Statement on Forward Looking Information**

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.