OMAI GOLD MINES CORP.

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended March 31, 2025

This Management's Discussion and Analysis ("MD&A") of the financial position and results of operations of Omai Gold Mines Corp. ("Omai" or the "Company") has been prepared based on information available to the Company as at May 23, 2025, and should be read in conjunction with Omai's unaudited condensed interim consolidated financial statements and related notes thereto as at and for the three ended March 31, 2025 (the "Financial Statements"). The Financial Statements and MD&A are presented in U.S. dollars and the Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Standards Board applicable to the preparation of interim financial statements, including IAS 34 Interim Financial Reporting. Reference herein of $ is to the United States dollars and C$ is to the Canadian dollar.

Readers are cautioned that the MD&A contains forward-looking statements and that actual events may vary from management's expectations. Readers are encouraged to read the "Cautionary Statement on Forward-Looking Information" at the end of this MD&A and to consult Omai's Financial Statements for the three months ended March 31, 2025 and the corresponding notes to the Financial Statements which are available on our website at www.marimaca.com and on SEDAR at www.sedar.com.

Additional information related to Omai is available under the Company's profile on SEDAR at www.sedar.com and the Company's website at www.omaigoldmines.com.

1.0 Description of Business

Omai is an exploration and development company engaged in the acquisition, exploration, evaluation and development of mineral properties. The Company does not have any resource properties in production at this time. The Company's primary current focus is the exploration of the past producing Omai Gold Mine in the Potaro Mining District of Guyana.

The Company's primary office of the Company is located at 25 Adelaide Street East, Suite 1400, Toronto, Ontario, M5C 3A1, Canada.

The business of exploration involves a high degree of risk, as such there is no assurance that the Company's expected exploration programs will result in profitable mining operations. To date, the Company has not earned revenue and has an accumulated deficit of $40,469,587 as at March 31, 2025. It is highly likely that it will be necessary for the Company to continue to seek additional sources of equity financing in the future. The Company has historically relied on financings to fund its operations and repay its liabilities; while the Company has been successful in the past, there can be no assurance that it will be able to raise sufficient funds in the future. The ability of the Company to arrange such financing in the future depends in part upon the prevailing capital market conditions as well as the business performance of the Company.

Common shares of OMAI are traded on the TSX Venture Exchange ("TSXV") under the symbol "OMG" and the OTCQB Exchange under ("OMGGF").

2.0 Highlights and 2025 Outlook

Project Highlights

- Assay results from the last 9 holes drilled in late 2024 were released in Q1 2025. The 2025 drill program commenced in January 2025 and was initially planned to be 10,000 metres ("m"), but due to ongoing success was expanded to 15,000m in late March 2025, and is expected to surpass that target through to the end of May 2025.

(Expressed in United States Dollars)

- Wenot open pit deposit: drilling highlights from 2024 reported in Q1 2025 included:

HOLE #	RESULTS
24ODD-092	4.48 g/t gold ("Au") over 57.0m, including 21.13 g/t Au over 10.0m
24ODD-097	5.21 g/t Au over 19.3m, including 11.44 g/t Au over 4.6m and 11.75 g/t Au over 3.6m
24ODD-094	1.10 g/t Au over 63.2m, including 1.63 g/t Au over 21.0m

- Announced the results of Gilt Creek hole 24ODD-095 on February 24, 2025, with the following highlights:
  - The first drill hole on the Gilt Creek intrusion-hosted underground deposit since 2007 was completed in late 2024.
  - 1,146m hole that intersected 774m of the targeted gold mineralized Omai Stock and ended still in the mineralized intrusive host rock;
  - 38 separate occurrences of visible gold;
  - Extended the known limits of the gold mineralized Omai Stock by a further 200m laterally;
  - A cumulative 198.3m of the higher-grade intervals (not continuous) were over 1.5 g/t Au and gave a weighted average grade of 2.78 g/t Au.
  - Assay results from Hole 24ODD-095 included:

HOLE #	RESULTS
24ODD-095	• 2.00 g/t Au over 64.0m, including 5.79 g/t Au over 9.0m and including 2.68 g/t Au over 12.5m • 1.90 g/t Au over 48.0m, including 4.19 g/t Au over 7.5m, and including 2.47 g/t Au over 10.5m • 2.14 g/t Au over 37.5m, including 2.62 g/t Au over 24.2m

- Wenot open pit deposit: drilling highlights from 2025 year-to-date included:

HOLE #	RESULTS
25ODD-102	• 28.04 g/t Au over 9.3m (8.51 g/t Au over 9.3m capped at 70 g/t Au), including 252.36 g/t Au over 1.0m • 8.98 g/t Au over 5.0m • 3.36 g/t Au over 12.5m
25ODD-101	• 16.35 g/t Au over 10.5m (10.40 g/t Au over 10.5m capped at 70 g/t Au), including 46.38 g/t Au over 3.5m (28.52 g/t Au over 3.5m capped at 70 g/t Au) • 3.83 g/t Au over 18.8m • 2.13 g/t Au over 48.5m
25ODD-103	• 3.56 g/t Au over 21.8m
25ODD-105	• 2.32 g/t Au over 19.8m

Financing Highlights

- Completed a bought-deal financing in February 2025 raising net proceeds of $16.6 million; and
- Strong cash position of $21.3 million as at March 31, 2025.

Corporate Highlights

- Expanded and strengthened the executive management team with the following appointments:
  - Mr. David Stewart, P.Eng. as Vice President Corporate Development & Investor Relations on January 2, 2025; and
  - Ms. Petra Decher, CA, CPA as Chief Financial Officer and Corporate Secretary on May 1, 2025.
- With an expanded investor outreach program, conference participation included: Vancouver Resource Investment Conference in January 2025, Red Cloud Pre-PDAC Mining Showcase and PDAC in March 2025, Mining Forum Europe in April 2025, and 121 Mining Investment London in May 2025; and
- Expanded equity research coverage: following Paradigm Capital's initial coverage in September 2024, both Agentis Capital and Haywood Securities initiated coverage of Omai Gold in January 2025.

Outlook and Objectives for the remainder of 2025

- Complete and surpass the expanded 15,000m resource expansion drill program at Wenot in Q2 2025;
- Complete additional exploration and targeted drill program on the Omai Property in Q2 and Q3 2025;
- Complete the second drill hole at Gilt Creek, with extension to test the Wenot Target at depth in mid-2025;
- Complete an updated mineral resource estimate ("MRE") on the Wenot deposit following the resource expansion drill program, anticipated for early Q3 2025;
- With the updated Wenot MRE completed, complete an updated Preliminary Economic Assessment ("PEA") for the Omai Gold Project later in 2025, including production from both the Wenot open pit and the Gilt Creek underground deposits; and
- Advance project permitting by engaging an external firm to initiate an environmental impact assessment ("EIA"), paving the way towards a mining licence for the project.

3.0 Omai Project

<u>Omai Project</u>

On April 26, 2019, the Guyana Geology & Mines Commission ("GGMC") issued Prospecting Licence (PL #01/2019) to Avalon Gold Exploration Inc. ("AGE"), a wholly-owned subsidiary of Omai, for the exclusive right of occupation and exploration for the purpose of prospecting for gold, precious minerals and precious stones, on 4,590 acres (1,857.5 hectares) of licenced area (the "Omai PL"), which includes the site of the past producing Omai Gold Mine, Potaro Mining District, Guyana. The Company, through AGE, holds a 100% interest in the Omai PL which provides for the right of occupation and exclusive right to explore for gold, precious minerals and precious stones and to use certain existing infrastructure at the Omai Gold Mine for any future mining operations, subject to entering into specific lease agreements.

The GGMC granted the Omai PL to AGE on April 26, 2019. The Company renewed the license for a one-year period prior to the April 25, 2022 expiry date and for an additional one-year period in 2023 to April 27, 2024. On April 29, 2024, the GGMC granted AGE a new Omai PL covering the same 4,590 acres and providing the exclusive right of occupation and exploration for gold, base metals, precious metals and precious stones. The licence has an initial three-year term until April 29, 2027 which may be extended to 2029. In consideration for the original license granted in 2019, AGE agreed pay the GGMC an aggregate amount of $4.0 million to secure the Omai PL and by April 26, 2022 the entire $4.0 million had been paid. There is one quarry licence covering a portion of the Omai PL that was granted in June 2021 and other aggregate permits overlapping other parts of the Company's Omai PL were granted in August 23, 2023 by the GGMC. The Company is currently contesting the aggregate permits that were granted subsequent to the granting of the Omai PL.

On December 22, 2021, the Company closed a transaction resulting in the acquisition of the rights to the Eastern Flats property consisting of prospecting and mining rights, adjoining the Omai PL to the east. The Eastern Flats property consists of 1,519 acres (614.7 hectares) along the main trend of mineralization seen in the Wenot Pit. While there has been little exploration carried out on the Eastern Flats, interpretation of the 2020 airborne geophysical survey (magnetics and radiometrics) has indicated that several targets for gold mineralization extend from the Omai PL onto Eastern Flats.

Exploration Activity

The Company commenced exploration on the Omai property in late 2020 following the completion of the Company's reverse-takeover transaction. During 2020, the Company completed construction of an exploration camp capable of housing up to 60 workers and completed an airborne aeromagnetic and radiometric geophysical survey over the property.

In 2021, the Company re-logged and re-sampled 6,000m of recovered drill core from a 2012 program, then completed 10,702m of diamond drilling. Diamond drilling commenced in 2021, focusing on the area along strike, beside and below the past-producing Wenot deposit. The Wenot pit produced 1.4 million ounces of gold between 1994 and 2003 at an average grade of 1.5 g/t Au, with fresh rock mined reconciling at 1.67 g/t Au. At Wenot, the 2021 drilling consisted of 16 holes totalling 9,367m. Every Wenot hole intersected multiple zones hosting gold mineralization, for example, hole 21ODD-013 highlights include: 6.92 g/t Au over 19 m, and 2.2 g/t Au over 16m, and in hole 21-ODD-022, highlights include: 16.77 g/t Au over 6.0 m, 1.97 g/t Au over 16.7 m, and 4.63 g/t Au over 20.0 m.

On January 4, 2022, the Company announced an Initial Mineral Resource Estimate for the new Wenot deposit. P&E Consulting Ltd., independent technical consultants or Qualified Person ("QP"), subsequently filed the NI 43-101 report on www.sedarplus.ca on February 18, 2022.

The Wenot Mineral Resource Estimate integrated not only the 16 diamond drill holes completed by the Company in 2021 but also incorporated 10,508 assay results from 549 diamond drill holes totalling 21,541m within the mineralized wireframes. This was possible since the Company has developed a comprehensive database that includes both historical drilling, production and exploration data.

In 2021, the Company also completed eleven holes on nearby exploration targets. The focus was to evaluate other un-mined areas with potential for near surface gold deposits amenable to open pit mining. Four holes were completed to test a couple of known gold occurrences at Blueberry Hill and Snake Pond, located west of the Gilt Creek pit. These zones appear to be related to vein structures associated with the Gilt Creek deposit, where zones intrude some distance into the adjacent host volcanics. Quartz veining, minor sulphidization and intervals with gold were encountered in all holes. The near surface mineralization with very favourable grades, in the immediate vicinity of the known deposits warrant further exploration.

Six scout holes were drilled on the large Broccoli Hill target, which lies immediately east of the past-producing Gilt Creek deposit. The Company's trenching on the northwest side of Broccoli Hill exposed a quartz-rich shear zone, with representative grab samples assaying 29.3 g/t Au, 7.8 g/t Au, 5.0 g/t Au and 2.2 g/t Au along a 40-metre strike. A total of 690m in six short holes were completed and gold mineralization over 1 g/t Au was intersected in four of the six holes, and as high as 4.04 g/t Au over 0.9 m and 0.91 g/t over 6.8 m. Broccoli Hill represents a large prospective target area that has been the focus of much artisanal mining activity for over 100 years and due to the size of the target area and indicators of gold mineralization, warrants significant additional exploration.

In early 2022, eleven trenches ranging from 15m to 100 m in length were completed, totalling approximately 1,000m. Several gold-rich, low-angle quartz-veined structural zones were exposed at Blueberry Hill, within volcanic rocks and along the margins of diorite rocks. These structural zones are similar to those seen at the large past producing Gilt Creek pit, located only 500m to the east, where a stockwork of quartz veining includes low-angle, gold-rich quartz veins within the Omai quartz diorite stock, creating considerable interest in further follow-up work on the Blueberry Hill target area.

In 2022, 21 holes were drilled for a total of 5,880m. The Wenot target was tested along a 2.8 kilometre ("km") strike, significantly beyond the 1.5km original pit. Eight (8) holes tested the western extension of the new Wenot deposit, as far as 900m west of the previously mined Wenot pit area. This area is un-mined, other than some surficial saprolite, so is an attractive target for near surface deposits. The Wenot shear and associated quartz-feldspar porphyry with gold mineralization was encountered in all holes. At the far west end of the Wenot shear corridor, an area known as the Camp Zone, two dominant gold-bearing zones persist, illustrated in hole 22ODD-047 which intersected 2.5 g/t Au over 9.9m and 5.96 g/t Au over 2.4m. Two holes at the far eastern end of the Wenot deposit confirmed the presence of gold mineralization associated with the shear to at least 400m east of the Wenot pit. Highlights include: 37.83 g/t Au over 2.0m and 1.85 g/t over 12.7m in Hole 22ODD-046, and 1.84 g/t Au over 9.2m in Hole 22ODD-049. The confirmation of mineralization along a 2.8km strike of the Wenot shear illustrates the vast potential of this gold-bearing structural corridor.

Three holes (22ODD-051, -052 and -053) were drilled to test areas within the main Wenot target that are considered priorities as these holes tested the mineralization within an undrilled gap at the western end of the Wenot deposit and also tested for continuity at depth. These holes intersected several wide and very significant gold-bearing zones, with the following highlights as: 2.27 g/t Au over 33.9m and 2.73 g/t Au over 10.5m in hole 22ODD-052, and 6.28 g/t Au over 7.3m and 1.92 g/t Au over 20.3m in hole 22ODD-051.

In 2022, a total of eight (8) holes tested exploration targets west and southwest of Gilt Creek. Gold mineralization was intersected at the Blueberry Hill target, including a high grade, narrow vein grading 41.73 g/t Au over 0.9m, likely correlating to the flat lying gold-rich veins identified in the trenches. Additional work is warranted, after compiling and modelling the zones identified within the trenches, combined with the drill results.

The 2022 drill program was successful at establishing that the Wenot shear zone extends to the west and east of the new Wenot deposit, by at least 900m and 400m, respectively, well outside of the previously mined area. These results indicate an exploration target with a size of at least 2.8km long, by 450m deep, by 200-300m wide, with historical mining limited to only 1.5km along strike.

The Gilt Creek deposit lies approximately 400m north of the Wenot deposit. Whereas the Wenot deposit is a shear-hosted orogenic gold deposit, Gilt Creek is an intrusion-hosted gold deposit, however the age and mineralogy of the gold mineralization is consistent. In April 2022, at Gilt Creek, the exploration team commenced an in-depth study of the historical drill data that represents the depth extension of the deposit mined by the Gilt Creek pit. IAMGOLD Corp. completed a historical resource, based on the 46 holes totalling over 27,000m drilled in 2006-2007, testing below the Gilt Creek pit. The drilling confirmed that the gold mineralization hosted by the Omai quartz diorite stock continues below the old pit and to depths of at least 967m below surface. The old Gilt Creek pit produced approximately 2.4 million ounces of gold between 1993 and 2005. Data was provided to the independent consultant, who completed the work to add the Gilt Creek deposit into the October 2022 Mineral Resource Estimate.

- ➢ The first updated NI 43-101 MRE was announced on October 20, 2022, more than doubling the January 2022 initial NI 43-101 MRE, to an Indicated Mineral Resource of 1.9 million ounces (171% increase) and an Inferred Mineral Resource of 1.8 million ounces (89% increase):
- ➢ Wenot Deposit (open pit target):
    - ✓ 14% Increase in Wenot Mineral Resource since January 2022 initial MRE to:
        - 756,000 ounces of gold (Indicated) in 17,541,000 tonnes averaging 1.34 g/t Au;
        - 1,112,600 ounces of gold (Inferred) in 20,115,000 tonnes averaging 1.72 g/t Au
- ➢ Gilt Creek Deposit (underground target, under Gilt Creek pit):
        - Newly brought into Company's Mineral Resource Estimate:1,151,000 ounces of gold (Indicated) in 11,123,000 tonnes averaging 3.22 g/t Au;
        - 665,000 ounces of gold (Inferred) in 6,186,000 tonnes averaging 3.35 g/t Au

For the purposes of the MRE, an underground mining approach is applied to the Gilt Creek Deposit and a 1.5 g/t Au cut-off grade was used. For the Wenot Deposit (open pit), a constrained pit is applied and a 0.35 g/t Au cut-off grade was used. The full report was filed on December 2, 2022 and is available on www.sedarplus.ca or on the Company's website at www.omaigoldmines.com. The report titled "Technical Report and Updated Mineral Resource Estimate of the Omai Gold Property, Potaro Mining District No. 2, Guyana" was prepared under the supervision of Eugene Puritch, P.Eng., FEC, CET, President of P&E Mining Consultants Inc., who are independent of Omai for the purposes of National Instrument 43-101.

In Q1 2023, drilling re-commenced which focused on a number of exploration targets, as prioritized by magnetic inversion studies completed in late 2022. Three diamond drill holes (ODD23-055, -056 & -057) tested a 760m strike length of the Pyramid target, which lies along the eastern projection of the Wenot shear corridor, between 2.5km and 3.5km east of the Wenot gold deposit. The holes at Pyramid confirm the extension of the Wenot shear with widths of at least 114m, however only background gold values were returned in the assays.

Three holes were completed at Broccoli Hill (23ODD-054, -060 and -061), testing the large magnetic low anomaly that covers an area of roughly 500m by 500m on the much larger underexplored Broccoli Hill. Hole 23ODD-054 was drilled on the southern side of Broccoli Hill, but challenges during drilling led to termination of the hole prior to the planned depth resulting in an incomplete test of this target. A number of narrow, gold bearing quartz veinlets were intersected with highlights including 5.63 g/t Au over 1.5m and 7.16 g/t Au over 0.3m.

In Q2 2023, several drill holes tested the west Wenot area, including Hole 23ODD-063, which encountered visible gold in 37 locations along 299m of core including 4.07 g/t Au over 31.1m, 3.38 g/t Au over 9.6m, and 1.18 g/t Au over 25.2m.

Hole 23ODD-064 was drilled in the mid-region of the Wenot deposit, 1.25km east of hole 23ODD-063. The hole intersected an impressive 5.18 g/t Au over 20.2m (including 12.7 g/t Au over 7.9m) at a vertical depth of 435m, confirming the extension of the Wenot gold-bearing structures to at least 100m below the current October 2022 resource model in this central part of the Wenot deposit.

Hole 23ODD-065 was drilled at the western end of Wenot deposit to test a 150m wide gap along strike between holes 21ODD-022 and 21ODD-014. Hole 23ODD-065 terminated early due to drilling problems and did not reach the main target zone, however, it intersected a broad 127m wide shear-hosted complex of rhyolite and diorite dikes, including 4.54 g/t Au over 27.5m, 1.83 g/t Au over 25.5m, and 2.37 g/t Au over 12.5m.

Holes 23ODD-066 and -067 further tested the extent of the West Wenot target area that lies west of the past-producing pit. Hole -066 intersected the Central Shear gold-zone at a vertical depth of 90m where it assayed 2.45 g/t Au over 8.6m. Further downhole in 23ODD-066, a 75m wide sediment-hosted shear zone includes 5.89 g/t Au over 8.7m, 0.9 g/t over 13.0m, 0.40 g/t over 14.6m, 0.45 g/t over 7.9m. Hole 23ODD-067, immediately west of the past-producing pit, was drilled 100m above hole 22ODD-052. It achieved its objective of confirming mineralization at shallower depths, and of filling a large undrilled gap in the resource model. Hole 23ODD-068 was drilled in the mid-pit area and was to test the central shear contact zone at depth. It did not reach the planned depth due to drilling problems, nonetheless, intersected three gold zones on the northern flank of Wenot within the volcanics, including 1.33 g/t Au over 8.5m and 6.85 g/t Au over 2.0m.

Hole 23ODD-071 was drilled in the West Wenot area and provides further evidence that the gold mineralized zones at Wenot increase in grade and width with depth. Highlights from diamond drill hole 23ODD-071 include: 2.26 g/t Au over 70.0m (including 4.6 g/t Au over 19.2m), 2.36 g/t Au over 7.5m, and 1.59 g/t Au over 6.4m.

Two diamond drill holes tested the near-surface, high-grade zones at SP and BBH, following-up on results from trenching, drilling and modelling of these areas since 2021. One hole, drilled down plunge on the SP high-grade target, intersected two intervals of significant gold mineralization with the true width of the zone or zones yet to be determined. Highlights from this hole 23ODD-069 include: 7.69 g/t Au over 9.5m and 3.42 g/t Au over 15.0m.

In late Q2 2023, JDS Energy & Mining Inc. completed an internal study, providing management with an initial assessment of potential mining methods, mine sequencing, pit de-watering logistics, location and space considerations for infrastructure, logistics and alternatives for tailings, environmental aspects, and possible mill size and configuration. This work set the initial groundwork for the PEA for the Omai project.

In November 2023, a 13.7 line-km Induced Polarization (“IP”) survey was completed along the western and eastern ends of Wenot. Eight north-south, 100m spaced lines were surveyed east of the Wenot pit, with three IP anomalies detected. The northern end of one line detected a small but strong near-surface anomaly on southeast Broccoli Hill. Five lines west of the Wenot and Gilt Creek pits were surveyed with only minor anomalies detected.

From November 2023 to December 2023, a full column water study was completed of the Wenot and Gilt Creek pits with upstream and downstream samples collected from the nearby Essequibo River, as part of the baseline environmental surveying. Results and a final report received in Q1 2024 indicated that the water in the Wenot and Gilt Creek pits do not exceed any international water quality objectives.

On February 8, 2024, the Company announced an updated MRE. The new MRE included both the shear-hosted Wenot Deposit and the adjacent intrusive-hosted Gilt Creek Deposit (unchanged from the October 2022 MRE), for a combined MRE of:1,985,000 ounces of gold (Indicated MRE), a 4% increase, and 2,279,000 ounces of gold (Inferred MRE), a 28% increase

The increase is attributed to 2023 drilling of the Wenot deposit, resulting in a new Wenot MRE of:

- 834,000 ounces of gold (Indicated), a 10% increase over the October 2022 MRE, and
- 1,614,000 ounces of gold (Inferred), a 45% increase
- 1.48 g/t Au grade of Indicated MRE, a 10% increase
- 1.99 g/t Au grade of Inferred MRE, a 16% increase

On April 4, 2024, the Company announced completion of a PEA with an after-tax Net Present Value (“$NPV_{5\%}$”) of $556 million and a 19.8% Internal Rate of Return (“IRR”) using a $1,950/oz gold price for the Wenot Open Pit deposit, one of two deposits on the Company’s Omai project in Guyana. The PEA supports an initial open pit mining scenario with production averaging 142,000 ounces of gold per year over a 13-year mine life, with a peak year production of 184,000 ounces. Total Wenot production is estimated at 1,840,000 ounces of payable gold. A spot gold price of $2,200/oz supports an after-tax $NPV_{5\%}$ of US$777 million, a 24.7% IRR, and a payback period of 3.5 years.

The PEA was an important step forward for the Company as it converted the exploration results and MRE into a baseline production scenario. This PEA included only approximately 45% of the Omai Project MRE. The adjacent Gilt Creek Deposit was not included in the PEA economics, however the Company plans to include it in the next updated economic assessment.

The Company filed a National Instrument 43-101 Technical Report dated May 21, 2024, available on the SEDAR+ website www.sedarplus.ca in support of the PEA announced on April 4, 2024. The report was prepared under the supervision of Eugene Puritch, P.Eng., FEC, CET of P&E Mining Consultants Inc., who is independent of the Company and a Qualified Person in accordance with NI 43-101.

The 2024 exploration drilling program commenced in July 2024 and comprised of 26 holes (24ODD-072 to -097) totalling 14,047m drilled through to year-end. The objectives of the 2024 program were: i) to identify further mineralization in some of the wide undrilled areas within the 2.5km long strike of the Wenot deposit, particularly within the under-explored southern sedimentary rock sequence; ii) to extend the known mineralization in the multiple subparallel gold zones down to the 400m to 450m level, a level that management believes is a reasonable depth for a potential large open pit operation; and iii) to increase the shallow drilling at West Wenot, an area with known broad mineralized zones within the southern sedimentary rocks with potential as a starter pit.

All these objectives were achieved in the 2024 program, with the most significant results outlining a large, prolific zone of gold mineralization known as the “Dike Corridor”. The Dike Corridor is one of five main subparallel, near-vertical gold zones that comprise the large 2.5km long Wenot deposit. Lying within the broader Wenot Shear, the Dike Corridor is a 100m to 200m wide zone within the volcanic sequence, typically 25m to 100m north of the central sediment-volcanic contact. This zone was selectively mined from 1995 – 2002 when the gold price fell well below $400/oz, suggesting it was deemed most economic. The Dike Corridor is comprised of a series of felsic and diorite dikes intruded into the volcanic sequence with variable shearing, alteration and stockworks of quartz veining within the felsic dikes and hosting significant gold mineralization.

The most significant intersections in the Dike Corridor were from hole 24ODD-092 which intercepted 4.48 g/t Au over 57.0m, hole 24ODD-085 which intercepted 3.16 g/t Au over 68.7m (including 6.65 g/t over 29.9m), hole 24ODD-087 which intercepted 4.57 g/t Au over 45.5m, and hole 24ODD-078 which intercepted 2.2 g/t Au over 43.7m. *(Please refer to the Company’s news release dated September 6, 2024)*. These results suggest potential for a 600m strike length to this wide gold zone within the Dike Corridor.

Within the under-explored southern sedimentary rock sequence, highlighted results included 2.89 g/t Au over 22.0m Hole 24ODD-076, 1.01 g/t Au over 25.5m, 2.08 g/t over 10.8m, and 4.19 g/t over 4.8m in Hole 24ODD-077, 8.71 g/t Au over 4.5m in Hole 24ODD-078, 3.78 g/t Au over 10.5m in Hole 24ODD-086. Hole 24ODD-094 contained 13 occurrences of visible gold and intersected three broad gold intervals including 1.10 g/t Au over 63.2m, 0.77 g/t Au over 30.5m, and 1.42 g/t Au over 14.0m – all within the sediments.

In late 2024, the Company also completed its first drill hole (24ODD-095) at the Gilt Creek underground deposit, with assay results announced in a news release dated February 24, 2025, with the following highlights:

- Extended gold mineralization approximately 200m laterally to the southwest, to a vertical depth of 850m in an area with no prior drilling.
- 2.00 g/t Au over 64.0m
    - including 5.79 g/t Au over 9.0m
    - and including 2.68 g/t Au over 12.5m
- 1.90 g/t Au over 48.0m
    - including 4.19 g/t Au over 7.5m
    - and including 2.47 g/t Au over 10.5m
- 2.14 g/t Au over 37.5m
    - including 2.62 g/t Au over 24.2m
- 198.3m of the higher-grade intervals (not continuous) are over 1.5 g/t Au and give a weighted average grade of 2.78 g/t Au.
- Intersected mineralization first at a vertical depth of 225m within pyrrhotite-rich volcanics, assaying 2.0 g/t Au over 10.5m and 1.59 g/t Au over 7.5m below the diabase dike.
- 38 separate occurrences of visible gold between 442m and 1,139m.

In early 2025, an initial 10,000m drilling program commenced on the Wenot deposit and was subsequently expanded to at least 15,000m. This program is currently ongoing with three diamond drills and an updated resource estimate will follow for the Wenot deposit.

The ongoing 2025 drill program at Wenot has the following objectives: i) to identify further mineralization in some of the wide undrilled areas within the 2.5km long strike of the Wenot deposit, particularly within the under-explored southern sedimentary rock sequence; ii) to extend the known mineralization in the multiple subparallel gold zones down to the 400m to 450m level, which management believes is a reasonable depth for a potential large-scale open pit operation; and iii) to increase the shallow drilling at West Wenot, an area with known broad mineralized zones within the southern sedimentary rocks with potential as a starter pit. As a result of our recent discovery of very wide and higher-grade zones, an added objective is to test the potential strike and dip extensions of these exceptionally robust gold zones, that eclipse any previous mineralization identified at Wenot.

Highlights from the 2025 drill program year-to-date are included in the table below. Wide intercepts of high-grade gold mineralization continue to extend the known limits of gold mineralization at Central, East, and West Wenot. Much of the gold mineralization identified by our 2025 drilling to date is outside of the 2024 MRE and well outside of the pit limits as defined within the 2024 PEA.

(Expressed in United States Dollars)

HOLE #	RESULTS
25ODD-102	• 28.04 g/t Au over 9.3m (8.51 g/t Au over 9.3m capped at 70 g/t Au), including 252.36 g/t Au over 1.0m • 8.98 g/t Au over 5.0m • 3.36 g/t Au over 12.5m • 4.55 g/t Au over 7.0m
25ODD-101	• 16.35 g/t Au over 10.5m (10.40 g/t Au over 10.5m capped at 70 g/t Au), including 46.38 g/t Au over 3.5m (28.52 g/t Au over 3.5m capped at 70 g/t Au) • 3.83 g/t Au over 18.8m • 2.13 g/t Au over 48.5m
25ODD-103	• 3.56 g/t Au over 21.8m • 3.93 g/t Au over 7.0m • 5.66 g/t Au over 4.3m
25ODD-105	• 2.32 g/t Au over 19.8m
25ODD-099	• 3.58 g/t Au over 7.0m • 0.97 g/t Au over 26.0m, including 2.92 g/t Au over 5.0m
24ODD-085EXT	• 2.02 g/t Au over 18.7m

Exploration and Evaluation Expenditures

The following table sets forth a breakdown of the material components of the Company's exploration and evaluation expenditures for the Omai Project, for the three months ended March 31, 2025 and 2024:

	Q1 2025	Q1 2024
Drilling	**$ 1,221,897**	$ 68,760
Consulting fees	**261,801**	272,558
Camp expenses	**154,492**	92,674
Salaries	**33,908**	-
Assay and sampling	**143,967**	490
Travel	**19,607**	13,894
Geology	**-**	2,038
Other	**1,111**	885
	$ 1,836,783	$ 451,299

(Expressed in United States Dollars)

4.0 Financial

a) Financial Position Review

The Company is an exploration and development company that currently does not generate revenue. At March 31, 2025, the Company had cash on hand of $21,340,885 (December 31, 2024 - $6,522,853), working capital of $20,027,396 (December 31, 2024 – $5,451,187), total assets of $22,374,114 (December 31, 2024 - $7,323,944), trade payables and accrued liabilities of $2,121,537 (December 31, 2024 - $1,636,639) and recorded a net loss of $2,939,107 for first quarter 2025 ("Q1 2025") (Q1 2024 – loss of $747,627).

On February 13, 2025, the Company completed a "bought deal" private placement offering (the "February Offering") with the issuance of 84,334,100 common shares of the Company priced at $0.21 (C$0.30) per share for gross proceeds of $17,764,520 (C$25,300,230). In connection with the February Offering, the Company paid to the underwriters a cash commission of $867,800 (C$1,236,007) and issued 2,060,012 broker warrants (the "February Broker Warrants"). Each February Broker Warrant is exercisable into one share of the Company at a price of $0.21 (C$0.30) per share for a period of 24 months from the date of closing. Additionally, as consideration for financial advisory services provided in connection with the Offering, the Company paid the Underwriters an additional cash advisory fee of $166,402 (C$237,006) and issued the Underwriters an additional 395,010 Broker Warrants.

Trade payables and accrued liabilities are broken down as follows: $1,382,621 in trade payables (December 31, 2024 - $1,028,352) and $738,916 in accrued liabilities (December 31, 2024 - $608,287).

The Company has no debt or long-term liabilities.

During the first quarter of 2025, 3,404,872 common shares were issued in addition to the 84,334,100 issued as part of the February Offering, related to the exercise of stock options and warrants.

The continuity of common shares issued during the three months ended March 31, 2025 and December 31, 2024 is as follows:

	Number of common shares	Amount
Balance – December 31 2023	377,845,932	$ 24,841,109
Units and shares issued for cash – net of cash issuance costs	137,800,732	10,113,981
Warrants valuation	—	(284,722)
Broker warrants valuation	—	(470,034)
Shares issued for exercise of warrants	5,267,881	460,191
Shares issued for exercise of options	2,000,000	219,000
Balance – December 31, 2024	**522,914,545**	**$ 34,879,525**
February Offering, net of costs	84,334,100	16,570,437
Valuation of warrants – February Offering	-	(437,876)
Shares issued upon exercise of warrants	1,023,000	96,292
Shares issued upon exercise of stock options	2,381,872	366,707
Balance – March 31, 2025	**610,653,517**	**$ 51,475,085**

Liquidity

The Company is an exploration and development company that currently does not generate revenue. At March 31, 2025, the Company had working capital as disclosed above, which management believes is sufficient to meet its property payments, its obligations and to continue to fund operations for at least the next twelve months.

Beyond the next 12 months, the Company's ability to continue as a going concern and to advance the Omai Project will be dependent upon its ability to obtain the necessary financing. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.
For the three months ended March 31, 2025, the Company used cash resources of $1,830,211 (Q1 2024 - $693,884) to fund operating activities, generated $16,811,315 in cash (Q1 2024 - $$1,443,248) from financing activities and used cash of $3,390 (Q1 2024 – Nil) to purchase equipment.

Capital Management

The capital managed by the Company includes the components of shareholders' equity as described in the unaudited condensed interim consolidated statements of shareholders' equity. The Company is not subject to externally imposed capital requirements.

The Company's objectives of capital management are to create long-term value and economic returns for its shareholders. It does this by seeking to maximize the availability of finance to fund the growth and development of its mining properties, and to support the working capital required to maintain its ability to continue as a going concern. The Company manages its capital structure and adjusts it for changes in economic conditions and the risk characteristics of its assets, seeking to limit shareholder dilution and optimize its cost of capital while maintaining an acceptable level of risk. To maintain or adjust its capital structure, the Company considers all sources of finance reasonably available to it, including but not limited to issuance of new capital, issuance of new debt and the sale of assets in whole or in part, including mineral property interests. The Company's overall strategy with respect to management of capital as March 31, 2025 remains fundamentally unchanged from the year ended December 31, 2024.

Financial Instruments

Financial instruments include cash and any contracts that give rise to a financial asset to one party and a financial liability or equity instrument to another party. As at March 31, 2025, the Company's carrying values of cash, amounts receivable, accounts payable and accrued liabilities approximate their fair values due to their short term to maturity.

Credit risk

Credit risk is a risk that a financial loss will be incurred if a counterparty to a transaction does not fulfill its financial obligations as agreed. Financial instruments that potentially subject the Company to credit risk consist of cash and accounts receivable. The Company deposits cash with high credit quality financial institutions as determined by rating agencies.

As at March 31, 2025, the Company held its cash as follows: 83.7% in Canadian dollars, 15.5% in U.S. dollars and 0.8% in Guyanese dollars with 99.2% of cash held in Canadian banks and 0.8% held in Guyana banks as at March 31, 2025.

Currency risk

Currency risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign currency rates in the market. The Company's financial instruments are exposed to currency risk where those instruments are denominated in currencies that are not the same as the functional currency of the entity that holds them; foreign exchange gains and losses in these situations impact earnings.

The Company's significant subsidiaries are located in Guyana and although their functional currency is the U.S. dollar, they are subject to currency risk because they maintain certain cash, amounts receivable and prepaid and accounts payables and accrued liabilities in Guyanese dollars. The parent company is in Canada and its functional currency is the Canadian dollar and also maintains cash and accounts payables and accrued liabilities in Canadian and US dollars.

(Expressed in United States Dollars)

Interest rate risk

Interest rate risk is the risk that the fair values or future cash flows of our financial instruments will fluctuate because of changes in market interest rates. Cash is the only financial instrument the Company holds that is impacted by interest. There is limited interest rate risk associated with the Company´s cash balance.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with its financial liabilities. The Company has relied on equity issuances and/or loans as its sole source of cash. The Company manages liquidity risk by maintaining an adequate level of cash to meet its short-term ongoing obligations and reviews its actual expenditures and forecast cash flows on a regular basis and matches the maturity dates of its cash equivalents to capital and operating needs.

b) Expenditure Review

For three months ended March 31,	**2025**	2024	Increase (Decrease)
Exploration & evaluation expenses	$ 1,836,783	$ 451,299	$ 1,385,484
General and administrative	453,820	202,432	251,388
Amortization	14,326	13,030	1,296
Share-based payments	852,746	80,215	772,531
Foreign exchange (gain) loss	(105,990)	2,112	(108,102)
Interest (income)	(112,578)	(1,461)	111,117
Net loss	2,939,107	747,627	2,191,480
Currency translation adjustment	159,682	17,785	141,897
Net loss and comprehensive loss	$ 3,098,789	$ 765,412	$ 2,333,377

Three months ended March 31, 2025 ("Q1 2025") compared to three months ended March 31, 2024 ("Q1 2024")

For Q1 2025, the Company recorded a net loss of $2,939,107 compared to $747,627 in Q1 2024. The increase is due to an increase in exploration activities on the Omai Project, as the Company is currently conducting a 15,000m drill program.

General and administrative costs have increased quarter over quarter due to the addition of head count at the corporate office, increases in salaries and management fees, an increase in investor relations activities and the leasing of an office starting in January 2025.

Share-based payments have risen due to the grant of 11,300,000 stock options in Q1 2025 which vested 1/3 upon grant date and previously issued stock options that vest over time.

The Company recorded a foreign exchange gain of $105,990 during the three months ended March 31, 2025 compared to a loss of $2,112 in Q1 2024. The decrease is the result of higher cash balances being held during Q1 2025 and the volatility experienced in Q1 2025 of the U.S dollar compared to the Canadian dollar.

Interest income increased to $112,578 for the first quarter of 2025 which is attributable to higher cash balances being held following the completion of the bought-deal financing completed in February 2025.

(Expressed in United States Dollars)

c) *Summary of Quarterly Results*

The following table sets forth selected financial information of the Company for the eight most recently completed quarters:

	Q1 2025	Q4 2024	Q3 2024	Q2 2024
Interest income	**$ (112,578)**	$ (50,897)	$ (61,066)	$ (6,292)
Exploration and evaluation expenditures	**1,836,783**	1,531,438	1,324,058	343,983
Net loss	**2,939,107**	2,598,422	1,613,186	791,281
Net loss per share, basic & diluted	**$ (0.00)**	$ (0.00)	$ (0.00)	$ (0.00)
	Q1 2024	Q4 2023	Q3 2023	Q2 2023
Interest income	$ (1,461)	$ (508)	$ (13,423)	$ (10,852)
Exploration and evaluation expenditures	451,299	270,841	611,190	626,387
Net loss	747,627	510,561	864,237	964,019
Net loss per share, basic & diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

Interest income fluctuates over the eight quarters based on cash balances held in financial institutions during the respective quarter as well as prevailing interest rates. Specifically, the increases in Q1 2025, Q4 2024, Q3 2024 are attributable to various equity financings completed in those respective periods.

Exploration and evaluation expenditures fluctuate based on available cash resources to fund activities, exploration results of previous completed activities that are used to plan and complete follow on work. The exploration and evaluation activities related to the various periods are fully explained in the section above called Omai Project.

Net loss has seen a progressive increase over the eight quarters due to the increase in exploration work completed at the Omai Project, which was funded by various equity financings. The Company is continuing to advance the Omai Project with additional drilling being completed in 2025, along with an updated MRE expected in Q3 2025 and a further PEA to be completed later in 2025.

5.0 Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements at the date of this MD&A.

6.0 Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the party in making financial or operating decisions or by virtue of common ownership. Related parties include the Board of Directors, officers, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions. In accordance with IAS 24 - Related Party Disclosure, key Management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executives and non-executive) of the Company.

Key management personnel receive compensation in the form of management, salaries, technical consulting fees and Board fees. The remuneration of key management personnel during the three months ended March 31, 2025 and 2024 is as follows:

	Three months ended March 31,	
	2025	2024
Management fees	**$ 141,738**	$ 88,412
Share-based compensation	**754,355**	59,123
	$ 896,092	$ 147,535

(Expressed in United States Dollars)

As at March 31, 2025, included in trade payables and accrued liabilities is $113,797 (December 31, 2024 - $193,515) related to fees and reimbursable expenses owing to certain key management personnel. The amounts are unsecured, non-interest bearing and due on demand.

7.0 New and amended accounting policies

Standards issued and effective for annual periods beginning on or after January 1, 2024
Certain new standards, interpretations, amendments, and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on January 1, 2024:

Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)

In May 2024, the IASB issued amendments to **IFRS 9 - Financial Instruments and IFRS 7 - Financial Instruments – Disclosures**. The amendments clarify the derecognition of financial liabilities and introduces an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system. The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVOCI. The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required, and early adoption is permitted.

Presentation and Disclosure in Financial Statements (IFRS 18)

In April 2024, the IASB issued **IFRS 18 - Presentation and Disclosure in Financial Statements** to improve reporting of financial performance. The new standards replaces IAS 1 - Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required, and early adoption is permitted.

8.0 Outstanding Share Data Authorized and Issued

As at May 23, 2025, the number of common shares outstanding and issuable from other outstanding securities is as follows:

Common shares	Number
Outstanding	613,669,670
Stock options	48,550,000
Warrants	22,274,674
Total	**684,494,344**

9.0 Qualified Person

Unless stated otherwise herein, all scientific and technical data contained in this MD&A has been reviewed, approved and verified by Elaine Ellingham who is a “Qualified Person” within NI 43-101 and is a member in good standing of the Professional Geoscientists Ontario (PGO). Ms. Ellingham is also the Company’s Chief Executive Officer.

10.0 Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
Potential of the Company's properties to contain economic deposits of precious and base metals.	Financing should be available for future exploration of the Company's properties; the actual results of the Company's exploration activities will be favourable; operating and exploration costs will not exceed the Company's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the price of precious and base metals and applicable interest and exchange rates will be favourable to the Company; no title disputes exist with respect to the Company's exploration and evaluation assets.	Precious metals price volatility; uncertainties involved in interpreting geological data and confirming title to acquire exploration and evaluation assets; the possibility that future exploration results will not be consistent with the Company's expectations; availability of financing for and actual results of the Company's exploration activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff; risks to title; mineral tenure and availability of permits.
The Company's ability to meet its working capital needs at the current level for the twelve-month period. The Company expects to incur further losses in the development of its business.	The operating and exploration activities of the Company for the twelve-months and beyond, and the costs associated therewith, will be dependent on raising sufficient additional capital consistent with the Company's current expectations.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; changes in the operations currently planned for the next twelve months; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate

		and exchange rate fluctuations; changes in economic conditions.
The Company's ability to carry out anticipated exploration on its exploration and evaluation assets.	The exploration activities of the Company for the next twelve months, and the costs associated therewith, will be consistent with the Company's current expectations.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; changes in the operations currently planned for the next twelve months; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions; receipt of applicable permits, ability to access the property, ability to secure the necessary personnel and support services to complete the planned programs.
Management's outlook regarding future trends, including the future price of precious metals and availability of future financing.	Financing will be available for the Company's exploration and operating activities; the price of precious and base metals will be favourable to the Company.	Precious metals price volatility; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions; availability of financing.
The Company will continue to focus its exploration efforts on existing targets located at the Omai Gold Mine in Guyana.	The Company will focus its budget on the exploration work program at the Omai Gold Mine.	Management may change its plans based on future exploration results. Political or social factors may make it difficult or unfeasible to continue to explore the Omai Gold Mine property.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risks Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

11.0 Risk Factors

Omai is subject to a number of risks due to the nature of the business of mineral exploration and the early stage of its development. The following risk factors are provided from the perspective of the Company.

Exploration, Development and Production Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few exploration properties are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations, there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in any establishment or increase in the Company's resource base.

The Company's operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activities, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Substantial expenditures are required to establish reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The remoteness and restrictions on access of properties in which the Company will have or has an interest will have an adverse effect on profitability as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which the Company's properties are located, often in poor climate conditions.

The long-term commercial success of the Company depends on their ability to find, acquire, develop and commercially produce gold and other precious metals. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic.

The Company has relied upon historical data compiled by previous parties involved with the properties. To the extent that any of such historical data may be inaccurate or incomplete, the Company's exploration plans may be adversely affected

Access to the Omai Gold Mine in Guyana is available through public roads which requires a ferry boat river crossing. If the ferry service ceases to operate, the Company may face additional expenses related to transportation.

No History of Mineral Production

The Company has no history of commercially producing metals from their mineral exploration properties and there can be no assurance that it will successfully establish mining operations or profitably, produce gold or other precious metals. None of the Company's properties are currently under development or production. The future development of any properties found to be economically feasible will require the construction and operation of mines, processing plants and related infrastructure.

Title Risks

The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to mineral properties, as well as the location of boundaries on the grounds may be disputed. Moreover, additional amounts may be required to be paid to surface right owners in connection with any mining development. At all of such properties where there are current or planned exploration activities, the Company believe that they have either contractual, statutory, or common law rights to make such use of the surface as is reasonably necessary in connection with those activities.

Title insurance generally is not available for mining claims in Canada and Guyana, and the Company's ability to ensure that they have obtained secure claim to individual mineral properties or mining concessions may be severely constrained. The Company has not conducted surveys of all the claims in which it holds direct or indirect interests; therefore, the precise area and location of such claims may be in doubt. Accordingly, the properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate the properties as permitted or to enforce its rights with respect to its properties.

Under the laws of the jurisdictions where the Company's operations and projects are located, mineral resources belong to the state and governmental concessions are required to explore for, and exploit, mineral reserves. The Company holds exploration concessions in each of the jurisdictions where it is operating with respect to its projects and prospects. While the Company has not been advised of any proposed termination of any of its concession, the concessions held by the Company in respect of its operations and projects may be terminated under certain circumstances, including if certain fees are not paid, certain terms of the concessions or mining legislation governing such concessions are not complied with, or if environmental requirements are not met. Termination of any one or more of the Company's exploration concessions could have a material adverse effect on the Company's financial condition or results of operations.

Substantial Capital Requirements

The management of the Company anticipate that they may make substantial capital expenditures for the acquisition, exploration, development and production of its properties in the future. As the Company will be in the exploration stage with no revenue being generated from the exploration activities on its mineral properties, they may have limited ability to raise the capital necessary to undertake or complete future exploration work, including drilling programs. There can be no assurance that debt or equity financing will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Company. Moreover, future activities may require the Corporation to alter its capitalization significantly. The inability of the Company to access sufficient capital for its operations could have a material adverse effect on its financial condition, results of operations or prospects. In particular, failure to obtain such financing on a timely basis could cause the Company to forfeit their interest in certain properties, miss certain acquisition opportunities and reduce or terminate operations.

The only source of future funds for further exploration programs, or if such exploration programs are successful for the development of economic ore bodies and commencement of commercial production thereon, which are presently available to the Company are the sale of equity capital or the offering by the Company of an interest in its exploration and evaluation assets to be earned by another party carrying out further exploration. Management has been successful in accessing equity markets in the past, but there is no assurance that such sources will be available on acceptable terms in the future. Future issuance of equity capital may have a substantial dilutive effect on existing shareholders of the Company. The Company is not able at this time to predict the future of such issuance or dilution.

Competition

The mining industry is highly competitive. Many of the Company's competitors for the acquisition, exploration, production and development of gold and other precious and base metals, and for capital to finance such activities, will include companies that have greater financial and personnel resources available to them.

Volatility of Metal Prices

Metal prices fluctuate considerably and are affected by numerous factors beyond the Company's control, such as industrial demand, inflation and expectations with respect to the rate of inflation, the strength of the U.S. dollar and of other currencies, interest rates, forward sales by producers, production and cost levels and changes in investment trends. Gold prices are sometimes subject to rapid short-term changes because of speculative activities. If these prices were to decline significantly or for an extended period of time, the Company might be unable to continue its operations, develop its properties or fulfill its obligations under its agreements with its partners or under its permits and licences. As a result, the Company might lose its interest in, or be forced to sell, some of its properties. In the event of a sustained, significant drop in gold prices, the Company may be required to re-evaluate its assets, resulting in reduced estimates of reserves and resources and in material write-downs of the Company's or Avalon's investment in mining properties and increased amortization, reclamation and closure charges. Furthermore, since gold prices are established in US dollars, a significant increase in the value of the Canadian dollar relative to the US dollar coupled with stable or declining gold prices could adversely affect the Company's results with respect to development of and eventual sale of these metals. Currency fluctuations may affect some of the Company's future operations, financial positions and results. The Company's financial results are reported in United States dollars. The Company raises its funds through financings in the Canadian dollar. The majority of the Company's costs to date are in United States dollars. Therefore, the Company has exposure to fluctuations in the United States dollar against the Canadian dollar.

Mineral Reserves / Mineral Resources

All of the properties in which the Company hold an interest are considered to be in the early exploration stage only and do not contain a known body of commercial minerals. No mineral reserves have been established at the Company's properties and there is no assurance any such reserves will be established in the future. Mineral reserves are, in the large part, estimates and no assurance can be given that any future anticipated tonnages and grades, if any, will be achieved or that any indicated level of recovery will be realized.

Any future figures will be determined based upon assumed metal prices and operating costs. Future production could differ dramatically from reserve estimates for, among other reasons:

- mineralization or formations could be different from those predicted by drilling, sampling and similar examinations;
- increases in operating mining costs and processing costs could adversely affect resources and reserves;
- the grade of the resources and reserves may vary significantly and there is no assurance that any particular level of metals may be recovered from the ore; and
- declines in the market price of the metals may render the mining of some or all of the reserves uneconomic.

Estimated mineral resources and reserves may require downward revisions based on changes in metal prices, further exploration or development activity, increased production costs or actual production experience. This could materially and adversely affect any future estimates of the tonnage or grade of mineralization, estimated recovery rates or other important factors that influence mineral resource and reserve of estimates.

Any reduction in estimated mineral reserves or resources, if any, could require material write downs in investment in the affected mining property and increased amortization, reclamation and closure charges, which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

Because the Company has not commenced production at any of their properties, and have not defined or delineated any proven or probable reserves on any of its properties, any future mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Extended declines in market prices for gold or other metals may render portions of the Company's mineralization uneconomic and result in reduced reported mineralization. Any material reductions in estimates of mineralization, or of the Company's ability to extract this mineralization, could have a material adverse effect on Company's results of operations or financial condition, as well as the market price of their respective securities.

Global Financial Conditions

Current global financial conditions have been subject to increased volatility and access to financial markets has been severely restricted. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the value and the price of the Company's Shares could continue to be adversely affected. A weak or declining economy could strain our suppliers, possibly resulting in supply disruptions, or cause delays in payments for our services by third-party payors. Any of the foregoing could harm our business and we cannot anticipate all of the ways in which the current our future economic climate and financial market conditions could adversely impact our business.

Environmental Risks

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new mining properties.

Property Interests

The agreements pursuant to which the Company hold its rights to certain of its properties, provide that the Company must make certain cash payments and/or incur certain exploration expenditures over certain time periods. If the Company fails to make such payments in a timely manner, the Company may lose all or a portion of their respective interests in those projects.

Permits and Licences

The activities of the Company are subject to government approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances and other matters, including issues affecting local native populations. Although the Company believe that their activities are currently, and will be, carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Company. Further, the mining licences and permits issued in respect of their respective projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licences. In the event of revocation, the value of the Company's investments in such projects may decline.

Country Risk

The Company could be at risk regarding any political developments in the countries which it operates. At present, the Company is active in Canada, Barbados and Guyana. The Company's mineral exploration in Guyana may be adversely affected by political instability, legal and economic uncertainty in the countries where the Corporation operates or has plans to operate. These risks may include: political unrest; labour disputes; invalidation of governmental orders and permits; corruption; war and civil disturbances; terrorist activities; arbitrary changes in laws; regulations; policies; taxation; price controls; exchange controls; delays in or the inability to obtain necessary permits; opposition to mining from environmental activists or other non-governmental organizations; limitations on foreign ownership; limitations on the repatriation of earnings; limitation on mineral exports and increase financing costs. These risks may limit or disrupt the Company's projects, restrict the movement of funds or result in the deprivation of contractual rights. Failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Regulatory Requirements

Mining operations, development and exploration activities are subject to extensive laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health, waste disposal, environmental protection and remediation, protection of endangered and protected species, mine safety, toxic substances and other matters. Changes in these regulations or in their application are beyond the control of the Company and could adversely affect its operations, business and results of operations.

Government approvals and permits are currently, and may in the future be, required in connection with the exploration and evaluation assets. To the extent such approvals are required and not obtained, the Company may be restricted or prohibited from proceeding with planned exploration or development activities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or require abandonment or delays in development of properties or reductions in levels of production at producing properties.

Reliance on Key Management Personnel, Employees and Executives

The Company will be dependent upon the continued support and involvement of a small number of key management personnel. The loss of the services of one or more of such personnel could have a material adverse effect on the Company. The Company's ability to manage its exploration activities and, hence, its success, will depend in large part on the efforts of these individuals. The Company faces intense competition for qualified personnel and there can be no assurance that the Company will be able to attract and retain such personnel. The number of persons skilled in the acquisition of, exploration of exploration and evaluation assets is limited and competition for such persons is intense.

The success of the Company will be largely dependent upon the performance of its management and key employees. In assessing the risk of an investment in Company, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of the management of the Company. The Company does not, nor does it foresee that it will, maintain life insurance policies in respect of its key personnel. The Company could be adversely affected if such individuals do not remain with the Company. Guyana is an emerging market where mining expertise is limited and competition for qualified nationals is particularly intense.

Possible Conflicts of Interest of Directors and Officers of the Company

Certain of the directors and officers of the Company also serve as directors, officers and/or advisors of and to other companies involved in natural resource exploration and supporting services. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. The Company expects that any decision made by any of such directors and officers involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders, but there can be no assurance in this regard. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest with or which are governed by the procedures set forth in the OBCA and any other applicable law.

Absence of Dividends

To date, Company has not paid any dividends on its outstanding shares. Any decision to pay dividends on the shares of the Company will be made by its board of directors on the basis of its earnings, financial requirements and other conditions.

Market for Securities

There can be no assurance that an active trading market in the Company's securities will be sustained. The market price for the Company's securities could be subject to wide fluctuations. Factors such as precious metal commodity prices, government regulation, interest rates, share price movements of the Company's peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of the Corporation. The stock market has from time-to-time experienced extreme price and volume fluctuations, particularly in the mining sector, which have often been unrelated to the operating performance of particular companies.

History of Losses

The Company has not received any revenue to date from the exploration activities on its properties. The Company incurred losses during their most recently completed financial year. The Company has not found that commercial mining activity is warranted on any of their properties. Even if the Company does undertake development activity on any of the Company's properties, there is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

The exploration of the Company's properties depends on its ability to obtain additional required financing. There is no assurance that the Corporation will be successful in obtaining the required financing, which could cause it to postpone its exploration plans or result in the loss or substantial dilution of its interest in its properties.

Uninsured Risks

The Company, as a participant in mining and exploration activities, may become subject to liability for hazards that cannot be insured against or against which it may elect not to be so insured because of high premium costs. Furthermore, the Corporation may incur a liability to third parties (in excess of any insurance coverage) arising from negative environmental impacts or any other damage or injury.

Cyber Security Threats

Information systems and other technologies, including those related to the Company's financial and operational management, are an integral part of the Company's business activities. Network and information systems-related events, such as computer hackings, cyber-attacks, computer viruses, worms or other destructive or disruptive software, process breakdowns, denial of service attacks, malicious social engineering or other malicious activities, or any combination of the foregoing, or power outages, natural disasters, terrorist attacks or other similar events, could result in damage to the Company's property, equipment and data. These events also could result in significant expenditures to repair or replace the damaged property or information systems and/or to protect them from similar events in the future.

Further, any security breaches, such as misappropriation, misuse, leakage, falsification or accidental release or loss of information maintained in the Company's information technology systems, including personnel and other data, could damage its reputation and require the Company to expend significant capital and other resources to remedy any such security breach. Insurance maintained by the Company against losses resulting from any such events or security breaches may not be sufficient to cover any consequent losses or otherwise adequately compensate the Company for any disruptions to its business that may result, and the occurrence of any such events or security breaches could have a material adverse effect on the business of the Company. There can be no assurance that these events and security breaches will not occur in the future or not have an adverse effect on the business of the Company.

Compliance with Anti-Corruption Laws

The Company is subject to various anti-corruption laws and regulations including but not limited to the Canadian Corruption of Foreign Public Officials Act 1999. In general, these laws prohibit a company and its employees and intermediaries from bribing or making other prohibited payments to foreign officials or other persons to obtain or retain business or gain some other business advantage. The Company's primary operations are located in Guyana and, according to Transparency International, the country of Guyana is perceived as having fairly high levels of corruption relative to the selected sample of countries around the world. The Company cannot predict the nature, scope or effect of future regulatory requirements to which its operations might be subject or the manner in which existing laws might be administered or interpreted. Failure to comply with the applicable legislation and other similar foreign laws could expose the Company and its senior management to civil and/or criminal penalties, other sanctions and remedial measures, legal expenses and reputational damage, all of which could materially and adversely affect the Company's business, financial condition and results of operations. Likewise, any investigation of any potential violations of the applicable anti-corruption legislation by Canadian or foreign authorities could also have an adverse impact on the Company's business, financial condition and results of operations, as well as on the market price of the Common Shares. As a consequence of these legal and regulatory requirements, the Company has instituted policies with regard to the code of business conduct and ethics. There can be no assurance or guarantee that such efforts have been and will be completely effective in ensuring the Company's compliance, and the compliance of its employees, consultants, contractors and other agents, with all applicable anti-corruption laws.