



**KALO GOLD**

**KALO GOLD CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE MONTHS ENDED FEBRUARY 28, 2023 AND 2022  
(EXPRESSED IN CANADIAN DOLLARS)**

## **GENERAL**

This Management's Discussion and Analysis ("MD&A") of Kalo Gold Corp. ("Kalo" or the "Company"), formerly Kalo Gold Holdings Corp., is prepared as of April 28, 2023, and provides analysis of the Company's financial results for the six months ended February 28, 2023 compared to the six months ended February 28, 2022.

The following information should be read in conjunction with the Company's February 28, 2023 condensed interim consolidated financial statements with accompanying notes and with the Company's audited consolidated financial statements with accompanying notes and related MD&A for the fiscal year ended August 31, 2022, which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All dollar figures are expressed in Canadian dollars unless otherwise stated.

There can be no assurance that such information will prove to be accurate, and readers are cautioned not to place undue reliance on this forward-looking information.

All dollar figures are expressed in Canadian dollars unless otherwise stated.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This MD&A contains certain statements that may be deemed "forward-looking statements", including statements regarding developments in the Company's operations in future periods, adequacy of financial resources and future plans and objectives of Company. All statements in this document, other than statements of historical fact, which 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", "interprets" and similar expressions, or events or conditions that "will", "would", "may", "could" or "should" occur. Forward-looking statements in this document include statements regarding future exploration programs, liquidity and effects of accounting policy changes.

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 forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory or governmental approvals and general economic, market or business conditions. 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. Readers are cautioned not to place undue reliance on this forward-looking information.

Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that Management's beliefs, estimates, opinions or other factors should change except as required by law.

These statements are based on a number of assumptions including, among others, assumptions regarding general business and economic conditions, the timing of the receipt of regulatory and governmental approvals for the transactions described herein, the ability of the Company and other relevant parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for the Company's proposed transactions and exploration and development programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause results to differ materially.

## **COMPANY OVERVIEW**

Kalo Gold Corp., formerly Kalo Gold Holdings Corp., was incorporated under the Business Corporation Act (British Columbia) on March 6, 2019. On February 25, 2021, the Company changed its name from E36 Capital Corp. to Kalo Gold Holdings Corp. On August 16, 2021, the Company changed its name once more from Kalo Gold Holdings Corp. to Kalo Gold Corp. The Company's common shares are listed on the TSX Venture Exchange under the symbol "KALO".

The registered office of the Company is located at Suite 1500 - 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7, Canada. The head office of the Company is located at Suite 1430 - 800 West Pender Street, Vancouver, British Columbia V6C 2V6, Canada.

### **Vatu Aurum Gold Project, Republic of Fiji**

Kalo Gold Corp, a gold exploration company, is focused on exploration for low sulphidation epithermal gold deposits of the Vatu Aurum Gold Project ("Vatu Aurum" or "Property") on the island of Vanua Levu (North Island) in the Republic of Fiji. Kalo holds a 100% interest in two Special Prospecting Licenses, covering 367 square kilometers ("km<sup>2</sup>") or 36,700 hectare ("ha") which hosts a minimum of seven volcanic arc related calderas ranging between 1 kilometer ("km") to 10 km in diameter. Vatu Aurum's geological setting may be analogous to the alkaline related low sulphidation epithermal gold deposits of the Vatukoula Gold Mine and the Lion One Metals' Tuvatu Alkaline Gold Project located on Viti Levu, (South Island). Historical exploration work concentrated on the Qiriyaga Hill Prospect and resulted in the identification of over fourteen priority epithermal gold exploration targets.

Both Viti Levu and Vanua Levu are on the prolific Pacific "Ring of Fire", a trend that has produced numerous large deposits, including Porgera, Lihir and Grasberg and the exceptional Vatukoula Gold Mine. The Vatukoula Gold Mine has produced more than 7 million ounces of gold since opening in 1937. The island of Viti Levu also hosts the fully permitted Tuvatu Alkaline Gold Project, where Lion One Metals is fast tracking a high-grade underground gold mining operation that contemplates a 300 tonne per day ("tpd") operation.

Historical work on Vatu Aurum includes 11,423 meters ("m") of diamond drilling of which 50% was conducted by Placer Pacific which was concentrated in the resource area at Qiriyaga Hill Prospect. Vatu Aurum has multiple gold and copper-gold prospects with favorable geology. The Qiriyaga Hill Prospect, where Kalo Gold plans to initially focus its work is a 3.3 km long northeast trending zone. Drilling on Qiriyaga Hill located on the southern end of this zone confirmed the presence of several high-grade zones drill intersections including 8.75 m @ 36.02 grams per tonne ("g/t") gold ("Au") (61.25 m to 80.00 m) and 10 m @ 27.18 g/t Au (76.00 m to 86.00 m) including 3 m @ 120 g/t Au (80.00 m to 83.00 m).

Mineralization at the Qiriyaga Hill Prospect is epithermal type as with the rest of the targets on the Property. Outside of the Qiriyaga Hill Prospect there are at least fourteen additional gold targets that have been identified with some exhibiting copper mineralization. These targets, as with Qiriyaga Hill Prospect, are located within or around up to seven volcanic calderas that are interpreted to be present on the Property.

### **AxelGold Alkalic Gold Project, British Columbia, Canada**

On September 1, 2022, the Company acquired 100% of the issued and outstanding shares of 1271895 B.C. Ltd. ("BCCo"), a British Columbia private company owned by the principals of Agentis Capital Mining Partners, that holds a 100% interest in the AxelGold Alkalic Gold Project ("AxelGold") with the issuance of 7,496,250 Kalo common shares. AxelGold now consists of fifteen claims covering 5,287.8 ha or 52.8 km<sup>2</sup> and is an alkalic related syenite porphyry gold-copper-molybdenum target located north central British Columbia approximately 150 km northeast of Smithers.

Exploration was performed on AxelGold from August 26, 2022 to August 29, 2022. The 2022 exploration program was carried out as a preliminary site visit to confirm geological potential and gather further information on logistical aspects. An extensive amount of exploration work was conducted on AxelGold between 1984 and 2007 including important work by the BC Geological Survey in 2002 which explored much of the project area.

The 2022 field program has been filed as assessment work and twelve claims covering 4,690 ha are now valid until August 19, 2026 and three additional claims covering 597.6 ha, the three were acquired after the 2022 field program was completed, are valid until October 23, 2023.

The addition of an alkalic related gold project compliments Kalo's flagship Vatu Aurum Gold Project, that may also be an alkalic system, positions the Company as a global leader in discovery and advancement of this rare and high potential class of deposit.

## **GOING CONCERN**

This MD&A and the Annual Financial Statements have been prepared on the basis that the Company will remain a going concern which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the Company's next fiscal year. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

As at February 28, 2023, the Company had not advanced its exploration and evaluation assets to commercial production, is not able to finance its day-to-day activities through operations, had an accumulated deficit of \$16,827,784 and insufficient financial resources to achieve profitable operations or become cash flow positive, and the management of the Company cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive or raise additional debt and/or equity capital to finance that objective.

The Company's ability to continue as a going concern is dependent upon the ability to find, acquire and develop various businesses with growth potential, its ability to obtain the necessary financing to carry out this strategy and to meet its corporate overhead needs and discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Therefore, this indicates a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

On December 29, 2022 and January 11, 2023, the Company completed non-brokered private placement share offerings and issued an aggregate of 40,000,000 common shares for gross proceeds of \$2,000,000. In addition, on January 11, 2023, the Company completed a second non-brokered private placement offering, issuing 5,384,611 common shares gross proceeds of \$350,000.

As a result of the above, realization values may be substantially different from the carrying values shown and the interim financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

## **MINERAL PROPERTIES**

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	<b>February 28, 2023</b>	<b>August 31, 2022</b>
Vatu Aurum Gold Project, Republic of Fiji	\$ 1,304	\$ 1,304
AxelGold Alkalic Gold Project, British Columbia, Canada	217,200	-
	<b>\$ 218,504</b>	<b>\$ 1,304</b>

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### **Vatu Aurum Gold Project, Republic of Fiji**

Kalo Exploration Pte Limited, a wholly owned subsidiary of the Company, acquired the Vatu Aurum Gold Project ("Vatu Aurum") in 2009 from Aurum Exploration Ltd. ("Aurum"). Aurum first applied for the licences in the early 2000's and received the licences consisting of Special Prospecting Licences 1464 and 1511 in 2009. Vatu Aurum is located on Vanua Levu, the second largest island (North Island) in the Republic of Fiji. Kalo holds a 100% interest Vatu Aurum, covering 367 km<sup>2</sup> that hosts a minimum of seven volcanic arc related calderas ranging between 1 km to 10 km in diameter in a geological setting that could be analogous to the alkaline related low sulphidation epithermal gold deposits of both the Vatukoula Gold Mine and the Lion One Metals' Tuvatu Alkaline Gold Project located on Viti Levu (South Island). Historical exploration work concentrated on the Qiriyaga Hill Prospect and resulted in the identification of over fourteen additional priority epithermal gold exploration targets.

Both Viti Levu and Vanua Levu are on the prolific Pacific "Ring of Fire", a trend that has produced numerous large deposits, including Porgera, Lihir and Grasberg and the exceptional Vatukoula Gold Mine. The Vatukoula Gold Mine has produced more than 7 million ounces of gold since production commenced in 1937. The island of Viti Levu also hosts the fully permitted Tuvatu Alkaline Gold Project, where Lion One Metals is fast tracking a high-grade underground gold mining operation that contemplates a 300 tpd operation.

In 2021, the Company drilled four holes at the Qiriyaga Hill Prospect ("Qiriyaga Hill") with multiple gold intersections starting at surface, included KGD-01 which recorded 101 m averaging 0.94 g/t Au with several higher-grade intervals,

including 2 m at 6.0 g/t Au from 8 m to 10 m, within a 9 m thick interval from 4 m to 13 m averaging 2.29 g/t Au and in hole KCD17 recorded 8.75 m averaging 36.02 g/t Au. Work to date has identified a large argillic alteration zone associated with high grade epithermal gold mineralization yielding excellent drill results and will be the focus of continued exploration and follow up diamond drilling.

Further, the Company completed mapping and a soil sampling program and both Induced Polarization (IP) and magnetic surveys which indicated three significant priority targets beyond the Qiriyaga Hill that had never been drill tested or they occur beyond the limits of historical drilling. In addition to Qiriyaga Hill exploration activities, the Company also completed reconnaissance mapping and soil sampling at Mouta Prospect ("Mouta"), located on the northwest part of the Property approximately 9 km from Qiriyaga Hill.

In 2022, exploration work consisted of geological and alteration mapping, rock and trench sampling and a 992.5 m three-hole diamond drilling program at Qiriyaga Hill. Analytical results confirmed the presence of a large low sulphidation epithermal gold system.

In January 2023, the Company commenced its 2023 exploration work at Vatu Aurum with the mobilization of drill crews and equipment to site. A full maintenance program was completed on one of the drills which will be used to diamond drill test targets that have been identified at both Qiriyaga Hill and Mouta. In addition, exploration work will consist of a bulk leach extractable gold ("BLEG") and a stream sediment sampling program.

The Company's geological team has been working diligently since mid-February to complete a thorough compilation of some 40 plus years of exploration data that has been collected on the Project. This work is critical to guide the Company's next steps of exploration and drilling. Work includes relogging of portions of the 11,423 meters (m) of drill core and an assessment of the results of 15,155 m of trenching, 8,270 soil sample data points and airborne and ground geophysical surveys that were completed previously. Detailed reviews of hyperspectral alteration and petrographic data is also being conducted and incorporated into a new geological, geochemical, alteration model of the Qiriyaga Hill to delineate vectors to guide exploration both laterally and at depth.

A controlled-source audio-frequency magnetotellurics ("CSAMT") geophysical survey commenced in early April 2023 by Fender Geophysics Pty Ltd from Australia. The survey will cover approximately 12.5 square kilometers covering the Qiriyaga Hill, which includes the high-grade epithermal gold mineralization of the Qiriyaga Hill and Vuinubu Ridge Gold Deposits.

In early April 2023, improvement of a 2.5 km long historical access road commenced to allow access for one of two of the Company's diamond drill rigs to the Mouta. Mouta is located approximately 9 km northwest of the Qiriyaga Hill on the flank of the Mouta Caldera.

The Mouta Prospect is a 330 m long NE-trending soil anomaly characterized by coincident Au-Ag-As-Sb-Hg-Cu-Pb-Zn. Kalo confirmed the presence of gold-silver-copper mineralization at the Mouta Prospect, including: 6.2g/t Au, 645g/t Ag and 3.12% Cu from rock chip outcrop sampling and 3.06g/t Au, 819g/t Ag and 1.63% Cu from a stockpile grab sample.

### **AxelGold Alkalic Gold Project, British Columbia, Canada**

1271985 B.C. Ltd, a wholly owned subsidiary of the Company, owns 100% of the AxelGold Alkalic Gold Project ("AxelGold") located approximately 150 kilometers northeast of Smithers in northern British Columbia. AxelGold has a 2% Net Smelter Returns Royalty ("NSR") of which 1% of the NSR can be repurchased by the Company at any time for \$1,000,000. AxelGold consists of fifteen claims covering 5,287.8-hectares ("ha") with an alkalic related syenite porphyry gold-copper-molybdenum target.

AxelGold is an early stage greenfield alkalic related syenite related gold prospect with a significant amount of historical exploration work. AxelGold is underlain by a multi-phase syenite feldspar porphyry, as an intrusion or sill, that is located proximal to the deep-seated Pinchi Fault system. Older Paleozoic Cache Creek Group, including ultramafic rocks, are juxtaposed against carbonaceous Triassic sediments of the Takla Group. These rocks are then intruded by a +/-3 km by +0.5 km, Cretaceous, pyritic multiphase alkalic intrusive complex or possibly overlain as a sill.

Exploration work conducted between 1984 and 2002 includes >2,900 soils, 550 rock samples, 2,091 m of diamond drilling in 16 holes that indicates that the AxelGold syenite complex is gold bearing yet both it and its margins remain underexplored. Soil surveys identified seven strong large multi-element (Au-Sb-As-Mo-Cu-Zn-Pb) anomalies (up to

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700 m by 300 m) within and immediately adjacent to the syenite. Hydrothermal stages of alteration, including various styles of sericite, carbonate alteration is recognized in drill core. The abundance of carbonate minerals and identification of tellurium in geochemistry results and roscoelite in alteration assemblages is diagnostic of alkaline related precious metal systems.

The best mineralization observed on AxelGold to date occurs in the valley bottom, between diamond drill holes AX87-03 to AX87-06, in a poorly defined quartz-carbonate-fluorite stockwork zone approximately 650 m long. The stockwork zones occur within silicified megacrystic feldspar syenite porphyry. The mineralized zones contain up to 3.12 g/t Au over 5.79 m in drill core and up to 12.6 g/t Au in grab samples from surface trenching. Gold appears to be related to these stockwork zones and is associated with tellurides, chalcocite, pyrite, galena, sphalerite and stibnite mineralization.

Field exploration was performed on AxelGold from August 26, 2022 to August 29, 2022. The 2022 exploration program was carried out as a preliminary site visit to confirm geological potential and gather further information on logistical aspects. In addition, a 711-line km airborne magnetic survey was completed which confirmed all the major structural elements mapped at AxelGold and the surface extent of the syenite intrusion or sill.

The 2022 field program has resulted in assessment work being filed on AxelGold and twelve claims covering 4,690.2 ha are now valid until August 19, 2026 and three additional claims covering 597.6 ha, acquired after the 2022 field program, are valid until October 23, 2023.

During the four days on site, the team covered most of the major targets outlined prior to the expedition as well as expanding into some additional areas. The focus area was primarily around a feature called Gossan Hill named so due to the bright weathering rocks which are conspicuous in the landscape. This is defined as a syenite intrusion or sill and historically has been the main source of gold mineralization. The team carried out mapping of the highlighted areas as well as stream sediment and rock sampling. During the program, a total of twelve rock samples and 6 stream sediment samples were collected and X-Ray Fluorescence (XRF) analysis was conducted on 56 rock samples and 10 stream sediment samples.

AxelGold is an important project of merit for the Company and as such further exploration is warranted. Usually something this remote would have major logistical considerations, but the proximity of access roads and now the major exploration and development of copper-targets to the east makes this more feasible.

**Exploration and Evaluation Expenditures**

The Company has spent the following amounts on exploration and evaluation activities:

	Assay	Camp	Drilling	Geology	Geophysics	Operations	Overhead	Total
2010	\$ -	\$ 64,609	\$ 387,009	\$ 75,071	\$ -	\$ 111,212	\$ -	\$ 637,901
2011	79,107	62,741	335,565	124,852	-	100,853	9,378	712,496
2012	61,404	48,550	143,888	180,496	-	104,008	12,029	550,375
2013	43,792	53,619	122,377	133,080	-	69,353	11,944	434,165
2014	27,175	21,351	14,640	113,470	-	42,696	44,152	263,484
2015	5,794	23,676	64,245	47,944	-	32,524	1,434	175,617
2016	1,351	16,466	32,610	-	-	27,896	4,564	82,877
2017	-	39,436	39,683	3,836	-	47,185	39,253	169,393
2018	1,508	17,636	65,526	619	-	39,230	11,821	136,340
2019	151	5,996	32,674	-	-	28,052	86	66,959
2020	15,844	37,601	39,217	20,224	-	91,708	23,388	227,982
2021	206,141	92,971	291,162	190,335	278,514	188,457	21,313	1,268,893
2022	166,244	34,044	133,630	134,377	38,730	255,378	31,283	793,686
2023	4,397	5,822	16,958	32,394	112,953	75,479	28,563	276,566
	\$ 612,908	\$ 524,518	\$ 1,719,184	\$ 1,056,698	\$ 430,197	\$ 1,214,031	\$ 239,208	\$ 5,796,744

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**Exploration and Evaluation activities during the six months ended February 28, 2023 and 2022**

During the six months ended February 28, 2023, the Company completed the acquisition of AxelGold Alkalic Gold Project on September 1, 2022, and completed a field and airborne magnetics survey to confirm the reported geology and mineralization and acquired an additional 3,712 ha near and around AxelGold to a total of 5,287.8 ha.

In January 2023, the Company commenced its 2023 exploration work at Vatu Aurum Gold Project, mobilized drill crews and equipment to site. A full maintenance program was completed on one of the drills which will be used to diamond drill test targets that have been identified at both Qiriyaga and Mouta. In addition, exploration work consisted of a bulk leach extractable gold ("BLEG") and stream sediment sampling program. The Company has engaged with a geophysical contractor to complete a controlled-source audio-frequency magnetotellurics ("CSAMT") geophysical survey over the Qiriyaga Hill Prospect, and surrounding area which commence early in April 2023.

During the six months ended February 28, 2022, the Company undertook the phase 2 exploration drill program of approximately 1000 m, leveraging the phase 1 airborne IP and ground magnetic geophysical survey results, in addition to soil geochemistry, trenching, diamond drilling that have shown that the Qiriyaga Zone has the potential to be a much larger system, representing a potential 3.3 km x 1.7 km potential gold mineralized area.

**SELECTED FINANCIAL INFORMATION**

<b>Balance Sheet:</b>	<b>February 28, 2023</b>	<b>August 31, 2022</b>
	(\$)	(\$)
Total assets	1,993,812	454,687
Current assets	1,597,643	260,495
Current liabilities	575,647	750,204

  

<b>Operations:</b>	<b>Six months Ended February 28, 2023</b>	<b>Six months Ended February 28, 2022</b>
	(\$)	(\$)
Net loss	1,874,244	545,695
Net comprehensive loss	1,889,620	546,715
Basic and diluted loss per share	0.02	0.01

**SUMMARY OF QUARTERLY RESULTS**

Key financial information for the three months ended February 28, 2023, as well as, the quarters spanning the most recently preceding fiscal years is summarized as follows, reported in Canadian dollars:

	<b>F2022-Q3 May 31, 2022</b>	<b>F2022-Q4 August 31, 2022</b>	<b>F2023-Q1 November 30, 2022</b>	<b>F2022-Q2 February 28, 2023</b>
	(\$)	(\$)	(\$)	(\$)
Total operating expenses	(823,016)	(328,784)	(547,331)	(1,007,606)
Net loss	(822,693)	(315,310)	(463,816)	(1,410,428)
Loss per share	(0.01)	(0.01)	(0.01)	(0.01)

  

	<b>F2021-Q3 May 31, 2021</b>	<b>F2021-Q4 August 31, 2021</b>	<b>F2022-Q1 November 30, 2021</b>	<b>F2022-Q2 February 28, 2022</b>
	(\$)	(\$)	(\$)	(\$)
Total operating expenses	(1,421,874)	(1,059,744)	(545,793)	(1,038,518)
Net loss	(1,420,704)	(1,060,076)	(545,695)	(1,037,945)
Loss per share	(0.03)	(0.01)	(0.01)	(0.02)

### **RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED FEBRUARY 28, 2023**

Operating expenses for the three months ended February 28, 2023 were \$1,007,606, compared to \$1,038,518 incurred the same period in the prior year. The significant differences in expenditures were as follows:

- Consulting expenses and management fees were \$347,071 during the three months ended February 28, 2023, compared to \$236,343 incurred during the same period in the prior year. The increases are primarily a greater number of consultants engaged during the period.
- Exploration and evaluation expenses were \$129,544 during the three months ended February 28, 2023, compared to \$321,571 during the same period in the prior year. Exploration spending decreased during the period due to timing of the start of the work program.
- Legal and professional fees were \$81,771 during the three months ended February 28, 2023, compared to \$60,318, incurred during the same period in the prior year. The increase is primarily due to price increases due to inflation and higher legal fees related to the increase activity during the period.
- Share based payments were \$356,942 during the three months ended February 28, 2023, compared to \$88,159 incurred during the same period in the prior year. The increase in share-based payments is a result of the issuances of stock options and DSUs issued during the period.

In addition, excluding from operating expenses but including in comprehensive loss during the three months ended February 28, 2023, is a loss on settlement of debt of \$408,269, compared to \$nil during the same period in the prior year. As a result of the foregoing, the Company recorded a comprehensive loss for the three months ended February 28, 2023 of \$1,432,243 as compared to a comprehensive loss of \$1,036,368 during the same period in the prior year.

### **RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED FEBRUARY 28, 2023**

Operating expenses for the three months ended February 28, 2023 were \$1,554,937, compared to \$1,584,310 incurred the same period in the prior year. The significant differences in expenditures were as follows:

- Consulting expenses and management fees were \$528,558 during the six months ended February 28, 2023, compared to \$354,700 incurred during the same period in the prior year. The increases are a result of increasing costs of consultants due to inflation, change in US dollar exchange rates and a greater number of consultants engaged during the period.
- Exploration and evaluation expenses were \$279,544 during the six months ended February 28, 2023, compared to \$481,884 during the same period in the prior year. Exploration spending decreased during the period due to timing of the start of the work program.
- Investor relations were from \$137,745 for the six months ended February 28, 2023 compared to \$378,744 incurred during the same period in the prior year. The decrease is primarily due to the number of investor relations advisors the company retained during the period.
- Legal and professional fees were \$99,062 during the six months ended February 28, 2023, compared to \$131,473, incurred during the same period in the prior year.
- Share based payments were \$437,833 during the six months ended February 28, 2023, compared to \$48,309 incurred during the same period in the prior year. The increase in share-based payments is a result of the issuances of stock options, RSUs, and DSUs during the period.

In addition, excluding from operating expenses but including in comprehensive loss during the six months ended February 28, 2023, is a loss on settlement of debt of \$408,269, compared to \$nil during the same period in the prior year. As a result of the foregoing, the Company recorded a comprehensive loss for the six months ended February 28, 2023 of \$457,377 as compared to a comprehensive loss of \$546,715 during the same period in the prior year.



## **LIQUIDITY AND CAPITAL RESOURCES**

### **SHARE DATA**

As at the date of this MD&A, the Company has 119,245,551 common shares, 11,070,000 stock options, 2,144,936 share purchase warrants, 3,000,000 RSUs, and 5,000,000 DSUs issued and outstanding.

Subsequent to the six months ended February 2023, the Company issued common shares as follows:

- On April 3, 2023, the Company issued 596,260 common shares for the settlement of \$71,551 of debt.

During the six months ended February 28, 2023, the Company issued common shares as follows:

- On December 29, 2022, the Company issued 12,500,000 common shares for gross proceeds of \$625,000 in the first tranche of the private placement.
- On January 11, 2023, the Company issued 27,500,000 common shares for gross proceeds of \$1,375,000 in the second tranche of the private placement. In addition, on January 11, 2023, the Company completed a second non-brokered private placement offering, issuing 5,384,611 common shares gross proceeds of \$350,000.
- In connection with the private placements closed on December 29, 2022 and January 11, 2023, the Company paid finders' fees of \$82,600 and issued 1,652,000 finders warrants, exercisable at a price of \$0.05 per warrant. Each warrant expires 24 months from the date of issuance. The Company has recorded a fair value of \$172,100 for the warrants as share issuance costs (Note 12(d)).
- On September 1, 2022, the Company issued 2,040,000 flow-through shares at a price of \$0.08 per share for gross proceeds of \$163,200. The amount of flow-through share liability associated with the flow-through shares was determined to be \$30,600 based on the difference between the fair value price per share of the flow-through shares and the market price at the time of closing of the financing. The remaining proceeds of \$132,600 are allocated to share capital. In connection with the offering, the Company incurred share issuance costs of \$856 in fees paid in cash. As at February 28, 2023, the Company has spent \$142,548 of the required flow-through spending of \$163,200. The total remaining flow-through spending balance is \$20,652.
- On September 1, 2022, the Company issued 7,496,250 common shares in connection to the acquisition of 1271895 B.C. Ltd.

During the year ended August 31, 2022, the Company issued common shares as follows:

- On December 10, 2021, the Company issued 9,793,929 common shares for proceeds of \$2,056,725. In connection with the offering, the Company incurred share issuance costs of \$257,744 in fees paid in cash and a further \$56,700 for the fair value of the 492,936 finders warrants.
- During the year ended August 31, 2022, the Company issued 176,425 common shares from the exercise of warrants for gross proceeds of \$17,643.

### Stock Options

Stock options outstanding and exercisable as at the date of the MD&A:

Exercise Price	Options Outstanding		Options Exercisable	
	Number of Shares Issuable on Exercise	Weighted Average Exercise Price	Number of Shares Issuable on Exercise	Weighted Average Exercise Price
\$0.34	120,000	\$0.34	120,000	\$0.34
\$0.26	900,000	\$0.26	900,000	\$0.26
\$0.20	3,770,000	\$0.20	3,770,000	\$0.20
\$0.10	4,950,000	\$0.10	4,950,000	\$0.10
\$0.05	1,330,000	\$0.05	1,330,000	\$0.05
	11,070,000	\$0.14	11,070,000	\$0.14

On January 11, 2023, the Company issued 4,575,000 stock options expiring January 11, 2028 with an exercise price of \$0.10. The fair value of the options at the date of the grant was estimated using the Black-Scholes Option Pricing Model, assuming a risk-free interest rate of 4.37% per annum, an expected life of option of 5 years, an expected volatility of 70.76% and no expected dividends. The fair value of the options is determined to be \$414,600.

On October 14, 2022, the Company issued 1,400,000 stock options expiring October 14, 2027 with an exercise price of \$0.05. The fair value of the options at the date of the grant was estimated using the Black-Scholes Option Pricing Model, assuming a risk-free interest rate of 3.98% per annum, an expected life of option of 5 years, an expected volatility of 110% and no expected dividends. The fair value of the options of \$62,600 has been recorded as share based payment expense. These stock options vest immediately upon grant.

### Warrants

The following warrants are outstanding as of the date of the MD&A:

Grant Date	Expiry Date	Number of warrants issued	Weighted Average Exercise Price
December 10, 2021	December 10, 2023	492,936	\$0.25
January 11, 2023	January 11, 2025	1,652,000	\$0.05
		2,144,936	\$0.06

On January 11, 2023, 1,652,000 warrants expiring two years from the issuance have been valued using the Black-Scholes Option Pricing Model, assuming a risk-free interest rate of 4.51% per annum, an expected life of warrants of 2 years, an expected volatility of 78% and no expected dividends. The fair value of the warrants was determined to be \$172,100 and has been recorded as a share issuance cost in equity.

### Restricted Share Units

The following Restricted Share Units ("RSUs") are outstanding as of the date of the MD&A

Grant Date	Expiry Date	Number of RSUs issued
October 14, 2022	October 14, 2027	3,000,000
		3,000,000

On October 14, 2022, the Company issued 3,000,000 RSUs to an officer of the Company. The RSUs vest as follows: 2,000,000 in 12 months from the date of grant, 500,000 in 18 months, and 500,000 in 24 months.

### **Deferred Share Units**

The following Deferred Share Units (“DSUs”) are outstanding as of the date of the MD&A

<b>Grant Date</b>	<b>Expiry Date</b>	<b>Number of DSUs issued</b>
January 11, 2023	January 11, 2023	5,000,000
		5,000,000

On January 11, 2023, the Company issued 5,000,000 DSUs. The DSUs vest 12 months from the date of grant. The 5,000,000 are valued at the date of grant at \$675,000, of which \$79,521 has been recorded as a share-based payment during the six months ended February 28, 2023.

### **Escrow**

Pursuant to the RTO transaction on February 25, 2021, 20,825,000 common shares of the Company were held in escrow. Pursuant to the Acquisition of 1271895 B.C. Ltd. on September 1, 2022, 7,496,250 common shares of the Company were held in escrow. As at February 28, 2023, 13,743,750 common shares remain in escrow.

### **CAPITAL RESOURCES**

The Company defines capital as consisting of shareholder’s equity and cash. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Company’s management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

As at February 28, 2023, the Company is not subject to any externally imposed capital requirements or debt covenants. There was no change to the Company’s approach to capital management during the year ended February 28, 2023.

### **LIQUIDITY**

The Company’s objective in managing liquidity risk is to maintain sufficient liquidity in order to meet operational and investing requirements at any point in time. The Company has historically financed its operations primarily through the sale of share capital by way of private placements.

At February 28, 2023 the Company had cash of \$1,529,808 and working capital of \$1,021,996. At August 31, 2022, the Company had cash of \$70,608 and working capital deficit of \$489,709.

Cash used in operating activities was \$561,648 during the six months ended February 28, 2023 compared to \$1,500,948 used in operating activities during the prior period.

Cash flows from investing activities were \$nil during the six months ended February 28, 2023 compared to the prior period.

Cash flows from financing activities were \$2,041,567 during the six months ended February 28, 2023 and \$1,884,407 during same period in the prior year. Cash flow from financing consists of primarily of proceeds of the share issuance on January 11, 2023.

The development of the Company in the future will depend on the Company’s ability to obtain additional financings. In the past, the Company has relied on the sale of equity securities to meet its cash requirements. Future developments, in excess of funds on hand, will depend on the Company’s ability to obtain financing through joint venturing of projects, debt financing, equity financing or other means. There can be no assurance that the Company will be successful in obtaining any such financing or in joint venturing its property; failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Company’s properties.

## OUTLOOK

In mid-January 2023 drill crews were mobilized to the Vatu Aurum Gold Project and a full maintenance program was completed on one of the drills which will be used to diamond drill test targets that have been identified at both Qiriyaga Hill and Mouta Prospects. Exploration work will also consist of a bulk leach extractable gold (BLEG) and stream sediment sampling program and a controlled-source audio-frequency magnetotellurics (CSAMT) geophysical survey over the Qiriyaga Hill Prospect, and surrounding area commenced in April 2023. Also during April 2023, improvement of a 2.5 km long historical access road commenced to allow access for one of two of the Company's diamond drill rigs to the Mouta Prospect. Mouta is located approximately 9 km northwest of the Qiriyaga Hill Prospect on the flank of the Mouta Caldera. Drilling at Mouta will commence in May 2023.

The BLEG sampling program, focussed on regional targets and previously unsampled drainages distinct from the Qiriyaga Hill and Mouta Prospects, was completed during April 2023 and a total of seventeen (17) samples have been sent to ALS Perth in Australia for analysis. A regional scale infill stream sediment sampling program was also completed and a total of fifty-two (52) samples have been sent to ALS in Brisbane Australia for analysis and Kalo is awaiting results.

Exploration plans in 2023 for the AxelGold Alkalic Gold Project have not been finalised.

## RELATED PARTY TRANSACTIONS

The Company's related parties include key management personnel and companies related by way of directors or shareholders in common. Key management includes the Board of Directors and members of senior management.

During the six months ended February 28, 2023 and 2022, the Company paid and/or accrued the following fees to key management personnel:

	Three months ended		Six months ended	
	February 28, 2023	February 28, 2022	February 28, 2023	February 28, 2022
<b>Consulting Fees</b>				
Management	\$ 197,194	\$ 103,667	\$ 369,668	\$ 204,061
Director	-	-	-	2,253
	197,194	103,667	369,668	206,314
<b>Share based compensation</b>				
Management	\$ 57,729	\$ -	\$ 286,313	\$ -
Director	6,260	-	43,913	-
	\$ 236,483	\$ -	\$ 330,226	\$ -

### *Due to/from Related Parties*

As at February 28, 2023, the Company has accounts payable of \$185,210 (August 31, 2022 – \$242,099) due to management and directors of the Company.

## OFF BALANCE SHEET ARRANGEMENTS

The Company currently has no off-balance sheet arrangements.

## **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels.

The hierarchy is as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 fair value measurements are those derived from inputs that are unobservable inputs for the asset or liability.

The fair value of cash approximates their carrying value due to the short-term maturity. 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.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

As at February 28, 2023 and August 31, 2022, the Company does not have any level 2 or 3 financial assets or liabilities.

### **Financial Risk Factors**

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

#### *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 receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

#### *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 currently settles its financial obligations with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company is exposed to liquidity risk.

#### *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 has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

#### *Foreign Currency Risk*

Foreign Currency Risk is the risk on fluctuation of currency related to monetary items with a settlement currency other than Canadian dollars. The functional currency of Kalo and its subsidiary located in Canada is Canadian Dollars, its subsidiaries located in the BVI is US Dollar and the functional currency of the subsidiary in Fiji is Fijian dollars. The Company is exposed to foreign currency risk on fluctuations related to cash, receivables, prepayments, and accrued liabilities that are denominated in Fijian dollars. The Company has not used derivative instruments to reduce its exposure to foreign currency risk nor has it entered into foreign exchange contracts to hedge against gains or losses from foreign exchange fluctuations.

## **BUSINESS RISKS AND UNCERTAINTIES**

Kalo Gold is engaged in mineral exploration and development activities, which by their nature, are speculative due to the high-risk nature of the business and the present stage of the development of the Project. There are risks that Kalo Gold may be required to complete an environmental impact assessment (EIA) to carry out future exploration programs in Fiji and such requirement may impact the timing of exploration work. Any investment in the common shares of Kalo should be considered a highly speculative investment due to the nature of the Company's business. Such risk factors could materially affect Kalo's future financial results and could cause actual results and events to differ materially from those described in forward looking statements and forward-looking information relating to Kalo or the business, property or financial results, any of which could cause investors to lose part or all of their investment in Kalo.

## **CONTRACTUAL OBLIGATIONS**

The Company presently has no contractual obligations pursuant to which the Company has any payments owing in the next five years other than pursuant to the Purchase Agreement and agreements entered into in the ordinary course of business.

## **SIGNIFICANT ACCOUNTING POLICIES & CRITICAL ACCOUNTING ESTIMATES**

The Company's significant accounting policies and critical accounting estimates are summarized in Note 5 to the audited consolidated financial statements for the year ended August 31, 2022.