

**CERRO GRANDE MINING CORPORATION**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS OF**  
**FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

**For the Year Ended September 30, 2021**

**(Expressed in thousands of United States dollars, except per share amounts)**

The following discussion is a review of the activities, results of operations and financial condition of Cerro Grande Mining Corporation and its consolidated subsidiaries ("CEG" or the "Company") for the year ended September 30, 2021, together with certain trends and factors that are expected to impact on future operations and financial results. This information is presented as of January 28, 2022. This discussion should be read in conjunction with the audited consolidated financial statements as at September 30, 2021, which are available on SEDAR at [www.sedar.com](http://www.sedar.com). The Company's consolidated financial statements and financial data have been prepared using accounting policies consistent with IFRS. All dollar amounts are expressed in thousands United States dollars, except as otherwise indicated.

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**1. FORWARD LOOKING STATEMENTS**

This management's discussion and analysis contains or refers to forward-looking statements. All information, other than information regarding historical fact that addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future is forward-looking information. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "may", "could", "potential", "should" "will" or similar words suggesting future outcomes, or other

expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance.

The forward-looking statements in this management's discussion and analysis reflects the current expectations, assumptions or beliefs of the Company based on information currently available to the Company. With respect to forward-looking statements contained in this management discussion and analysis, the Company has made assumptions regarding, among other things, the Company's ability to generate sufficient cash flow from operations and capital markets to meet its future obligations, the regulatory framework in Chile, with respect to, among other things, permits, licenses, authorizations, royalties, taxes and environmental matters and the Company's ability to continue to obtain qualified staff and equipment in a timely and cost-efficient manner to meet the Company's needs.

Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company.

Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

### **Non-IFRS financial measures**

The Company has included certain non-IFRS financial measures in this document. These measures are not defined under IFRS and should not be considered in isolation. The Company believes that these measures, together with measures determined in accordance with IFRS, provide investors with an improved ability to evaluate the underlying performance of the Company. The inclusion of these measures is meant to provide additional information and should not be used as a substitute for performance measures prepared in accordance with IFRS. These measures are not necessarily standard and therefore may not be comparable to other issues

## **2. OVERVIEW**

The Company is an exploration corporation focused in Chile with no projects currently in development.

The Company's other projects, which are in various stages of exploration in Chile include "Tordillo" and two limestone deposits "Catedral" and "Cal Norte".

### **3. HIGHLIGHTS**

#### **Operational Highlights**

- There were no operations for the year ended September 30, 2021 and September 30, 2020.
- The Company's subsidiary Minera Til Til Spa signed an Asset Purchase Agreement (the "APA") with Minera Tamidak Limitada ("Tamidak"), a private Chilean company owned by the family of a former director and significant shareholder. Under the terms of the APA, the Company can acquire, at its option, certain assets, rights and obligations of Tamidak relating to the Pimenton Copper Gold Mining Project for an aggregate of 3,900,000,000 Chilean pesos payable in three installments. The Company paid the first installment under the APA through the issuance of 44,055,102 common shares of the Company with a fair valued of \$680. The remaining payments, each of which are 1,300,000,000 Chilean pesos payable in cash or common shares of the Company, at Tamidak's option, are due June 1, 2022 and December 1, 2023 respectively. Certain of the assets relating to the Pimenton Copper Gold Mining Project are subject to royalty agreements with a company controlled by the family of a former director and significant shareholder of the Company and a company controlled by a director of the Company.

#### **Financial Highlights**

- Loss before and after income taxes for the year ended September 31, 2021 was \$854 compared to a loss of \$1,731 in the same period in 2020. The decrease is related to the gain in revaluation of the derivative liability of \$345 as compared to a loss of \$1,100 at September 31, 2020 and to the settlement payment and forgiveness of loans to Stephen W. Houghton related to his retirement as CEO of the Company, effective March 31, 2021.
- Profit before and after income taxes for the three months ended September 30, 2021 was \$917 compared to a loss of 1,272 in the same period in 2020. The change is explained in the above paragraph.
- Basic loss per share for the year ended September 30, 2021 was a loss of \$0.00 per share (2020 – loss of \$0.01).
- At September 30, 2021, the Company had cash of \$7 compared to \$15 at September 30, 2020. Cash used in operations for the year ended September 30, 2021 was \$580 (2020 –\$453).

#### **Other Highlights**

- Management believes that the values of Tordillo exploration and the Catedral/Rino and Cal Norte limestone deposits are not reflected in the Company's market capitalization. The Company will continue its effort to enhance the underlying values of its assets.

#### 4. SUMMARY FINANCIAL RESULTS

The table below sets out the consolidated loss for the fourth quarter and years ended September 30, 2021 and 2020.

	Three months ended		Twelve months ended	
	September 30,		September 30,	
	2021	2020	2021	2020
	\$	\$	\$	\$
<b>Expenses</b>				
General, sales and administrative	(299)	94	955	493
Foreign exchange	149	29	90	76
Share-based compensation	-	2	-	2
Interest	4	4	15	15
Accretion expense	18	45	74	45
Write-off of due from related parties	318	-	318	-
Gain on settlement of debt	(253)	-	(253)	-
Unrealized (gain)/loss on derivative liability	(854)	1,100	(345)	1,100
	(917)	1,274	854	1,731
<b>Profit (loss) and comprehensive profit (loss) for the year</b>	<u>917</u>	<u>(1,274)</u>	<u>(854)</u>	<u>(1,731)</u>
<b>Basic and diluted profit (loss) per share</b>	<u>0.00</u>	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.01)</u>
<b>Weighted average number of shares outstanding</b>	381,262,915	339,390,784	381,262,915	339,390,784
- basic and diluted				

1) Consolidated statements of loss and other comprehensive loss for the year ended September 30, 2021 and 2020:

- a) General sales and administrative costs for the year ended September 30, 2021 were \$955 compared to \$493 for the same period in 2020.
- b) Interest expense for the year ended September 30, 2021 was \$15 compared to an expense of \$15 for the same period in 2020.
- c) The February 2020 debenture shows an accretion of \$74 (2020 - \$45) and a gain on revaluation of the derivative liability of \$345 (2020 – loss \$1,100)

2) Consolidated statements of loss and other comprehensive loss for the three month period ended September 30, 2021 and 2020:

- a) General sales and administrative costs for the three months ended September 30, 2021 were a recovery of \$299 compared to \$94 for the same period in 2020.
- b) Interest expense for the three months ended September 30, 2021 was of \$4 compared to \$4 for the same period in 2020.

c) The February 2020 debenture shows an accretion of \$18 (2020 - \$45) and a gain on revaluation of the derivative liability at year end of \$854 (2020 – loss \$1,100).

3) Consolidated Statements of Financial Position as at September 30, 2020:

a) As at September 30, 2021 the Company had a negative working capital of \$1,596 (2020 – negative \$1,336).

### Summary of Quarterly Results

The following information is provided for each of the eight most recent quarterly periods ending on the dates specified. The figures are extracted from the underlying audited financial statements.

	Sept 30, 2021	June 30, 2021	Mar 31, 2021	Dec 31, 2020
Sales	-	-	-	-
Net income (loss)	917	(536)	(999)	(236)
Per share	0.000	0.000	0.000	0.000
Per share diluted	0.000	0.000	0.000	0.000

	Sept 30, 2020	June 30, 2020	Mar 31, 2020	Dec 31, 2019
Sales	-	-	-	-
Net loss	(1,274)	(88)	(77)	(292)
Per share	0.000	0.000	0.000	0.000
Per share diluted	0.000	0.000	0.000	0.000

### Outlook

The other subsidiaries of CEG, including Compañía Minera Til Til, Compañía Minera Catedral, Compañía Minera Tordillo, Compañía Minera Bandurrias and Compañía Minera Cal Norte are not affected by the bankruptcy of Compañía Minera Pimentón. At this time management is determining the best course of action.

## 5. EXPLORATION AND DEVELOPMENT PROJECTS

### Tordillo

The Company holds mining claims on Tordillo which is located 11.5 kilometers south-southwest of Pimenton and covers an area of 6,632 hectares (16,381 acres). Tordillo is in the early exploration stage and to date the Company has identified several gold/copper vein structures similar to those at Pimenton and an area of potential porphyry copper mineralization. The preliminary data suggests Tordillo contains the

upper part of a deep-seated copper/gold and possibly copper molybdenum porphyry system associated with narrow high grade gold and copper veins which may be widespread and represent a separate exploration target. Tordillo is located in an area of intense exploration activity and was acquired by the Company in 2006.

Subsequent exploration should bring into perspective the vein potential and establish if the porphyry system is large enough to host possible economic copper mineralization.

During the year ended September 30, 2021, the Company expensed a total of \$nil (2020 - \$nil) relating to mining property costs and exploration costs on Tordillo.

### **Bandurrias**

During the year ended September 30, 2021 acquisition costs of \$nil were expensed (2020 - \$nil).

### **Limestone deposits**

The Company holds interest in two limestone deposits. Lime is used by the Chilean mining industry in processing sulfide copper ores and in heap leaching of gold ores.

The Company's limestone deposits at Catedral and Cal Norte contain high grade limestone which, when calcined, can produce lime that the Company's management believes will qualify for use by the Chilean mining industry. The Company will continue its efforts to become a supplier of lime to the Chilean copper industry, it also strengthens the Company's position as it reviews alternative strategies for the sale, joint venture or spin-off of the Catedral/Rino and Cal Norte limestone properties.

As at September 30, 2021, the Company had contributed a cumulative total of \$4,080 (2020 - \$4,080) to finance a drilling program on Catedral/Rino and complete a preliminary feasibility study for the construction of a 1,320 ton per day capacity cement manufacturing facility on the project as well as a preliminary feasibility study for construction of a 600 ton per day lime kiln on the Catedral property. During prior years the Company had written off \$4,080 in mining properties and exploration costs relating to Catedral/Rino.

As at September 30, 2021, the Company had contributed a cumulative total of \$1,556 (2020 - \$1,556) to Cal Norte, to finance a bankable feasibility study on the project, environmental permitting, and further mine development. Although the Company has incurred sufficient exploration expenditures to maintain the Cal Norte property in good standing, the Company expensed this \$1,566 in prior years as it focused its efforts on the Pimenton gold mine.

## **6. INVESTING**

During the year ended September 30, 2021 the Company invested \$nil (2020 - \$nil) in mining plant, equipment, and mining properties.

## 7. FINANCING

The Company finances its operations using cash advances by related parties or equity sold to related parties. Due to no production and the negative cash flow both Auromin (a company owned by David Thomson, a former director and significant shareholder) and Chañar Blanco (a company owned by Mario Hernandez a Director and Officer of the Company), have made cash advances to cover the shortfalls.

The Company announced on February 20, 2020 that it had issued unsecured convertible debentures in the aggregate principal amount totaling approximately US\$3,787 (or CDN\$4,919 using an exchange rate of US\$1.00/CDN\$1.2988) (the “Debentures”).

Mario Hernandez, (“Hernandez”) a director and officer of the Company, personally and through Compañía Minera Chanar Blanco S.A. (“Chanar Blanco”), a company controlled by Hernandez and David Thomson, (“Thomson”) a former director and officer of the Company, through Compañía Minera Auromin Ltda (“Auromin”), a company controlled by Thomson, have each acquired one Debenture convertible into common shares of the Company. Hernandez has acquired a Debenture in the principal amount of US\$34 (CDN\$44), Chanar Blanco has acquired a Debenture in the principal amount of US\$604 (CDN\$784) and Minera Auromin has acquired a Debenture in the principal amount of US\$3,149 (CDN\$4,090). The outstanding amount of principal under each Debenture is convertible into Common Shares at a conversion price (the “Conversion Price”) equal to the greater of (i) CDN\$0.05 per Common Share, and (ii) the simple average of the closing price per Common Share on the Canadian Securities Exchange (or such other exchange on which the Common Shares may then be listed) for the 15 consecutive trading days period ending immediately prior to the date of the notice of conversion provided by the holder of the Debenture to the Company. On this basis, each of Hernandez, Chanar Blanco and Minera Auromin, can acquire at their option, at any time after the date that is 180 days from the date hereof until maturity, up to 882,290, 15,680,601 and 81,807,694 Common Shares, respectively, upon conversion of the full amount of principal under their respective Debentures.

The Debentures have been issued in exchange for the cancellation of cash advances made to the Company up to December 31, 2019 by each of Hernandez, Chanar Blanco and Minera Auromin in the aggregate amount of US\$3,787. The cash advances were used for working capital purposes and to pay for the Company’s MAG and DCIP surveys conducted on the Company’s Tordillo property by Quantec Geoscience. The Debentures mature on February 20, 2025 and do not bear interest. The Company may also, at its option, accelerate the conversion (the “Acceleration Right”) of all or part of the outstanding principal at the Conversion Price, at any time if the closing price of the Common Shares on the Canadian Securities Exchange, equals or exceeds CDN\$0.15 per Common Share for a period of 20 consecutive trading days (the “Acceleration Period”). For further information, please refer to the February 20, 2020 press release issued by the Company.

During the month of November 2014, the Company signed a Gold Loan Debenture for \$100 bearing an annual interest rate of 10%. The principal is to be repaid semi-annually at a gold price of \$1,057 per ounce or higher if the average price during the six month period prior to any repayment date exceeds the agreed price for the equivalent of 15.77 ounces of gold payment.

The balance of the Gold Loan at September 30, 2021 is \$24 (2020 -\$22). There is no derivative liability associated with the fluctuation of the price of gold in the contract as at September 30, 2021 there was no production at the Pimenton mine

On August 22, 2016 the company issued a second Gold Loan Debenture for \$200 with a maturity date of August 22, 2019. The debenture bears a fixed annual interest rate of 8% on the outstanding principal amount and is payable on a quarterly basis on the 25<sup>th</sup> day of February, May, August and November of each year. The payment of the principal is semi-annually on February 25 and August 25 of each year plus the difference in the average gold price per ounce in excess of \$1,260 per ounce calculated on 26.455 ounces of gold.

The principal balance of the Gold Loan at September 30, 2021 is \$167 (2020 - \$167) and unpaid interest amounts to \$58 (2020 - \$45). There is no derivative liability associated with the fluctuation of the price of gold in the contract as at September 30, 2021 there was no production at the Pimenton mine

## 8. LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2021, the Company shows a negative working capital of \$1,596 (2020 - negative \$1,336).

<b>Contractual Obligations</b>	<b>Total</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>Over 4 years</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Accounts payable and accrued liabilities	190	190	-	-
Amount due to related parties	1,207	1,207	-	-
Short-term debt	249	249	-	-
Conditional loan agreement (1)	2,500	-	-	2,500
Tordillo prospect (2)	250	-	-	250
<b>Total Contractual Obligations</b>	<b>4,396</b>	<b>1,646</b>	<b>-</b>	<b>2,750</b>

Note (1). Two current and former officers and directors of the Company hold the non-controlling interest in Cathedral. Under an agreement dated November 27, 1996, the Company agreed to provide or cause to provide these officers and directors of up to \$1,250 each or \$2,500 in total. Such loans are to pay their proportionate share of development costs if a bankable feasibility study demonstrates that the properties can be placed into commercial production, and to fund their combined 50% share of an option payment totaling \$500, which was paid during 1997.

Note (2). As compensation for services rendered in connection with Tordillo, the Company entered into an agreement to pay \$250 within 50 days of first cash flow from the property.

The Company must make an additional capital contribution of \$239 in Cal Norte to earn its 60% equity interest.

The Company has not declared or paid any dividends and does not foresee the declaration or payment of dividends in the near future. Any decision to pay dividends on the common shares will be made by the board of directors on the basis of the Company's earnings, financial requirements and other conditions existing at such future time.

## **9. OFF-BALANCE SHEET ARRANGEMENTS**

There are no off-balance sheet arrangements.

## **10. PROPOSED TRANSACTIONS**

The Company does not have any proposed transactions as at September 30, 2021 other than as disclosed elsewhere in this document.

## **11. FINANCIAL INSTRUMENTS**

### **(a) Financial Assets and Liabilities**

The Company's financial instruments at September 30, 2021 consist of cash, receivables and advances, due from related parties, trade and other payables, due to related parties, other debt and long term debt

### ***Fair value measurements of financial assets and liabilities recognized in the statement of financial position***

Fair value hierarchy that reflects the significance of inputs used in making fair value measurements as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

At September 30, 2021, there were no financial assets or liabilities measured and recognized in the statement of financial position at fair value that would be categorized as level 2 in the fair value hierarchy above.

At September 30, 2021, the carrying amounts of receivables and advances, trade and other payables, due to related party, and other debt, are considered to be reasonable

approximations of their fair values due to the short-term nature of these instruments. Long-term debt is also a reasonable approximation of its fair value.

**(b) Management of Financial Risk**

The fair value of long term debt is determined based on discounted cash flows, including interest rates for similar.

The Company's financial instruments are exposed to financial risks as summarized below:

**Credit Risk**

Receivables and advances consist of:

	<b>September 30, 2021</b>	<b>September 30, 2020</b>
Advances and other sundry receivables	\$ 37	\$ 9
<b>Total receivables and advances</b>	<b>\$ 37</b>	<b>\$ 9</b>

Advances and other sundry receivable are subject to normal credit risks and are considered low risk.

**Liquidity Risk**

The Company's approach to managing liquidity risk is to ensure it will have sufficient liquidity to meet liabilities when due. At September 30, 2021, the Company had a negative working capital of \$1,596. At September 30, 2021, the Company's accumulated deficit was \$105,188 and shareholders' deficiency was approximately \$5,577.

**Market Risk**

The significant market risk to which the Company is exposed are commodity price risk, interest rate risk, and currency risk.

Commodity Price Risk

The nature of the Company's operations results in exposure to fluctuations in commodity prices. Management continuously monitors commodity prices of gold, silver, and copper.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash earns interest at short-term rates. The risk of the Company's future interest income exposure to these rates is trivial. The Company's loans and convertible

debentures are not subject to interest rate risk as it is not subject to a variable interest rate.

### Currency risk

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in US dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company's cash, receivables and advances, recoverable taxes, due from related parties, trade and other payables, due to related parties, other debt and long term debt are held in USD, CAD and CLP; therefore, CDN and CLP accounts are subject to fluctuation against the US dollar. Assuming that all other variables remain constant, a 10% appreciation or depreciation of the CAD against the USD and CLP by 10% would be trivial.

## **12. RELATED PARTY TRANSACTIONS**

Effective March 31, 2021 Stephen W. Houghton resigned as the Company's CEO while remaining as a Director and President on a non-remunerated basis. In settlement of all amounts owing to Mr. Houghton, the forgiveness of \$318 in amounts owing to the Company and retirement payments of \$330, he agreed to receive 12,984,107 common shares of the Company on May 4, 2021 with a fair value of \$264. In connection with the settlement, the Company recorded gain on settlement of debt of \$253. The Company announced, with regret, his passing on August 2, 2021 in a press release.

A company controlled by the Chief Financial Officer of the Company (the "CFO") and Interim Chief Executive Officer (the "CEO") who is also a Director, billed \$28 to the Company for accounting and administration services rendered during the year ended September 30, 2021 (2020- \$25). Trade and other payables include \$5 in relation to such services at September 30, 2021 (2020 - \$1).

Due to related parties includes cash advances of \$1,006 from David Thomson or his companies, who is a former director and officer of the Company at September 30, 2021 (2020 - \$433). The cash advances bear no interest and have no specific terms of repayment.

As at September 30, 2021, the Company owes a total of \$201 (2020 - \$182) to directors for director's compensation. This amount is included in due to related parties.

## **13. CRITICAL ACCOUNTING ESTIMATES**

A summary of the critical accounting estimates are set out below:

### *Exploration and development costs*

During the year ended September 30, 2021, the Company amended its accounting policy with respect to exploration and development costs. The Company amended its accounting policy to capitalize acquisition costs of resource properties. Previously, it expensed acquisition costs as incurred. The Company has accounted for this change in

accounting policy on a retrospective basis. The exploration and development costs on the statement of financial position have been restated for the prior period and presented as if the new accounting policy had always been applied. For the opening numbers on October 1, 2019 and the year ended September 30, 2020, the impact of this change was \$nil. As such, the restating had no effect on the financial position, operating results or cash flows previously reported. The accounting policy with respect to exploration costs of resource properties has not been amended. Exploration costs are expensed as incurred until resources have been determined and then the development costs are capitalized. Upon reaching commercial production, these capitalized development costs are transferred from exploration properties to mining properties, plant and equipment and are amortized in the statement of loss and other comprehensive loss using the unit of production method, based on proven and probable mineral reserves and mineral resources.

The Company regularly assesses exploration and development costs for any factors or circumstances that may indicate impairment.

#### *Stock-based compensation*

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee. The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital. In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

#### *Reclamation and remediation*

The Company records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, restoration and reclamation. The obligation is attributable to mining properties when the asset is installed or the environment is disturbed at the production location. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a discount rate that reflects the current market assessments of the time value of money. When the liability is initially recognized, the present value of the estimated cost is capitalized by increasing the carrying amount of the related mining assets to the extent that it was incurred prior to the production of related ore.

The periodic unwinding of the discount applied in establishing the net present value of provisions over time is recognized in the consolidated statement of loss and other comprehensive loss as accretion. Changes in rehabilitation estimates attributable to development will be recognized as additions or charges to the corresponding asset and rehabilitation liability when they occur.

#### **14. CHANGES IN ACCOUNTING STANDARDS AND INITIAL ADOPTION**

None during the current year.

#### **15. SECURITIES OUTSTANDING**

As of January 28, 2022 the Company has issued one class of common shares of which a total of 396,429,993 are outstanding.

On January 28, 2022, the Company had no common share purchase warrants outstanding. The 15,743,000 common share purchase warrants as at September 30, 2019 all expired unexercised.

Options granted under the stock option plan of the Company (each, an “Option”) outstanding as of January 28, 2022 totaled 2,562,000 options exercisable into 9,049,000 common shares at exercise prices of CA \$0.05 through August 2023 of which 2,562,000 options are currently exercisable as a result of vesting provisions.

“CEG” is the stock trading symbol for the Company on the CSE and CEGMF for the OTCQB International Symbol on the OTC market.

#### **16. CONTROLS**

##### **National Instrument 52-109**

##### *Evaluation of disclosure controls and procedures*

Public companies are required to perform an evaluation of disclosure controls and procedures annually and to disclose management’s conclusions about the effectiveness of these disclosure controls and procedures in its annual Management’s Discussion and Analysis. The Company has established, and is maintaining, disclosure controls and procedures to provide reasonable assurance that material information relating to the Company is disclosed in annual filings, interim filings or other reports, and is recorded, processed, summarized and reported within the time periods specified as required by securities regulations.

Management has evaluated the effectiveness of the Company’s Disclosure Controls and Procedures as at September 30, 2021 and, given the size of the Company and the involvement at all levels of the Chief Executive Officer and Chief Financial Officer,

believes that they are sufficient to provide reasonable assurance that the Company's disclosures are compliant with securities regulations.

*Internal controls over financial reporting*

Management of the Company is responsible for evaluating the design of internal control over financial reporting. The Chief Executive Officer and Chief Financial Officer, together with other members of management, after having designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial reporting in accordance with IFRS as of September 30, 2021, have not identified any changes to the Company's internal control over financial reporting in the latest reporting period that would materially affect, or are reasonably likely to materially affect, the Company's internal control over financial reporting.