

# ELYSEE

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## DEVELOPMENT CORP.

**Management's Discussion and Analysis  
For the Year Ended December 31, 2022**

Contact Information

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## **ELYSEE DEVELOPMENT CORP.**

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

#### **For the Year Ended December 31, 2022**

*This management's discussion and analysis ("MD&A") of Elysee Development Corp. ("Elysee" or "the Company"), dated March 20, 2023 should be read in conjunction with the accompanying audited financial statements and notes for the year ended December 31, 2022. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as noted, all financial amounts are expressed in Canadian dollars. Additional information relating to the Company is available on SEDAR and may be accessed at [www.sedar.com](http://www.sedar.com).*

#### **CAUTION REGARDING FORWARD-LOOKING INFORMATION**

This document contains certain statements that may be deemed "forward-looking statements". All statements in this document, other than statements of historical fact, that address events or developments that the Company expects to occur, are forward looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans" "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. In particular, the forward-looking statements in this MD&A include: (i) under the heading "*Outlook*" statements relating to the Company's capital expenditure plans for 2023; and (ii) under the heading "*Liquidity and Capital Resources*" the statement that the Company believes it has sufficient funds to fund its currently planned administrative budget through the balance of fiscal 2023. Forward-looking statements involve numerous risks and uncertainties. Estimates and forward-looking statements are based on assumptions of future events and actual results may vary from these estimates.

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, and continued availability of capital and financing, and general economic, market or business conditions and other factors discussed under the heading "*Risks and Uncertainties*". Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

The forward-looking statements contained in this MD&A are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

NAV is a non-GAAP (generally accepted accounting principles) measure calculated as the value of total assets less the value of total liabilities divided by the total number of common shares outstanding as at a specific date. For the purpose of this calculation, share purchase warrants held by the Company were valued using the Black-Scholes model calculation, as reported in our annual and quarterly financial statements. The term NAV does not have any standardized meaning according to GAAP and therefore may not be comparable to similar measures presented by other companies. There is no comparable GAAP measure presented in the Company's financial statements and thus no applicable quantitative reconciliation for such non-GAAP financial measure. The Company believes that NAV can provide information useful to its shareholders in understanding its performance and may assist in the evaluation of its business relative to that of its peers.

## OVERVIEW AND OVERALL PERFORMANCE

Elysee completed a Change of Business (“COB”) from a “mining issuer” to an “investment issuer” on December 31, 2015.

On October 16, 2019, the Company announced a change in its financial year-end from November 30 to December 31 effective for the fiscal year ended December 31, 2019.

The Company believes that the experience and contacts of its board of directors and management will enable it to identify and capitalize upon investment opportunities as an "investment issuer". The Company's goal is to seek returns through investments in the securities of other companies. The Company's primary investments have been in junior mining and exploration companies active in the gold and silver sector and other metals. Occasionally the Company invests in other sectors as well.

On December 31, 2022 the Company had assets of \$15,537,085 and shareholder's equity was \$15,396,281.

In 2022 the Company invested approximately \$5 million in private and publicly listed companies in the U.S. and Canada.

During the year ended December 31, 2022 the Company had a net and comprehensive loss of \$2,328,192 as compared to net and comprehensive earnings of \$37,659 during the year ended December 31, 2021 mainly due to \$1,573,148 of investment losses derived from its portfolio versus investment income of \$545,774 during the year ended December 31, 2021. Investment losses during the year ended December 31, 2022 were primarily derived from unrealized loss on marketable securities and other investments of \$2,685,965, partially offset by realized gains on sale of marketable securities of \$782,688 and interest and dividend income of \$339,681. Investment income during the year ended December 31, 2021 were primarily derived from realized gains on sale of marketable securities of \$4,280,859 and interest and dividend income of 217,229, partially offset by unrealized loss on marketable securities and other investments of \$3,843,862.

The value of the warrants in the Company's portfolio decreased to \$186,468 from \$574,402 in the prior year. The fair market value is determined based on the Black-Scholes Pricing Model. The intrinsic value of the Company's investment warrants was \$21,500 on December 31, 2022 (\$120,700 on December 31, 2021). The intrinsic value is equal to the difference between the market value of the underlying share less the exercise price of the warrant.

The net asset value of the Company was \$0.54 per share using the fair market value for the investment warrants as compared to \$0.53 per share using the intrinsic value for the investment warrants.

On March 14, 2023, the Board of Directors of the Company approved a dividend of \$0.01 per common share based on the 2022 financial results.

On March 1, 2022, the Company declared a dividend of \$0.02 per common share based on the 2021 financial results. This dividend was paid on March 31, 2022 to shareholders of record on March 15, 2022 and was an eligible dividend for Canadian income tax purposes.

At December 31, 2022, the Company had unused tax losses and tax pools of approximately \$6,920,000 available that may be used to offset taxes that would otherwise be payable on the Company's future comprehensive earnings. For more information, please refer to Note 9 of the audited annual consolidated financial statements for the year ended December 31, 2022 on the Company's web site and available at [www.sedar.com](http://www.sedar.com).

## SIGNIFICANT MARKETABLE SECURITY INVESTMENTS

Management considers the Company's most significant investments during the year ended December 31, 2022 to be as follows:

On July 28, 2022, the Company's largest investment, U.S. Vanadium Holding Company LLC ("USV"), raised an additional US\$5 million in equity from existing shareholders to expand production capacity at its Arkansas manufacturing facility to meet increased demand for ultra-high-purity electrolyte used in Vanadium Redox Flow Batteries. On this occasion, Elysee elected to convert its US\$1 million convertible debenture principal and accrued interest into equity, increasing its equity interest in USV to 4.75%.

During the quarter ended December 31, 2022, the Company recorded a write-up of \$1,017,981 (US\$703,687) for its investment in USV to align the carrying value of the equity investment with the price of the most recent USV financings.

At December 31, 2022, the Company's total investment in USV is \$2,789,419 (US\$2,110,786) with a carrying value of \$3,174,685 (US\$2,339,574), representing a 4.75% equity interest.

The realized gain on the sale of marketable securities during the year ended December 31, 2022 of \$782,688 included significant gains realized on the partial sale of shares of:

- Largo Inc.;
- Agnico Eagle Mines Limited;
- Endurance Gold Corporation;
- MAX Resource Corp.;
- ROK Resources Inc.;
- Spartan Delta Corp. and others.

During the fourth quarter of 2022, the Company acquired units in the following private placements:

- 17,000 units of Electra Battery Materials Corporation at US\$2.35 per unit for \$53,853 (US\$39,950); and
- 1,000,000 units of IBC Advanced Alloys Corp at \$0.108 per unit for \$108,000.

On May 5, 2022, the Company received approval from the TSX Venture Exchange (the "Exchange") to renew its Normal Course Issuer Bid (the "NCIB"). The original NCIB started on May 3, 2013. Pursuant to the NCIB, the Company may purchase for cancellation, from time to time, as it considers advisable, up to 1,422,030 of its issued and outstanding common shares. The price which the Company will pay for any shares purchased will be the prevailing market price of such common shares on the Exchange at the time of such purchase. The renewed NCIB commenced on May 11, 2022 and will terminate on May 10, 2023, or such earlier time as the NCIB is completed or at the option of the Company. Research Capital Corporation of Vancouver, B.C. will conduct the NCIB on behalf of the Company. The Company purchased 125,500 of its common shares at a total cost of \$75,349 pursuant to the normal course issuer bid from January 1, 2022 to December 31, 2022 and 39,000 of its common shares at a total cost of \$18,351 pursuant to the normal course issuer bid from January 1, 2023 to March 20, 2023.

The Board of Directors of the Company believes that from time-to-time market prices for the Company's common shares do not always reflect the underlying value and that, accordingly, the purchase of common shares under the NCIB will increase the Net Asset Value per share and be advantageous to all remaining shareholders. The NCIB purchases will also afford an increased degree of liquidity to current shareholders who would like to sell their shares and will serve to stabilize the market price for the Company's shares.

## OUTLOOK

At December 31, 2022 the Company's statement of financial position includes working capital of \$11,627,948 inclusive of \$789,767 of cash and cash equivalents, \$100,000 in a loan receivable and \$10,245,734 in marketable securities.

Management believes the Company's financial position remains strong and is sufficient to cover planned administration costs for at least a twelve-month period.

## SELECTED ANNUAL INFORMATION

The following table sets forth selected financial information of the Company for the last three fiscal years. This financial information is derived from the audited financial statements of the Company and have been prepared using IFRS.

	Year ended December 31, 2022	Year ended December 31, 2021	Year ended December 31, 2020
Total Investment Income (Loss)	\$(1,573,148)	\$545,774	\$4,797,053
Net Earnings (Loss) and Comprehensive Earnings (Loss)	\$(2,328,192)	\$37,659	\$4,018,643
Net Basic Earnings (Loss) per Share	\$(0.08)	\$0.00	\$0.15
Net Diluted Earnings (Loss) per Share	\$(0.08)	\$0.00	\$0.15
Total Assets	\$15,537,085	\$18,226,007	\$18,766,877
Total Non-current Financial Liabilities	\$Nil	\$Nil	\$Nil
Cash Dividends Paid per Share	\$0.02	\$0.03	\$0.03

The Company had net loss of \$2,328,192 during fiscal 2022 (compared to net earnings of \$37,659 during fiscal 2021) primarily due to a \$759,283 net realized gain (after transaction costs) on the sale of marketable securities offset by a \$2,685,965 net unrealized loss on marketable securities and other investments.

The Company had net earnings of \$37,659 during fiscal 2021 (compared to net earnings of \$4,018,643 during fiscal 2020) primarily due to a \$4,210,392 net realized gain (after transaction costs) on the sale of marketable securities offset by a \$3,893,862 net unrealized loss on marketable securities and other investments (including write-downs).

The Company had net earnings of \$4,018,643 during fiscal 2020 (compared to net earnings of \$1,817,312 during fiscal 2019) primarily due to a \$3,178,052 net realized gain (after transaction costs and write-offs) on the sale of marketable securities and a \$1,477,548 net unrealized gain on marketable securities and other investments (after write-downs).

### RESULTS OF OPERATIONS – YEAR ENDED DECEMBER 31, 2022

The Company's net and comprehensive loss for the year ended December 31, 2022 was \$2,328,192 (\$0.08 basic loss per share) compared to net and comprehensive earnings of \$37,659 (\$0.00 basic earnings per share) for the year ended December 31, 2021.

The significant changes in net and comprehensive earnings during the current fiscal year compared to the prior year are as follows:

There was a realized gain on the sale of marketable securities of \$782,688 for the year ended December 31, 2022 compared to \$4,280,859 in the prior year. Transactions costs of \$23,405 were recognized for the year ended December 31, 2022 compared to \$70,467 in the prior year.

There was an unrealized loss on marketable securities of \$3,818,599 for the year ended December 31, 2022 compared to an unrealized loss of \$3,843,862 in the prior year. During the year ended December 31, 2022, there was an unrealized gain on other investments of \$1,132,634 compared to an unrealized gain of \$50,100 in the prior year. The current year unrealized gain was primarily due to an unrealized gain of \$1,017,981 recognized for its investment in USV to align the carrying value of the equity investment with the price of the most recent USV financings. During the prior year, the Company wrote-off \$50,000 in other investments relating to an equity investment in a private company.

Interest and dividend income increased \$122,452 to \$339,681 for the year ended December 31, 2022, compared to \$217,229 during the prior year due to an increase in interest income resulting from the acquisition of additional convertible debentures.

Consulting fees of \$44,100 were incurred during the year ended December 31, 2022 as compared to \$Nil during the prior year as a Vice-president of Administration was hired in the first quarter of 2022.

Management fees decreased \$18,700 to \$224,300 for the year ended December 31, 2022 from \$243,000 incurred during the year ended December 31, 2021 as reduced bonuses were declared in the current year.

There was a share-based payment expense of \$192,580, a non-cash item, on stock options granted and vested during the year ended December 31, 2022 as compared to \$5,173 during the same period a year prior.

Travel and entertainment costs increased \$5,688 to \$10,690 for the year ended December 31, 2022 to investigate various investment opportunities and attend a trade show as compared to \$5,002 during the prior year.

All other general and administrative costs incurred during the current year were comparable to those incurred in the prior year.

## **RESULTS OF OPERATIONS – THREE MONTH PERIOD ENDED DECEMBER 31, 2022**

The Company's net and comprehensive earnings for the three-month period ended December 31, 2022 were \$1,538,116 or \$0.05 basic earnings per share compared to net and comprehensive earnings of \$48,782 or \$0.00 basic earnings per share for the three-month period ended December 31, 2021.

The significant changes in net and comprehensive earnings during the current three-month period compared to the prior year three-month period are as follows:

There was an unrealized gain on marketable securities of \$510,105 for the three-month period ended December 31, 2022 compared to an unrealized loss of \$186,230 during the three-month period ended December 31, 2021. During the three-month period ended December 31, 2022, there was an unrealized gain on other investments of \$1,132,634 compared to an unrealized gain of \$nil in the three-month period ended December 31, 2021. The current three-month period unrealized gain was primarily due to an unrealized gain of \$1,017,981 recognized for its investment in USV to align the carrying value of the equity investment with the price of the most recent USV financings.

There was a realized gain on marketable securities of \$69,419 for the three-month period ended December 31, 2022 compared to a realized gain of \$412,269 during the three-month period ended December 31, 2021

Interest and dividend income increased \$10,930 to \$77,544 for the three-month period ended December 31, 2022, compared to \$66,614 during the three-month period ended December 31, 2021 due to an increase in interest income resulting from the acquisition of additional convertible debentures.

Management fees of \$92,600 for the three-month period ended December 31, 2022 decreased as compared to \$110,750 incurred for the three-month period ended December 31, 2021. The current three-month period management fees include annual bonuses to management in the amount of \$50,000 compared to \$65,000 in the three-month period ended December 31, 2021.

All other general and administrative costs for the three-month period ended December 31, 2022 were comparable to those incurred in the three-month period ended December 31, 2021.

## SUMMARY OF QUARTERLY RESULTS

The following information is derived from the Company's quarterly financial statements for the past eight quarters:

Quarter Ended	Net and Comprehensive Earnings (Loss)	Basic Earnings (Loss) per Share
December 31, 2022 (Q4, 2022)	\$1,538,116	\$0.05
September 30, 2022 (Q3, 2022)	\$(1,170,364)	\$(0.04)
June 30, 2022 (Q2, 2022)	\$(3,424,423)	\$(0.12)
March 31, 2022 (Q1, 2022)	\$728,479	\$0.03
December 31, 2021 (Q4, 2021)	\$48,782	\$0.00
September 30, 2021 (Q3, 2021)	\$(2,113,923)	\$(0.08)
June 30, 2021 (Q2, 2021)	\$2,049,529	\$0.07
March 31, 2021 (Q1, 2021)	\$53,271	\$0.00

The Company's net and comprehensive earnings fluctuate significantly from quarter to quarter depending on the valuation of its marketable securities. The marketable securities are based on the fair market value of the underlying shares or convertible debentures that are traded in an active market and the warrant valuations are based on the Black-Scholes Option Pricing Model. These fair value measurements can change dramatically depending on the price of the underlying securities and other observable inputs.

The Company's net and comprehensive earnings were \$1,538,116 for the three-month period ended December 31, 2022 (Q4, 2022) and was mainly the result of a \$69,419 realized gain on marketable securities, \$510,105 unrealized gain on marketable securities, \$1,132,634 unrealized gain on other investments, \$77,544 of interest income and a \$6,457 unrealized foreign exchange gain offset by \$254,465 in general and administrative expenses and \$3,578 in transaction costs.

The Company's net and comprehensive loss was \$1,170,364 for the three-month period ended September 30, 2022 (Q3, 2022) and was mainly the result of a \$40,072 realized loss on marketable securities, \$1,035,974 unrealized loss on marketable securities, \$4,707 in transaction costs and \$176,623 in general and administrative expenses offset by a \$5,802 unrealized foreign exchange gain and \$81,210 of interest income.

The Company's net and comprehensive loss was \$3,424,423 for the three-month period ended June 30, 2022 (Q2, 2022) and was mainly the result of a \$3,527,374 unrealized loss on marketable securities, \$4,432 in transaction costs and \$215,618 in general and administrative expenses offset by a \$234,035 realized gain on marketable securities, a \$3,583 unrealized foreign exchange gain and \$85,383 of interest income.

The Company's net and comprehensive earnings were \$728,479 for the three-month period ended March 31, 2022 (Q1, 2022) and was mainly the result of a \$519,307 realized gain on marketable securities, a \$234,644 unrealized gain on marketable securities and \$95,544 of interest income, offset by \$10,688 in transaction costs, a \$1,989 unrealized foreign exchange loss and \$108,339 in general and administrative expenses.

The Company's net and comprehensive earnings were \$48,782 for the three-month period ended December 31, 2021 (Q4, 2021) and was mainly the result of a \$412,269 realized gain on marketable securities and \$66,614 of interest income, offset by \$5,717 in transaction costs, a \$186,230 unrealized loss on marketable securities, a \$9,930 unrealized foreign exchange loss and \$228,224 in general and administrative expenses.

The Company's net and comprehensive loss was \$2,113,923 for the three-month period ended September 30, 2021 (Q3, 2021) and was mainly the result of a \$2,405,228 unrealized loss on marketable securities, \$10,063 in transaction costs and \$91,200 in general and administrative expenses offset by a \$292,287 realized gain on marketable securities, \$82,370 of interest income and a \$17,911 unrealized foreign exchange gain.

The Company's net and comprehensive earnings were \$2,049,529 for the three-month period ended June 30, 2021 (Q2, 2021) and were mainly comprised of a \$1,433,215 realized gain on marketable securities, \$637,336 unrealized gain on marketable securities, \$50,000 unrealized gain on other investments, \$33,903 of interest income and a \$5,363 unrealized foreign exchange gain offset by \$19,580 in transaction costs and \$90,708 in general and administrative expenses.

The Company's net and comprehensive earnings were \$53,271 for the three-month period ended March 31, 2021 (Q1, 2021) and were mainly comprised of a \$2,093,088 realized gain on marketable securities, a \$100 unrealized gain on other investments and \$34,342 of interest income offset by a \$1,939,844 unrealized loss on marketable securities, \$35,107 in transaction costs, a \$1,324 unrealized foreign exchange loss and \$97,984 in general and administrative expenses.

## LIQUIDITY AND CAPITAL RESOURCES

The Company relies on its working capital and equity financings to fund its investing and administrative costs.

As at December 31, 2022, the Company had working capital of \$11,627,948 mainly comprised of cash and cash equivalents of \$789,767 and marketable securities of \$10,245,734. This compares to working capital of \$15,258,963 at December 31, 2021, which included \$1,629,312 in cash and cash equivalents and marketable securities of \$13,591,111.

The decrease in cash and cash equivalents of \$839,545 during the year ended December 31, 2022 was mainly due to the purchase of investments of \$4,655,167, payment of dividends of \$567,952 and purchase of common shares returned to treasury of \$75,349 offset by the proceeds of \$4,592,566 received pursuant to the sale of marketable securities and other investments and \$87,500 from the exercise of stock options.

Total assets as at December 31, 2022 decreased to \$15,537,085 from \$18,226,007 as at December 31, 2021.

As at the date of this MD&A, the Company has approximately \$940,000 in cash and cash equivalents.

## OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

## TRANSACTIONS WITH RELATED PARTIES

The Company's Board of Directors consists of Guido Cloetens, Gaston Reymenants, Stuart Rogers and Martin Burian. Stuart Rogers is the Company's President, Guido Cloetens is the Company's Chairman and Chief Executive Officer and Gord Steblin is the Company's Chief Financial Officer.

The Company paid or accrued amounts to related parties as follows:

	Year ended December 31, 2022	Year ended December 31, 2021
Management fees (including bonuses)	\$ 221,000	\$ 237,500
Accounting fees (including bonuses)	90,000	85,000
Director fees (including bonuses)	12,000	12,000
	\$ 323,000	\$ 344,500

On May 17, 2022, the Company granted 600,000 options to directors and officers, exercisable at \$0.70 per share with 50% vested immediately and 50% vested on May 17, 2023. The fair value of the options granted to directors and officers was \$146,112 of which \$118,691 was attributed to the year ended December 31, 2022.

During the year ended December 31, 2022, the Company paid \$30,000 (year ended December 31, 2021 - \$26,000) for office rent to a company controlled by the Chief Executive Officer.

The amounts owing to directors and other members of key management were as follows:

	As at	
	December 31, 2022	December 31, 2021
Management and directors	\$ 75,000	\$ 90,000

These transactions were in the normal course of operations and were measured at the exchange value which represented the amount of consideration established and agreed to by the related parties.

### CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the fair value measurements for financial instruments, and share-based payments, and the recoverability and measurement of deferred tax assets and liabilities. Actual results may differ from those estimates and judgments.

### CHANGE IN ACCOUNTING POLICY

There were no new or amended accounting standards or interpretations that had a significant impact on the Company's consolidated financial statements during the years ended December 31, 2022 and 2021.

### FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

	December 31, 2022	December 31, 2021
<b>FINANCIAL ASSETS</b>		
<b>Fair value through profit or loss</b>		
Cash and cash equivalents	\$ 789,767	\$ 1,629,312
Marketable securities	10,245,734	13,591,111
Other investments	4,335,637	2,828,731
<b>Amortized cost</b>		
Interest receivable	62,385	171,311
Loan receivable	100,000	-
<b>Total financial assets</b>	<b>\$ 15,533,523</b>	<b>\$ 18,220,465</b>
<b>FINANCIAL LIABILITIES</b>		
<b>Amortized cost</b>		
Trade and other payables	\$ 65,804	\$ 48,313
Due to related parties	75,000	90,000
<b>Total financial liabilities</b>	<b>\$ 140,804</b>	<b>\$ 138,313</b>

### Fair value

The fair value of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The Company considers that the carrying amount of all its financial assets and financial liabilities recognized at amortized cost in the financial statements approximates their fair value due to the demand nature or short term maturity of these instruments.

The following table provides an analysis of the Company's financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3 based on the degree to which the inputs used to determine the fair value are observable.

- Level 1 - fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 - fair value measurements are those derived from inputs other than quoted prices included within Level 1, that are observable either directly or indirectly. The \$186,468 Black-Scholes valuation of warrants held as investments is substantially higher than the intrinsic value based on the warrant exercise price compared to the market price.
- Level 3 - fair value measurements are those derived from valuation techniques that include inputs that are not based on observable market data.

	Level 1	Level 2	Level 3	Total
<b>As at December 31, 2022</b>				
Cash and cash equivalents	\$789,767	\$ -	\$ -	\$ 789,767
Marketable securities - shares	8,424,686	-	-	8,424,686
Marketable securities - convertible debt	1,634,580	-	-	1,634,580
Marketable securities - warrants	-	186,468	-	186,468
Other investments - equity	-	-	3,450,319	3,450,319
Other investments - convertible debt	-	-	885,318	885,318
<b>Total financial assets at fair value</b>	<b>\$ 10,849,033</b>	<b>\$ 186,468</b>	<b>\$4,335,637</b>	<b>\$ 15,371,138</b>

	Level 1	Level 2	Level 3	Total
<b>As at December 31, 2021</b>				
Cash and cash equivalents	\$1,629,312	\$ -	\$ -	\$ 1,629,312
Marketable securities - shares	11,004,935	-	-	11,004,935
Marketable securities - convertible debt	2,011,774	-	-	2,011,774
Marketable securities - warrants	-	574,402	-	574,402
Other investments - equity	-	-	1,052,452	1,052,452
Other investments - convertible debt	-	-	1,776,279	1,776,279
<b>Total financial assets at fair value</b>	<b>\$ 14,646,021</b>	<b>\$ 574,402</b>	<b>\$2,828,731</b>	<b>\$ 18,049,154</b>

### Management of financial risks

The financial risks arising from the Company's operations include credit risk, liquidity risk, interest rate risk, currency risk and market risk. These risks arise from the normal course of operations and all transactions undertaken are to support the Company's ability to continue as a going concern. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**Credit risk**

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises primarily from the Company's cash and receivables. The Company manages its credit risk relating to cash by dealing only with highly-rated Canadian financial institutions. As at December 31, 2022, there is interest receivable of \$62,385 (December 31, 2021 - \$171,311). As a result, credit risk is considered insignificant.

**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 manages liquidity risk by continuously monitoring actual and projected cash flows and matching the maturity profile of financial assets and liabilities. The Company has cash and cash equivalents of \$789,767 (December 31, 2021 - \$1,629,312) to settle current liabilities of \$140,804 (December 31, 2021 - \$138,313), therefore liquidity risk is considered insignificant.

**Interest rate risk**

The Company's interest rate risk is primarily related to the Company's cash for which amounts were invested at interest rates in effect at the time of investment. Changes in market interest rates affect the fair market value of the cash. However, as these investments come to maturity within a short period of time, the impact would likely not be significant. The Company also has investments in convertible debentures which have a fixed interest rate and are not subject to interest rate fluctuations.

**Currency risk**

The majority of the Company's cash flows and financial assets and liabilities are denominated in Canadian dollars, which is the Company's functional and reporting currency. Foreign currency risk is limited to the portion of the Company's business transactions denominated in currencies other than the Canadian dollar.

The Company's objective in managing its foreign currency risk is to minimize its net exposures to foreign currency cash flows by holding most of its cash in Canadian dollars. The Company monitors and forecasts the values of net foreign currency cash flow and financial position exposures and from time to time could authorize the use of derivative financial instruments such as forward foreign exchange contracts to economically hedge a portion of foreign currency fluctuations. The Company has not, to the date of these financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

**Market risk**

Market risk is the risk that the fair value of or future cash flows from the Company's financial instruments will significantly fluctuate because of changes in market prices. The Company is exposed to market risk in trading its marketable securities and unfavourable market conditions could result in dispositions of investments at less than favourable prices.

The Company manages market risk by having a portfolio that is not singularly exposed to any one issuer or class of issuers. The Company's investment activities are currently concentrated primarily in junior exploration and mining companies active in the gold and silver sector as well as several technology companies.

## **RISKS AND UNCERTAINTIES**

The Company believes that the following items represent significant areas for consideration.

### ***Cash Flows and Additional Funding Requirements***

The Company has a limited history of operating earnings and no assurances that sufficient funding, including adequate financing, will be available. The sources of funds currently available to the Company include; sale of marketable securities, raising equity or debt capital.

### ***Composition of Portfolio***

The composition of the Company's securities portfolio taken as a whole may vary widely from time to time, particularly equity securities in which the Company invests in the natural resource sector which often have very high volatilities. The Company may make investments in securities that have low trading volumes. Accordingly, it may be difficult for the Company to make trades in these securities without adversely affecting the price of such securities.

### ***Stock Price and Performance***

The Company's stock price may vary according to the value of the securities in which it invests, which will depend, in part, upon the performance of the issuers of such securities. The value of the securities acquired by the Company will be affected by business factors and risks that are beyond the control of the Company. In addition, the performance of certain of the securities may be affected by business factors and risks other than their exposure to metal and mineral prices, which may be more determinative of such securities performance. Some of the factor and risks are: (i) some of the issuers in which the Company invests may have limited operating histories, (ii) operational risks related to specific business activities of the respective issuers; (iii) quality of underlying assets; (iv) financial performance of the respective issuers and their competitors; (v) volatility in the price of metal and mineral prices; (vi) environmental risks; (vii) political risks; (viii) fluctuation in exchange rates; (ix) fluctuation in interest rates; and (x) government regulation, including regulation to prices, taxes, royalties, land tenure, land use, importing and exporting of materials and environmental protection.

There is no assurance that the investment objectives of the Company will actually be achieved. The value of the shares of the Company may increase or decrease with the value of its investment portfolio and general economic conditions beyond the control of the Company's management, including the level of interest rates, corporate earnings, economic activity, the value of the Canadian dollar and other factors.

### ***Key Management***

The success of the Company will be largely dependent upon the performance of its key officers and consultants. The success of the Company is largely dependent on the discretion and ability of the Company in determining the composition of the portfolio of assets, and in negotiating the pricing and other terms of the agreements leading to the acquisition of assets. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have a materially adverse impact upon the Company's success.

### ***Conflict of Interest***

Some of the Company's directors and officers are directors and officers of other reporting companies. These associations may give rise from time to time to conflicts of interest. As a result of, the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The ability to liquidate investments held by the Company in corporations with common director may be impaired by trading black-out periods imposed on insiders of such entities.

### ***Public Health Crises***

The Company's business, operations and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises beyond its control, including the current outbreak of COVID-19. On January 30, 2020, the World Health Organization declared the COVID-19 outbreak a global health emergency. Many governments have likewise declared that the COVID-19 outbreak in their jurisdictions constitutes an emergency. Reactions to the spread of COVID-19 have led to, among other things, significant restrictions on travel, business closures, quarantines and a general reduction in economic activity. While these effects are expected to be temporary, the duration of the business disruptions and related financial impact cannot be reasonably estimated at this time. Such public health crises can result in volatility and disruptions in the supply and demand for various products and services, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect interest rates, credit ratings, credit risk and inflation. The risks to the Company of such public health crises also include risks to employee health and safety and a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak. While the extent to which COVID-19 may impact the Company is uncertain, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition

### **SUBSEQUENT EVENTS**

Subsequent to December 31, 2022, the Company repurchased 39,000 common shares of the Company pursuant to the Normal Course Issuer Bid which will be returned to treasury.

On March 14, 2023, the Board of Directors of the Company approved a dividend of \$0.01 per common share based on the 2022 financial results.

### **OUTSTANDING SHARE DATA**

The Company is authorized to issue unlimited common shares without par value. As at March 20, 2023, there were 28,497,113 outstanding common shares.

The following table summarizes information regarding stock options outstanding and exercisable as at March 20, 2023:

<b>Grant date</b>	<b>Expiry date</b>	<b>Number of options outstanding</b>	<b>Number of options exercisable</b>	<b>Exercise price</b>
May 20, 2020	May 20, 2023	300,000	300,000	\$ 0.31
September 18, 2020	September 18, 2025	500,000	500,000	\$ 0.42
May 17, 2022	May 17, 2027	1,050,000	525,000	\$ 0.70
<b>Total options</b>		<b>1,850,000</b>	<b>1,325,000</b>	

There were no warrants outstanding as at December 31, 2022 or March 20, 2023.