FORWARD LOOKING INFORMATION

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, cost of exploration expenditures, capital expenditures, the success of mining operations, environmental risks, permitting risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. By their very nature, forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause the Company's actual results, performance or achievements to materially differ from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore resources or reserves, grade or recovery rates; accidents, labour disputes, scarcity of labour and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; inability to fulfil the duty to accommodate First Nations; as well as those factors detailed from time to time in the Company's interim and annual financial statements. Although the Company has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events, or results not to be as anticipated, estimated, or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Other than as specifically required by law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results otherwise.

Introduction

This Management's Discussion and Analysis ("MD&A") provides a discussion and analysis of the financial condition and results of operations of Kiboko Gold Inc. ("Kiboko" or the "Company") to enable a reader to assess material changes in the financial condition and results of operations as at and for the three months ended March 31, 2024. This MD&A has been prepared with reference to National Instrument 51-102 - Continuous Disclosure Obligations of the Canadian Securities Administrators. The effective date of this MD&A is May 10, 2024 and was reviewed and approved by the Board of Directors.

The MD&A should be read in conjunction with the Company's condensed interim financial statements for the three months ended March 31, 2024 and 2023, and the notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including International Accounting Standard 34 – Interim Financial Reporting, as published by the International Accounting Standards Board. Refer to Note 2 of the annual audited financial statements for the year ended December 31, 2023, for disclosure on the Company's material accounting policies.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls, and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company follows recommended corporate governance guidelines to ensure transparency and accountability.

The technical contents of this MD&A have been reviewed by Ivor W.O. Jones, M.SC., P.Geo., FAusIMM, (OGQ Special Authorization Permit 74658), the Company's Vice President, Technical Services and Project Evaluation, and the Company's "Qualified Person" as defined by Canadian Securities Administrators within the meaning of National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101").

As the Company has no source of revenue at this time, it will continue to require additional capital to advance the Company's exploration projects, as well as to fund other corporate expenditures.

Overview and Strategy

The Company was incorporated under the provisions of the British Columbia Business Corporations Act on May 2, 2019. The Company was originally incorporated as Kiboko Exploration Inc. but changed its name to Kiboko Gold Inc. on March 1, 2021. The Company is focused on the acquisition, exploration, and development of precious metal deposits, particularly gold. The Company currently has an interest in the Harricana Gold Project (the "Project"), which is in the Abitibi gold belt in Québec. Substantially all of the Company's efforts have been devoted to financing and advancing the Harricana Gold Project.

On June 29, 2022, the Company completed its initial public offering for gross proceeds of $6,038,000, and its common shares commenced trading on the TSX Venture Exchange ("TSXV") at the opening of business on July 5, 2022. The common shares of the Company trade under the symbol "KIB".

Suspension of Resource Evaluation Activities

On November 28, 2023, the Company announced that due to current market conditions and the need to preserve working capital, the Company had decided to temporarily postpone external resource evaluation activities. This move was aimed at preserving its limited working capital while the Company completed an internal review of its models.

On February 7, 2024, the Company announced that despite a thorough review of the results of its Phase 1 exploration program on the Fontana area of the Project, it was not able to identify a near-surface gold deposit of economic significance and had decided to discontinue mineral resource evaluation for this area and will focus future exploration efforts on other areas of the property. The Company and its Board of Directors will explore different funding options and, additionally, will explore potential strategic alternatives.

Overall Activities and Performance

Exploration and Evaluation - Harricana Gold Project

The Harricana Gold Project is located in the Abitibi Greenstone Belt approximately 15 kilometres ("km") northeast of the town of Amos and consists of 234 contiguous exploration claims covering an area of 102 km^2 in Duverny Township, Québec. The Harricana Gold Project was formerly known as the Fontana Gold Project.

Except for four claims, all of the 234 claims in the Harricana Gold Project are 100% held by the Company. On the remaining four claims, the Company holds a 65% interest, with an option to earn the remaining 35%. As per an option agreement originally entered into with Sementiou Inc. ("Sementiou") dated May 23, 2010, the Company can earn a further 15% interest for a total 80% interest in these four claims by incurring $4,000,000 in exploration expenditures. The Company has the right to acquire the remaining 20% interest through a business combination with Sementiou or by purchasing any or all of the 20% interest by paying the sum of $1,000,000 for each 1% interest in these four claims.

<u>Royalties</u>

The Harricana Gold Project is subject to various royalties, including a 2% net smelter return ("NSR") royalty held by Globex on 195 of the Project's claims, covering approximately 90 km^2, which includes the areas in the Company's Phase 1 exploration program. This Globex NSR royalty provides for a customary 90-day right-of-first-refusal ("ROFR") on the sale of any portion of the Globex NSR royalty in favour of Kiboko and also provides an option to buyout one-half of the 2% Globex NSR royalty for $2,000,000 at any time prior to commercial production.

An additional 1.8% NSR royalty on 69 of the Project's claims that make up the area referred to as the Chenier claims (the "Chenier Family NSR"). The Chenier Family NSR can be purchased at any time for $360,000, and a 90-day ROFR on any potential sale of this royalty has been granted to the Company.

Sementiou holds a 2% NSR royalty on 106 claims in the areas referred to as East Mac, East Mac Sud, and Duvay North. Kiboko has the right, at any time, to purchase 1% of the royalty for $1,000,000, along with a ROFR on the remaining 1%, if Sementiou wishes at any time to sell, transfer or assign the royalty to a third party.

Finally, a single claim is subject to a 2.5% NSR royalty that allows, at any time, Kiboko to purchase 1% of the royalty for $1,000,000, along with a ROFR on the remaining 1.5%.

Geology and Mineralization

The Harricana Gold Project is located within the Abitibi terrane at the southeastern border of the Superior Cratonic Province (or Superior Craton), which mostly comprises Archean-aged greenstone belts and granitoids that host orogenic gold mineralization.

From south to north, this region is underlain by the lithologies of the Figuery Group, the Amos Group, the Dalquier Group (comprising the La Morandière and Lac Arthur Formations), the Béarn Group, the Chicobi Group, and the Desboues Formation.

The region has several large-scale strike faults and/or shear zones, trending west to west-northwest with steep dips.

Outcrop and drilling information compiled from previous operators describe a strong spatial relationship between the gold mineralization, the zone of alteration (e.g., carbonate-alteration), the late Archean shear zones, and the magmatic intrusion.

The gold-bearing quartz veins of the Fontana area deposits appear to be associated with a series of thin ductile shear zones, that strike northwest–southeast. The main shear zone strikes N135°. Individual shears can be less than a metre or, in individual zones, up to tens of metres, with the overall package in the tens of metres.

The Duvay deposit is located in mafic volcanic rocks of the Lac Arthur Formation. The gold-bearing quartz veins are associated with ductile shear zones trending northwest–southeast and northeast–southwest.

The Monpas area deposit is located in a long northwest–southeast shear structure parallel to the main regional fault zones (N100°–N120°) that is a few kilometres south of the Fontana prospect area. This structure crosscuts the Duverny intrusion.

Exploration History

The area included in the Harricana Gold Project has had multiple historical gold discoveries dating back to the 1930s and has been explored by various companies intermittently since this time. The gold occurrences on the property are typical of the Abitibi region of Québec, associated with shear zones, quartz veins, and faults. No mineral resources have been defined on the property to NI 43-101 standards.

Most of this work is described in assessment reports filed with the Québec government. Since the 1930s, more than 1,000 drillholes have been recorded on or near the property, as well as stripping, trenching, bulk sampling, and both airborne and ground geophysical surveys. Prior to the drill program that Kiboko commenced in September 2022, the Company had not completed any drilling on the Harricana Gold Project.

Technical Report

WSP Canada Inc. ("WSP") was retained to review the work the Company had completed to date and prepare a technical report on the Harricana Gold Project. The technical report provides an evaluation of the geologic potential of the Harricana Gold Project and provides recommendations for exploration work. The technical report, prepared by Ian Crundwell, P.Geo., and Bruno Perron, P.Eng., of WSP, dated May 2, 2022, has been filed and is available for viewing under the Company's profile on SEDAR+.

Within the Project area, three priority zones of interest were identified, based on the geographic density of drilling:

(i) Fontana, containing 79,565 metres ("m") of diamond drilling over 420 historic diamond drillholes, situated in the middle of the Project and comprises the main area of past exploration work;
(ii) Monpas, containing 7,913 m of drilling over 31 historic diamond drillholes, approximately two km south of Fontana; and
(iii) Duvay, containing 21,528 m of drilling over 334 historic diamond drillholes, approximately five km north of Fontana.

Harricana Phase 1 Exploration Program

Proceeds from the Company's initial public offering were used to fund the Phase 1 exploration program that was outlined in the May 2022 technical report, which had proposed 12,450 m of drilling over 82 drillholes at the Fontana area of the Project using a combination of oriented HQ diamond core drilling and RC drilling.

The Phase 1 program was intended to verify a significant portion of the 79,565 m of historical Fontana area drilling, characterize gold mineralization in the wall rock surrounding the main vein systems, and partially validate the Fontana area exploration targets.

In September 2022, following the receipt of the necessary permits, a diamond core rig and an RC rig were mobilized to site, and drilling commenced and continued through to the end of November 2022. During this period, a total of 8,212 m was drilled over 55 drillholes (diamond: 3,189 m over 16 drillholes; RC: 5,023 m over 39 drillholes).

Ground conditions at several permitted drill pad locations were determined to be more suitable for winter drilling and were deferred to the winter drill program that commenced in January 2023. Additionally, several drillholes totalling approximately 1,400 m of drilling, originally planned as part of Phase 1, had difficult topography, and it was determined that alternate drilling locations would need to be permitted to test those targeted zones in a future drill program.

Winter drilling commenced with one diamond drill rig in January 2023, and continued until March 2023, completing 2,658 m over 13 drillholes. Two additional diamond drillholes totalling 399 m were completed in April 2023. As a result, the total metres drilled between September 2022 and April 2023 under the Phase 1 exploration program was 11,269 m over 70 drillholes (compared with the 12,450 m over 82 drillholes initially planned).

The Phase 1 exploration program cost was higher than estimated in the May 2022 technical report, which was based on quotes received in January 2022. The cost increases were attributed to increases in labour, equipment, and consumable costs and a slower-than-expected ramp-up in drilling productivity. The mining industry was experiencing a tightening and highly competitive labour market, and the cost of attracting and retaining qualified personnel with the critical skills necessary to manage and execute exploration programs had increased versus budgeted amounts. The Company was able to secure qualified personnel and reliable equipment but at higher-than-expected costs. Due to the tightness in the local labour market, most personnel were sourced from other regions of Québec, resulting in higher travel and accommodation expenses.

Similarly, the lack of local equipment rentals and certain consumables resulted in many items being sourced from other regions of Québec, also contributing to higher costs. In addition to the cost increases, the ramp-up time required to achieve expected drilling rates was longer than expected. This lower-than-expected drilling productivity at the start of drilling extended the timeline required to complete the program and resulted in increased overall costs.

Results from the Phase 1 drill program have been outlined in four press releases issued by the Company dated January 26, 2023, May 31, 2023, June 20, 2023, and July 10, 2023. The drilling was conducted on the Fontana area of the Project and focused on the following zones:

- Marcotte Zone (formerly referred to as Fontana Main) – 6,055 m over 42 drillholes;
- Hooper-Bunkhouse Zone – 4,166 m over 22 drillholes;
- Claverny Zone – 371 m over 3 drillholes; and
- Lot 14 Zone – 677 m over 3 drillholes.

<u>Phase 1 Exploration Program Evaluation</u>

Following the completion of drilling and the receipt of assay results, the Company completed a thorough review of the Phase 1 exploration results and concluded that the evaluation of the Fontana area of the Project had not identified a near-surface gold deposit of economic significance. As a result, the Company has discontinued mineral resource evaluation for this area.

Kiboko's Phase 1 program was intended to: 1) verify a significant portion of the 79,565 m of historical Fontana area drilling, 2) characterize gold mineralization in the wall rock surrounding the main vein systems, and 3) partially validate the Fontana area exploration targets (as defined in the May 2022 technical report).

The Company had concluded that its Phase 1 program verified the results of drilling conducted before 2011. However, this program did not reproduce the results from drilling carried out between 2011 and 2017. Compared to the earlier drilling, the data from the 2011 to 2017 period suggested more robust and extensive mineral intercepts. The Company had initially attributed these ostensibly superior results to the use of NQ-diameter diamond drilling, which yielded larger, more representative samples than the smaller diameter drills used prior to 2011. Kiboko's drilling utilized larger diameter drilling methods (HQ-sized core and 5.25-inch RC) that were rotary split into nominal 0.5 kg sub-samples for assaying (versus 30 g sub-samples typically used in the historical drilling), which was anticipated to produce superior results relative to the drilling prior to 2011. The end result was that Kiboko's drilling was consistent with the pre-2011 drilling in the proportion and grade of the mineralization.

(in Canadian dollars, unless otherwise noted)

The Phase 1 program also aimed to characterize gold mineralization in the wall rock surrounding the mineralized structures through continuous sampling, addressing the selectivity of historical sampling protocols. Further, 1980s bulk sampling programs suggested potentially economically viable concentrations of gold around the principal veins. However, Kiboko's drilling found that the material between structures was either unmineralized or mineralized below a grade of interest, and the mineralized structures appear to be too broadly spaced to form significant packages.

A further objective of the Phase 1 drill program aimed to validate the assumptions forming the basis of the exploration targets in the Fontana area. Although certain assumptions were substantiated through Kiboko's drilling, the anticipated mineralization of the wall rock surrounding the quartz-carbonate veins, suggested by 1980s bulk sampling, was not encountered in significant quantities. The lower-than-anticipated gold content adversely affected the mineral resource evaluation.

Kiboko's modelling revealed many mineralized structures, generally described as thin fractures in altered igneous rocks. Kiboko's interpretation is that the observed mineralization represents an interconnected network of quartz-carbonate veins, veinlets, and shears, all anastomosed within large, sub-vertical, zones of deformation. The variability in gold grades is consistent with historical data and is typical of moderate-grade environments containing both fine and coarse grains of native gold, which was encouraging. However, Kiboko's drilling indicates that there is a lack of meaningful continuity of these structures along strike, which adversely affected the mineral resource evaluation.

After analyzing the Phase 1 program's evaluation results, the Company concluded that the Fontana area is unlikely to contain a near-surface mineral deposit of significant economic interest in a stand-alone scenario.

Harricana Gold Project Expenditures

The Company has expensed all exploration and evaluation expenditures during the periods presented, in accordance with the Company's accounting policies, as the Harricana Gold Project has not met the technical feasibility and commercial viability criteria to be capitalized and classified as a mining property. As of March 31, 2024, the Company did not hold any assets classified as mining properties. The following is a list of expenditures for the three months ended March 31, 2024 and 2023, and since the Company's acquisition of the initial option on the Project in 2019.

	Three months ended March 31, 2024	Three months ended March 31, 2023	Project to March 31, 2024
	$	**$**	**$**
Assay and lab analysis	**-**	248,286	**482,454**
Claim renewal fees	**1,912**	7,018	**31,137**
Consulting geologists	**6,714**	78,848	**1,029,528**
Drilling	**-**	595,257	**2,565,644**
Field equipment and consumables	**810**	27,206	**200,391**
Line cutting and groundwork	**-**	11,120	**52,549**
Permitting	**-**	360	**48,242**
Property acquisition costs	**-**	-	**2,314,882**
Refundable tax credits	**-**	-	**(376,025)**
Rent	**8,700**	13,050	**79,850**
Travel and accommodation	**1,661**	28,081	**154,483**
Other	**11,313**	14,410	**126,737**
Total expenditures	**31,110**	1,023,636	**6,709,872**

(in Canadian dollars, unless otherwise noted)

Between September 2022 and April 2023, the Company completed 11,269 m of drilling over 70 drillholes in the Fontana area of the Harricana Gold Project.

Drilling recommenced in January 2023 and continued into early March 2023, during which the Company completed 2,658 m of drilling over 13 drillholes. In April 2023, the Company completed an additional two diamond drillholes over 399 m, bringing the total number of metres drilled in the Phase 1 exploration program to 11,269 m over 70 drillholes. As a result of a tightening and highly competitive labour market, the cost of qualified personnel to manage and execute the exploration program was higher than outlined in the May 2022 technical report. The Company also struggled to hire locally due to market conditions, requiring most personnel to be sourced from other regions of Québec, resulting in higher travel and accommodation expenses for the exploration program. Expenses incurred in the second half of 2023 and the first quarter of 2024 related to work done evaluating the drilling results, as there has been no fieldwork since the second quarter of 2023.

Outlook

On February 7, 2024, the Company announced its decision to discontinue its Phase 1 exploration program at the Fontana area of the Harricana Project. While this initial exploration did not uncover near-surface gold deposits of economic significance, it has significantly enhanced the Company's understanding of the local geological framework.

Spanning over 100 km^2, management continues to believe that the Harricana Gold Project holds promising potential to host economically viable gold deposits. Bolstered by insights gained from the recent exploration, the Company is now reassessing its project pipeline at the Project, which benefits from extensive historical drilling at most target areas, to optimize our approach for future exploration activities. The resumption of exploration activities is dependent on securing additional funding due to working capital constraints.

In parallel, as part of our strategic review, we are exploring a range of options that could potentially enhance shareholder value. These include selling or optioning assets, a potential sale of the Company, mergers, or other business combinations. The Company is committed to maximizing the potential of the Harricana Gold Project and remains confident in its ability to deliver significant returns. No timetable has been set for this process, and no decisions have been made regarding strategic alternatives. There can be no assurance that this review of strategic alternatives will result in a transaction.

Results of Operations

A summary of the Company's operating results is as follows:

	Three months ended March 31, 2024	**2023**
	$	**$**
Expenses		
Exploration and evaluation expenses	**31,110**	1,023,636
General and administrative expenses:		
Consulting and management fees	**40,875**	40,385
Share-based compensation	**16,965**	50,893
Professional fees	**6,315**	15,054
Transfer agent, listing, and filing fees	**12,702**	7,973
Office expense	**523**	518
Travel expense	**-**	1,014
Marketing expense	**3,501**	22,905
Insurance expense	**6,531**	6,876
Bank charges	**253**	179
	87,665	145,797
Loss before other items	**118,775**	1,169,433
Other items		
Interest expense	**-**	4,013
Interest income	**(403)**	(10,310)
Settlement of flow-through premium liability	**-**	(319,912)
Loss and comprehensive loss for the period	**118,372**	843,224

Three months ended March 31, 2024 and 2023

During the three months ended March 31, 2024 ("Q1/24"), the Company recorded a loss of $118,372, compared with a loss of $843,224 during the three months ended March 31, 2023 ("Q1/23"). The reduced loss was due to lower exploration and evaluation expenses with the cessation of resource evaluation activities announced in November 2023, and lower general and administrative expenses, partially offset by lower interest income and the settlement of the flow-through premium liability recorded in Q1/23.

No exploration fieldwork took place during Q1/24. Additional details on exploration and evaluation expenditures during the three months ended March 31, 2024 and 2023, and for the Project to date are outlined above under the section entitled "Exploration and Evaluation - Harricana Gold Project." The Company's accounting policy is to expense all exploration and evaluation expenditures as incurred, including the costs of acquiring licenses and other acquisition costs.

The lower general and administrative expenses in Q1/24 compared with Q1/23 were due to lower share-based compensation, and lower professional, travel, and marketing expenses due to the Company's financial position.

Liquidity and Capital Resources

On November 28, 2023, the Company announced that it was temporarily postponing external resource evaluation activities. This move was aimed at preserving its limited working capital while the Company completed an internal review of its models. On February 7, 2024, the Company announced that it was not able to identify a near-surface gold deposit of economic significance and had decided to discontinue mineral resource evaluation for the focus area of the Phase 1 exploration program. Due to the Company's limited working capital, all discretionary activities and spending have been stopped until additional funds are raised.

As of March 31, 2024, the Company had a working capital deficit of $46,717, which included cash and cash equivalents of $56,047, receivables of $4,972, and prepaid expenses and advances of $7,840, which were more than offset by accounts payable and accrued liabilities of $24,107 and amounts due to related parties of $91,469.

The financial statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The Company is dependent on equity capital to fund the continued exploration and development of its Harricana Gold Property and its ongoing operations. The Harricana Gold Project will require significant expenditures, and additional funds will be required to recommence exploration work.

There are many external factors that can adversely affect general workforces, economies, and financial markets globally. Examples include, but are not limited to, the COVID-19 global pandemic and political conflict in other regions. It is not possible for the Company to predict the duration or magnitude of adverse results of such external factors and their effect on the Company's business or ability to raise funds.

(in Canadian dollars, unless otherwise noted)

Cash Flows

Three months ended March 31, 2024 and 2023

Operating Activities

During Q1/24, operating activities used $132,188, compared with $1,084,008 during Q1/23. Cash used in operating activities during Q1/24 was significantly lower due to reduced exploration and evaluation expenditures, and lower general and administrative expenses, partially offset by movement in non-cash working capital. The movement in non-cash working capital was largely the result of a decrease in accounts payable and accrued liabilities.

Investing Activities

During Q1/24, restricted cash, in the form of an $11,500 security deposit on a corporate credit card facility, was released as the facility was cancelled. The Company had no investing activities during Q1/23.

Financing Activities

There were no financing activities during Q1/24 and Q1/23.

Contractual Obligations

As at December 31, 2022, the Company was committed to incur a further $1,590,975 in Canadian exploration expenses by December 31, 2023 arising from flow-through share agreements. The Company satisfied the required exploration expenditures in 2023.

Off-Balance Sheet Items

As at March 31, 2024, the Company did not have any off-balance sheet items.

Selected Annual Information

The following is a summary of the Company's financial results for the three most recently completed financial years:

	2023	2022	2021
	$	$	$
Revenues	**-**	-	-
Loss	**1,502,302**	4,576,276	974,595
Loss per share, basic and diluted	**0.03**	0.16	0.07
Total assets	**210,590**	2,098,971	456,125
Long-term liabilities	**-**	-	-

Quarterly Information

Period	**Interest income**	**Operating costs**	**Loss**	**Loss per share**	**Total assets**
	$	$	$	$	$
Q1 – March 31, 2024	403	31,110	118,372	-	68,859
Q4 – December 31, 2023	268	90,302	151,428	-	210,590
Q3 – September 30, 2023	2,532	(14,494)	62,038	-	378,664
Q2 – June 30, 2023	4,794	377,614	445,612	0.01	545,104
Q1 – March 31, 2023	10,310	1,023,636	843,224	0.02	1,019,646
Q4 – December 31, 2022	24,345	1,753,506	1,361,527	0.03	2,098,971
Q3 – September 30, 2022	21,434	1,110,828	1,142,768	0.03	4,563,988
Q2 – June 30, 2022	-	1,598,531	1,928,120	0.14	5,750,275

(in Canadian dollars, unless otherwise noted)

The Company has no sales revenue. Until its initial public offering on June 29, 2022, Kiboko was a private company working to advance and earn into its option on the Harricana Gold Project. The large loss in the second quarter of 2022 is mainly due to satisfying various requirements under the option agreement on the Harricana Gold Project. The large losses in the third and fourth quarters of 2022 and the first and second quarters of 2023 were primarily due to the exploration program that commenced in September 2022 and the payment of $350,000 under the option agreement to complete the earn-in on the Harricana Gold Project in the third quarter of 2022. The reduced losses in the third and fourth quarters of 2023 and the first quarter of 2024 reflect the cessation of drilling in the second quarter of 2023, a refundable resource tax credit of $218,386 recorded during the third quarter of 2023, and reduced activity since the fourth quarter of 2023 to preserve the Company's limited working capital.

Share Capital Information

As at May 10, 2024, the date of this report, the Company had the following outstanding:

- 44,137,093 common shares
- Stock options

Number of options	Exercise price	Expiry date
3,410,000	$0.20	July 22, 2027
3,410,000		

- Warrants

Number of warrants	Exercise price	Expiry date
18,802,692	$0.40	June 29, 2027
5,520,000	$0.45	June 29, 2027
24,322,692		

During the year ended December 31, 2023, 958,935 compensation warrants expired unexercised, and as a result, $37,303 was reclassified from equity reserves to share capital.

Financial Instruments

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity, credit, and market risks. Where material, these risks are reviewed and monitored by the Board of Directors.

<u>Liquidity Risk</u>

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company has relied upon equity financings and short-term convertible loans to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms. The Company it will need additional capital in the future to finance the ongoing exploration of its properties, such capital to be derived from the completion of other equity financings. The Company has limited financial resources, no source of operating income, and has no assurance that additional funding will be available to it for future exploration and development of its projects. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success.

Credit Risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash and cash equivalents, restricted cash, and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and cash equivalents, and restricted cash with high-credit quality financial institutions. The Company's cash and cash equivalents, and restricted cash are held with major Canadian-based financial institutions. Receivables mainly consist of sales tax refunds due from various levels of government in Canada.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, other price risk, and foreign exchange rates. The Company holds its cash and cash equivalents in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market interest rates do not have a significant impact on the estimated fair value of the Company's cash and cash equivalent balance as at March 31, 2024. The Company does not have any financial assets subject to changes in exchange rates, so it does not expect exchange rates to have a material impact on the Company.

Fair Value

The Company's financial instruments consist of cash and cash equivalents, restricted cash, receivables, accounts payable and accrued liabilities, and amounts due to related parties. The fair value of these financial instruments approximates their carrying values due to their short term to maturity. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

Capital Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives, including funding of future growth opportunities and the pursuit of accretive acquisitions; and
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis. The Company's ability to continue to carry out its exploration activities is dependent upon securing additional financing. The Company considers its capital to be comprised of shareholders' equity.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts future cash flows based on operating expenditures and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. The Company's capital management objectives, policies, and processes have remained unchanged during the three months ended March 31, 2024. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body.

Material Accounting Policies

The Company's material accounting policies are described in Note 2 to the audited financial statements for the year ended December 31, 2023.

Critical Accounting Estimates and Judgments

The preparation of the financial statements requires management to make certain estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the year. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to the following:

(ii) Stock options and compensation warrants are valued using the Black-Scholes option pricing model as a measure of fair value.
(iii) The recognition of deferred tax assets based on the change in unrecognized deductible temporary tax differences.

Recent Accounting Pronouncements

There are no new accounting pronouncements that would have a significant effect on the financial statements.

Commitments and Contingencies

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The Company is party to certain management contracts that have been amended during the first quarter of 2024. Originally, these contracts contained minimum commitments equal to the total fees paid during the 12-month period immediately prior to the date of termination. These contracts also contained minimum commitments, in the event of a change of control, equal to the greater of i) two times the annual fee under the contract, or ii) two times the total fees paid during the 12-month period immediately prior to the date of such change in control. In recognition of the Company's financial position, all the management contracts have been amended to remove the minimum commitments and the change of control provisions.

In connection with the flow-through financings, the Company has indemnified the subscribers against certain tax-related amounts that may become payable by the subscribers should the Company not meet its flow-through expenditure commitments. During 2023, the Company completed the exploration spending requirement arising from flow-through share agreements that were entered into as part of the June 26, 2022 flow-through financing.

(in Canadian dollars, unless otherwise noted)

Transactions with Related Parties

Total amounts due to related parties as of March 31, 2024 of $91,469 (December 31, 2023 - $45,000) consisted of outstanding fees for services of $88,713 (December 31, 2023 - $45,000) and $2,756 in reimbursable expenses (December 31, 2023 - $nil) due to officers and directors. In respect of services provided to and expenses incurred on behalf of the Company, the Company owed various related parties the following at March 31, 2024 and December 31, 2023:

	March 31, 2024	December 31, 2023
	$	$
Aslan United Capital Corp. – service fees (Company controlled by an officer and director)	**50,000**	25,000
BJB Financial Consulting Inc. – service fees and expenses (Company controlled by an officer)	**37,756**	20,000
Aurum Consulting – service fees (Company controlled by an officer)	**3,713**	-
	91,469	45,000

During the three months ended March 31, 2024, the Company recognized share-based compensation expense of $16,666 (three months ended March 31, 2023 - $49,998) for options granted to various officers and directors of the Company.

Compensation of key management personnel of the Company

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of the Board of Directors, and certain corporate officers, including the Chief Executive Officer and Chief Financial Officer, as well as two Vice-Presidents. During the three months ended March 31, 2024, service fees of $43,713 to key management personnel were incurred (three months ended March 31, 2023 - $118,848).

In June 2022, upon completion of the initial public offering, the Company entered into various management contracts. In recognition of the Company's financial position, these management contracts were amended during the first quarter of 2024. Details on the contracts are as follows:

- An amended management contract was entered into with Aslan United Capital Corp., a company controlled by Jeremy Link, a director of Kiboko, for his services as President and CEO at a fee of $8,333 per month.
- A management contract was entered into with Aurum Consulting, a company controlled by Ivor Jones, for his services as VP, Technical Services and Project Evaluation for the Company, at a fee of US$156 per hour.
- A management contract was entered into with Olivier Féménias, a director of the Company, for his services as a VP for the Company at a rate of €100 per hour.
- A management contract was entered into with BJB Financial Consulting Inc., a company controlled by Bradley Boland, for his services as Chief Financial Officer of the Company, at a fee of $5,000 per month.

Originally, these management contracts contained minimum commitments equal to the total fees paid during the 12-month period immediately prior to the date of termination. These contracts also contained minimum commitments, in the event of a change of control, equal to the greater of i) two times the annual fee under the contract, or ii) two times the total fees paid during the 12-month period immediately prior to the date of such change in control. In recognition of the Company's financial position, these management contracts have been amended to remove the minimum commitments and payments under the change of control provisions.

Additional Disclosure for Companies Without Significant Revenue

An analysis of significant components of the Company's exploration and evaluation expenditures is disclosed in Note 5 in the condensed interim financial statements for the three months ended March 31, 2024 and 2023. Additionally, an analysis of general and administrative expenses is disclosed in the condensed interim financial statements for the three months ended March 31, 2024 and 2023.

Risk Factors

The Company's operations are speculative due to the high-risk nature of its business, which is the acquisition, financing, exploration, and development of mining properties. These risk factors, although not exhaustive, could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking information relating to the Company. An additional discussion of risk factors relating to the Company's business is provided under the section entitled "Risk Factors" in the long-form prospectus of the Company dated June 22, 2022, filed on SEDAR+.

Liquidity Concerns and Future Financings

The Company will require significant capital and operating expenditures in connection with the development of its properties. There can be no assurance that the Company will be successful in obtaining the required financing as and when needed. Volatile markets may make it difficult or impossible for the Company to obtain debt financing or equity financing on favourable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone or slow down its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its activities.

Dilution Risk

In order to finance future operations and development efforts, the Company may raise funds through the issue of common shares or securities convertible into common shares. The constating documents of the Company will allow it to issue, among other things, an unlimited number of common shares for such consideration and on such terms and conditions as may be established by the directors of the Company, in many cases, without the approval of shareholders. The size of future issues of common shares or securities convertible into common shares or the effect, if any, that future issues and sales of the common shares will have on the price of the common shares cannot be predicted at this time. Any transaction involving the issue of previously authorized but unissued common shares or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective shareholders of the Company.

Nature of Mining, Mineral Exploration, and Development Projects

Mining operations generally involve a high degree of risk. The Company's operations are subject to the hazards and risks normally encountered in mineral exploration, development, and production, including environmental hazards, explosions, unusual or unexpected geological formations or pressures and periodic interruptions in both production and transportation due to inclement or hazardous weather conditions. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in mining, monetary losses, and possible legal liability.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries or the development of commercial quantities of ore.

Development projects have no operating history upon which to base estimates of future cash operating costs. For development projects, reserve and resource estimates and estimates of cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drillholes and other sampling techniques, and feasibility studies, which derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, ground conditions, the configuration of the ore body, expected recovery rates of minerals from the ore, estimated operating costs, anticipated climatic conditions, and other factors. As a result, actual production, cash operating costs, and economic returns could differ significantly from those estimated. It is not unusual for new mining operations to experience problems during the start-up phase, and delays in the commencement of production can often occur.

No Revenues

To date, the Company has recorded no revenues from exploration operations, and the Company has not commenced commercial production or development on any property. There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent periods in relation to the engagement of consultants, personnel, and equipment associated with advancing exploration, development, and commercial production of the Company's properties. The Company expects to continue to incur losses for the foreseeable future. The development of the Company's properties will require the commitment of substantial resources to conduct time-consuming exploration. There can be no assurance that the Company will generate any revenues or achieve profitability.

Licences and Permits, Laws, and Regulations

The Company's exploration and development activities, including mine, mill, road, rail, and other transportation facilities, require permits and approvals from various government authorities and are subject to extensive federal, provincial, and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent, and compliance can therefore become more costly. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities. There can be no guarantee that the Company will be able to maintain or obtain all necessary licences, permits and approvals that may be required to explore and develop its properties, commence construction or operation of mining facilities.

Mineral Commodity Prices

The profitability of the Company's operations will be dependent upon the market price of mineral commodities, particularly gold. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates can all cause significant fluctuations in gold prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems, and political developments. The price of mineral commodities has fluctuated widely in recent years, and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition, and profit or loss.

Title to Properties

Although the Company has taken steps to verify the title to the exploration and evaluation properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title. Title to exploration and evaluation properties may be subject to unregistered prior agreements or transfers and may also be affected by undetected defects or the rights of indigenous peoples. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its properties for which titles have been issued are in good standing.

Uninsured Risks

The Company maintains insurance to cover normal business risks. In the course of exploration and development of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including explosions, rock bursts, cave-ins, fire, and earthquakes may occur. It is not always possible to fully insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could result in significant liabilities to the Company and increase the costs of projects.

Environmental

The Company's activities are subject to extensive federal, provincial, and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines, and penalties for non-compliance are also increasingly stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Further, any failure by the Company to comply fully with all applicable laws and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations.

Competition

Kiboko competes with many other mining companies that have substantially greater resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operation and business.

Dependence on Outside Parties

Kiboko has relied upon consultants, geologists, and others, and intends to rely on these parties for exploration, development, construction, and operating expertise. Substantial expenditures are required to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop processes to extract the commodity from the ore. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

Conflicts of Interest

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other companies, and to the extent that such other companies may participate in ventures in which the Company may participate, the directors of Kiboko may have a conflict of interest in negotiating and concluding terms respecting such participation.

Dividends

To date, Kiboko has not paid any dividends on its outstanding securities and does not expect to do so in the foreseeable 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.

Litigation

The Company has entered into legally binding agreements with various third parties. The interpretation of the rights and obligations that arise from such agreements is open to interpretation and the Company may disagree with the position taken by the various other parties resulting in a dispute that could potentially initiate litigation and cause the Company to incur legal costs in the future. Given the speculative and unpredictable nature of litigation, the outcome of any such disputes could have a material adverse effect on the Company.

Risk Management

Mineral exploration and development companies face many and varied kinds of risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practical. There are many external factors that can adversely affect general workforces, economies, and financial markets globally. Examples include, but are not limited to, the COVID-19 global pandemic and political conflict in other regions. It is not possible for the Company to predict the duration or magnitude of adverse results of such external factors and their effect on the Company's business or ability to raise funds.