



**INTERNATIONAL PROSPECT VENTURES LTD.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022**

**DATED: May 26, 2023**

## **SCOPE OF THIS MANAGEMENT'S DISCUSSION AND ANALYSIS AND NOTICE TO INVESTORS**

This management's discussion and analysis of financial position and results of operations ("MD&A"), is prepared as of May 26, 2023, and complements the unaudited condensed interim consolidated financial statements of International Prospect Ventures Ltd. (the "Company" or "International Prospect"), for the three months ended March 31, 2023 and 2022.

The condensed interim consolidated financial statements and related notes have been prepared in accordance with IAS 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board. They do not contain all the information required to be disclosed in annual financial statements. Certain information and notes usually provided in the annual financial statements have been omitted or condensed when not deemed essential to the understanding of the interim financial information of the Company. Therefore, this MD&A should be read in conjunction with the information contained in the annual audited consolidated financial statements of the Company and the notes thereto for the year ended December 31, 2022. All financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all amounts are in Canadian dollars unless otherwise indicated.

The unaudited condensed interim consolidated financial statements and the MD&A have been reviewed by the Audit Committee and approved by the Company's Board of Directors on May 26, 2023. These documents and more information about the Company are available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **FORWARD LOOKING STATEMENTS**

Certain statements made in this MD&A are forward-looking statements or information. The Company is hereby providing cautionary statements identifying important factors that could cause the Company's actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Company has assumed that the current market will continue and grow and that the risks listed below will not adversely impact the business of the Company. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of the Company that could influence actual results are summarized below under the heading "Risks and Uncertainties".

Further, unless otherwise noted, any forward-looking statement speaks only as of the date of this MD&A, and, except as required by applicable law, the Company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of the Company, or the extent to which any factor or

combination of factors may cause actual results to differ materially from those contained in any forward-looking statement.

## **ABOUT INTERNATIONAL PROSPECT VENTURES LTD.**

International Prospect Ventures Ltd., ("International Prospect" or the "Company"), incorporated on February 18, 2010 under the Business Corporations Act of British Columbia, is involved in the process of exploring, evaluating and promoting its mineral properties and other projects.

The head office of the Company is located at 152 Chemin de la Mine École, Val-d'Or, Québec, J9P 7B6. The Company's registered and records office is located at #530 - 355 Burrard Street, Vancouver, B.C. V6C 2G8. The Company also has exploration offices located at 2864 Chemin Sullivan, Val-d'Or, Québec, J9P 0B9.

International Prospect is the parent company of Valroc Ventures Pty Ltd. ("Valroc"), a New South Wales company, located in Australia. The Company's common shares trade on Tier 2 of the TSX Venture Exchange under the trading symbol "IZZ".

As at March 31, 2023, Gold Royalty Corp. ("GROY") is the Company's largest shareholder, holding indirectly through its subsidiary Golden Valley Abitibi Royalties Ltd. ("Abitibi") 11.22% of the issued and outstanding shares (December 31, 2022 – 11.22%). Golden Valley Mines and Royalties Ltd. ("Golden Valley") amalgamated with Abitibi Royalties Inc. (another subsidiary of Gold Royalty) as one company under the name Golden Valley Abitibi Royalties Ltd on February 7, 2023.

## **BUSINESS OVERVIEW**

International Prospect is a natural resource issuer involved in the process of acquiring and exploring mineral property assets. The Company uses its wholly owned subsidiary Valroc, a New South Wales company, to carry out business in Australia.

To complement its current property interests in Western Australia and elsewhere in Australia, Valroc evaluates regularly new opportunities.

The Company holds also several properties in Canada, for which the Company is seeking partners for the formation of joint ventures or for outright sales transactions.

## **ENVIRONMENTAL, SOCIAL AND GOVERNANCE FACTORS**

International Prospect Ventures strives to ensure that its exploration activities support environmental sustainability and social responsibility. International Prospect Ventures also makes every effort to ensure that it meets or exceeds all required standards of corporate governance, following industry best practices and satisfying legal and regulatory requirements.

## AUSTRALIAN EXPLORATION PROPERTY PORTFOLIO (VALROC)

The Company holds properties and performs exploration activities in Australia through Valroc. International Prospect holds 100% of the equity in Valroc and has advanced all necessary funding for corporate and exploration expenditures.

### Property Holdings

As part of its ordinary business activities, the Company acquires new prospective tenements to enhance its existing property portfolio or to pursue new geological ideas and/or drops tenements that are no longer considered to be material based on results or changing commodity prices over time.

As of March 31, 2023, Valroc held a total of 12 tenements covering an area of 14,890 hectares. There were no changes to the property portfolio during the first quarter of 2023.

The Company aims to add value to the tenements with the completion of some early-stage exploration programs, and then seeks partners to further advance the exploration on some of the more advanced properties retaining net smelter return royalties (“NSRs”).

## CANADIAN EXPLORATION PROPERTY PORTFOLIO

The Company holds several properties in Canada, for which the Company is seeking partners for the formation of joint ventures or for outright sales transactions. Those properties include the Porcupine Miracle Prospect (gold) within Langmuir Township in north-eastern Ontario and several Uranium properties in Saskatchewan (West Stewart and Beartooth Island), Ontario (Elliot Lake) and Québec (Matoush North and Matoush South).

## SELECTED FINANCIAL POSITION

	As at March 31, 2023		As at December 31, 2022	
Cash and cash equivalents	\$	265,747	\$	409,808
Other current assets		24,711		26,223
Exploration and evaluation assets		301,392		283,140
<b>Total Assets</b>	<b>\$</b>	<b>591,850</b>	<b>\$</b>	<b>719,171</b>
Accounts payable and accrued liabilities		21,335		36,602
Due to related parties		20,729		26,396
<b>Total Liabilities</b>	<b>\$</b>	<b>42,064</b>	<b>\$</b>	<b>62,998</b>
<b>Total Equity</b>		<b>549,786</b>		<b>656,173</b>
<b>Total Liabilities and Equity</b>	<b>\$</b>	<b>591,850</b>	<b>\$</b>	<b>719,171</b>

## TOTAL ASSETS

### *Cash and cash equivalents*

The Company ended the first quarter of 2023 with cash and cash equivalents of \$265,747 compared to \$409,808 as at December 31, 2022.

Refer to *Cash Flow Analysis* section below for further discussion on the Company's cash position and changes thereof for the three months ended March 31, 2023 and 2022.

### *Other current assets*

Other current assets of \$24,711 as at March 31, 2023 (December 31, 2022 - \$26,223) included sales taxes recoverable of \$15,765 (December 31, 2022 - \$13,463), and prepaid insurance and deposits of \$8,946 (December 31, 2022 - \$12,760).

### *Exploration and evaluation assets*

Exploration and evaluation assets amounted to \$301,392 as at March 31, 2023 compared to \$283,140 as at December 31, 2022:

	As at January 1, 2023	Additions	Credits	Impairment	As at March 31, 2023
Claim and claim maintenance	\$ 45,939	\$ 9,752	\$ -	\$ -	\$ 55,691
Acquisition	221,103	8,500	-	-	229,603
Program management	11,570	-	-	-	11,570
Geology	4,290	-	-	-	4,290
Other	238	-	-	-	238
	\$ 283,140	18,252	-	-	\$ 301,392

In the first quarter of 2023, Valroc made an application for three Exploration Licences, covering 1,860 hectares.

## TOTAL LIABILITIES

Total liabilities of \$42,064 as at March 31, 2023 (December 31, 2022 - \$62,998) consisted of trade payables of \$21,335 (December 31, 2022 - \$36,602) and due to related parties of \$20,729 (December 31, 2022 - \$26,396).

As discussed further in the related party balances and transactions section below, amounts due to related parties of \$20,729 (December 31, 2022 - \$26,396) includes an amount of \$10,500 (December 31, 2022 - \$22,372) due to Caracle Creek International Consulting Inc. relating to the services of the Company's VP Exploration, of \$6,780 (December 31, 2022 - \$nil) relating to the services of the Company's Chief Financial Officer, of \$3,449 due to Val-d'Or Mining Corp, a company related by common management

and of \$nil (December 31, 2022 - \$4,024) due to 2973090 Canada Inc. relating to the services of the Company's President & Chief Executive Officer.

## EQUITY

Equity totalled \$549,786 as at March 31, 2023 compared to \$656,173 as at December 31, 2022, which decrease of \$106,387 representing the net loss for the three months ended March 31, 2023.

## DISCUSSION AND RESULTS OF OPERATIONS

	For the three months ended March 31,	
	2023	2022
Operating expenses	\$ 106,675	\$ 172,223
Other expenses (income)	(288)	523
<b>Net loss and comprehensive loss</b>	<b>\$ 106,387</b>	<b>\$ 172,746</b>
<b>Basic and diluted net loss per common share</b>	<b>\$ 0.002</b>	<b>\$ 0.004</b>

The net loss for the three months ended March 31, 2023 was \$106,387 (or \$0.002 loss per share), compared to \$172,746 (or \$0.004 loss per share) for the same period in 2022.

The lower operating expenses for the three months ended March 31, 2023 compared to the same period in 2022 resulted from lower consulting fees of \$nil (2022 - \$30,000) relating to the services of the Company's former President and CEO, share-based payment of \$nil (2022 - \$23,246) as no incentive stock options were granted nor vested during the current quarter and lower investor and media relations expenses of \$1,500 (2022 - \$13,850) for social media marketing.

## CASH FLOW ANALYSIS

	For the three months ended March 31,	
	2023	2022
Cashflows used by operating activities	\$ (131,066)	\$ (118,656)
Cashflows used by investing activities	(12,995)	(37,456)
Cashflows from financing activities	-	-
<b>Decrease in cash</b>	<b>\$ (144,061)</b>	<b>\$ (156,112)</b>
Cash and cash equivalents, beginning of period	409,808	445,345
<b>Cash and cash equivalents, end of period</b>	<b>\$ 265,747</b>	<b>\$ 289,233</b>

Cash outflows from operating activities for the three months ended March 31, 2023 totaled \$131,066 compared to \$118,456 for the same period in 2022. The increase in cash outflows for 2023 was mainly due to timing of working capital requirements.

Cash outflows from investing activities for the three months ended March 31, 2023 totalled \$12,995 compared to \$37,456 for the same period in 2022. Cash outflows in 2023 were mainly related to the tenement applications for Exploration licences on properties located in Western Australia as described above.

Cashflows from financing activities for the three months ended March 31, 2023 and 2022 were both \$nil.

### **SUMMARY OF QUARTERLY RESULTS**

The following selected financial information is for the 8 most recently completed quarters as derived from the Company's respective financial statements and notes thereto. The following information should be read in conjunction with the referenced financial statements, the notes to those statements and "Results of Operations" herein.

	Mar 2023	Dec 2022	Sept 2022	Jun 2022	Mar 2022	Dec 2021	Sept 2021	Jun 2021
Operating expenses	\$ 106,675	\$ 123,052	\$ 94,979	\$ 150,262	\$ 172,223	\$ 371,079	\$ 221,614	\$ 642,504
Other expenses (income)	(288)	1,302	571	2,643	523	1,007	1,002	3,010
<b>Net loss and comprehensive loss</b>	<b>\$ 106,387</b>	<b>\$ 124,354</b>	<b>\$ 95,550</b>	<b>\$ 152,905</b>	<b>\$ 172,746</b>	<b>\$ 372,086</b>	<b>\$ 222,616</b>	<b>\$ 645,514</b>
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Basic and diluted net loss per common share	\$ 0.002	\$ 0.013	\$ 0.002	\$ 0.004	\$ 0.004	\$ 0.010	\$ 0.006	\$ 0.019

### **LIQUIDITY, CAPITAL RESOURCES AND SOURCES OF FINANCING**

The Company's objectives in managing capital are to safeguard its ability to continue its operations, to increase the value of the assets of the business and to provide an adequate return to owners. These objectives will be achieved by identifying the right exploration prospects, adding value to these projects and ultimately taking them through to production either with partners or by the Company's own means or sale.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares to improve its financial performance and flexibility. When financing conditions are not optimal, the Company may enter into option agreements or other solutions to continue its exploration and evaluation activities or may slow its activities until conditions improve. The Company monitors capital on the basis of the carrying amount of equity.

Readers are invited to refer to the Risk and Uncertainties section for more information.

### **COMMITMENTS**

Please refer to Note 14 of the unaudited condensed interim consolidated financial statements for the Company's commitments.

## RELATED PARTY TRANSACTIONS

### *a) Transactions with a shareholder*

Effective July 1, 2020, the Company entered into a Cost Sharing Arrangement (the "Sharing Arrangement") with Golden Valley Mines and Royalties Ltd ("Golden Valley"), a significant shareholder of the Company, pursuant to which Golden Valley will provide certain management and financial services such as office space and administrative support relating to the exploration offices located at 2864 Chemin Sullivan, Val-d'Or, Québec, J9P 0B9, in consideration of \$8,919 per year (the "reimbursement"), payable on a monthly basis. The Sharing Arrangement provides for the reimbursement to be reviewed on an annual basis. For the three months ended March 31, 2022, the Company reimbursed Golden Valley the amount of \$1,814 relating to this Sharing Arrangement. This Sharing Arrangement was terminated on June 30, 2022.

Effective July 1, 2022 a similar Sharing Arrangement was entered into with Val-d'Or Mining Corporation ("Val-d'Or Mining"), a company related by common management, as further discussed below under Transactions with related parties.

### *b) Transactions with key management*

Key management personnel of the Company comprise of the members of the board of directors, as well as the President and Chief Executive Officer, Chief Operating Officer, Vice President Exploration, and the Chief Financial Officer. The compensation paid to key management is presented below:

- For the three months ended March 31, 2023, consultant fees of \$15,000 (2022 - \$10,500) were paid by the Company to 2973090 Canada Inc. ("2973090") a company controlled by a director of the Company, relating to the services of the Company's Chairman of the Board. These fees are recorded under exploration and evaluation expense in the condensed interim consolidated statements of net loss and comprehensive loss. As at March 31, 2023, the Company had no indebtedness (December 31, 2022 - \$4,024 included in due to related parties) to 2973090.
- For the three months ended March 31, 2023, no consultant fees (2022 - \$30,000) were incurred by the Company to Ironbark International Limited ("Ironbark") relating to the services of the Company's former President and CEO. These fees were recorded under consulting fees in the condensed interim consolidated statements of net loss and comprehensive loss.
- For the three months ended March 31, 2023, consultant fees of \$15,000 (2022 - \$15,000) were incurred by the Company to Caracle Creek International Consulting Inc. ("Caracle") relating to the services of the Company's VP Exploration. These fees are recorded under exploration and evaluation expenses in the condensed interim consolidated statement of net loss and comprehensive loss. As at March 31, 2023, the Company had indebtedness of \$10,500 (December 31, 2022 - \$22,372) to the Company's VP Exploration, which is included in due to related parties.



- For the three months ended March 31, 2023, consultant fees of \$15,000 (2022 - \$15,000) were incurred by the Company to a company controlled by the Chief Operating Officer of the Company for technical services. These fees are recorded under exploration and evaluation expenses in the condensed interim consolidated statements of net loss and comprehensive loss. As at March 31, 2023 and December 31, 2022, the Company had no indebtedness to the Company's Chief Operating Officer.
- For the three months ended March 31, 2023, consultant fees of \$6,000 (2022 - \$6,000) were incurred by the Company relating to the services of the Company's Chief Financial Officer. These fees are recorded under Professional fees in the condensed interim consolidated statements of net loss and comprehensive loss. As at March 31, 2023, the Company had indebtedness of \$6,780 (December 31, 2022 - \$nil) to the Company's Chief Financial Officer, which is included in due to related parties.
- For the three months ended March 31, 2023, director fees of \$3,000 (2022 - \$6,000) were incurred by the Company.

*c) Transactions with related party*

- For the three months ended March 31, 2023, the Company incurred fees of \$4,500 (2022 - \$4,500) with an individual, the spouse of the Chief Operating Officer, as part of a consulting agreement for accounting services. These fees are recorded under Professional fees in the condensed interim consolidated statements of net loss and comprehensive loss.
- Effective July 1, 2022, the Company entered into a Cost Sharing Arrangement (the "Sharing Arrangement") with Val-d'Or Mining, pursuant to which Val-d'Or Mining will provide certain management and financial services such as office space and administrative support relating to the exploration offices located at 2864 Chemin Sullivan, Val-d'Or, Québec, J9P 0B9, in consideration of \$7,256 per year (the "reimbursement"), payable on a monthly basis. The Sharing Arrangement provides for the reimbursement to be reviewed on an annual basis. For the three months ended March 31 2023, the Company reimbursed Val-d'Or Mining the amount of \$3,000 (2022 - \$nil) from this Sharing Arrangement.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements.

## **JUDGMENT, ESTIMATES AND ASSUMPTIONS**

The judgements, estimates and assumptions used by management are described in Note 6 of the audited consolidated financial statements for the year ended December 31, 2022.

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

The changes in accounting policies including those that have not been adopted are explained in note 4 of the unaudited condensed interim consolidated financial statements as at March 31, 2023.

## RISKS RELATED TO FINANCIAL INSTRUMENTS

Please refer to Note 13 “Financial Risks” of the unaudited condensed interim consolidated financial statements of the Company for the three months ended March 31, 2023 for a full description of these risks.

## INFORMATION ON OUTSTANDING SECURITIES

The following table sets out the number of common shares and options outstanding as of the date hereof:

<b>Common shares outstanding:</b>	50,561,798
<b>Stock options outstanding:</b>	2,615,312
<b>Warrants outstanding:</b>	7,692,499

<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Number of stock options outstanding</b>
February 28, 2024	\$ 0.170	50,000
June 17, 2024	\$ 0.160	390,312
June 26, 2025	\$ 0.115	365,000
July 10, 2027	\$ 0.050	1,315,000
December 12, 2027	\$ 0.265	495,000
		2,615,312

<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Number of warrants outstanding</b>
June 15, 2024	\$ 0.20	2,667,499
December 8, 2024	\$ 0.09	5,025,000
		7,692,499

## RISKS AND UNCERTAINTIES

An investment in the common shares of the Company involves a high degree of risk and must be considered highly speculative due to the financial and operational risks inherent to the nature of the Company's business and the present stage of exploration and development of its mineral resource properties. These risks may affect the Company's eventual profitability and level of operating cash flow. Prospective buyers of the common shares of the Company should consider the following risk factors:

### Climate Change

The Company has properties and joint venture agreements in various regions and jurisdictions where environmental laws are evolving and are not consistent. A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to the potential impact of climate

change, such as regulation relating to emission levels. If the current regulatory trend continues, this may result in increased costs directly or indirectly affecting the Company. In addition, the physical effect of climate change, such as extreme weather conditions, natural disasters, resource shortages, changing sea levels and changing temperatures, could have an adverse financial impact on operations located in the regions where these conditions occur, directly or indirectly impacting the business of the Company.

#### *Investment of Speculative Nature*

Investing in the Company, at this early stage of its development, is of a highly speculative nature.

#### *Nature of Mineral Exploration and Mining*

There are no known mineral resources on the Company's properties. Mineral exploration and development involves a high degree of risk, requires substantial expenditures and few properties that are explored are ultimately developed into producing mines.

#### *Exploration and Development Risks*

Resource exploration and development is a speculative business, involving considerable financial and technical risks, including the failure to discover mineral deposits, market fluctuations and government regulations, which are beyond the control of the Company.

#### *Country risk*

The Company has operations outside Canada in Australia. The Australian regulatory regime is generally stable. Country risk refers to the risk of investing in a country, dependent on changes in the business environment that may adversely affect operating profits or the value of assets in a specific country. For example, financial factors such as currency controls, devaluation or regulatory changes, or stability factors such as mass riots, civil war and other potential events contribute to companies' operational risks.

#### *Additional Financing*

Future exploration and development activities will require additional equity and debt financing. Failure to obtain such additional financing could result in delay or indefinite postponement of exploration and development of the property interests of the Company.

#### *Stress in the Global Economy and Financial Condition*

The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Adverse effects of coronavirus developments (COVID-19) on consumer confidence, market stability and public health creates uncertainties on macroeconomic conditions and may also result in closures, cancellations of, or reductions in operations or production on properties where the Company holds royalty interests or investments.

#### *Permits and Licenses*

There can be no assurances that the Company will be able to obtain all necessary licenses and permits required to carry out exploration, development and mining operations for its proposed projects.

### Competition

The mineral exploration and mining business is competitive in all of its phases. There is no assurance that the Company will be able to compete successfully with the competition in acquiring suitable properties or prospects for mineral exploration.

### No Assurance of Title to Property

The Company's claims may be subject to prior unregistered agreements or transfers or third party and aboriginal land claims and title may be affected by undetected defects.

### Dependence on Key Individuals

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company.

### Political Regulatory Risks

Any changes in government policy may result in changes to laws affecting the Company's ability to undertake exploration and development activities in respect of present and future properties.

### Conflicts of Interest

The Directors and Officers of the Company are also directors and officers of other companies, some of which are in the same business as the Company. This situation may result in conflicting legal obligations which may expose the Company to liability to others and impair its ability to achieve its business objectives.

### Insurance

The Company will remain at risk and will be potentially subject to liability for hazards associated with mineral exploration which it cannot insure against or which it has elected not to insure against because of premium costs or other reasons.

### Influence of Third-Party Stakeholders

Claims by third parties on the lands in which the Company holds interests, or the exploration equipment and road or other means of access which the Company intend to utilize in carrying out work programs or general exploration mandates, even if not meritorious, may create delays resulting in significant financial loss and loss of opportunity for the Company.

### Fluctuation in Market Value of Shares

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the entity. The future effect of these and other factors on the market price of Company's shares on the Exchange cannot be predicted.