



**KARUS GOLD CORP.**

**Management's Discussion and Analysis**

**June 30, 2023**

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*(Expressed in Canadian dollars unless otherwise stated)*

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**Contents**

Corporate Summary - Nature of Operations .....	3
Highlights .....	4
Outlook .....	4
Exploration & Evaluation Expenses .....	9
Results of Operations.....	9
Summary of Quarterly Results .....	10
Liquidity, Capital Resources and Going Concern .....	10
Outstanding Share Data .....	11
Financial Instruments and Risk Management.....	11
Related Party Transactions .....	12
Key Management Compensation.....	13
Significant Accounting Estimates and Judgments .....	13
Recent Accounting Standards.....	13
Cautionary Note Regarding Forward Looking Statements.....	13
Risk Factors .....	14
Other Information .....	14

**KARUS GOLD CORP.**  
**Management's Discussion and Analysis**  
**June 30, 2023**

*(Expressed in Canadian dollars unless otherwise stated)*

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*The following Management's Discussion and Analysis ("MD&A"), prepared as of August 23, 2023, should be read together with the unaudited condensed interim financial statements of Karus Gold Corp. ("Karus Gold" or the "Company") for the six months ended June 30, 2023 and related notes thereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standard 34, Interim Financial Reporting. All amounts are stated in Canadian dollars unless otherwise indicated. The reader should be aware that historical results are not necessarily indicative of future performance.*

*This MD&A contains "forward-looking statements" and "forward-looking information" within the meaning of applicable Canadian securities laws. See the section in this MD&A titled "Cautionary Language regarding Forward-Looking Information" for further details.*

**Corporate Summary - Nature of Operations**

Karus Gold, spun out of KORE Mining Ltd. ("KORE") in the first quarter of 2021, controls 1,056 square kilometers of claims in its South Cariboo Gold property of British Columbia. The claims host 110 km of structural trend that is highly prospective for gold deposits. Karus Gold has multiple projects in the South Cariboo Gold property, including the FG Gold and Gold Creek projects. Much of the area is under-explored and wide open for additional discoveries. The Cariboo region is a prolific gold region and is accessible with local power, a well-developed road network and skilled local labour. The Company is supported by insiders and management owning 29% and by strategic investors, Eric Sprott, who owns 25%, and Yamana Gold Inc. ("Yamana"), who owns approximately 6% of Karus Gold as of the date of this MD&A.

Karus Gold's two key exploration stage projects included in its South Cariboo holdings are:

- 1) FG Gold – Cariboo Region British Columbia – a sediment hosted orogenic gold system with gold mineralization identified for over 3.5 km along strike to an average depth of less than 100 m below surface. Karus Gold is drilling to better define structural controls of higher-grade gold mineralization and to expand the footprint of gold mineralization along both strike and at depth below historical areas of drilling.
- 2) Gold Creek – Cariboo Region British Columbia – early-stage orogenic gold discovery on a large contiguous claim block near the Spanish Mountain gold project and the Mount Polley copper-gold mine. Karus Gold plans to follow-up the discovery with further exploration.

In December 2022, the Company entered into a definitive binding agreement (the "Kenadyr Proposed Transaction") with Kenadyr Metals Corp. ("Kenadyr") pursuant to which Kenadyr was to acquire 100% of the issued and outstanding common shares of Karus in exchange for the common shares of Kenadyr (the "Arrangement Agreement").

As a condition of the Kenadyr Proposed Transaction, Kenadyr was to complete a private placement for gross proceeds of a minimum of \$2,000,000 at an effective price of \$0.50 per Kenadyr common share (the "Concurrent Financing"). In addition, Kenadyr intended to complete a private placement of flow-through common shares for total gross proceeds of a maximum of \$5,000,000, combined with the Concurrent Financing.

In July 2023, the Arrangement Agreement was mutually terminated (the "Arrangement Agreement") as the condition of the Concurrent Financing could not be fulfilled.

On August 13, 2023, the Company signed a binding Letter of Intent to acquire 100% of the issued and outstanding common shares (the "Theia Common Shares") of Theia Gold Corp. ("Theia"), a private British Columbia incorporated company, by way of a business combination transaction that will result in the reverse takeover of Karus Gold by Theia (the "Theia Proposed Transaction").

Pursuant to the Theia Proposed Transaction, all outstanding Theia Common Shares will be exchanged for common shares of Karus Gold which, upon completion of the Theia Proposed Transaction, will result in the present holders of Theia Common Shares holding 21,141,883 common shares of the Company, or approximately 69.93% of the outstanding common shares of Karus Gold on a non-diluted basis, and the existing shareholders of the Company holding 9,091,010, or approximately 30.07% of the outstanding common shares of the Company on a non-diluted

**KARUS GOLD CORP.**  
**Management's Discussion and Analysis**  
**June 30, 2023**

*(Expressed in Canadian dollars unless otherwise stated)*

---

basis. It is anticipated that the Theia Proposed Transaction will be completed as a three-cornered amalgamation under the laws of British Columbia.

The main property of Theia is the Mineral Creek gold exploration project ("Mineral Creek Property").

Completion of the Theia Proposed Transaction is subject to a number of conditions, including but not limited to, receipt of all required approvals, including Exchange approval of the listing, approval by the shareholders of both companies, satisfactory diligence by both Karus Gold and Theia, preparation and delivery of a technical report covering the Mineral Creek Property, a waiver of rights of a shareholder to receive anti-dilution shares, title opinions and certain other conditions. There can be no assurance that the Theia Proposed Transaction will be completed as proposed or at all.

The Company's head office is located at 25th floor, 700 W Georgia Street, Vancouver, BC, V7Y 1B3.

### **Highlights**

During the period from January 1, 2023, to the date of this MD&A, the Company accomplished the following:

- On August 3, 2023, the Company announced a 2023 gold exploration program. Karus Gold will undertake an exploration program which it expects to begin in the third quarter 2023. The program is expected to focus on target generation of several key upside structures to the FG Gold project mineralization. The sampling and mapping will ensure the Company meets spending requirements to keep all 1,000km<sup>2</sup> of claims current through calendar year 2024 and well into 2025.
- On August 3, 2023, the Company announced that Joe Ovsenek will not stand for re-election as a director of Karus Gold at the upcoming Annual General and Special Meeting currently scheduled for September 13, 2023, and, as a result, his term as a director will end upon the conclusion of the Annual General and Special Meeting. As a result of the vacancy on the Board, the Board intends to nominate Jay Sujir as a director nominee. Mr. Sujir is a securities and natural resources lawyer who has decades of experience in advising and assisting public companies. He is a senior partner with Farris LLP.
- Scott Trebilcock, a director of the Company will assume the position of Interim CEO effective October 2023, to replace Michael Tucker, who will be leaving his employment with Karus Gold to pursue other opportunities but will remain available to the Company as an independent contractor.
- On August 3, 2023, the Company granted 2,250,000 restricted share units to certain directors of the Company pursuant to the omnibus incentive plan. Half of the restricted share units vest on the grant date and the balance will vest on six months from the grant date.
- On August 13, 2023, the Company signed a binding Letter of Intent for the Theia Proposed Transaction (see above).

### **Outlook**

The Company's plan for this fiscal year is to continue advancing its South Cariboo Gold property and its efforts to be listed on the TSXV. Exploration activities are largely dependent on budgetary constraints. At a minimum, exploration activities required to keep claims in good standing will be completed. Budget depending, the company would like to complete further surficial exploration work on the south Cariboo property, exploratory geophysics and drilling. In addition to the exploration at these projects, the Company may evaluate other prospects worthy of exploration and development. The ability of the Company to do so is contingent upon its ongoing ability to raise the capital necessary to advance such prospects.

***Michael Tucker, P.Geo., is the Company's designated Qualified Person for this MD&A within the meaning of National Instrument 43-101 and has reviewed and approved the technical information described herein.***

## **KARUS GOLD CORP.**

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

**June 30, 2023**

*(Expressed in Canadian dollars unless otherwise stated)*

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#### ***Project Summaries***

Karus Gold controls 1,056 square kilometers of claims in its South Cariboo Gold property located in the prolific Cariboo Gold District in British Columbia. The claims host 110 km of structural trend that is highly prospective for gold deposits including the following projects.

#### **FG Gold Project, British Columbia, Canada**

##### *Project Overview*

The 100% owned FG Gold project ("FG Gold") contains a sediment hosted orogenic gold and early-stage gold-copper porphyry projects located in the Cariboo region of British Columbia, approximately 100 km east of Williams Lake. The FG Gold is located at the headwaters of the Horsefly River, 50 km east of Horsefly, BC and consists of 35 contiguous claims (13,008 ha). The FG Gold is part of the district scale claim block 100% owned by Karus Gold, the South Cariboo Gold property.

The FG Gold is at low elevation and accessible by forestry roads. The FG Gold contains a sediment hosted orogenic gold prospect on the northeast limb of the Eureka syncline. The syncline is over 20 km with the prospective horizon being defined by geologic mapping, gold in soils and geophysics with the southwest limb and hinge zone being largely underexplored. The Project has only been shallowly drilled where gold mineralization is proximal to surface. Past drilling averages only 93 m deep into a moderately dipping sedimentary host rock. Mineralization is open at depth and along almost the entire syncline.

Historical drilling targeted stratigraphic controls of gold mineralization and only tested a very small portion of the prospective host rock. Drilling was largely done by a combination of reverse circulation ("RC") and diamond drilling using generally small diameter core. The previous work largely focused on discovering and developing a low grade, bulk-disseminated gold potential. Recent drilling suggests that mineralized corridors or chutes of higher-grade gold persist into largely untested portions of the host stratigraphy.

Detailed interpretation of the 2020 drill program at FG Gold identified 2 higher grade gold vein corridors downdip of historical drilling. Both corridors extend 650 m along strike and are open for extension and provide an exploration roadmap for further upgrades and new underground grade discoveries. Highlights from the 2020 drill program include:

- Corridor 1, located 100 m down dip of historical drilling and within the "Upper Zone", is traced for 650 m along strike by the following intercepts:
  - 10 m of 5.5 g/t gold in FG-20-382
  - 4.5 m of 7.7 g/t gold in FG-20-383
  - 5.3 m of 10.2 g/t gold in FG-20-385
  - 6.6 m of 9.7 g/t gold in FG-20-378
  - 12.4 m of 4.3 g/t gold in FG-20-376
- Corridor 2, located 300 m down-dip of historical drilling and within the "Lower Zone", is traced for 650 m along strike by the following intercepts:
  - 29 m of 1.5 g/t gold, including 15.5 m of 1.9 g/t gold in FG-20-380
  - 7 m of 3.1 g/t gold in FG-20-381
  - 17 m of 1.7 g/t gold, including 3 m of 5.8 g/t gold in FG-20-379
  - 14.4 m of 6.4 g/t gold in FG-20-377

During 2021, Karus Gold drilled 7,142 m in 19 diamond drill holes. The program successfully (1) confirmed the orientation of vein corridors hosting high grade gold mineralization identified by the 2020 drill program; (2) demonstrated continuity of gold mineralization within vein corridors through 50 m spaced drill holes along trend; and (3) opened the potential for stacked vein corridors with several zones of increased veining outside of the targeted corridors. In February 2022, the Company announced results from the first 6 diamond drill holes at FG Gold, including 6.5 m of 9.55 grams per tonne gold within a broader interval of 35.4 m of 2.94 g/t gold confirming the presence of new high grade gold corridors below historical drilling at FG Gold. In April 2022, the Company released the results from a further 5 diamond drill holes at FG Gold, including 17.9 m of 2.23 g/t gold within a broader interval of 59.4 m

**KARUS GOLD CORP.**  
**Management's Discussion and Analysis**  
**June 30, 2023**

*(Expressed in Canadian dollars unless otherwise stated)*

of 1.13 g/t gold. In May 2022, Karus released the results from a further 9 diamond drill holes from FG Gold with FG-21-402 confirming the continuity of Vein Corridor 1 gold mineralization and returning 74.3 m of 1.06 g/t gold, including 13.9 m of 3.01 g/t gold.

**Table of Significant Drill Results**

Drill Hole	Zone	From (m)	To (m)	Length <sup>1,2</sup> (m)	Gold Grade <sup>3</sup> (g/t)
FG-21-393	Corridor 1	218.1	273.5	55.4	0.63
incl.				4.5	2.00
FG-21-394	New	126.9	135.3	8.4	1.55
and	New	217.5	229.4	11.9	1.55
FG-21-396	Corridor 1	216	222.5	6.5	1.95
and	Corridor 1	232	241.5	9.5	2.53
FG-21-398	New	216	232.2	16.2	1.8
and	Corridor 1	267.1	301.4	34.3	0.51
FG-21-401 <sup>4</sup>	Corridor 1	248	283.4	35.4	2.94
incl.		248	254.5	6.5	9.55
FG-21-402	Corridor 1	201.5	275.8	74.3	1.06
incl.	Corridor 1	202.75	216.65	13.9	3.01
FG-21-392		193	198.2	5.2	1.94
FG-21-395	Corridor 1	209.1	247.5	38.4	0.84
incl.		229.5	237.4	7.9	2.81
FG-21-397	Corridor 1	218.17	243.19	25.02	1.14
incl.		230.16	237.31	7.15	2.88
FG-21-400	Corridor 1	186.5	191.15	4.65	2.06
FG-21-400		212.4	271.75	59.35	1.13
incl.		221.63	239.5	17.87	2.23
FG-21-404	Corridor 3	330	338.65	8.65	3.17
FG-21-404	Corridor 3	347.1	396	48.9	0.99
incl.		375.9	395.1	19.2	1.7
incl.		375.9	382.1	6.2	2.98
FG-21-406	Corridor 1	198.7	314.9	116.2	0.62
incl.		269.4	274.7	5.3	2.3
incl.		303.65	314.9	11.25	1.16
FG-21-408	Corridor 1	310.94	317.75	6.81	1.67
FG-21-409	Corridor 1	235.2	246.23	11.03	1.04
incl.		237	243	6	1.48

1. Karus Gold has not been able to determine true width yet due to complexity of the vein structures within the mineralized zones. The 2020 drill program was designed to better understand the geometry and how the mineralized zones are related. The orientation of individual quartz veins within the mineralized zones are quite variable. Reported widths are drill indicated core length and not true width, for the reasons above. Average grades are calculated with un-capped gold assays, as insufficient drilling has been completed to determine capping levels for higher grade gold intercepts.
2. Drilling data on the Lower Zone is currently limited and the true thickness and orientation of the zone is not firmly known. However, based on current data, it is estimated that intercept represents ~50%-75% of the true thickness of the zone.

**KARUS GOLD CORP.**  
**Management's Discussion and Analysis**  
**June 30, 2023**

*(Expressed in Canadian dollars unless otherwise stated)*

3. Composites are calculated using a 0.3 g/t Au cutoff, incorporating no more than 7 m downhole dilution. Higher grade composite sections are calculated using a 1 g/t and 3 g/t cutoff incorporating no more than 5 m downhole dilution. Screen metallic assay data is utilized preferentially over standard fire assay analysis where available as it is more representative of the true sample value due to the increased sample volume processed and the multiple gold size fractions analyzed.

The FG Gold also contains prospective gold-copper porphyry targets within an intrusion called the Nova Zone. The Nova Zone, potentially 3.5 km by 1 km, was discovered in 2018 through compilation of historical soil geochemistry, and airborne geophysical studies. 2018 drilling demonstrated semi-massive and massive copper and iron sulphides and intersected (hole DDH-18-002) over 32 m of 0.52% copper equivalent, including 8.65 m of 1.1% copper equivalent.<sup>1</sup> Gold grades as high as 5.70 g/t, copper grades as high as 1.01%, and silver grades as high as 4.98 g/t were encountered in drill core.

**Gold Creek Project, British Columbia, Canada**

The 100% owned Gold Creek project ("Gold Creek") is located 2 km NE of the town of Likely in the Cariboo - the heart of British Columbia's historic "Gold Rush" district. Gold Creek consists of 34 claims totaling 9,673 ha and approximately 8 km to the NW of the Spanish Mountain deposit. Access is from Likely by an all-weather gravel road. The site has well developed infrastructure and is just 70 km NE of Williams Lake, a major regional centre serviced by an airport and railway.

There is a 1% net smelter royalty on the property to a prior owner. The Company may purchase one-half of the royalty for \$1,000,000.

Drilling by KORE in 2020 at the Gold Creek project completed an initial test of the 1,000 m long gold in soil geochemistry anomaly that defines the Camp Creek zone. In total, KORE drilled five holes totaling 1,530 m. Drill holes GC-20-42 to GC-20-44 tested 400 m of strike potential southeast of previous drilling. All three holes intersected anomalous gold mineralization, including:

- 11.8 m of 0.63 g/t gold beginning at 153 m down hole in GC-20-42
- 24.9 m of 0.44 g/t gold beginning at 151.7 m down hole in GC-20-43

Drill holes GC-20-40 and GC-20-41 were drilled outside of the Camp Creek trend and intersected anomalous silver-base metal mineralization. A total of 1,389 m in five diamond drill holes was completed at Gold Creek between mid-June and early July 2021, including hole GC-21-049 that returned 0.74 grams per tonne ("g/t") gold over 46.4 m within a broader envelope of gold mineralization of 0.49 g/t gold over 80.65 m. Based on this drill program the Company is confident that gold mineralization at the Camp Zone is contained within a corridor that strikes northwest and dips approximately 60-70 degrees to the northeast. The Camp Zone has been traced through wide-spaced drilling for ~1,000 m along strike and to a depth of ~280 m below surface, ~250 m down-dip. Gold mineralization at the Camp Zone lies to the northwest and along the trend of the Spanish Mountain deposit, 100% owned by Spanish Mountain Gold, which hosts measured and indicated resources of 4.7 million ounces of gold grading 0.5 g/t gold (see Spanish Mountain Gold May 11, 2021 press release).

**Table of significant drill results**

Drill Hole	From (m)	To (m)	Interval (m)	Au Grade <sup>1,2</sup> (g/t)
GC-21-049	101.6	182.25	80.65	0.49
<i>including</i>	<i>112.9</i>	<i>159.3</i>	<i>46.4</i>	<i>0.74</i>
GC-21-048	193.4	266.75	73.35	0.44
<i>including</i>	<i>223.2</i>	<i>251</i>	<i>27.8</i>	<i>0.83</i>

<sup>1</sup> Cu equivalent calculated using metals prices at April 29, 2019: USD\$1,278/oz Au, US\$14.77/oz Ag, US\$2.90/lb Cu.

**KARUS GOLD CORP.**  
**Management's Discussion and Analysis**  
**June 30, 2023**

*(Expressed in Canadian dollars unless otherwise stated)*

GC-21-047	180.4	228.5	48.1	0.31
GC-21-046	215.1	261.33	46.21	0.42
<i>including</i>	242.9	257.78	14.88	0.64
GC-21-045	186.7	228	41.35	0.49
	206.6	219.15	12.55	1.06

1. Karus Gold has not been able to determine true width yet due to complexity of the vein structures within the mineralized zones. The 2021 drill program was designed to better understand the geometry and how the mineralized zones are related. The orientation of individual quartz veins within the mineralized zones are quite variable. Reported widths are drill indicated core length and not true width, for the reasons above. Average grades are calculated with un-capped gold assays, as insufficient drilling has been completed to determine capping levels for higher grade gold intercepts.
2. Composites are calculated using a 0.1 g/t Au cutoff, incorporating no more than 7 m downhole dilution. Higher grade composite sections are calculated using a 1 g/t and 3 g/t cutoff incorporating no more than 5 m downhole dilution.

**Options in the South Cariboo Gold Project, British Columbia, Canada**

As part of the 1,056 square kilometers land holdings in the South Cariboo Gold project, the Company is subject to certain mineral property agreements, including certain option agreements to acquire nearby and contiguous properties. These mineral property agreements are not part of the FG Gold or Gold Creek projects and are greenfield gold exploration projects named HEN, Hawk, and TEP claims (the "Greenfield Claims Options").

The Company had capitalized a total cost of \$170,000 for these Greenfield Claims Options, in combination of cash payments and issuance of the Company's common shares. During July 2023, the Board of Directors of the Company decided to discontinue Karus' option to acquire the HEN claim and as a result, the Company wrote off the related capitalized cost of \$60,000 during the six months ended June 30, 2023. As at June 30, 2023, the total capitalized cost for the Greenfield Claims Options, a combination of previous cash payments and issuance of the Company's common shares, was \$110,000, split between the Hawk \$60,000 and the TEP \$50,000 claims.

The TEP claim option is fully exercised by Karus and imposes a bonus payment on the Company of \$1.50 per ounce identified as inferred, indicated, or measured in a 43-101 report. The TEP claim option includes a 2% net smelter returns royalty ("NSR"), of which 1% can be repurchased at any time prior to commercial production for \$500,000.

The Hawk claim option includes a 1% NSR, of which 0.5% can be repurchased at any time prior to commercial production for \$500,000.

As at June 30, 2023, if the Company were to exercise its option pursuant to these agreements, it would be required to make future cash payments of \$90,000 until 2024.



**KARUS GOLD CORP.**  
**Management's Discussion and Analysis**  
**June 30, 2023**

*(Expressed in Canadian dollars unless otherwise stated)*

**Exploration & Evaluation Expenses**

Following is a summary of exploration and evaluation expenses for the South Cariboo Gold Project during the current period and its comparative period:

	For the three months ended June 30, 2023 \$	For the three months ended June 30, 2022 \$	For the six months ended June 30, 2023 \$	For the six months ended June 30, 2022 \$
Assay and sampling	-	21,512	5,698	146,188
Claim, staking, holding and taxes	-	863	-	863
Community engagement	-	15,000	-	15,000
Project general and administrative	10,738	13,779	20,401	45,720
Project staff and contractors	10,095	134,849	20,189	276,812
Travel, logistics and camp costs	-	8,665	-	8,714
Recoveries	(985,291)	-	(985,291)	-
	<b>(964,459)</b>	<b>194,669</b>	<b>(939,003)</b>	<b>493,297</b>

**Results of Operations**

*For the six months ended June 30, 2023 (Current Period), compared to the six months ended June 30, 2022 (Comparative Period)*

The Company recognized a net income during the six months ended June 30, 2023, of \$500,164 compared to a net loss of \$1,377,508 during the six months ended June 30, 2022, a difference of \$1,877,672. This difference was primarily attributable to British Columbia Mining Exploration Tax Credit ("BCMETC") recoveries received by the Company of \$985,291. During the Current Period, while Kenadyr was working on the Concurrent Financing and completing the other requirements of the Arrangement Agreement, which was further mutually terminated, the Company's activities were limited to general administration. As a result, costs were lower across all categories but primarily pertaining to the exploration activities (as shown in the table above, a difference of \$1,432,300, including BCMETC recoveries) and share-based payments, which decreased by \$196,287 (2023 - \$46,524; 2022 - \$242,811) due to no new grants of incentive stock options or restricted stock units during the Current Period.

The management fees and wages were reduced (2023 - \$78,000; 2022 - \$197,045) due to resignations. In addition, professional fees were lower (2023 - \$184,504; 2022 - \$231,376) during the Current Period. These higher professional fees incurred during the six months ended June 30, 2022, pertained to the Company's listing efforts during the Comparative Period.

*For the three months ended June 30, 2023 (Current Quarter), compared to the three months ended June 30, 2022 (Comparative Quarter)*

The Company recognized a net income during the three months ended June 30, 2023, of \$678,197 compared to net loss of \$617,517 during the three months ended June 30, 2022, a difference of \$1,295,714. As noted above, this difference was primarily attributable to the BCMETC recoveries received by the Company of \$985,291 and the decrease in exploration and evaluation expenses of \$173,837, which altogether reduced the overall expenditures by \$1,159,128. The Company's marketing, advisory and investor relations expenses also decreased (2023 - \$1,585; 2022 - \$21,513), due to changing the focus of the Company's activities, as described above. The Company's (non-cash) share-based payments were also lower (2023 - \$Nil; 2022 - \$66,527) due to no new grants of incentive stock options or restricted stock units during the Current Quarter. The management fees and wages were reduced (2023 - \$39,000; 2022 - \$99,808) due to resignations.

**KARUS GOLD CORP.**  
**Management's Discussion and Analysis**  
**June 30, 2023**

*(Expressed in Canadian dollars unless otherwise stated)*

**Summary of Quarterly Results**

The following table shows selected quarterly financial information for each of the last eight quarters:

	30-Jun-23	31-Mar-23	31-Dec-22	30-Sep-22	30-Jun-22	31-Mar-22	31-Dec-21	30-Sep-21
Net income (loss)	\$678,197	\$ (178,033)	\$ (184,284)	\$ (358,144)	\$ (617,517)	\$ (759,991)	\$ (815,844)	\$(3,473,301)
Basic & diluted income (loss) per share	\$ 0.01	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.04)

**Liquidity, Capital Resources and Going Concern**

The financial statements of the Company 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 at least the next twelve months.

The properties in which the Company currently has an interest are in the exploration stage and it has no revenue-producing operations. Accordingly, the Company is dependent on external financing, including the proceeds of future equity issuances or debt financing, to fund its activities. However, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be required to delay, scale back, or eliminate various programs that may be unable to continue operations.

As at June 30, 2023, the Company had a cash balance of \$220,434 and working capital of \$951,949 with current liabilities of \$259,665. The Company has incurred losses since inception and does not generate any cash inflows from operations. For the six months ended June 30, 2023, the Company used cash flows in operations of \$394,675 (2022 - \$1,350,254).

The Company is eligible for the BCMETC on qualifying exploration expenditures of up to 30%. The Company's claim for the BCMETC for exploration expenditures incurred during the year ended December 31, 2021, was approved by the Canada Revenue Agency (the "CRA"). On July 4, 2023, the Company received \$985,291 for its BCMETC claim. This amount was recognized as receivable as at June 30, 2023.

The Company's ability to continue to operate and to carry out its planned exploration activities for the next twelve months is uncertain and dependent upon the continued financial support of its shareholders and on securing additional financing. The Company also continues to work towards its listing on a public stock exchange. There is no assurance that any such initiatives will be sufficient and, as a result, this gives rise to a material uncertainty that may cast significant doubt regarding the going concern assumption and, accordingly, the ultimate appropriateness of the use of accounting principles applicable to a going concern. The condensed interim financial statements of the Company do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations for the foreseeable future. These adjustments could be material.

**Cash Used in Operating Activities**

Net cash used in operating activities during the six months ended June 30, 2023, was \$394,675, compared to \$1,350,254 during the six months ended June 30, 2022. The decrease in cash used in operating activities was primarily due to the overall reduction in activity, as described in the Results of Operations section.

**Cash Provided by Financing Activities**

Net cash provided by financing activities during the Current Quarter, was \$Nil compared to \$2,000,000 during the Comparative Quarter. The financing during the Comparative Quarter pertained to the strategic investment by Yamana.

**KARUS GOLD CORP.**  
**Management's Discussion and Analysis**  
**June 30, 2023**

*(Expressed in Canadian dollars unless otherwise stated)*

**Cash Used in Investing Activities**

Net cash used in investing activities during the six months ended June 30, 2023, was \$Nil. Net cash used in investing activities during the six months ended June 30, 2022, was \$8,226 pertaining to additional claims staked by the Company on the South Cariboo Gold Project.

**Outstanding Share Data**

The Company's authorized share capital consists of an unlimited number of common shares without par value. As of the date of this MD&A, the following common shares, share purchase warrants and options were outstanding:

	Number of equity instruments	Exercise price	Expiry date
Issued & outstanding shares	<b>90,910,108</b>		
Warrants	788,475	\$ 0.85	September 2, 2023
Warrants	365,681	\$ 0.85	September 10, 2023
Warrants	17,500	\$ 0.85	December 2, 2023
Warrants	123,200	\$ 0.85	December 21, 2023
Warrants	75,000	\$ 0.85	December 23, 2023
Warrants	47,727	\$ 0.85	January 19, 2024
Stock options	2,950,000	\$ 0.25	March 7, 2026
Yamana option	6,000,000	\$ 0.50	March 25, 2025
Restricted share units	1,302,500	-	March 8, 2025
Restricted share units	1,302,500	-	March 8, 2026
Restricted share units	750,000	-	August 3, 2026
Restricted share units	750,000	-	February 3, 2027
Restricted share units	750,000	-	-
<b>Fully Diluted, August 23, 2023</b>	<b>106,132,691</b>		

In addition, as of the date of this MD&A, there are 827,909 common shares included in the issued and outstanding common shares that are subject to a price protection clause whereby the Company will automatically issue additional common shares should the Company, provided it is not listed and trading on a stock exchange, issue common shares at a price less than \$0.35 per share ("Lower Per Share Price"). The number of common shares to be issued will equal the difference between the investment divided by the Lower Per Share Price and the sum of the number of common shares issued at the original price of \$0.55 per share and additional common shares issued at the \$0.35 per share. As of the date of this MD&A, there are also 5,714,286 common shares issued to Yamana that are subject to a price protection clause whereby the Company will automatically issue additional common shares to Yamana should the Company, provided it is not listed and trading on a stock exchange, issue common shares at a price less than \$0.30 per share ("Yamana Lower Per Share Price"). The number of common shares to be issued will equal the difference between the \$2,000,000 investment by Yamana divided by the Yamana Lower Per Share Price and the 5,714,286 common shares issued to Yamana at the original price of \$0.35 per share.

**Financial Instruments and Risk Management**

**Financial Risk Management**

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.

a. Credit Risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash and amounts receivable.

**KARUS GOLD CORP.**  
**Management's Discussion and Analysis**  
**June 30, 2023**

*(Expressed in Canadian dollars unless otherwise stated)*

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The Company has assessed its exposure to credit risk on its cash and has determined that such risk is minimal. The majority of the Company's cash is held with reputable financial institutions in Canada. Amounts receivable primarily include \$985,291 from the CRA in connection with the Company's BCMETC claim, which was received subsequent to the period end.

b. Liquidity Risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at June 30, 2023, the Company had a working capital of \$951,949. The Company is an exploration stage entity and as a result, does not yet generate any revenue. Karus will 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. The Company's approach to managing liquidity risk is to endeavor to ensure that it will have sufficient liquidity to meet liabilities when they fall due. The Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

c. Interest Rate Risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company holds its cash and cash equivalents on which it earns variable rates of interest and may therefore be subject to a certain amount of risk, though this risk is considered by management to be immaterial.

d. Foreign Currency Risk

As at June 30, 2023, the Company has certain monetary items denominated in United States dollars. Based on these net exposures, a 10% appreciation or depreciation of the Canadian dollar against the United States dollar would result in an increase or decrease of \$737 in the Company's net loss.

**Fair Values**

The carrying values of cash, amounts receivable, deposits, and trade and other accounts payable approximate fair values due to their short-term to maturity nature.

**Related Party Transactions**

The Company shared office space and the related cost with KORE until May 31, 2023, when the office lease was terminated. During the three and six months ended June 30, 2023, such administrative transactions with KORE amounted to \$10,738 and \$26,312 (2022 - \$5,386 and \$29,327) respectively. As at June 30, 2023, the amount owing to KORE was \$62,267 (December 31, 2022 - \$200,955), which is recorded in accounts payable and accrued liabilities. Karus settled the entire amount owing to KORE in July 2023.

During 2022 the Company entered into a consulting agreement with the Chief Financial Officer ("CFO") of the Company for a monthly fee of \$8,500 through Avisar Everyday Solutions Ltd. ("Avisar"), a company where the CFO is a director and an officer, to provide accounting related services to the Company. During the three and six months ended June 30, 2023, the Company incurred \$25,500 and \$51,000 (2022 - \$17,000) respectively in professional fees to Avisar. As at June 30, 2023, the total amount owing to Avisar was \$9,240 (December 31, 2022 - \$Nil), which is recorded in accounts payable and accrued liabilities, is unsecured, non-interest bearing and due on demand.

**KARUS GOLD CORP.**  
**Management's Discussion and Analysis**  
**June 30, 2023**

*(Expressed in Canadian dollars unless otherwise stated)*

**Key Management Compensation**

Key management are those personnel having the authority and responsibility for planning, directing, and controlling the Company and include the Chief Executive Officer and Vice-President Exploration, Chief Financial Officer, and Directors.

	For the three months ended June 30, 2023	For the three months ended June 30, 2022	For the six months ended June 30, 2023	For the six months ended June 30, 2022
	\$	\$	\$	\$
Management fees and salaries	<b>39,000</b>	75,917	<b>78,000</b>	161,167
Share-based compensation net of forfeitures	-	51,742	<b>25,970</b>	179,108
<b>Total</b>	<b>39,000</b>	127,659	<b>103,970</b>	340,275

As at June 30, 2023, and December 31, 2022, a total of \$8,853 was payable to a director of the Company for previous services. The amount owing is unsecured, non-interest bearing and due on demand.

During the six months ended June 30, 2022, the Company settled \$52,500 for previous management fees through the issuance of units.

**Significant Accounting Estimates and Judgments**

The preparation of the financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income, and expenses. The estimates and associated assumptions are based on historical experience and other factors believed to be reasonable under the circumstances and result in judgments about the carrying value of assets and liabilities. Actual results could differ from these estimates.

The significant judgments made by management in applying the Company's accounting policies and key sources of estimation uncertainty were consistent with those applied to the annual audited financial statements for the year ended December 31, 2022.

**Recent Accounting Standards**

There are no recent accounting pronouncements or standards expected to have a material impact on the Company.

**Cautionary Note Regarding Forward Looking Statements**

Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Certain statements contained in this MD&A constitute forward-looking statements. The use of any words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions or their negatives or other comparable words are intended to identify forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties, and other factors. Examples of where the Company uses forward-looking statements include when discussing the outlook, plans and timing for the Company's exploration plans, operational plans, and future expenditure expectations.

It is important to note that:

- Unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of the date of this MD&A.
- Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other

**KARUS GOLD CORP.**  
**Management's Discussion and Analysis**  
**June 30, 2023**

*(Expressed in Canadian dollars unless otherwise stated)*

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factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize.

- The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason except as required by law.

For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "Risk Factors" section.

**Risk Factors**

The operations of Karus Gold are speculative due to the high-risk nature of its business which is the exploration of mining properties. The discovery, development and acquisition of mineral properties are in many respects unpredictable events. Future precious metal prices, capital equity markets, the success of exploration programs and other property transactions can have a significant impact on Karus Gold's capital requirements.

These are not the only risks and uncertainties that Karus Gold faces. Additional risks and uncertainties not presently known to Karus Gold or that Karus Gold currently considers immaterial may also impair its business operations. These risk factors could materially affect Karus Gold's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to Karus Gold.

For a detailed discussion of the Company's risk factors, please see "Risk Factors" disclosed in the Company's annual Management's Discussion & Analysis for the year ended December 31, 2022, under the Company's profile on [www.sedar.com](http://www.sedar.com).

**Other Information**

Additional information related to the Company is available for viewing on the Company's website at [www.karusgold.com](http://www.karusgold.com).