OPTIMUS GOLD CORP

Management's Discussion and Analysis of Financial
Condition and Results of Operations
For the year ended September 30, 2024

February 5, 2025

This management's discussion and analysis ("MD&A") focuses on events and activities that affected Optimus Gold Corp (the "Company") during the year ended September 30, 2024 and to the date of this report. The MD&A supplements, but does not form part of, the audited consolidated financial statements of the Company for the year ended September 30, 2024 and the notes thereto. Consequently, the following discussion and analysis should be read in conjunction with the audited consolidated financial statements for the year ended September 30, 2024 and the notes thereto. All amounts presented in this MD&A are in Canadian dollars unless otherwise indicated.

Additional information related to Optimus Gold Corp. is available for view on SEDAR+ at www.sedarplus.ca

This MD&A contains information up to and including February 5, 2025.

FORWARD LOOKING STATEMENTS

Except for historical information contained in this discussion and analysis, disclosure statements contained herein are forward-looking. Forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from those in such forward-looking statements. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

OVERVIEW

Optimus Gold Corp. is a mineral exploration company. The Company's shares are listed and called for trading on the NEX Board of the TSX Venture Exchange under the trading symbol "OTS.H". The Company's principal business is the acquisition, exploration and development of mineral properties with a primary focus on exploration properties demonstrating strong potential for hosting large scale ore bodies. The Company currently has an interest in a gold/silver natural resource exploration property in British Columbia, and the Company can earn an interest in mineral properties in the Yukon Territory and Costa Rica.

OFF-BALANCE SHEET ARRANGEMENTS

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

EXPLORATION AND EVALUATION ASSETS

	Halo Gold Project $	Crucitas Gold Project $	Total $
Acquisition Costs:			
Balance, September 30, 2022	–	–	–
Additions	41,256	584,894	626,150
Balance, September 30, 2023	41,256	584,894	626,150
Additions	16,350	1,620	16,350
Impairment	–	(586,514)	(586,514)
Balance, September 30, 2024	57,606	–	57,606

Stump Lake Property

On May 10, 2002, the Company entered into an option agreement (as amended) with Braniff Gold Corp. and earned an undivided 100% right, title, and interest in the property which is comprised of three mineral claims and three reverted crown grants located in British Columbia, Canada.

The optionor retains a 3% net smelter royalty.

As at September 30, 2020, the Company recorded an impairment of $336,420 due to the uncertainty of being able to raise sufficient capital to perform significant exploration activities.

During the year ended September 30, 2023, the Company incurred mineral exploration expenses of $72,350 (2022 - $106,293) in order to maintain the exploration rights to the property.

During the year ended September 30, 2024, the Company incurred mineral exploration expenses of $10,975 (2023 - $72,350) in order to maintain the exploration rights to the property.

Halo Gold Project

The Company entered into a mineral option agreement on October 6, 2022 (as amended on January 13, 2023, March 14, 2023, January 15, 2024 and September 30, 2024) with Brooksbab Enterprises Inc., an unlisted reporting issuer with an officer in common, to acquire up to an 80% interest in 206 mineral claims known as the Halo Gold Project located in the Dawson Mining District, Yukon Territory.

To earn an 80% interest, the Company must do the following:

Cash payments totalling $100,000 to be paid as follows:

- $5,000 to be paid upon execution of the agreement (paid on June 1, 2023);
- a further $10,000 to be paid on or before June 1, 2024 (paid on February 28, 2024);
- a further $10,000 to be paid on or before June 1, 2025 (paid on October 15, 2024);
- a further $25,000 to be paid on or before September 15, 2025; and
- a further $50,000 to be paid on or before September 15, 2026.

A total of 2,000,000 common shares to be issued within 10 days following TSX Venture Exchange acceptance of the agreement.

Exploration expenditures totalling $600,000 to be incurred as follows:

- $100,000 on or before September 15, 2026;
- a further $200,000 on or before September 15, 2027; and
- a further $300,000 on or before September 15, 2028.

The Company can earn a 51% interest in the property by paying a total of $50,000, issuing 1,500,000 common shares, and incurring $400,000 in exploration expenditures. The Company shall notify the optionor in writing its intent to continue with the option to acquire an 80% interest by no later than December 1, 2025.

On September 11, 2023, the Company paid for the staking of an additional 24 mineral claims which border the Halo Gold Project and are deemed to be part of the Halo Gold Project in accordance with the terms of the mineral option agreement.

The mineral claims are subject to a 3% net smelter return royalty.

The option agreement is subject to acceptance for filing by the TSX Venture Exchange.

Crucitas Gold Project

On October 12, 2022, the Company entered into a joint venture earn-in acquisition agreement with Infinito Gold Ltd. ("Infinito") to earn an 80% interest in Infinito's World Bank Group's International Centre for settlement of Investment Disputes ("ICSID") claim for compensation against Costa Rica, ICSID Case No. ARB/14/5 (the "Litigation"), Infinito's application for annulment of that portion of the ICSID's World Bank decision that failed to award damages to Infinito, which was filed on October 18, 2021 (the "Annulment Application"), court proceedings initiated by Infinito in Costa Rica based on the World Bank decision to ultimately seek the reinstatement of mining rights related to the Crucitas Gold Project, damages, costs, losses, and other relief and orders on behalf of Infinito in Costa Rica (the "Costa Rican Litigation"), and the Infinito's development of a gold mining project which includes the property at the Las Crucitas Site, District of Cutris, Canton of San Carlos, Province of Alajuela, in Costa Rica (the "Crucitas Gold Project").

The Company shall incur either $6,000,000 for a 55% interest or $10,000,000 for an 80% interest in the Crucitas Gold Project on the following expenditures:

- $10,000 initial payment (paid);
- the Annulment Application and the Cost Rican Litigation:
  - (i) funding the US$300,000 Annulment Deposit required to be deposited to ICSID by November 2, 2022 as a security deposit for costs of the World Bank Tribunal to proceed with the Annulment Application (paid); and
  - (ii) all costs associated with the Annulment Application and the Costa Rican Litigation, including but not limited to the legal fees, legal costs, expert's reports, negotiations, advice, management and administrative costs, accounting, consulting, expediting, and other direct and indirect costs reasonably incurred in connection with the Annulment Application and the Costa Rican Litigation, authorized in writing by the Company from October 1, 2022, forward, together with any costs of the Annulment Application and the Costa Rican Litigation prior to October 1, 2022, which are agreed to be paid by the Company, in writing.
- Cost of negotiations;
- Environmental and geological assessment, exploration, development, and mining of the Crucitas Gold Project.

During the year ended September 30, 2024, the Company was informed by Infinito of Infinito's discontinuance of the Annulment Application. The Company will not be proceeding with the current terms of the agreement and is negotiating to rework the agreement in light of the discontinuance and related matters and is seeking recovery of the Annulment Deposit. As at September 30, 2024, the Company recognized an impairment of $586,514 due to the uncertainty of recovery.

PROPOSED TRANSACTIONS

There were no proposed transactions.

FOURTH QUARTER

For the three months ended September 30, 2023, the Company had net income of $205,564 compared to a net loss of $442,601 for the three months ended September 30, 2024. The variance of $648,165 was primarily due to the following:

- Interest expense decreased from $243,316 during the three months ended September 30, 2023 to $202,484 interest income during the three months ended September 30, 2024 due to calculation difference in interest between simple and compounded yearly;
- General and administrative decreased from $16,485 during the three months ended September 30, 2023 to $727 during the three months ended September 30, 2024 due to less expense reimbursements;
- Annulment application and Costa Rican litigation decreased from $484,394 during the three months ended September 30, 2023 to $nil during the three months ended September 30, 2024 due to the reclassification of Infinito's World Bank Group's International Centre for settlement of Investment Disputes claim for compensation against Costa Rica to exploration and evaluation assets.
- Impairment of exploration and evaluation asset increase from $nil during the three months ended September 30, 2023 to $586,514 during the three months ended September 30, 2024 due to the uncertainty of recovery.

SUMMARY OF QUARTERLY RESULTS

The following table presents unaudited selected financial information for each of the last eight quarters:

	2024 Q4 $	2024 Q3 $	2024 Q2 $	2024 Q1 $
Revenue	–	–	–	–
Net loss	(442,601)	(154,248)	(461,778)	(131,010)
Basic/diluted loss per share	–	–	–	–

	2023 Q4 $	2023 Q3 $	2023 Q2 $	2023 Q1 $
Revenue	–	–	–	–
Net income (loss)	205,664	(146,162)	(162,056)	(614,835)
Basic /diluted loss per share	–	–	–	–

The Company has no seasonality effect. The second quarter of 2023 net loss included the annulment application and Costa Rican litigation of $450,000. The fourth quarter of 2023 net income was mainly due to the correction of the posting for the annulment application and Costa Rican litigation amount. The second quarter of 2024 net income was mainly due to the interest recalculation of $396,538.

SELECTED ANNUAL INFORMATION

The following table presents selected audited financial information for the three most recent fiscal years.

	2024 $	2023 $	2022 $
Net loss	(1,189,637)	(717,389)	(550,369)
Basic and diluted loss per share	(0.01)	(0.01)	(0.00)
Total assets	185,566	674,855	278,095

RESULTS OF OPERATIONS

For the year ended September 30, 2024, the Company had a net loss of $1,189,637 compared $717,389 for the year ended September 30, 2023. The variance in the net loss of $472,248 was primarily due to the following expenses:

- General and administrative expenses decreased from $47,993 during the year ended September 30, 2023 to $40,984 during the year ended September 30, 2024 due to an decrease in corporate administrative services provided.
- Consulting fees decreased from $89,000 during the year ended September 30, 2023 to $66,000 during the year ended September 30, 2024 due to less consulting services provided.
- Mineral exploration decreased from $72,350 during the year ended September 30, 2023 to $10,975 during the year ended September 30, 2024 due to less exploration work conducted.
- Impairment of exploration and evaluation asset increased from $nil during the year ended September 30, 2023 to $586,514 during the year ended September 30, 2024 due to the uncertainty of recovery.

For the year ended September 30, 2023, the Company had a net loss was $717,389 compared to $550,369 for the year ended September 30, 2022. The variance in the net loss of $167,020 was primarily due to the following expenses:

- General and administrative expenses increased from $42,949 during the year ended September 30, 2022 to $47,993 during the year ended September 30, 2023 due to an increase in corporate administrative services provided.
- Transfer agent and regulatory fees decreased from $12,753 during the year ended September 30, 2022 to $9,471 during the year ended September 30, 2023 mainly due to additional late filing fees charged for the late submission of the 2022 year-end financial statements;

- Interest expense increased from $107,385 during the year ended September 30, 2022 to $243,316 during the year ended September 30, 2023 due to an increase in the amounts payable over which interest is being charged.
- Consulting fees increased from $33,000 during the year ended September 30, 2022 to $89,000 during the year ended September 30, 2023 due to more consulting services provided.
- Mineral exploration decreased from $106,293 during the year ended September 30, 2022 to $72,350 during the year ended September 30, 2023 due to less exploration work conducted.
- Impairment of exploration and evaluation assets decreased from $22,250 during the year ended September 30, 2022 to $nil during the year ended September 30, 2023 due to the entire Eagle Gold and Leif claims being cancelled last year.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2024, the Company had current assets of $124,960 (2023: $45,705) and liabilities totalling $4,229,823 (2023: $4,029,475). As a result, the working capital deficiency was $4,104,863 (2023: $3,983,770).

The Company's objective when managing liquidity and capital resources is to safeguard the Company's ability to support normal operating requirements on an ongoing basis and pursue suitable business opportunities.

Management plans to continue to raise additional capital through the issuance of shares through equity financing. The Company's ability to raise additional capital will depend upon the progress of new acquisitions, subsequent development of resource properties and the strength of the resource equity markets, which are uncertain. There can be no assurance that additional capital will be available. The Company is in the process of developing plans to raise capital. The Company does not have any off-balance sheet arrangements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and,
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which includes cash, accounts payable and accrued liabilities, and loans payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

Foreign Exchange Rate Risk

Foreign exchange rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's functional and reporting currency is the Canadian dollar. The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company is not exposed to significant foreign exchange rate risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its loans payable as the interest rates are based on the RBC prime rate.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective to managing liquidity risk is to ensure that it has sufficient liquidity available to meet its liabilities when due. The Company relies on raising debt or equity financing in a timely manner.

Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

MANAGEMENT OF CAPITAL

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital and share-based payment reserve.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged.

TRANSACTIONS WITH RELATED PARTIES

As at September 30, 2024, the amount of $176,500 (2023 - $176,500) is owed to Blizzard Finance Corp., a significant shareholder of the Company. The amount due is unsecured, bears interest at 18% per annum and compounded quarterly, and due on demand. As at September 30, 2024, accrued interest of $707,468 (2023 - $564,761) is included in accounts payable and accrued liabilities. During the year ended September 30, 2024, the Company incurred interest expense of $142,706 (2023 - $119,668) to this company.

As at September 30, 2024, the amount of $87,944 (2023 - $87,944) is owed to Blizzard Finance Corp., a significant shareholder of the Company. The amount due is unsecured, bears interest at 8% per annum, and due on demand. As at September 30, 2024, accrued interest of $101,037 (2023 - $93,983) is included in accounts payable and accrued liabilities. During the year ended September 30, 2024, the Company incurred interest expense of $7,055 (2023 - $7,036) to this company.

On October 28, 2022, the Company entered into loan agreements with Blizzard Finance Corp. (a significant shareholder of the Company), Antares Ventures Inc. (a company with common management), and a non-related party for $450,00 (less $37,500 in loan commitment fees) which bear interest at RBC Prime plus 4%, compounded quarterly, are unsecured, and was due on February 28, 2024. The Company issued 1,250,000 share purchase warrants to each of the lenders as a bonus for the loans. Each share purchase warrant was exercisable at $0.12 per common share expired on October 28, 2023.

The fair value of the liability component at the time of issuance was determined to be $402,203 using a net present value calculation assuming a discount rate of 20% per annum. As a result, the value of the equity component of $47,797 was recorded in equity reserve and an equivalent discount on the loans payable which will be accreted to the face value of $450,000 over the term of the loans. During the year ended September 30, 2024, the Company recognized accretion expense of $15,357 (September 30, 2023 - $32,440), which brings the carrying value to $450,000 (2023 - $434,643) as at September 30, 2024. As at September 30, 2024, accrued interest of $102,880 (2023 - $46,672) is included in accounts payable and accrued liabilities. During the year ended September 30, 2024, the Company incurred interest expense of $56,208 (2023 - $46,672) to the significant shareholder, the company with common management and a non-related company.

As at September 30, 2024, the amount of $655,366 (2023 - $655,366) is owed to Blizzard Finance Corp., a significant shareholder of the Company which is included in accounts payable and accrued liabilities which bears interest at 10% per annum. As at September 30, 2024, accrued interest of $572,482 (2023 - $506,766) is included in accounts payable and accrued liabilities. During the year ended September 30, 2024, the Company incurred interest expense of $65,716 (2023 - $65,537) to this company.

For the year ended September 30, 2024, the Company incurred consulting fees of $6,000 (2023 - $6,000) to Inova Consulting Ltd., a company controlled by John Brydle, the President of the Company.

On November 24, 2022, the Company issued 1,880,000 flow-through units at $0.10 per unit for proceeds of $188,000 to Blizzard Finance Corp., a significant shareholder of the Company. Each unit consisted of one flow-through common share and one transferable share purchase warrant entitling the holder to purchase one additional flow-through common share at a price of $0.12 per share expiring on November 24, 2023.

On March 26, 2024, the Company issued 5,000,000 flow-through units at $0.05 per unit for proceeds of $250,000 to Anthony Beruschi, the majority shareholder of Blizzard Finance Corp., a significant shareholder of the Company. Each unit consisted of one flow-through common share and one transferable share purchase warrant entitling the holder to purchase one additional flow-through common share at a price of $0.055 per share expiring on March 26, 2025

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

An analysis of material components of the Company's general and administrative expenses is disclosed in the audited consolidated financial statements for this period end to which this MD&A relates.

OUTSTANDING SHARE DATA

As at the date of this report, outstanding share data for the Company is as follows:

Common shares:	Authorized capital:	unlimited common shares without par value
	Issued capital:	135,323,711 common shares
Stock options:	Nil	
Warrants:	10,000,000	

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

A number of new standards, and amendments to standards and interpretations, are not yet effective for the current financial year ended, and have not been early adopted in preparing the consolidated financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In accordance with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification includes a 'Note to Reader' stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

RISKS AND UNCERTAINTIES

The Company competes with other junior mineral exploration companies, some of which have greater financial resources and technical facilities. The business of mineral exploration and extraction involves a high degree of risks and few properties that are explored are ultimately developed into production. In addition to specific risks disclosed throughout this discussion, other risks facing the Company include competition, reliance on third parties, environmental and insurance risks, statutory and regulatory requirements, metal prices and foreign currency fluctuations, share price volatility and title risks.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of metals; the estimation of mineral reserves and resources, the realization of mineral reserve estimates; the timing and amount of estimated future production, costs of production, and capital expenditures; costs and timing of the development of new deposits; success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to the integration of acquisitions; risks related to operations; risks related to joint venture operations; actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the sections entitled "Risks and Uncertainties" in this MD&A.

Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events.

Forward-looking statements and other information contained herein concerning the mining industry and general expectations concerning the mining industry are based on estimates prepared by the Company using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any misstatements regarding any industry data presented herein, the industry involves risks and uncertainties and is subject to change based on various factors.