

## FORM 5

### **QUARTERLY LISTING STATEMENT**

Name of Listed Issuer: **Pan American Energy Corp. (the “Issuer”)**

---

Trading Symbol: **PNRG**

---

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

#### **General Instructions**

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term “Issuer” includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

#### **SCHEDULE A: FINANCIAL STATEMENTS**

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

**Condensed Consolidated Interim Financial Statements for the six months ended September 30, 2022 (the “Interim Financial Statements”), as filed with the securities regulatory authorities are attached to this Form 5 as Appendix “A”.**

#### **SCHEDULE B: SUPPLEMENTARY INFORMATION**

The supplementary information set out below must be provided when not included in Schedule A.

## 1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

**All related party transactions have been disclosed in the Interim Financial Statements - please refer to Note 9 - appended hereto as Appendix "A". For information supplementary to that contained in the Interim Financial Statements with respect to related party transactions, please refer to the Management's Discussion and Analysis ("MD&A") for the six months ended September 30, 2022, as filed with the securities regulatory authorities and attached to this Form 5 as Appendix "B".**

## 2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

**All securities issued and options granted, if any, by the Issuer have been disclosed in the Issuer's financial statement notes for the interim period ended September 30, 2022.**

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
August 30, 2022	Common Shares	Common Shares issued in connection with property option agreement	392,156	\$0.51 (deemed)	\$200,000 (deemed)	Property Option Agreement	Not Related	N/A

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and Relationship	Generic Description of Other Optionees	Exercise Price	Expiry Date	Market Price on Date of Grant
August 31, 2022	100,000 <sup>(1)</sup>	Sean Kingsley, Director <sup>(2)</sup>	--	N/A	N/A	\$0.60
August 31, 2022	2,250,000 <sup>(1)</sup>	Consultants	--	N/A	N/A	\$0.60

(1) The RSRs have been awarded pursuant to a 20% rolling share-based compensation plan (the “**Share-Based Compensation Plan**”).

(2) This Participant (as defined in the Issuer’s share-based compensation plan dated June 4, 2020) was awarded restricted share rights (“**RSRs**”).

### 3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Description	Number Authorized	Par Value
Common Shares	Unlimited	Without Par Value

(b) number and recorded value for shares issued and outstanding,

Description	Number Issued and Outstanding	Value
Common Shares	25,762,222	\$2,643,590

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

Description	Number Outstanding	Exercise Price	Expiry Date
Stock Options	300,000	\$0.50	April 22, 2026
Stock Options	1,300,000	\$0.35	May 19, 2024
<b>TOTAL</b>	<b>1,600,000</b>		

Description	Number Outstanding	Exercise Price	Expiry Date
Share Purchase Warrants	10,000,000	\$0.10	October 25, 2023
Share Purchase Warrants	10,000,000	\$0.12	December 8, 2023
<b>TOTAL:</b>	<b>20,000,000</b>		

Description	Number Outstanding	Exercise Price	Expiry Date
Restricted Share Rights	1,000,000	N/A	N/A
Restricted Share Rights	2,162,500	N/A	N/A
Restricted Share Rights	187,500	N/A	N/A
<b>TOTAL:</b>	<b>3,350,000</b>		

- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

Description	Number	Number Released During the Period
Common shares	540,090	Nil

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Position
Jason Latkowcer	President, Chief Executive Officer and Director
Sean Kingsley	Director
Paul More	Chief Financial Officer and Corporate Secretary
Will Gibbs	Director

## SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

The Management's Discussion and Analysis ("MD&A") for the six months ended September 30, 2022, is appended to this Form 5 as Appendix "B".

*[The remainder of this page intentionally left blank.]*

## Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: December 1, 2022

Jason Latkowcer  
Name of Director or Senior Officer

/s/ Jason Latkowcer  
Signature

Chief Executive Officer  
Official Capacity

<b>Issuer Details</b>		For Quarter Ended	Date of Report
Name of Issuer			YYYY/MM/DD
Pan American Energy Corp.		September 30, 2022	2022/12/01
Issuer Address			
100 - 521 3rd Avenue SW			
City/Province/Postal Code		Issuer Fax No.	Issuer Telephone No.
Calgary, Alberta, T2P 3T3		N/A	587-885-5970
Contact Name		Contact Position	Contact Telephone No.
Jason Latkowcer		Chief Executive Officer	587-885-5970
Contact Email Address		Web Site Address	
<a href="mailto:info@panam-energy.com">info@panam-energy.com</a>		<a href="https://panam-energy.com">https://panam-energy.com</a>	

**PAN AMERICAN ENERGY CORP.**

*(FORMERLY GOLDEN SUN MINING CORP.)*

*In Canadian Dollars, unless noted.*

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2022 & 2021**  
**(Unaudited)**

---

# Pan American Energy Corp. (Formally Golden Sun Mining Corp.)

## Condensed Consolidated Interim Statements of Financial Position

As at September 30, 2022 and March 31, 2022

In Canadian Dollars, unless noted (unaudited)

As at	Notes	September 30, 2022	March 31, 2022
		\$	\$
<b>ASSETS</b>			
Cash		334,903	1,310,469
Accounts receivable		39,443	-
Prepaid expenses	4	414,203	-
Promissory note receivable	5	-	151,397
<b>TOTAL CURRENT ASSETS</b>		<b>788,549</b>	<b>1,461,866</b>
Exploration and evaluation assets	6, 8	540,445	-
<b>TOTAL ASSETS</b>		<b>1,328,994</b>	<b>1,461,866</b>
<b>LIABILITIES</b>			
Accounts payable and accrued liabilities		568,129	119,210
Loan payable	7	163,033	-
<b>TOTAL LIABILITIES</b>		<b>731,162</b>	<b>119,210</b>
<b>EQUITY (DEFICIENCY)</b>			
Share capital	8	2,643,590	1,500,001
Share subscription	8	215,000	-
Reserves	8	501,266	-
Deficit		(2,762,024)	(157,345)
<b>TOTAL EQUITY (DEFICIENCY)</b>		<b>597,832</b>	<b>1,342,656</b>
<b>TOTAL LIABILITIES AND EQUITY (DEFICIENCY)</b>		<b>1,328,994</b>	<b>1,461,866</b>

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Going concern (Note 2), Commitments (Note 10) and Subsequent events (Note 12)

Approved on behalf of the Board of Directors on November 25, 2022:

"Jason Latkowcer", Director

"Sean Kingsley", Director

**Pan American Energy Corp. (Formally Golden Sun Mining Corp.)****Condensed Consolidated Interim Statements of Loss and Comprehensive Loss**

For the Three and Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

	Notes	Three Months Ended September 30, 2022	Six Months Ended September 30, 2022
		\$	\$
<b>EXPENSES</b>			
Advertising and marketing		22,000	22,000
Consulting fees	9	84,000	191,000
Filing fees		24,660	72,109
Office and miscellaneous		11,661	18,258
Professional fees		32,729	72,530
Share-based compensation	8,9	486,486	490,477
<b>OPERATING EXPENSES</b>		<b>(661,536)</b>	<b>(866,374)</b>
<b>OTHER EXPENSES</b>			
Interest expense		(2,442)	(2,442)
Listing expense	1	-	(1,430,919)
Loss on debt settlement	8	-	(304,944)
<b>NET AND COMPREHENSIVE LOSS</b>		<b>(663,978)</b>	<b>(2,604,679)</b>
Loss per share, basic and diluted		(0.03)	(0.11)
Weighted average number of common shares outstanding – Basic and diluted		25,502,206	23,755,627

*The accompanying notes are an integral part of these condensed consolidated interim financial statements.*

**Pan American Energy Corp. (Formally Golden Sun Mining Corp.)**  
**Condensed Consolidated Interim Statements of Changes in Equity (Deficiency)**

For the Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

	Common Shares	Share Capital	Share Subscription	Reserves	Deficit	Total Equity (Deficiency)
	Number (#)	\$	\$	\$	\$	\$
<b>Incorporation, October 12, 2021</b>	-	-	-	-	-	-
Incorporation shares	100	1	-	-	-	1
Shares issued - private placements	20,000,000	1,500,000	-	-	-	1,500,000
Net and comprehensive loss for the period	-	-	-	-	(157,345)	(157,345)
<b>Balance, March 31, 2022</b>	20,000,100	1,500,001	-	-	(157,345)	1,342,656
<b>Balance, March 31, 2022</b>	20,000,100	1,500,001	-	-	(157,345)	1,342,656
Shares issued - Corporate Transaction (Note 1)	4,099,366	409,937	-	-	-	409,937
Shares issued - settlement of indebtedness (Note 8)	1,270,600	533,652	-	-	-	533,652
Shares issued - Big Mack Lithium Property (Note 5)	392,156	200,000	-	-	-	200,000
Share subscriptions received (Note 12)	-	-	215,000	-	-	215,000
Vesting of options and restricted share rights (Note 8)	-	-	-	501,266	-	501,266
Net loss and comprehensive loss for the period	-	-	-	-	(2,604,679)	(2,604,679)
<b>Balance, September 30, 2022</b>	<b>25,762,222</b>	<b>2,643,590</b>	<b>215,000</b>	<b>501,266</b>	<b>(2,762,024)</b>	<b>597,832</b>

*The accompanying notes are an integral part of these condensed consolidated interim financial statements.*

**Pan American Energy Corp. (Formally Golden Sun Mining Corp.)****Condensed Consolidated Interim Statement of Cash Flows**

For the Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

<b>For the Six Months Ended September 30, 2022</b>		<b>2022</b>
		<b>\$</b>
<b>OPERATING ACTIVITIES</b>		
Net loss for the period		<b>(2,604,679)</b>
Items not affecting cash		
Listing expense (Note 1)		1,430,919
Loss on debt settlement (Note 8)		304,944
Share-based compensation (Note 8)		490,477
<b>Net changes in non-cash working capital items:</b>		
Accounts receivable		(15,284)
Prepaid expenses		(404,100)
Accounts payable and accrued liabilities		(409,431)
<b>Cash used in operating activities</b>		<b>(1,207,154)</b>
<b>INVESTING ACTIVITIES</b>		
Property option agreement payment - Big Mack (Note 6)		(80,000)
Exploration and evaluation expenditures (Note 6)		(82,214)
Cash acquired through reverse takeover (Note 1)		27,405
<b>Cash used in investing activities</b>		<b>(134,809)</b>
<b>FINANCING ACTIVITIES</b>		
Share subscriptions (Note 12)		215,000
Net change in pre-acquisition loan receivable from acquiree (Note 1)		151,397
<b>Cash received from financing activities</b>		<b>366,397</b>
Net change in cash		(975,566)
Cash, beginning of period		1,310,469
<b>Cash, end of period</b>		<b>334,903</b>

*No cash interest nor income taxes paid during the six months ended September 30, 2022.**The accompanying notes are an integral part of these condensed consolidated interim financial statements.*

# **Pan American Energy Corp. (Formally Golden Sun Mining Corp.)**

## **Notes to the Condensed Consolidated Interim Financial Statements**

For the Three and Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

---

### **1. NATURE OF OPERATIONS**

#### **a. Corporate information**

Pan American Energy Corp. (formerly “Golden Sun Mining Corp.”) (the “Company”) was incorporated under the laws of British Columbia on March 14, 2007. The Company's corporate office and principal place of business is 521 3<sup>rd</sup> Avenue SW, Suite 100, Calgary, Alberta T2P 3T3.

On May 5, 2022, the Company entered into a share purchase agreement (the “Agreement”) with 1328012 B.C. Ltd. (“Numberco”). Pursuant to the terms of the Agreement, the Company acquired all of the outstanding securities of Numberco in exchange for securities of the Company. The shareholders of Numberco received securities of the Company such that they collectively control the Company subsequent to the completion of the transaction. The transaction constitutes a reverse acquisition of the Company by Numberco for accounting purposes. Consequently, the comparative figures reported are those of Numberco.

Numberco was incorporated under the laws of the Business Corporations Act (British Columbia) on October 12, 2021, and as such, there are no comparative periods for presentation in the condensed consolidated interim statements of loss and comprehensive loss and statement of cash flows.

On May 19, 2022, the Company listed its common shares on the Canadian Securities Exchange (the “CSE”) under the symbol “GSU”. On June 29, 2022, the Company changed its name to “Pan American Energy Corp.” from “Golden Sun Mining Corp.” and began trading under the symbol “PNRG”.

The Company is Canadian corporation that is in the business of exploration and evaluation of mineral properties.

These condensed consolidated interim financial statements (the “financial statements”) were approved by the Board of Directors on November 25, 2022.

#### **b. Corporate Transaction**

On May 5, 2022, the Company entered into the Agreement with Numberco, pursuant to which the Company acquired 100% of the issued and outstanding securities of Numberco in exchange for 20,000,100 common shares and 20,000,000 share purchase warrants of the Company. As a result of the Agreement, securityholders of Numberco hold 20,000,100 common shares of the Company representing 82.99 percent and securityholders of the Company hold 4,099,366 common shares representing 17.01 percent of the Company. The securityholders of Numberco, therefore, controlled the Company upon completion of the Agreement. The transaction was accounted for as a reverse acquisition, with Numberco identified as the acquirer. The acquisition was completed on May 19, 2022.

The fair value of the consideration was determined based on 4,099,366 common shares issued at the price of \$0.10 per share, which corresponds to the price of the most recent financing closed totaling \$409,937.

# Pan American Energy Corp. (Formally Golden Sun Mining Corp.)

## Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

The purchase price allocation at the acquisition date was:

	\$
<b>Net assets acquired</b>	
Cash	27,405
Accounts receivable	24,159
Prepaid expenses	10,103
Exploration and evaluation assets	167,422
Accounts payable and accrued liabilities	(940,900)
Promissory note payable	(150,000)
Loan payable	(159,171)
Listing expense <sup>(1)</sup>	1,430,919
<b>Net assets acquired</b>	<b>409,937</b>
<b>Consideration</b>	
<b>Fair value of 4,099,366 shares issued</b>	<b>409,937</b>

(1) The transaction costs, primarily relating to the acquired public exchange listing, were expensed.

## 2. GOING CONCERN

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company did not generate cash flow from operations to fund its exploration activities and has therefore relied upon the issuance of securities for financing. The Company intends to continue relying upon the issuance of securities to finance its future operations and exploration activities to the extent such instruments are issuable under terms acceptable to the Company. While the Company has been successful in raising funds in the past, it is uncertain whether it will be able to raise sufficient funds in the future.

These events and conditions create a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. If the Company is unable to secure additional financing, repay liabilities as they come due, negotiate suitable joint venture agreements, and/or continue as a going concern, then material adjustments may be required to the carrying value of assets and liabilities and the statement of financial position classifications used. These financial statements do not include any adjustments that may arise should the Company be unable to continue as a going concern.

The COVID-19 pandemic continues to impact the global economic recovery. The current situation is dynamic and the ultimate duration and magnitude of the impact on the economy and the financial effect on the Company is not known at this time. Estimates and judgments made by management in the preparation of these financial statements are subject to a higher degree of measurement uncertainty during this volatile period.

# **Pan American Energy Corp. (Formally Golden Sun Mining Corp.)**

## **Notes to the Condensed Consolidated Interim Financial Statements**

For the Three and Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

---

### **3. BASIS OF PRESENTATION**

#### **a. Basis of preparation**

In these financial statements, unless otherwise indicated, all amounts are expressed in Canadian dollars, which is the Company's functional and presentation currency.

These financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These financial statements are condensed as they do not include all of the information required by IFRS for annual financial statements and therefore should be read in conjunction with the Company's audited financial statements for the year ended March 31, 2022.

#### **b. Basis of consolidation**

These financial statements include the operations of the Company and its wholly owned subsidiaries as follows:

- 1328012 B.C. Ltd. which is incorporated in British Columbia, Canada
- Pan American Energy, LLC which is incorporated in Utah, United States

Control exists when the parent company has the power, directly or indirectly, to govern the financial and operating policies of an entity to obtain benefits from its activities. All significant intercompany transactions and balances have been eliminated.

#### **c. Foreign currencies**

The Company's functional and presentation currency is the Canadian dollar.

Monetary assets and liabilities are translated into Canadian dollars using the exchange rate in effect at the date of the statement of financial position.

Non-monetary assets and liabilities that are measured at historical cost are translated into Canadian dollars using the exchange rate in effect at the date of the initial transaction and are not subsequently restated. Non-monetary assets and liabilities that are measured at fair value or a revalued amount are translated into Canadian dollars by using the exchange rate in effect at the date the value is determined, and the related translation differences are recognized in net income or other comprehensive loss consistent with where the gain or loss on the underlying non-monetary asset or liability has been recognized.

#### **d. Significant accounting judgments and estimates**

The timely preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and expenses, and the disclosure of contingent assets and liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis.

---

# Pan American Energy Corp. (Formally Golden Sun Mining Corp.)

## Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

Revisions to estimates are recognized prospectively. As at September 30, 2022 the following have been identified as material estimates:

### i. Share-based compensation

Management determines fair value for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Similar calculations are made to value warrants. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

In the preparation of these financial statements, management has made judgments, aside from those that involve estimates, in the process of applying the accounting policies. The following critical judgment can have an effect on the amounts recognized in the financial statements:

### i. Exploration and evaluation assets

The Company is required to make certain judgments in assessing indicators of impairment of exploration and evaluation assets. Judgment is required to determine if the right to explore will expire in the near future or is not expected to be renewed. Judgment is required to determine whether substantive expenditures on further exploration for and evaluation of mineral resources in specific areas will not be planned or budgeted. Judgment is required to determine if the exploration for and evaluation of mineral resources in specific areas have not led to the commercially viable quantities of mineral resources and the Company will discontinue such activities. Judgment is required to determine whether there are indications that the carrying amount of an exploration and evaluation property is unlikely to be recovered in full from successful development of the project or by sale.

## 4. PREPAID EXPENSES

As at September 30, 2022, the Company's prepaid expenses were as follows:

	September 30, 2022	March 31, 2022
	\$	\$
Advertising and marketing	370,003	-
Insurance	24,200	-
Exploration costs	20,000	-
<b>Total</b>	<b>414,203</b>	<b>-</b>

## 5. PROMISSORY NOTE RECEIVABLE

During the year ended March 31, 2022, the Company and Numberco entered into a promissory note agreement ("Loan") to borrow up to \$500,000 for the purpose of pursuing the Agreement. The Loan accrued interest at 10% per annum payable along with the principal on the earlier of the maturity date of six months from the effective date of the initial advance or the demand date. As a result of the Agreement, the total Loan of \$150,000 and interest receivable of \$2,630, were eliminated upon consolidation. See Note 1(b) for additional information.

# Pan American Energy Corp. (Formally Golden Sun Mining Corp.)

## Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

### 6. EXPLORATION AND EVALUATION ASSETS

As at September 30, 2022, the Company's exploration and evaluation assets were as follows:

	Green Energy	Big Mack	Horizon	Total
	\$	\$	\$	\$
<b>Balance, March 31, 2022</b>	-	-	-	-
Agreement (Note 1b)	167,442	-	-	<b>167,442</b>
Acquisition	-	280,000	-	<b>280,000</b>
Expenditures	49,764	-	32,450	<b>82,214</b>
Capitalized share-based compensation (Note 8d)	-	10,789	-	<b>10,789</b>
<b>Balance, September 30, 2022</b>	<b>217,206</b>	<b>290,789</b>	<b>32,450</b>	<b>540,445</b>

#### Acquisition: Green Energy Lithium Property

As a result of the Agreement, exploration and evaluation assets were acquired which relate to the following:

On December 4, 2021, the Company entered into the Amended and Restated Asset Purchase Agreement with Beta Energy Corp. and Voltaic Minerals (USA), Inc. for the purchase of the mineral property referred to as the Green Energy Project located in the State of Utah. Pursuant to the terms of the agreement, the Company issued to Beta Energy Corp. 1,000,000 common shares and at any time within twenty-four months following the closing date, the Company has the option to complete the acquisition by issuing to Beta Energy Corp. \$950,000 worth of common shares at the market price, either in a single or multiple tranches.

The total value of the acquisition was \$50,000 (1,000,000 common shares, issued at \$0.05 per share) and has been recorded as "Exploration and Evaluation Assets" on the statement of financial position. In addition, the Company had capitalized \$117,422 in costs related to the exploration and evaluation of the property acquired.

At September 30, 2022, the Company has capitalized costs of \$217,206 related to the Green Energy Lithium Property, which consists of \$167,442 in costs prior to the Corporate Transaction and \$49,784 in exploration and evaluation costs incurred by the Company since May 14, 2022 (the date of the Corporate Transaction).

#### Acquisition: Big Mack Lithium Property

On August 22, 2022, the Company entered into a property option agreement ("Big Mack Option Agreement"), with Magabara Resources Corporation (the "Big Mack Vendor"), pursuant to which the Company has been granted the right to acquire up to a 90% interest in and to the Big Mack Lithium Property, which consists of a single mining lease (LEA-107832) in the Paterson Lake Area located approximately 80 kilometres north of Kenora, Ontario, Canada (the "Big Mack Lithium Property").

Pursuant to the terms of the Big Mack Option Agreement, the Company has the option to acquire a 90% interest in the Big Mack Property from the Big Mack Vendor, in consideration for completing a series of cash payments and issuances of common shares in accordance with the following schedule:

# Pan American Energy Corp. (Formally Golden Sun Mining Corp.)

## Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

Milestones	Cash Payments	Common Shares Issuances <sup>(1)</sup>	Exploration Expenditures
<b>Phase 1: Acquire 51%</b>			
Within thirty (30) days following the "Effective Date" (August 22, 2022)	\$80,000	-	-
Within sixty (60) days following the Effective Date	-	\$200,000	-
Within twelve (12) months following the Effective Date	-	-	\$1,000,000
<b>Phase 2: Acquire Additional 24% (Total 75%)</b>			
Within twelve (12) months following the Effective Date	\$90,000	-	-
Within twenty-four (24) months following the Effective Date	-	\$400,000	\$1,000,000
<b>Phase 3: Acquire Additional 15% (Total 90%)</b>			
Within thirty-six (36) months following the Effective Date	\$30,000	\$100,000	\$1,000,000

Note:

1) Common Shares to be valued based on the Canadian Securities Exchange price on the day of issuance.

At September 30, 2022, the Company has capitalized \$280,000 in payments made in accordance with the option agreement (\$80,000 cash and 392,156 common shares issued on August 30, 2022 at \$0.51/common share, for total consideration of \$200,000), \$10,789 in capitalized share-based compensation and \$nil in costs related to the exploration and evaluation of the Big Mack Lithium Property.

### Acquisition: Horizon Lithium Property

On September 27, 2022, the Company entered into a property option agreement ("Horizon Option Agreement"), with FMS Lithium Corporation and Horizon Lithium LLC (the "Horizon Vendors"), pursuant to which the Company has been granted the right to acquire a 100% interest in the Horizon Lithium Property (the "Horizon Property"). The Property is comprised of 839 unpatented lode mining claims covering approximately 17,334 acres of land, located in the Big Smoky and Monte Cristo Basins of Esmeralda County, Nevada.

Pursuant to the terms of the Horizon Option Agreement, the Company has the option to acquire a 100% interest in the Horizon Property from the Horizon Vendor, in consideration for completing a series of cash payments and issuances of common shares in accordance with the following schedule:

Milestones <sup>(2)</sup>	Cash Payments	Common Shares Issuances <sup>(1)</sup>
Initial Payment (within five business days of the Option Agreement)	US\$250,000	US\$2,000,000
First Anniversary of Receipt of Drill Permits Necessary for the Company to Undertake Exploration Drilling (the "Drill Permits")	US\$250,000	US\$3,000,000
Second Anniversary of Receipt of Drill Permits	US\$500,000	US\$4,000,000

Note:

- 1) Common Shares to be valued based on the greater of the 20-day volume-weighted average price ("VWAP") of the common shares prior to the issuance of such common shares and the lowest price permissible pursuant to the policies of the exchange(s) on which the common shares are then listed.
- 2) In addition, if during the period beginning on September 27, 2022 (the "Effective Date") and ending on the date that is five (5) years from the Effective Date, (A) the Company completes 10 consecutive drill holes on the Horizon Property, which drill holes are comprised of at least 400 meters of drilling and which drill holes have an average grade across the cumulative core of such drill holes of at least 750 parts per million lithium, the Company shall issue an additional US\$1,250,000 worth of common shares, and (B) if the Company publicly discloses a National Instrument 43-101 compliant technical report declaring a mineral resource estimate on the Property containing inferred mineral resources of 2 million tonnes or greater of lithium carbonate equivalent, the Company shall issue an additional US\$3,750,000 worth of common shares.

# Pan American Energy Corp. (Formerly Golden Sun Mining Corp.)

## Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

At September 30, 2022, the Company has capitalized \$nil in option agreement payments and \$32,450 in costs related to costs incurred for the acquisition of the Horizon Lithium Property.

Subsequent to September 30, 2022, the Company made its Initial Payment of US\$250,000 (on October 11, 2022) and issued common shares in value of US\$2,000,000 (on October 17, 2022).

### 7. LOAN PAYABLE

As a result of the Agreement, loans payable were assumed which relate to the following:

- On November 18, 2020, the Company entered into a loan agreement with a non-arm's length party for \$50,000, bearing interest at Prime plus 1% per annum due on November 18, 2021. On January 28, 2021, the Company entered into a further loan agreement with a non-arm's length party for \$152,518 bearing interest at a rate of 4.00% per annum due on demand or before July 1, 2021. On April 19, 2021, the Company repaid \$50,000 under the 4.00% loan payable.

As at September 30, 2022, \$163,033 (March 31, 2022- \$Nil) is outstanding, including \$152,518 in principal plus \$10,516 in accrued interest payable (March 31, 2022 - \$Nil and \$Nil, respectively).

### 8. SHARE CAPITAL

#### a) Authorized and Issued Share Capital

During the six months ended September 30, 2022, the Company had the following common share transactions:

Description		Number of Shares	Amount (\$)
<b>Balance, March 31, 2022</b>		<b>20,000,100</b>	<b>1,500,001</b>
May 19, 2022	Corporate Transaction (Note 1b)	4,099,366	409,937
June 23, 2022	Settlement of indebtedness	1,270,600	533,652
August 30, 2022	Option Agreement - Big Mack (Note 6)	392,156	200,000
<b>Balance, September 30, 2022</b>		<b>25,762,222</b>	<b>2,643,590</b>

On June 23, 2022, the Company entered into debt settlement agreements with certain creditors of the Company, pursuant to which it discharged aggregate indebtedness of \$228,708 in consideration of the issuance of a total of 1,270,600 common shares of the Company at a fair value of \$0.42 per common share. The Company recognized a loss on debt settlement of \$304,944.

#### b) Share Purchase Warrants

A summary of the Company's purchase warrants ("warrants") is as follows as at September 30, 2022:

	Number of Warrants	Weighted Average Exercise Price	Expiry Date
<b>Balance, March 31, 2022</b>	-	\$ -	
Granted – Corporate Transaction	10,000,000	0.10	October 25, 2023
Granted – Corporate Transaction	10,000,000	0.12	December 8, 2023
<b>Balance, September 30, 2022</b>	<b>20,000,000</b>	<b>\$ 0.11</b>	

# Pan American Energy Corp. (Formally Golden Sun Mining Corp.)

## Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

The share purchase warrants have a weighted average remaining life of 1.13 years.

### c) Share Purchase Options

A summary of the Company's share purchase options ("options") is as follows:

	Number of Options	Weighted Average Exercise Price
<b>Balance, March 31, 2022</b>	<b>300,000</b>	<b>\$0.50</b>
Granted	1,300,000	\$0.35
<b>Balance, September 30, 2022</b>	<b>1,600,000</b>	<b>\$0.38</b>

At September 30, 2022, the following options were outstanding:

Grant Date	Number of Options	Exercisable	Exercise Price	Expiry Date	Weighted Average Remaining Life
April 22, 2021	300,000	300,000	\$0.50	April 22, 2026	3.56
May 19, 2022	1,300,000	1,300,000	\$0.35	May 19, 2024	1.64
	<b>1,600,000</b>	<b>1,600,000</b>	<b>\$0.38</b>		<b>2.00</b>

Inputs used to calculate the fair value of the options issued were a stock price of \$0.10, expected life of 2 years, volatility of 100% and a discount rate of 2.70%.

During the six months ended September 30, 2022, the Company recorded \$31,833 as share-based compensation expense related to the vesting of the options.

### d) Restricted Share Rights

A summary of the Company's restricted share rights ("RSRs") is as follows:

	Number of RSRs
<b>Balance, March 31, 2022</b>	-
Granted – Time Based Vesting	2,162,500
Granted – Performance Based Vesting	1,187,500
<b>Balance, September 30, 2022</b>	<b>3,350,000</b>

The Company issued 1,000,000 RSRs to its CEO, with the following performance-based milestones:

- 500,000 RSRs will be released quarterly in four equal tranches beginning four months after the date of final acceptance of the Company's listing. As the Company was successfully listed on the CSE the RSRs were earned and valued on May 19, 2022 (\$0.05 per RSR). The RSRs will vest in four equal tranches on August 19, 2022, November 19, 2022, February 19, 2023 and May 19, 2023.
- 500,000 of the RSRs will vest in three equal tranches based on the successful completion of the following:
  - a) Successful launch of a pilot project;
  - b) Successful fundraise of \$5,000,000 in a single financing or in a series of financings; and
  - c) Complete an acquisition or series of acquisitions in total value over \$2,000,000.

# Pan American Energy Corp. (Formally Golden Sun Mining Corp.)

## Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

Management has applied vesting probability of 100% to the vesting of these RSRs, as the Company had successfully listed on the CSE on May 19, 2022 (500,000 RSRs at \$0.05 per RSR), launched a pilot project, raised over \$5,000,000 in financing (see "Subsequent Events" note) and completed \$2,000,000 in acquisitions (500,000 RSRs at \$0.65 per RSR). As a result, \$334,178 has been recorded as share-based compensation expense related to the vesting of these RSRs for the six months ended September 30, 2022.

On August 31, 2022, the Company issued and granted 2,162,500 time-based vesting RSRs to certain consultants and a director of the Company. The RSRs vest quarterly in four equal tranches and expire on August 31, 2025. For the six months ended September 30, 2022, the Company recorded \$124,416 in share-based compensation related to the vesting of these RSRs.

On August 31, 2022, the Company issued and granted 187,500 RSR's to a consultant, with performance-based milestones tied to the Big Mack Lithium Project. At September 30, 2022, management applied a 100% probability to the vesting of these RSRs. As a result, \$10,789 has been capitalized to "Exploration and Evaluation Assets" related to the vesting of these RSRs for the six months ended September 30, 2022.

For the six months ended, the Company recorded a total of \$458,594 related to the vesting of RSRs.

## 9. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel are those personnel having the authority and responsibility for planning, directing, and controlling the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

Related party transactions are conducted in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

The aggregate value of transactions relating to key management personnel during the six months ended September 30, 2022 were as follows:

For the Six Months Ended	September 30, 2022
	\$
Management fees (to company owned by CEO)	65,000
Management fees (to company owned by CFO)	66,375
Share-based compensation (to directors and officers)	360,778
<b>Total</b>	<b>492,153</b>

As at September 30, 2022, a \$57,415 balance was owing to key management personnel for fees and expenses incurred on behalf of the Company with these amounts all included in accounts payable and accrued liabilities. The amounts payable are non-interest bearing, are unsecured, and have no specific terms of repayment.

## 10. COMMITMENTS

The Company has a contract with a company controlled by the CEO and Director of the Company for monthly payments of \$12,000 for a period of two years beginning in May 2021.

# **Pan American Energy Corp. (Formally Golden Sun Mining Corp.)**

## **Notes to the Condensed Consolidated Interim Financial Statements**

For the Three and Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

---

### **11. RISK MANAGEMENT**

#### **a) Financial Risk Management**

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

##### **i. Credit Risk**

Credit risk is the risk that a counter party will be unable to pay any amounts owed to the Company. Management's assessment of the Company's exposure to credit risk on its \$334,903 in cash (March 31, 2022 - \$1,310,469) is low as the Company's cash is held with major Canadian financial institutions, or in trust with the Company's legal counsel.

##### **ii. Liquidity Risk**

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at September 30, 2022 the Company's working capital surplus is \$57,387 (March 31, 2022 - \$1,342,656), and it does not have any long-term monetary liabilities. The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

Subsequent to September 30, 2022, the Company obtained additional financing to better manage its liquidity risk to ensure it will have sufficient liquidity to meet its current and future liabilities. See Note 12 for additional information.

##### **iii. Market Risk**

Market risk incorporates a range of risks. Movements in risk factors, such as currency risk, price risk and interest rate risk, affect the fair values of financial assets and liabilities. The Company is not exposed to these risks.

##### **iv. Currency Risk**

The operating results and financial position of the Company are reported in Canadian dollars. As the Company is exploring opportunities in an international environment, some of the Company's financial instruments and transactions are denominated in currencies other than the Canadian dollar. The results of the Company's operations are subject to minimal currency risk and is nominal to the financial statements.

The Company has not entered into any agreements or purchased any foreign currency hedging instruments to hedge possible currency risks at this time. Management believes the foreign exchange risk derived from currency conversions is not significant, and therefore, does not hedge its foreign exchange risk.

#### **b) Fair Values**

The carrying values of cash, accounts payable and accrued liabilities and loan payable approximate their fair values due to their short-term to maturity.

# **Pan American Energy Corp. (Formally Golden Sun Mining Corp.)**

## **Notes to the Condensed Consolidated Interim Financial Statements**

For the Three and Six Months Ended September 30, 2022

In Canadian Dollars, unless noted (unaudited)

---

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

**Level 1** – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

**Level 2** – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability.

**Level 3** – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

## **12. SUBSEQUENT EVENTS**

- On October 10, 2022, the Company's common shares commenced trading on the Frankfurt Stock Exchange, under the symbol "SS6".
- On October 13, 2022, the Company closed a non-brokered private placement (the "Private Placement") for aggregate gross proceeds of approximately \$8,000,000.

The Company issued 10,000,000 (non-flow through) units (each, a "Unit") at a price of \$0.50 per Unit. Each Unit consists of one (1) common share (each, a "Share") and one (1) common share purchase warrant (each, a "Warrant"). Each Warrant is exercisable into one (1) Share at an exercise price of \$0.75 for a period of two years from the date of issue. The Company also issued 4,615,384 flow-through units (each, a "Flow-Through Unit") at a price of \$0.65 per Flow-Through Unit. Each Flow-Through Unit consists of one (1) Share (each, a "FT Share") and one (1) common share purchase warrant (each, a "FT Warrant"). Each FT Warrant is exercisable into one (1) Share at an exercise price of \$0.85 for a period of two years from the date of issue.

At September 30, 2022, the Company had received \$215,000 in share subscriptions related to the Private Placement.

In connection with closing of the Private Placement, the Issuer paid finder's fees in the aggregate of \$329,390 in cash and issued 674,100 finder's warrants (each, a "Finder's Warrant"). Each Finder's Warrant is exercisable into one (1) Share at an exercise price of C\$0.75 for a period of two years from the date of issue and 2,638 finder's warrants (each, a "Finder's Warrant"). Each Finder's Warrant is exercisable into one (1) Share at an exercise price of C\$0.85 for a period of two years from the date of issue.

- On October 17, 2022, the Company issued 3,012,174 common shares in value of US\$2,000,000, related to the Horizon Lithium Property option agreement.
- On November 10, 2022, the Company granted 850,000 restricted share rights to certain consultants of the Company. In addition, the Company granted 250,008 restricted share rights and 200,000 share purchase options to a director of the Company, that was newly appointed on November 10, 2022.

## **13. ADOPTION OF NEW AND REVISED STANDARDS AND INTERPRETATION**

There are no new IFRS standards issued, but not yet effective, that may affect the financial statements of the Company

---

**PAN AMERICAN ENERGY CORP.**  
(FORMERLY GOLDEN SUN MINING CORP.)

**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**For the three and six months ended September 30, 2022**

This Management's Discussion and Analysis ("MD&A") has been prepared by management in accordance with the requirements of National Instrument 51-102 and should be read in conjunction with the condensed consolidated interim financial statements and notes thereto for the three and six months ended September 30, 2022 (the "financial statements") of Pan American Energy Corp. (formerly "Golden Sun Mining Corp.") (the "Company"). Such financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts are expressed in Canadian Dollars, the reporting and functional currency of the Company, unless otherwise indicated.

Readers should use the information contained in this report in conjunction with all other disclosure documents including those filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**DATE**

This MD&A is prepared as of November 25, 2022.

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this MD&A are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this MD&A. These assumptions, which include management's current expectations, estimates and assumptions about the global economic environment and our ability to manage our operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) the uncertainty of government regulation and politics (3) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (4) other factors beyond our control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

**DESCRIPTION OF BUSINESS**

Pan American Energy Corp. (formerly "Golden Sun Mining Corp.") (the "Company") was incorporated under the laws of British Columbia on March 14, 2007. The Company's corporate office and principal place of business is 521 3<sup>rd</sup> Avenue SW, Suite 100, Calgary, Alberta T2P 3T3.

On May 5, 2022, the Company entered into a share purchase agreement (the "Agreement") with 1328012 B.C. Ltd. ("Numberco"). Pursuant to the terms of the Agreement, the Company acquired all of the outstanding securities of Numberco in exchange for securities of the Company. The shareholders of Numberco received securities of the Company such that

they collectively control the Company subsequent to the completion of the transaction. The transaction constitutes a reverse acquisition of the Company by Numberco for accounting purposes. Consequently, the comparative figures reported are those of Numberco.

Numberco was incorporated under the laws of the Business Corporations Act (British Columbia) on October 12, 2021, and as such, there are no comparative periods for presentation in the condensed consolidated interim statements of loss and comprehensive loss and statement of cash flows.

On May 19, 2022, the Company listed its common shares on the Canadian Securities Exchange (the "CSE") under the symbol "GSU". On June 29, 2022, the Company changed its name to "Pan American Energy Corp." from "Golden Sun Mining Corp." and began trading under the symbol "PNRG".

The Company is Canadian corporation that is in the business of the acquisition, exploration and evaluation of mineral properties.

## COVID-19

The COVID-19 pandemic continues to impact the global economic recovery. The current situation is dynamic and the ultimate duration and magnitude of the impact on the economy and the financial effect on the Company is not known at this time. Estimates and judgments made by management in the preparation of these financial statements are subject to a higher degree of measurement uncertainty during this volatile period.

## OVERALL PERFORMANCE

The Company has not generated revenues to date from operations as it is in the start up phase and continues to focus on obtaining strategic mining and exploration assets.

The net assets of the Company at September 30, 2022 and March 31, 2022 consisted of the following:

As at	September 30, 2022	March 31, 2022
	\$	\$
Cash	334,903	1,310,469
Accounts receivable	39,443	-
Prepaid expenses	414,203	-
Promissory note receivable	-	151,397
Exploration and evaluation assets	540,445	-
Accounts payable and accrued liabilities	(568,129)	(119,210)
Loan payable	(163,033)	-
<b>Net assets</b>	<b>597,832</b>	<b>1,342,656</b>

The change in net assets from March 31, 2022 to September 30, 2022 was largely related to the Corporate Transaction (described below), the acquisition of an interest in two additional mineral properties and exploration costs associated with the Company's mineral properties.

## CORPORATE TRANSACTION

On May 5, 2022, the Company entered into a share purchase agreement (the "Agreement") with Numberco, pursuant to which the Company acquired 100% of the Company's issued and outstanding securities of Numberco in exchange for 20,000,100 common shares and 20,000,000 share purchase warrants of the Company. As a result of the Agreement, securityholders of Numberco hold 20,000,100 common shares of the Company representing 82.99 percent and securityholders of the Company hold 4,099,366 common shares representing 17.01 percent of the Company. The securityholders of Numberco, therefore, control the Company upon completion of the Agreement. The transaction was accounted for as a reverse acquisition, with Numberco identified as the acquirer. The fair value of the consideration was determined based on 4,099,366 common shares issued at the price of \$0.10 per share, which corresponds to the price of the most recent financing closed totaling \$409,937.

The purchase price allocation at the acquisition date was:

	\$
<b>Net assets acquired</b>	
Cash	27,405
Accounts receivable	24,159
Prepaid expenses	10,103
Exploration and evaluation assets	167,422
Accounts payable and accrued liabilities	(940,900)
Promissory note payable	(150,000)
Loan payable	(159,171)
Listing expense <sup>(1)</sup>	1,430,919
<b>Net assets acquired</b>	<b>409,937</b>

### Consideration

<b>Fair value of 4,099,366 shares issued</b>	<b>409,937</b>
--	----------------

(1) The transaction costs, primarily relating to the acquired public exchange listing, were expensed.

### QUARTERLY FINANCIAL INFORMATION & RESULTS OF OPERATIONS

The following information sets out quarterly selected financial information for there quarters ended September 30, 2022, June 30, 2022, March 31, 2022 and the period from incorporation on October 12, 2021 to December 31, 2021:

	Quarter Ended September 30, 2022	Quarter Ended June 30, 2022	Quarter Ended March 31, 2022	Period Ended December 31, 2021
	(\$)	(\$)	(\$)	(\$)
Operating expenses	(661,536)	(204,838)	(75,230)	(83,512)
Net and comprehensive loss	(663,978)	(1,940,701)	(73,833)	(83,512)
Loss per share, basic and diluted	(0.03)	(0.09)	(0.01)	(0.01)

During the quarter ended September 30, 2022, the Company incurred a net loss and comprehensive loss of \$663,978. The net loss and comprehensive loss for the period consists primarily of the following:

- Advertising and marketing fees of \$22,000, which relate to costs incurred for fundraising (i.e. branding, investor presentation) and website development.
- Consulting fees of \$84,000 consists primarily of fees paid to directors and officers of the Company and fees paid to other service provides for corporate activities.
- Filing fees of \$24,660 consists primarily of costs associated with the Company's filings on the CSE and transfer agent fees.
- Office and miscellaneous of \$11,661 consists primarily of costs related to travel expenses, meals & entertainment and other office costs.
- Professional fees of \$32,729 consists primarily of for legal costs incurred for general corporate matters.
- Share-based compensation costs of \$486,486 relates to the vesting of stock options and RSRs that were granted during the three months ended September 30, 2022.
- Interest expense of \$2,442 relates to interest accrued on loans payable.

During the quarter ended June 30, 2022, the Company incurred a net loss and comprehensive loss of \$1,940,701. The net loss and comprehensive loss for the period consists primarily of the following:

- Consulting fees of \$107,000 consists primarily of fees paid to directors and officers of the Company and fees paid to other service provides for corporate activities.
- Filing fees of \$47,449 consists primarily of costs associated with the Company's filings on the CSE and registering for filing on the OTC markets.
- Office and miscellaneous of \$6,597 consists primarily of costs related to travel expenses, meals & entertainment and other office costs.

- Professional fees of \$39,801 consists primarily of costs related to legal and accounting services related to the public listing of the Company's shares on the CSE.
- Share-based compensation costs of \$3,991 relates to the vesting of stock options and RSRs that were granted during the three months ended June 30, 2022.
- Listing expense of \$1,430,919 relates to the Corporate Transaction (see section above).
- Loss on debt settlement of \$304,944 relates to the June 23, 2022 debt settlement agreements entered into with certain creditors of the Company, pursuant to which it discharged aggregate indebtedness of \$228,708 in consideration of the issuance of a total of 1,270,600 common shares of the Company at a fair value of \$0.42 per common share. The Company recognized a loss on debt settlement of \$304,944.

During the quarter ended March 31, 2022, the Company incurred a net loss and comprehensive loss of \$73,833. The net loss and comprehensive loss for the period consists primarily of the following:

- Consulting fees of \$70,875 consists primarily of services used in corporate activities.
- Office and miscellaneous of \$91 consists primarily of costs related to bank fees.
- Professional fees of \$4,264 consists primarily of costs related to legal and accounting services related to the public listing of the Company's shares on the CSE.

During the period ended December 31, 2021, the Company incurred a net loss and comprehensive loss of \$83,512. The net loss and comprehensive loss for the period consists primarily of the following:

- Consulting fees of \$70,875 consists primarily of services used in corporate activities.
- Office and miscellaneous of \$66 consists primarily of costs related to bank fees.
- Professional fees of \$12,571 consists primarily of costs related to legal and accounting services related to the public listing of the Company's shares on the CSE.

On a quarter-by-quarter basis, losses are expected to fluctuate significantly due to a number of factors including timing of operating activities from the date of incorporation due to the nature of a start up Company.

An analysis of the quarterly results from incorporation shows that the Company has incurred mostly professional fees and consulting fees related to the newly formed entity, the share exchange transaction and acquisition of mineral properties.

## **LIQUIDITY**

The Company had cash of \$334,903 at September 30, 2022 (\$1,310,469 at March 31, 2022). The Company had working capital of \$57,387 at September 30, 2022 (\$1,342,656 at March 31, 2022).

If additional funds are required, the Company plans to raise additional capital primarily through the private placement of its equity securities. Under such circumstances, there is no assurance that the Company will be able to obtain further funds required for the Company's continued working capital requirements.

## **Operating Activities**

The Company used net cash of \$1,207,154 in operating activities during the six months ended September 30, 2022. The cash used primarily related to working capital management.

## **Investing Activities**

The Company used net cash of \$134,809 from investing activities during the six months ended September 30, 2022. The cash used primarily related to option payments for the Big Mack Lithium Project and exploration expenditures at the Green Energy Lithium Project and legal costs incurred for the Horizon Lithium Project.

## Financing Activities

The Company received net cash of \$366,397 from financing activities during the six months ended September 30, 2022. The cash received was primarily from share subscriptions from the non-brokered financing that closed subsequent to September 30, 2022 (see “Disclosure of Outstanding Share Data” below).

## COMMITMENTS

The Company has a contract with a company controlled by the CEO and Director of the Company for monthly payments of \$12,000 for a period of two years beginning in May 2021.

## TRANSACTIONS WITH RELATED PARTIES

Key management personnel are those personnel having the authority and responsibility for planning, directing, and controlling the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

Related party transactions are conducted in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

The aggregate value of transactions relating to key management personnel during the six months ended September 30, 2022 were as follows:

For the Six Months Ended	September 30, 2022
	\$
Management fees (to company owned by CEO)	65,000
Management fees (to company owned by CFO)	66,375
Share-based compensation (to directors and officers)	360,778
<b>Total</b>	<b>492,153</b>

As at September 30, 2022, a \$57,415 balance was owing to key management personnel for fees and expenses incurred on behalf of the Company with these amounts all included in accounts payable and accrued liabilities. The amounts payable are non-interest bearing, are unsecured, and have no specific terms of repayment.

## PROPOSED TRANSACTIONS

As of the date of this MD&A, there are no proposed transactions.

## ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

There are no new standards issued, but not yet effective, that are anticipated to have a material impact on the Company's financial statements.

## FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The following is the Company's accounting policy for financial instruments under:

### (i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company classifies its financial instruments as follows:

<b>Financial assets/liabilities</b>	
Cash	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Loan payable	Amortized cost

(ii) Measurement

*Financial assets and liabilities at amortized cost*

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

*Financial assets and liabilities at FVTPL*

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise.

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

*Financial assets*

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss.

## DISCLOSURE OF OUTSTANDING SHARE DATA

The Company had following securities outstanding, as of September 30, 2022 and as of the date of this MD&A:

	<b>September 30, 2022</b>	<b>Date of this MD&amp;A**</b>
Common shares	25,762,222	43,389,780
Share purchase warrants	20,000,000	27,307,692
Finders' warrants	-	676,738
Share purchase options	1,600,000	1,800,000
Restricted share rights	3,350,000	4,450,008
<b>Total</b>	<b>50,712,222</b>	<b>77,624,218</b>

\*\* On November 10, 2022, the Company granted 850,000 restricted share rights to certain consultants of the Company. In addition, the Company granted 250,008 restricted share rights and 200,000 share purchase options to a director of the Company, that was newly appointed on November 10, 2022. See "Common Shares" below for the increase in common shares issued subsequent to September 30, 2022.

## Common Shares

The authorized share capital consists of an unlimited number of common shares without par value. Common shares issued and outstanding as at September 30, 2022 are 25,762,222 (March 31, 2022 – 20,000,100).

During the six months ended September 30, 2022, and to the date of this MD&A, the Company had the following common share transactions:

	Description	Number of Shares	Amount (\$)
<b>Balance, March 31, 2022</b>		<b>20,000,100</b>	<b>1,500,001</b>
May 19, 2022	Corporate Transaction (Note 1b)	4,099,366	409,937
June 23, 2022	Settlement of indebtedness	1,270,600	533,652
August 30, 2022	Option Agreement - Big Mack	392,156	200,000
<b>Balance, September 30, 2022</b>		<b>25,762,222</b>	<b>2,643,590</b>
October 13, 2022	Private placement	10,000,000	5,000,000
October 13, 2022	Private placement - flow through	4,615,384	3,000,000
October 17, 2022	Option Agreement - Horizon	3,012,174	2,627,200
<b>Balance, Date of this MD&amp;A</b>		<b>43,389,780</b>	<b>13,270,790</b>

On June 23, 2022, the Company entered into debt settlement agreements with certain creditors of the Company, pursuant to which it discharged aggregate indebtedness of \$228,708 in consideration of the issuance of a total of 1,270,600 common shares of the Company at a fair value of \$0.42 per common share. The Company recognized a loss on debt settlement of \$304,944.

On October 13, 2022, the Company closed a non-brokered private placement (the "Private Placement") for aggregate gross proceeds of approximately \$8,000,000.

- The Company issued 10,000,000 (non-flow through) units (each, a "Unit") at a price of \$0.50 per Unit. Each Unit consists of one (1) common share (each, a "Share") and one (1) common share purchase warrant (each, a "Warrant"). Each Warrant is exercisable into one (1) Share at an exercise price of \$0.75 for a period of two years from the date of issue. The Company also issued 4,615,384 flow-through units (each, a "Flow-Through Unit") at a price of \$0.65 per Flow-Through Unit. Each Flow-Through Unit consists of one (1) Share (each, a "FT Share") and one (1) common share purchase warrant (each, a "FT Warrant"). Each FT Warrant is exercisable into one (1) Share at an exercise price of \$0.85 for a period of two years from the date of issue.
- In connection with closing of the Private Placement, the Issuer paid finder's fees in the aggregate of \$329,390 in cash and issued 674,100 finder's warrants (each, a "Finder's Warrant"). Each Finder's Warrant is exercisable into one (1) Share at an exercise price of C\$0.75 for a period of two years from the date of issue and 2,638 finder's warrants (each, a "Finder's Warrant"). Each Finder's Warrant is exercisable into one (1) Share at an exercise price of C\$0.85 for a period of two years from the date of issue.
- All securities issuable in connection with the Private Placement are subject to a statutory hold period, in accordance with applicable securities laws, of four months and one day from the date of issue.

On October 17, 2022, the Company issued common shares in value of US\$2,000,000, related to the Horizon Lithium Property option agreement.

During the year ended March 31, 2022, the Company had the following common share transactions:

- On October 12, 2021, the Company issued 100 common shares at \$0.01 per common share for total proceeds of \$1 pursuant to incorporation;
- On October 25, 2021, the Company issued 10,000,000 units at \$0.05 per unit for total proceeds of \$500,000 pursuant to a private placement. Each unit consists of one common share and one common share purchase warrant exercisable at \$0.10 for a period of twenty four months; and

- On December 8, 2021, the Company issued 10,000,000 units at \$0.10 per unit for total proceeds of \$1,000,000 pursuant to a private placement. Each unit consists of one common share and one common share purchase warrant exercisable at \$0.12 for a period of twenty four months.

## **RISK FACTORS**

Much of the information included in this MD&A includes or is based upon estimates, projections or other forward-looking statements. Such forward-looking statements include any projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors:

### **Risks Related to the Company's Business**

The Company is a mining exploration stage company. The ability of the Company to acquire additional strategic mining assets is dependent upon (but not limited to) market conditions, the ability of the Company's management team to obtain necessary financing to successfully complete an attractive acquisition on acceptable terms and funding necessary to execute development programs.

In conducting its business, the Company is subject to a number of other risks and uncertainties that could have a material adverse effect on the Company's business prospects or financial condition that could result in a delay or indefinite postponement in the development of the Company's future mineral interests.

#### *Risks associated with exploration stage companies*

Exploring for mineral resources involves a variety of operational, financial, and regulatory risks that are typical in the natural resource industry. The Company has not commenced commercial operations and has no proven history of performance, earnings, or success. There is no guarantee that the Company will ever be able to achieve profitable results or successfully execute its business plan. The Company's Common Shares must be considered speculative primarily due to the nature of the Company's business. The Company has no revenue or income from operations. The Company has limited capital resources and will rely upon the sale of equity and/or debt securities for cash required for exploration and development purposes, for acquisitions, and to fund the administration of the Company. Since the Company does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its equity or debt securities or joint venture agreements to raise capital. There can be no assurance that financing, whether equity or debt, will be available to the Company in the amount required by the Company at any particular time or for any period, and that such financing can be obtained on terms satisfactory to the Company.

#### *Licenses and permits*

The Company will require licenses and permits from various governmental authorities regarding any mineral interests acquired. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development, and mining operations for its mineral interests. Failure to obtain and maintain such licenses and permits may adversely affect the Company's business as the Company would be unable to legally conduct its intended exploration and development work which may result in its losing its interest in the subject property.

### *Operating hazards and risks*

Fires, power outages, labour disputes, flooding explosions, cave-ins, landslides, and the inability to obtain suitable or adequate machinery, equipment, or labour are some of the risks involved in exploration programs. Unknowns with respect to geological structures and other conditions are involved. Existing and future environmental laws may cause additional expense and delays in the activities of the Company, and may render the Company's properties uneconomic. The Company has no liability insurance and the Company may become subject to liability for pollution, cave-ins, or hazards against which it cannot insure, or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect of the Company's financial position.

### *Competition*

The mining industry is intensely competitive and the Company must compete in all aspects of its operations with a substantial number of other corporations which have greater technical and financial resources. The Company may be unable to acquire attractive mining properties on terms it considers acceptable.

### *Profitability of operations*

The Company does not have profitable operations at this time and it should be anticipated that it will operate at a loss until such time as production is achieved from any acquired mining assets, if production is in fact ever achieved. Investors also cannot expect to receive any dividends on their investment in the foreseeable future.

### *Foreign currency risk*

The Company's has acquired exploration and evaluation assets in Utah and Nevada, United States of America. As a result, future changes in exchange rates could materially affect the viability of exploration and development activities.

### *Market risks*

Even if the Company's exploration programs are successful, factors beyond the control of the Company may affect the marketability of any mineral products discovered. Mineral prices have fluctuated widely in recent years. The marketability and price of minerals which may be produced or acquired by the Company will be affected by numerous factors beyond the control of the Company. These factors include delivery uncertainties related to the proximity of its reserves to processing facilities, and extensive government regulation relating to price, taxes, royalties, allowable production land tenure, the import and export of minerals, and many other aspects of the mining business. Declines in mineral prices may have a negative effect of the Company.

### *Future financings*

As the Company continues to acquire mining assets and starts to develop them, the Company may require additional funds to execute exploration and development programs and additional funds if the Company wishes to pursue commercial production. The Company's available sources of funds are: sale of equity capital. There is no assurance such sources will continue to be available on favorable terms or at all. If available, future equity financings may result in dilution to current shareholders.

### *Going concern*

The Company's condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain the necessary financing to meet its on-going commitments, further its mineral exploration program, and to commence profitable operations in the future.

*The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.*

The Company's directors and officers are involved in other business activities. As a result of their other business endeavours, the directors and officers may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of its directors' and officers' other business interests.

#### *The Company has no operating history*

The Company has no operating history and may not succeed. The Company is subject to all risks inherent in a developing business enterprise. The Company's likelihood of continued success must be considered in light of the problems, expenses, difficulties, undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources, lack of revenues, complications, and delays frequently encountered in connection with the competitive and regulatory environment in which it operates. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

#### *History of losses*

The Company has incurred losses in the period from incorporation on October 12, 2021 to September 30, 2022. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future.

#### *Dependence on suppliers and skilled labour*

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components. This could have an adverse effect on the financial results of the Company.

#### *Management of growth*

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

#### *Liquidity*

The Company cannot predict at what prices the Company's securities will trade and there can be no assurance that an active trading market will develop or be sustained. There is a significant liquidity risk associated with an investment in the Company.

#### *Litigation*

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for the Company's shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant resources.

#### *Privacy*

There can be no assurance that the Company's existing policies, procedures and systems will be sufficient to address the privacy concerns of existing and future clients whether or not such a breach of privacy were to have occurred as a result of the Company's employees or arm's length third parties. If a client's privacy is violated, or if the Company's found to have violated any law or regulation, it could be liable for damages or for criminal fines and/or penalties.

## **BOARD APPROVAL**

The board of directors of the Company have approved this MD&A.