



## MANAGEMENT'S DISCUSSION & ANALYSIS

For the three and nine months ended September 30, 2022

## **EUROMAX RESOURCES LTD.**

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

For the three and nine months ended September 30, 2022

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## **INTRODUCTION**

The following Management's Discussion and Analysis ("MD&A") of Euromax Resources Ltd. ("Euromax" or the "Company") and its subsidiary companies (collectively, the "Group") is prepared as of November 14, 2022 and should be read in conjunction with the Group's unaudited condensed consolidated interim financial statements and related notes for the three and nine months ended September 30, 2022 ("Q3-2022" and "9M-2022") ("consolidated interim financial statements") and audited consolidated financial statements and related notes for the year ended December 31, 2021 ("FY21") ("consolidated financial statements"), both prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). The accounting policies applied are consistent with those adopted and disclosed in the previous reporting periods. The Group's functional and reporting currency is the Canadian dollar and all figures in this MD&A are in Canadian dollars unless otherwise indicated.

Some of the statements in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein.

Euromax's common shares are listed on the Toronto Stock Exchange ("TSX") under the trading symbol "EOX", as well as on the OTC Pink Market under the trading symbol "EOXFF". Euromax's share options and share purchase warrants are not listed.

## **CORPORATE STRATEGY**

The Group's ambition is to become the leading gold and base metal mining company in Europe.

In addition, we will strive to set the standard for developing mines in Europe by using best industry practices at our operations and implementing the highest standard for environmental management and managing health and safety in the workplace.

The Group mission is to bring an Ilovica-Shtuka copper project (the "Ilovica-Shtuka Project") in the Republic of North Macedonia ("Macedonia") into production within two years (once permitting and construction funding have been arranged) and grow the value of our business by maximising the potential of the Ilovica-Shtuka Project as our flagship asset. Delivery of value for our shareholders is key and we intend to pursue a suite of financing alternatives such that we may grow our business without diminishing value for shareholders.

As part of all our activities we will engage with and empower communities to be part of our projects and we will look to create mutually beneficial opportunities for all our stakeholders including local businesses, communities and employees.

### ***Our Business during 9M-2022***

During 9M-2022 the Group operates in only one sector, exploration and development of mineral right interests. The Group's wholly owned Macedonian subsidiary, Euromax Resources DOO Skopje, is developing the Ilovica-Shtuka Project in Macedonia, which consists of two 30-years exploitation concessions ("Exploitation Concession for Ilovica 6" and "Exploitation Concession for Ilovica 11"), and the Group has plans to bring it into construction and ultimately commercial production.

## **9M-2022 HIGHLIGHTS**

### ***Financing***

On February 25, 2022 the Group announced that Galena Resource Equities Limited ("Galena"), an entity that is controlled by Galena Asset Management S.A., which is an affiliate of Trafigura Pte Ltd. ("Trafigura"), had agreed to issue an unsecured promissory note of US\$0.5 million to the Group as bridge finance to provide short-term working capital. A further US\$0.5 million was received from Galena on July 11, 2022 and a non-interest bearing, unsecured, convertible promissory note of US\$1 million ("Convertible Note") was issued which also replaced the unsecured promissory note of US\$0.5 million issued in February 2022. The Convertible Note is convertible into the Company's common shares, in whole or part at the election of Galena, at strike price of \$0.0525 per common share for conversion of the principal amount. For the purposes of conversion, the principal amount of the Convertible Note will be converted by using fixed foreign exchange rate whereby US\$1 should be converted into \$1.3, and therefore up to 24,761,904 common shares would be issued from conversion of the Convertible Note.

Subsequent to September 30, 2022, the Group received additional US\$0.25 million from Galena under the non-interest bearing, unsecured, convertible promissory note, that is convertible into the Company's common shares, in whole or part at the election of Galena, at strike price of \$0.032 per common share for conversion of the principal amount. For the purposes of conversion, the principal amount will be converted by using fixed foreign exchange rate whereby US\$1 should be converted into \$1.35, which is equal to a strike price of US\$0.0236, and therefore up to 10,580,216 common shares would be issued from conversion of this convertible promissory note.

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## 9M-2022 HIGHLIGHTS – CONTINUED

### Extension of convertible loans

During 9M-2022 both convertible loans with the European Bank for Reconstruction and Development (“EBRD”) (“EBRD convertible loan”) and with CC Ilovitza (“CCI”, a member of CCC Group) (the “CCI convertible loan”) were extended to February 28, 2023.

## PROJECTS

This section outlines the exploration activities carried out in the nine months ended September 30, 2022. Patrick Forward, Director, is the Qualified Person responsible for the review of the technical information contained in this section of the Group's MD&A.

### Ilovica-Shtuka Project – Macedonia

The Group's activities have been focused on resolving the issue regarding termination of the Exploitation Concession for Ilovica 6 (“Termination of Ilovica 6”), for which court cases are ongoing in front of administrative courts in Macedonia (for more details please see note 7 of the consolidated interim financial statements), toward further advancing the permitting of the deposit.

## SELECTED INTERIM FINANCIAL INFORMATION FOR 9M-2022

(Expressed in thousands of Canadian dollars except per common share amounts)

Quarter ended	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021	December 31, 2020
<b>Loss attributable to the Owners of the Company</b>								
Net loss after tax	(3,039)	(1,655)	(2,005)	(1,881)	(2,549)	(917)	(1,007)	(2,288)
Basic loss per share	(0.01)	(0.00)	(0.01)	(0.01)	(0.01)	(0.00)	(0.00)	(0.00)
Diluted loss per share	(0.01)	(0.00)	(0.01)	(0.01)	(0.01)	(0.00)	(0.00)	(0.00)

All figures presented above are prepared in accordance with IFRS, as well as the accounting policies were applied on a consistent basis for all presented periods.

The Group's primary focus is the exploration and development of mineral right interests and its principal project is the Ilovica-Shtuka Project. The Ilovica-Shtuka Project is not in production and therefore the Group has incurred losses and will continue to incur losses until the Ilovica-Shtuka Project is brought into commercial production.

Apart from the Group's regular operational activities that are relatively constant on a period by period basis, net loss has been influenced by fluctuations in:

- the Company's common share price, which is a key assumption in establishing fair value of (1) share-based payment liabilities, (2) the EBRD convertible loan and (3) Convertible Note; and
- foreign currency exchange rates.

## RESULTS OF CONTINUING OPERATIONS

### KEY POINTS

- 9M-2022 operating loss of \$4.675 million (the nine months ended September 30, 2021 (“9M-2021”): \$2.431 million)
- 9M-2022 operating cash costs<sup>1</sup> (operating (loss)/profit excluding depreciation, share-based payments and unrealised foreign exchange (loss)/gain) decreased to \$1.503 million (9M-2021: \$2.352 million)
- 9M-2022 loss after tax attributable to the Owners of the Company of \$6.699 million (9M-2021: \$4.473 million)
- Q3-2022 loss after tax attributable to the Owners of the Company of \$3.039 million (the three months ended September 30, 2021 (“Q3-2021”): \$2.549 million)

<sup>1</sup> Non-GAAP Measure. Please refer to pages 6 for further details.

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**RESULTS OF CONTINUING OPERATIONS – CONTINUED**

	Quarter ended September 30		Nine months ended September 30	
	2022 (Unaudited)	2021 (Unaudited)	2022 (Unaudited)	2021 (Unaudited)
<i>in thousands \$</i>				
<b>Operating expenses</b>				
Accounting, legal and professional	(174)	(166)	(560)	(793)
Depreciation	(11)	(19)	(34)	(57)
Office and general	(44)	(48)	(157)	(171)
Salaries, director and consultant fees	(226)	(355)	(705)	(1,071)
Share-based payments recovery/(expense)	337	(413)	426	677
Social Responsibility and other project's related costs	(22)	(219)	(68)	(359)
Loss on foreign exchange	(2,382)	(633)	(3,577)	(657)
<b>Operating loss</b>	<b>(2,522)</b>	<b>(1,853)</b>	<b>(4,675)</b>	<b>(2,431)</b>
Finance expense	(764)	(695)	(2,278)	(2,068)
Fair value gain/(loss) on financial liabilities	247	(1)	254	26
<b>Net finance loss</b>	<b>(517)</b>	<b>(696)</b>	<b>(2,024)</b>	<b>(2,042)</b>
<b>Loss for the period</b>	<b>(3,039)</b>	<b>(2,549)</b>	<b>(6,699)</b>	<b>(4,473)</b>

**DETAILED ANALYSIS OF THE NINE MONTHS ENDED SEPTEMBER 30, 2022 COMPARED TO THE NINE MONTHS ENDED SEPTEMBER 30, 2021**

The Group recorded a net loss after tax attributable to the Owners of the Company of \$6.699 million or \$0.02 loss per share in 9M-2022, compared to a net loss of \$4.473 million or \$0.01 loss per share in 9M-2021.

The increased loss in 9M-2022 was mainly due to the following:

- The increase in recognised loss on foreign exchange by \$2.92 million in 9M-2022, compared to 9M-2021, which was driven mainly due to the unfavourable movement of:
  - Euro against the US dollar during 9M-2022 compared to 9M-2021, which was reflected within the foreign exchange movements on the gold purchase advance payments liability, being denominated in US dollars and held within subsidiary that has Euro as functional currency (as disclosed in note 10 of the consolidated interim financial statements); and
  - Canadian dollar against US dollar during 9M-2022 compared to 9M-2021, which was reflected within the foreign exchange movements on the EBRD convertible loan and on the Convertible Note (as disclosed in note 9(b) of the consolidated interim financial statements).
- The decrease in recognised share-based payments recovery of \$0.251 million in 9M-2022, compared to 9M-2021, was due to the fall in the Company's common share price during 9M-2022 compared to 9M-2021. As disclosed in Note 11(c) of the consolidated interim financial statements, the Company's Deferred Phantom Units ("DPUs") are revalued at the Company's period-end common share price.
- An increase in the finance expense by \$0.21 million in 9M-2022, compared to 9M-2021, was the result of the increased convertible loans' outstanding balances in 2022, compared to 2021.

partly compensated by:

- Salaries, director and consultant fees decreased by \$0.366 million in 9M-2022 due to the reduced executive salaries in 9M-2022, compared to 9M-2021, following the Company's board of directors (the "Board") restructuring announced on October 1, 2021, whereby Patrick Forward was appointed as Non Executive Director, stepping down from his day to day duties as a Chief Operating Officer.
- Social responsibility and other project related costs decreased by \$0.291 million in 9M-2022, compared to 9M-2021, mainly resulted from the reduced levels of activity undertaken in 9M-2022, compared to 9M-2021.
- Accounting, legal and professional expenses decreased by \$0.233 million in 9M-2022, mainly resulting from the reduced legal fees charged in 9M-2022 compared to 9M-2021.
- An increase of the recognised fair value gain on financial instruments (the EBRD convertible loan and the Convertible Note) of \$0.228 million in 9M-2022, calculated via an internally prepared model that separately values the loan amount on a discounted cash flow basis and the conversion option using a Black-Scholes option pricing model (as disclosed in note 9(b) of the consolidated interim financial statements).

## EUROMAX RESOURCES LTD.

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## RESULTS OF CONTINUING OPERATIONS – CONTINUED

### DETAILED ANALYSIS OF THE THREE MONTHS ENDED SEPTEMBER 30, 2022 COMPARED TO THE THREE MONTHS ENDED SEPTEMBER 30, 2021

The Group recorded a net loss after tax attributable to the Owners of the Company of \$3.039 million or \$0.01 loss per share in Q3-2022, compared to a net loss of \$2.549 million or \$0.01 loss per share in Q3-2021.

The increased quarter on quarter loss was mainly due to the following:

- The increase in recognised loss on foreign exchange by \$1.749 million in Q3-2022, compared to Q3-2021, which was driven mainly due to the unfavourable movement of:
  - Euro against the US dollar during Q3-2022 compared to Q3-2021, which was reflected within the foreign exchange movements on the gold purchase advance payments liability, being denominated in US dollars and held within subsidiary that has Euro as functional currency; and
  - Canadian dollar against US dollar during Q3-2022 compared to Q3-2021 which was reflected within the foreign exchange movements on the EBRD convertible loan and on the Convertible Note.

partly compensated by:

- The recognised share-based payments recovery of \$0.337 million in Q3-2022, compared to expense of \$0.413 million in Q3-2021 was due to the fall in the Company's common share price during Q3-2022 compared to Q3-2021.
- The recognised fair value gain on financial instruments of \$0.247 million in Q3-2022, compared to fair value loss of \$0.001 million recognised in Q3-2021, calculated via an internally prepared model that separately values the loan amount on a discounted cash flow basis and the conversion option using a Black-Scholes option pricing model.
- Social responsibility and other project related costs decreased by \$0.197 million in Q3-2022, compared to Q3-2021, mainly resulted from the reduced activity levels for the Ilovica-Shtuka Project undertaken in Q3-2022, compared to Q3-2021.
- Salaries, director and consultant fees decreased by \$0.129 million in Q3-2022 due to the reduced executive salaries in Q3-2022, compared to Q3-2021, following the Board restructuring announced on October 1, 2021, whereby Patrick Forward was appointed as Non Executive Director, stepping down from his day to day duties as a Chief Operating Officer.

## LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2022 the Group had following contractual obligations:

Contractual obligations	Payments due by Period				
	Total	Less than 1 year	1 - 3 years	4 - years	After 5 years
	\$000s	\$000s	\$000s	\$000s	\$000s
Debt					
Trade and other payables	485	485	-	-	-
Gold purchase advance payments	15,401	15,401	-	-	-
Lease liability	99	48	51	-	-
Loans and borrowings	28,204	28,204	-	-	-
<b>Total Contractual Obligations</b>	<b>44,189</b>	<b>44,138</b>	<b>51</b>	<b>-</b>	<b>-</b>

At September 30, 2022 the Group had cash and cash equivalents of \$0.083 million and \$0.128 million in total for other receivables and other current assets. However, as presented above, the Group also had trade and other payables of \$0.485 million, gold purchase advance payments of \$15.401 million, financial liabilities regarding two convertible loans and convertible promissory note (see note 9 of the consolidated interim financial statements) totalling \$26.835 million (or contractual obligations of \$26.835 million for both convertible loans and \$1.369 million for convertible promissory note), and current lease liabilities of \$0.048 million. Including the current liabilities of \$1.182 million for share-based payments, the Group had a net working capital deficiency<sup>2</sup> of \$43.74 million at September 30, 2022.

<sup>2</sup> Non-GAAP Measure. Please refer to page 6 for further details

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## LIQUIDITY AND CAPITAL RESOURCES – CONTINUED

The two key contributors to the Group's working capital deficiency position at September 30, 2022 are financial liabilities regarding two convertible loans and the gold purchase advance payments received from Royal Gold, AG ("Royal Gold").

Firstly, the current financial liabilities, composed of the EBRD convertible loan of \$14.748 million and the CCI convertible loan of \$10.806 million, are classified as current liabilities since both convertible loans mature on February 28, 2023. Both convertible loans are convertible into the Company's common shares at the election of EBRD and CCI on or before their maturity (see note 9 of the consolidated interim financial statements). Total contractual obligations at February 28, 2023 for these two convertible loans are \$26.835 million, out of which \$15.167 million (or US\$11.079 million) related to the EBRD convertible loan and \$11.668 million to the CCI convertible loan.

Secondly, the gold purchase advance payments are classified as current liabilities since Royal Gold has the contractual capacity to issue a termination notice that may require the Group to repay the outstanding advance payments within 60 days of receiving such notice (see note 10 of the consolidated interim financial statements). As at the date of approval of this MD&A by the Board, no termination or repayment notice has been received from Royal Gold.

As the Group is in the exploration and evaluation stage of the mining life cycle, the Group does not generate cash inflow from its operating activities. The Group's ability to continue operations is contingent on its ability to obtain additional financing and progress the Ilovica-Shtuka Project into commercial production. Refer to note 3 of the consolidated interim financial statements.

### Operating Activities

<i>in thousands \$</i>	Nine months ended September 30	
	2022	2021
	(Unaudited)	(Unaudited)
<b>OPERATING ACTIVITIES</b>		
Loss before tax	(6,699)	(4,473)
Add back:		
Depreciation	34	57
Finance expense	2,278	2,068
Share-based payments recovery	(426)	(677)
Unrealised foreign exchange loss	3,564	699
Expensed transaction costs associated with convertible loans	77	63
Expensed transaction costs associated with promissory note	54	-
Fair value gain on financial liabilities	(254)	(26)
<b>Sub-total</b>	<b>(1,372)</b>	<b>(2,289)</b>
Changes in non-cash working capital items:		
Increase in other receivables and other current assets	(4)	(52)
Increase in trade and other payables	45	35
Income tax paid	-	(43)
<b>Cash used in operating activities</b>	<b>(1,331)</b>	<b>(2,349)</b>

Cash used in operating activities during 9M-2022 was \$1.331 million compared to \$2.349 million in 9M-2021. This decrease of \$1.018 million in 9M-2022 was due to

- the decreased cash payments of \$0.917 million from operating activities (from \$1.372 million in 9M-2022 to \$2.289 million in 9M-2021), mainly due to the decreased level of (i) accounting, legal and professional expenses, (ii) salaries, director and consultant fees, and (iii) social responsibility and other project related costs, that were incurred in 9M-2022, compared to 9M-2021, as explained in "Result of Continuing Operations" section above; and
- the favourable movement of the working capital in 9M-2022 compared to 9M-2021, whereby the cash inflow from working capital in 9M-2022 was \$0.041 million compared to a cash outflow of \$0.060 million in 9M-2021.

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**LIQUIDITY AND CAPITAL RESOURCES – CONTINUED**Financing Activities

<i>in thousands \$</i>	Nine months ended September 30	
	2022	2021
	(Unaudited)	(Unaudited)
<b>FINANCING ACTIVITIES</b>		
Proceeds from Convertible Notes	1,286	-
Transaction costs associated with convertible loans	(141)	(126)
Transaction costs associated with convertible notes	(54)	-
Payment of lease liabilities	(37)	(56)
Interest paid	(4)	(4)
<b>Cash provided by/(used in) financing activities</b>	<b>1,050</b>	<b>(186)</b>

During 9M-2022 the Group received US\$1 million or \$1.286 million under the Convertible Note, and that was partly offset by (i) payment of extension fees and legal costs of \$0.141 million for extension of both convertible loans in 9M-2022 (9M-2021: \$0.126 million for extension of both loans in 9M-2021), as disclosed in "9M-2022 Highlights" section above, (ii) payment of legal fees of \$0.054 million for closing of the Convertible Note in 9M-2022, as disclosed in "9M-2022 Highlights" section above, (iii) \$0.037 million (9M-2021: \$0.056 million) paid for leases, and (iv) interest of \$0.004 million (9M-2021: \$0.004 million) paid during 9M-2022.

Investing Activities

No transactions were incurred regarding the investing activities during 9M-2022 and 9M-2021.

**NON-GAAP MEASURES**

The Company has included a non-GAAP performance measure, namely operating cash costs, in this document. Mineral exploration companies are reliant on continuously sourcing funding until commercial production is reached and hence minimising cash outflows from administrative costs is a key objective. In addition to conventional measures prepared in accordance with GAAP, the Company and certain investors use this information to evaluate the Company's cash-burn rate. This non-GAAP measure is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

The following table provides a reconciliation of the operating cash costs for the three and nine months ended September 30, 2022 and 2021.

<i>in thousands \$</i>	Quarter ended September 30		Nine months ended September 30	
	2022	2021	2022	2021
Operating loss - per financial statements	(2,522)	(1,853)	(4,675)	(2,431)
Add/(Less):				
Share-based payments recovery	(337)	413	(426)	(677)
Depreciation	11	19	34	57
Unrealised foreign exchange loss/(income)	2,383	617	3,564	699
<b>Total Operating cash costs</b>	<b>(465)</b>	<b>(804)</b>	<b>(1,503)</b>	<b>(2,352)</b>

The other non-GAAP measure used is net working capital deficiencies which represents the difference between current liabilities and current assets.

**RELATED PARTY TRANSACTIONS**

Details of the transactions between the Group and other related parties are disclosed below.

**(a) Key management personnel transactions**

The Group's related parties are as follows:

- Coast Invest Ltd and ARQX Capital DWC Ltd – private companies owned by one of the Group's directors, as additional support for the Group's Macedonian affairs, particularly engaged in the permitting process and for the development of the Ilovica-Shtuka Project, provided by both companies, whereby Coast Invest Ltd was engaged for the period ended May 31, 2021, and ARQX Capital DWC Ltd has been engaged from June 1, 2021; and
- Wheatley Project Services – private company owned by one of the Group's key management personnel, for performing of project management services to the Ilovica-Shtuka Project in 2021.

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## RELATED PARTY TRANSACTIONS – CONTINUED

### (a) Key management personnel transactions – continued

For both services an annual fee has been agreed, paid in monthly instalments, and that annual fee was set based on advice from third party human resource consultants as being a fair market price for such services.

The Group incurred the following fees and expenses in the normal course of operations in connection with related parties. Expenses incurred by related parties are reimbursed by the Group at their original cost.

	Nine months ended September 30,	
	2022	2021
	\$000s	\$000s
Fees for Macedonian affairs and for support of the permitting process of the Ilovica-Shtuka Project	148	162
Project management fees	-	2
	148	164

At September 30, 2022, the Group owed ARQX Capital DWC Ltd \$0.016 million (December 31, 2021: \$0.018 million) for the services provided in September 2022.

### (b) Key management personnel compensation

The remuneration of directors and other members of key management personnel during the nine months ended September 30, 2022 and 2021 was as follows:

	Note	Nine months ended September 30,	
		2022	2021
		\$000s	\$000s
Short-term employee benefits		239	466
Post-employment benefits	(i)	-	19
Share-based payments recovery	(ii)	(450)	(698)
		(211)	(213)

- (i) Some executive directors and some key management personnel receive pension contributions ranging from 5% to 10% of their salary to their individual pension plans.
- (ii) Share-based payments expense/(recovery) is the expense/income from share options, restricted share units ("RSUs") and deferred phantom units ("DPU") granted to directors and key management personnel

## CONTRACTUAL COMMITMENTS

The Group had no future contractual obligations as at September 30, 2022, except to those already disclosed in the consolidated interim financial statements and in this MD&A.

## CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Group's significant accounting policies are summarised in note 3 of the consolidated financial statements. The preparation of the consolidated interim financial statements is in accordance with IFRS, as issued by the IASB, requires management to select accounting policies and make estimates that may have a significant impact on the consolidated interim financial statements.

The Group regularly reviews its estimates; however, actual amounts could differ from the estimates and judgements used and, accordingly, materially affect the results of operations.

The Group's significant estimates include:

- *Equity-settled share-based payments arrangements and Share purchase warrants – Corporate operating segment*

The Group measures the cost of share-based payment arrangements with employees and consultants by reference to the fair value of the equity instruments at the date on which they are granted. Estimating fair values for share-based payment arrangements requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The estimate also requires determining the most appropriate inputs to the valuation model, including the expected life of the share option, volatility and dividend yield, and making assumptions about them.



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**CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS – CONTINUED**

- *Equity-settled share-based payments arrangements and Share purchase warrants – Corporate operating segment – continued*

The Black-Scholes option pricing model was developed for use in estimating the fair value of share options and share purchase warrants that have no vesting provisions and are fully transferable. Also, option-pricing models require the use of estimates and assumptions including the expected volatility. The Group uses expected volatility rates which are based upon their historical volatility. Changes in the underlying assumptions can materially affect the fair value estimates.

For those share-based payment arrangements that have non-market performance conditions, the Group is assessing the number of equity instruments that are expected to be vested by applying the best available estimation of the related services and non-market performance conditions, associated to these arrangements, that are expected to be met. This estimation of how much equity instruments are expected to be vested is revised at each reporting period.

- *Recognition and measurement of convertible loans and convertible promissory note – Corporate operating segment*

The EBRD convertible loan and the Convertible Note are accounted for as a financial liability at fair value through profit or loss ("FVTPL") and their fair value are calculated via an internally prepared model that separately values the loan amount (on a discounted cash flow basis, by using the interest rate of the CCI convertible loan, see note 9 of the consolidated interim financial statements, as only available relevant observable input) and the conversion option using a Black-Scholes option pricing model.

The value of the option varies under the different possible financial scenarios. To value each of these, management prepared a model using market observable information assumptions both available generally and specific to the EBRD convertible loan and the Convertible Note agreements which was filed on SEDAR. These assumptions, of which the most significant is the Company's common share price, have been applied consistently to management's most likely future financing plans. A probability weighting has been applied to each scenario, developed based on future financing plans, by using management's best estimate of the likelihood of each scenario occurring. This probability weighting is categorised as a level 3 non-market observable assumption under *IFRS 13 Fair Value Measurement* and hence results in the EBRD convertible loan and the Convertible Note valuation being a level 3 valuation.

Based on the management estimate, the effect of fair value movement of the EBRD convertible loan and the Convertible Note resulting from changes in the credit risks of the EBRD convertible loan and the Convertible Note do not have material effect on the Group's consolidated interim financial statements, and therefore the whole effect from movement of the fair value of the EBRD convertible loan and the Convertible Note are presented in profit or loss.

Separately the CCI convertible loan is a compound financial instrument. As such on initial recognition, the loan must be split into a liability component and an equity component. The recognised liability component had been determined by fair valuing the convertible loan using a relevant market interest rate that would apply to a similar loan that did not contain an equity conversion right. The equity component was calculated as the residual amount of the face value of the convertible loan and the calculated liability component.

- *Right-of-use asset and lease liabilities – Macedonian operating segment*

The Group recognised a right-of-use asset and a lease liability at the present value of the remaining lease payments.

The lease liability is measured at the present value of the lease payments that are not paid at the reporting date, discounted using its incremental borrowing rate of 7% which represents an interest rate applied to both convertible loans (see note 9(a) of the consolidated interim financial statements).

The Group has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised.

The Group's significant judgments include:

- *Carrying values of mineral right interests – Macedonian operating segment*

The Group reviews the carrying value of its mineral right interests to determine whether there is any indication that those assets are impaired which includes whether there are plans for further activity and exploration. The calculated recoverable amount may be based on assumptions about future events or circumstances and estimates and assumptions may change if new information becomes available. If, after expenditures are capitalised, information becomes available suggesting that the recovery of the expenditures is unlikely, the amount capitalised is impaired with a corresponding charge to profit or loss in the period in which the new information becomes available.

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## CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS – CONTINUED

- *Carrying values of mineral right interests – Macedonian operating segment – continued*

Based on the assumption of a positive resolution of the local legal disputes regarding the Termination of Ilovica 6, which would secure the legal title over Ilovica 6, and therefore would provide opportunity for further progressing the Ilovica-Shtuka Project, the Group believes that as at September 30, 2022 there is no need for impairment of the carrying amount of the mineral right interest for the Ilovica-Shtuka Project.

- *Functional currency*

The determination of functional currency often requires significant judgement where the primary economic environment in which a company operates may not be clear. The parent entity reconsiders the functional currency of its entities if there is a change in the underlying transactions, events and conditions which determines the primary economic environment.

## FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Euromax's financial instruments are presented below.

### *Financial assets*

At September 30, 2022, financial assets held by the Group consist of cash and cash equivalents of \$0.083 million, other receivables and other current assets in total of \$0.128 million, as disclosed in the "Liquidity and Capital Resources" section above. The Group is not exposed to significant interest or credit risks arising from these financial instruments, but is exposed to currency risk. The overall net effect of this risk is disclosed in the "Sensitivity analysis on the currency risk" sub-section below. Cash and cash equivalents are used for paying the Group's operations, while other receivables and other current assets represent tax receivables (value added taxes from Canadian, Macedonian and UK tax authorities and tax advances paid to Macedonian tax authorities) and prepayments paid for the regular Group's operations.

### *Financial liabilities*

Financial instruments recognised as financial liabilities at September 30, 2022 were as follows: trade and other payables of \$0.485 million, gold purchase advance payments of \$15.401 million, lease liabilities of \$0.099 million, financial liabilities regarding two convertible loans of \$25.554 million and regarding convertible promissory note of \$1.281 million.

Two financial instruments, i.e. EBRD convertible loan and the Convertible Note are designated at FVTPL, and accordingly fair value gain of \$0.152 million was recognised in 9M-2022 (9M-2021: \$0.026 million) for the EBRD convertible loan, and fair value gain of \$0.102 million for the Convertible Note in 9M-2022. The assumptions used for determining of the fair value of the EBRD convertible loan and the Convertible Note are disclosed in "Critical Accounting Estimates" section above, as well as in note 9(b) of the consolidated interim financial statements. All other financial liabilities are classified as measured at amortised cost. Further to that, CCI convertible loan is a compound financial instrument, whereby liability and equity component were recognised, and subsequent to the initial recognition a liability component is measured at amortised cost by using the effective interest method (see note 9(b) of the consolidated interim financial statements for more details).

Gold purchase advance payments, convertible promissory note and both convertible loans are issued for the purpose of financing the Group's operations and the development of the Ilovica-Shtuka Project.

The liquidity risk associated with these financial liabilities is disclosed in the "Liquidity and Capital Resources" section above.

Interest expense is accrued by applying the fixed interest rate for both convertible loans, whereby expense of \$2.268 million was recognised in 9M-2022 (9M-2021: \$2.054 million), and therefore the change in the market interest rate would not further affect the Group's profit or loss. No interest expense is charged to other financial instruments.

The Group is exposed to exchange rate between US dollar and Canadian dollar for the EBRD convertible loan and the Convertible Note, which are denominated into US dollar, and between US dollar and Euro for the gold purchase advance payments, which is denominated into US dollars and held within subsidiary that has Euro as functional currency. Accordingly, for 9M-2022 the Group recognised unrealised loss on foreign currency of \$1.125 million for the EBRD convertible loan (9M-2021: gain of \$0.054 million) (see note 9(b) of the consolidated interim financial statements for more details), unrealised loss on foreign currency of \$0.097 million for the Convertible Note (see note 9(b) of the consolidated interim financial statements) and unrealised loss on foreign currency of \$2.183 million for the gold purchase advance payments (9M-2021: \$0.766 million) (see note 10 of the consolidated interim financial statements for more details).

## EUROMAX RESOURCES LTD.

### Management's Discussion and Analysis

For the three and nine months ended September 30, 2022

## FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS – CONTINUED

### *Sensitivity analysis on the currency risk*

The summary of the Group's exposure to currency risk as at September 30, 2022 is as follows

Balance on September 30, 2022	U.S. Dollar	British Pound	Macedonian Denar	Euros	Total
	\$000s	\$000s	\$000s	\$000s	\$000s
Cash and cash equivalents	8	4	66	3	81
Other financial assets	-	4	60	1	65
Loans and borrowings	(16,029)	-	-	-	(16,029)
Lease liability	-	-	(99)	-	(99)
Gold purchase advance payments	(15,401)	-	-	-	(15,401)
Other financial liabilities	(118)	(30)	(112)	(199)	(459)
<b>Net financial assets / (liabilities)</b>	<b>(31,540)</b>	<b>(22)</b>	<b>(85)</b>	<b>(195)</b>	<b>(31,842)</b>

Based on the sensitivity analyses, a 10% decrease/increase of the Canadian dollar would result in an increase/decrease of approximately \$3.184 million in the Group's loss for 9M-2022. The Group does not use derivative instruments or foreign exchange contracts to hedge against gains or losses arising from foreign exchange fluctuations.

## OPERATIONAL AND OTHER BUSINESS RISKS AND UNCERTAINTIES

The following risk factors, as well as risks not currently known to the Group, could materially adversely affect the Group's future business, operations and financial position and could cause them to differ materially from the estimates described in the forward-looking statements and information contained herein. The risks set out below include those that are widespread and associated with any form of business and those that are specific risks associated with the Group's business and its involvement in the exploration and mining industry generally, and in south-eastern Europe in particular. Shareholders and prospective investors should carefully consider, in light of their own financial circumstance, the factors set out herein.

The directors and management of Euromax are monitoring the global economic and energy crisis and the geopolitical risks related to the situation in Ukraine. There are likely to be some business disruption caused by these factors, however, the directors and management do not consider that there would be an immediate impact on the Group's consolidated statement of financial position and will continue to monitor the situation closely.

### **Title Matters**

The Group cannot guarantee that title to its properties will not be challenged. The Group's mineral properties could be subject to prior unregistered agreements, transfers or claims, and title could be affected by, among other things, undetected defects. In addition, the Group might be unable to operate its properties as permitted or to enforce its rights with respect thereto.

The Termination of the Ilovica 6 Exploitation Concession is outlined in note 7 of the consolidated interim financial statements. For clarity, the Exploitation Concession for Ilovica 11 remains in place and valid. Following independent domestic and international legal advice that has reviewed the Group's legal position, together with local and international legal remedies available, the Group is working towards the resolution of this situation regarding the Exploitation Concession for Ilovica 6.

### **Permitting Requirements**

Mining operations require mining and other permits from the government. These permits may not be issued on a timely basis or at all, and such permits, when issued, may be subject to requirements or conditions with which it is burdensome or expensive to comply. Furthermore, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of existing permits, additional permits for any possible future changes to operations, or additional permits associated with new legislation.

### **Economic and Political Instability in Emerging Market Jurisdictions**

During 9M-2022, the Group operated in the Republic of North Macedonia, so there are risks to conducting business associated with emerging market economies. These risks may include, among others, invalidation of governmental orders and permits, uncertain political and economic environments, sovereign risk, war, civil disturbances, arbitrary changes in laws or policies, the failure of foreign parties to honour contractual relations, delays in obtaining or the inability to obtain necessary governmental permits, authorizations and consents, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on exports, instability due to economic under-development, inadequate infrastructure and increased financing costs. In addition, the enforcement by the Group of its legal rights to exploit its properties may not be recognised by any foreign government or by the court system of a foreign country. These risks may limit or disrupt the Group's operations, restrict the movement of funds or result in the deprivation of mining related rights or the taking of property by nationalisation or expropriation without fair compensation.

## **EUROMAX RESOURCES LTD.**

Management's Discussion and Analysis

For the three and nine months ended September 30, 2022

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### **OPERATIONAL AND OTHER BUSINESS RISKS AND UNCERTAINTIES – CONTINUED**

#### **Economic and Political Instability in Emerging Market Jurisdictions – continued**

During 2020 the Republic of North Macedonia became a member of the North Atlantic Treaty Organisation ("NATO") and following positive decision from the Council of Europe in 2020 for opening of negotiation talks with EU, the first inter-governmental session was held on July 19, 2022, as official start of negotiation talks with EU.

#### **Dependence on Third Party Financing**

The Group currently has no source of operational cash flow, further funds would be required to: (i) cover the committed costs for maintaining of Ilovica-Shtuka Project; (ii) cover any costs associated with potential international arbitration; (iii) repay both convertible loans, convertible promissory notes and gold advance purchase payments, if required; and (iv) construct and bring the Ilovica-Shtuka Project into commercial production. As a result, the Group will continue to depend on third party financing to fund future working capital, capital expenditures, operating and exploration costs and other general corporate requirements. The success and the pricing of any such capital raising and/or debt financing will be dependent upon the prevailing market conditions at that time for junior exploration and development companies to attract significant amounts of debt and/or equity. There can be no assurance that such financing will be available to the Group or, if it is, that it will be offered on acceptable terms. Failure to obtain sufficient financing, as and when required, may result in a delay or indefinite postponement of exploration or development on any or all of the Group's properties.

#### **Fluctuation of Commodity Prices**

The Group's exploration and other mining activities have previously been, and may in the future be, significantly adversely affected by declines in gold and copper prices. Commodity prices are volatile and are affected by numerous factors beyond the Group's control such as the sale or purchase of metals by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuations in the value of the US dollar and other foreign currencies, global and regional supply and demand, and the political and economic conditions of major mining countries throughout the world.

A sudden fall in commodity prices or sustained low commodity prices could adversely impact the Group's future revenues, profits and cash flows. In particular, sustained low, or further reductions in, commodity prices could:

- reduce or eliminate the Group's ability to finance the exploration of existing and future mineral projects;
- force the Group to lose its interest in, or to sell, all or some of its properties;
- halt or delay the development of existing or new projects; and
- reduce the value of the Group's securities.

Furthermore, declining or sustained low commodity prices could impact the Group's operations by requiring a reassessment of the feasibility of any existing or new projects. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

#### **Carrying Value of Mineral Right Interests**

Based on annual impairment reviews made by management, in the event that the long-term expectation is that the net carrying amount of certain capitalised development and exploration costs will not be recovered, then the carrying amount is written down to the appropriate recoverable amount, with the write-down amount charged to the statement of profit or loss. These write-downs could occur if: the legal title is lost, the carrying amounts of the capitalised costs exceed the related undiscounted net cash flows of reserves and/or its fair value less costs to sell; exploration activities have ceased; exploration results are not promising such that exploration will not be planned for the foreseeable future; or insufficient funding is available to complete the development and exploration programme.

Expected future cash flows are inherently uncertain, and could materially change over time. They are significantly affected by reserve and production estimates, together with economic factors such as spot and forward gold and copper prices, discount rates, foreign currency exchange rates, estimates of costs to produce reserves and future capital expenditures. If any of these uncertainties occur either alone or in combination, it could require management to recognise an impairment, which could adversely affect the Group's business, results of operations and financial position.

## **EUROMAX RESOURCES LTD.**

Management's Discussion and Analysis

For the three and nine months ended September 30, 2022

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### **OPERATIONAL AND OTHER BUSINESS RISKS AND UNCERTAINTIES – CONTINUED**

#### **Dilution**

The Group may require additional funds to fund development and exploration programmes and potential acquisitions. The Group cannot predict the size of future issuances of common shares or the issuance of debt instruments or other securities convertible into shares or the effect, if any, that future issuances and sales of the Group's securities will have on the market price of the common shares. If it raises additional funding by issuing additional equity securities, such financing may substantially dilute the interests of existing shareholders. Sales of substantial amounts of common shares, or the availability of such common shares for sale, could adversely affect the prevailing market prices for the Group's securities.

#### **Share Price Volatility**

In recent years, the world securities markets, including those in Canada, have experienced a high level of price and volume volatility and the market price of securities of many companies, including the Company, have experienced wide fluctuations in price which have not necessarily been related to operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in share price will not occur.

#### **Corruption and Bribery**

As part of progressing the development of the Ilovica-Shtuka Project, the Group has interactions with many levels of government in Macedonia. The Government of the Republic of North Macedonia has introduced a law on prevention of corruption and established a State Commission for Prevention of Corruption aimed at reducing bribery or corruption in Macedonia.

Transparency International's annual Corruption Perceptions Index scores and ranks countries according to their perceived levels of public sector corruption on a scale where 0 is a country perceived to be highly corrupt to 100 depicting a country perceived as very clean. For 2021, Macedonia scored 39 and ranking it in 87<sup>th</sup> position out of 180 countries.

The Group is required to comply with anti-bribery and corruption laws including the Canadian Corruption of Foreign Public Officials Act. Additionally, the Group has contractual commitments to comply with the standards and requirements of the EBRD. The Group has developed and adopted a Code of Business Conduct and Ethics and also an Anti-Corruption and Bribery Policy which are intended to mitigate these risks, and are enforced with the Group's employees, consultants and contractors. The Group makes every effort to ensure the Group's employees, consultants and contractors comply with all applicable laws and if found liable the Group may face significant fines or penalties.

#### **Currency Risk**

The Group maintains most of its working capital in US dollars. The Group currently operates in Macedonia and its operating costs are incurred in a combination of Macedonian denars, Canadian dollars, British pounds or Euros. Accordingly, the Group is subject to fluctuations in the rates of currency exchange between these currencies. The Group has not hedged its exposure to currency fluctuations.

#### **Resource Estimates**

The mineral resource estimates presented herein are made by the Group's personnel and independent geologists. These estimates depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. There can be no assurance that estimates will be accurate. The inclusion of mineral resource estimates should not be regarded as a representation that these amounts can be economically exploited and no assurances can be given that such resource estimates will be converted into reserves. Different experts may provide different interpretations of resource estimates.

#### **Dependence on Key Personnel**

The success of the Group and its ability to continue to carry on operations is dependent upon its ability to retain the services of certain key personnel. The loss of their services to the Group may have a material adverse effect on the Group. The Group does not presently have "key person" life insurance for any of its officers.

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**OPERATIONAL AND OTHER BUSINESS RISKS AND UNCERTAINTIES – CONTINUED****Capital and Operating Cost Risks**

The Group's forecasts and technical reports are based on a set of assumptions current as at the date of completion of these forecasts and studies. The realised operating and capital costs achieved by the Group may differ substantially owing to factors outside the control of the Group, including currency fluctuations, supply and demand factors for the equipment and supplies, global commodity prices, transport and logistics costs and competition for human resources. Though the Group incorporates a level of contingency in its assumptions, these may not be adequate depending on market conditions.

The mining business is capital intensive and the development, exploration and exploitation of mineral reserves and resources and the acquisition of machinery and equipment require substantial capital expenditure. The Group's Ilovica-Shtuka Project will involve significant capital expenditure to progress.

Further, the Group relies on certain key third-party suppliers and contractors for equipment, raw materials and services used in, and the provision of services necessary for the continuing exploration and development of the Ilovica-Shtuka Project. As a result, the Group's operations at its sites are subject to a number of risks, some of which are outside of the Group's control, including negotiating agreements with suppliers and contractors on acceptable terms, the inability to replace a supplier or contractor and its equipment, raw materials or services in the event that either party terminates the agreement, interruption of operations or increased costs in the event that a supplier or contractor ceases its business due to insolvency or other unforeseen events and failure of a supplier or contractor to perform under its agreement with the Group. The occurrence of one or more of these risks could have a material adverse effect on the Group's business, results of operations and financial position.

**External & Geopolitical risks**

To the extent that the economy deteriorates for an extended period of time, the prospects for the Group's business could be materially harmed. In addition, the Group's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, the outbreaks of the coronavirus (COVID-19) pandemic, relations between NATO and Russian Federation regarding the war in Ukraine, and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Group's business.

**Government Regulation**

Mineral businesses are subject to regulation and intervention by governments in such matters as the imposition of specific exploration, drilling and development obligations; environmental protection controls and control over the development and abandonment of resource (including restrictions on production). As well, governments may regulate or intervene with respect to prices, taxes, royalties and the exportation of commodities. Such regulation may be changed from time to time in response to economic or political conditions. The implementation of new regulations or the modification of existing regulations affecting the minerals industries could reduce demand for commodities produced, increase the Group's operating costs and have a material adverse impact on the Group's results of operations and financial position.

**Operating Hazards and Other Uncertainties**

The Group's business operations are subject to risks and hazards inherent in the mining industry. The exploration for and the development of mineral deposits involves significant risks, including:

- environmental hazards;
- discharge of pollutants or hazardous chemicals;
- industrial accidents;
- labour disputes and shortages;
- supply and shipping problems and delays;
- shortage of equipment and contractor availability;
- unusual or unexpected geological or operating conditions;
- fire;
- changes in the regulatory environment; and
- natural phenomena such as inclement weather conditions, floods and earthquakes.

These or other occurrences could result in damage to, or destruction of, mineral properties, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability. The Group could also incur liabilities as a result of pollution and other casualties all of which could be very costly and could have a material adverse effect on the Group's financial position and results of operations.

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**OPERATIONAL AND OTHER BUSINESS RISKS AND UNCERTAINTIES – CONTINUED****Health, Safety and Community Relations**

The Group's operations are subject to various health and safety laws and regulations that impose various duties on the Group's operations relating to, among other things, worker safety and surrounding communities. These laws and regulations also grant the authorities broad powers to, among other things, close unsafe operations and order corrective action relating to health and safety matters. The costs associated with the compliance of such health and safety laws and regulations may be substantial and any amendments to such laws and regulations, or more stringent implementation thereof, could cause additional expenditure or impose restrictions on, or suspensions of, the Group's operations. The Group has made, and expects to make in the future, significant expenditure to comply with the extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, mine development and protection of endangered and other special status species, and, to the extent reasonably practicable, create social and economic benefit in the surrounding communities.

As a mining business, the Group may come under pressure in the jurisdictions in which it operates, or will operate in the future, to demonstrate that other stakeholders (including employees, communities surrounding operations and the countries in which they operate) benefit and will continue to benefit from the Group's commercial activities, and/or that the Group operates in a manner that will minimise any potential damage or disruption to the interests of those stakeholders. The Group currently maintains good relations with local communities in the areas in which it operates and has a demonstrable track record of promoting community and social relations activities for the benefit of local communities. However, the Group may face opposition with respect to its current and future development and exploration projects which could materially adversely affect the Group's business, results of operations and financial position.

Further, certain NGOs, some of which oppose globalisation and resource development, are often vocal critics of the mining industry and its practices, including the use of hazardous substances in processing activities. Adverse publicity generated by such NGOs or others related to extractive industries generally, or the Group's operations specifically, could have an adverse effect on the Group's reputation and financial position and may impact its relationship with the communities in which it operates. The Group seeks to mitigate this risk by its commitment to operate in a socially responsible manner. However, there can be no guarantee that the Group's efforts in this respect will mitigate this potential risk.

The Group may also be held responsible for the costs of addressing contamination at the site of current or former activities and could be held liable for exposure to hazardous substances. The costs associated with such responsibilities and liabilities may be significant.

**Environmental Risks**

All phases of the Group's operations are subject to environmental regulation in the various jurisdictions in which it operates. There is no assurance that the Group will have or be able to obtain all necessary environmental approvals, licenses, permits or consents or be in compliance therewith or that notwithstanding its precautions, breaches of environmental laws (whether inadvertent or not) will not occur. The lack of or inability to obtain any such approvals, licences, permits or consents or any breaches of environmental laws, may result in penalties including fines or other sanctions, breach of the conditions of a mining concession or other consent or permit with possible revocation of the concession, consent or permit. In this regard, environmental hazards may exist on the properties in which the Group has an interest which are unknown to the Group at present and which have been caused by previous or existing owners or operators of the properties.

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, won't adversely affect the Group's operations, or its ability to develop its properties economically.

**Non-Canadian Assets and Management**

While the Company is incorporated under the laws of British Columbia and its registered office is located in Vancouver, the Group has office in Skopje, Republic of North Macedonia. Furthermore, its officers and directors and substantially all of the assets of the Company are located outside Canada. It may not be possible for holders of securities to effect service of process within Canada upon such officers and directors who reside outside Canada. There may be difficulty in enforcing against the Company's assets and judgments obtained in Canadian courts predicated upon the provisions of applicable Canadian provincial securities legislation may not be recognised or enforceable in jurisdictions where the Company's officers or directors reside or where the Company's assets are located.

**Shortage of qualified skilled labour workers in the Republic of North Macedonia**

An increase in worldwide demand for skilled labour may cause unanticipated cost increases and delays in delivery times, thereby impacting operating costs, capital expenditures and production schedules.

## **EUROMAX RESOURCES LTD.**

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### **OPERATIONAL AND OTHER BUSINESS RISKS AND UNCERTAINTIES – CONTINUED**

#### **Competition**

The Group faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, precious or base metals. The majority of these companies have greater financial resources, operational experience and technical capabilities. As a result, there can be no assurance that the Group will be able to compete successfully against other companies in acquiring new prospecting, development or mining rights.

#### **Insurance Coverage Could Be Insufficient**

While the Group maintains insurance to protect against certain risks, the nature of these risks is such that liability could exceed policy limits or could be excluded from coverage. There are also risks against which the Group cannot insure or against which it may elect not to insure. Losses from these events may cause substantial delays and require significant capital outlays, adversely affecting future results of operations and financial position.

#### **Litigation Risks**

All industries, including the mining industry, are subject to legal claims. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding could have a material adverse effect on the Group's financial position and results of operations.

#### **Tax Matters**

Euromax's tax residency is affected by a number of factors, some of which are outside of its control, including the application and interpretation of the relevant tax laws and treaties. If ever Euromax was assessed to be not tax resident in Canada, it may be liable to pay additional Canadian taxes, including, but not limited to, capital gains tax based on the difference between the fair market value and tax cost of its assets at the relevant time. If such taxes were to become payable, this could have a material adverse effect on the Group's business, results of operations and financial condition. Further, the income tax consequences to holders of common shares would be different from those applicable if Euromax was a tax resident in Canada.

#### **No Dividends**

The Group has never paid dividends. It currently intends to retain future earnings, if any, to fund the development and growth of its business, and may not pay any cash dividends for the foreseeable future. Furthermore, the Group may in the future become subject to contractual restrictions on, or prohibitions against, the payment of dividends. As a result, investors will have to rely on capital appreciation, if any, to earn a return on their investment in common shares in the foreseeable future. The payment of future dividends, if any, will be reviewed periodically by the Board and will depend upon, among other things, conditions then existing including earnings, financial condition and capital requirements, restrictions in financing agreements, business opportunities and conditions and such other factors deemed by the Board to be relevant at the time.

#### **Mineral Exploration**

Mineral resource exploration is highly speculative, involves substantial expenditures, and is frequently unsuccessful. Few prospects that are explored are ultimately developed into producing mines. To the extent that the Group continues to be involved in exploration, the long-term success of its operations will be related to the cost and success of its exploration programmes. There can be no assurance that the Group's exploration efforts will be successful. The success of exploration is determined in part on the following factors:

- the identification of potential mineralisation based on superficial analysis;
- availability of prospective land;
- availability of government-granted exploration and exploitation permits;
- the quality of management, geological and technical expertise; and
- the capital available for exploration and development.

Substantial expenditures are required to determine if a project is economically feasible. It could take several years to establish proven and probable mineral reserves and to develop and construct mining and processing facilities. As a result of these uncertainties, there can be no assurance that current and future exploration programmes will result in the discovery of mineral reserves and the development of mines.



## **EUROMAX RESOURCES LTD.**

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### **OPERATIONAL AND OTHER BUSINESS RISKS AND UNCERTAINTIES – CONTINUED**

#### **Conflicts of Interest**

Certain of the directors and officers of the Group are directors or officers of other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Group may participate, the directors of the Group may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the directors of the Group, a director who has such a conflict will abstain from voting for or against the approval of such matter. Furthermore, in appropriate cases the Group will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

The Group has no off-balance sheet arrangements that are not disclosed with the Commitments section above.

#### **DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING**

Management is responsible for establishing and maintaining the Group's disclosure controls and procedures ("DC&P"), including adherence to the Group's Disclosure, Confidentiality and Insider Trading Policy ("Disclosure Policy") previously adopted by the Group. The Disclosure Policy requires that all staff must keep the Group's Disclosure Officers namely, the Executive Chairman of the Board ("Executive Chairman"), the President and the Chief Financial Officer ("CFO") fully apprised of the Group's developments so that they are in a position to evaluate and discuss though event that may impact on the disclosure process. The Board must also be kept aware of all material developments and significant information disseminated to the public.

Management is also responsible for the design of internal controls over financial reporting ("ICFR"). The Group's ICFR framework includes the policies and procedures that (i) govern the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Group are being made only in accordance with authorisation of the directors and officers of the Group; and (iii) provide reasonable assurance regarding the prevention or timely detection of unauthorised acquisition, use or disposition of the Group's assets that could have a material effect on the Group's consolidated interim financial statements.

The Executive Chairman and CFO evaluated the effectiveness of the Group's DC&P and ICFR as required by NI 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* and they concluded that as of September 30, 2022, the Group's design and operation of its DC&P and ICFR were effective in providing reasonable assurance that all material information disclosed in this MD&A and in the consolidated interim financial statements was made known to them on a timely basis and reported as required, as well as presented fairly in all material aspects. The Executive Chairman and CFO also concluded that no material weaknesses existed in the design of the ICFR.

Due to inherent limitations, ICFR and DC&P may not prevent or detect all fraud or misstatements. Further, the effectiveness of ICFR and DC&P may become inadequate due to changes in conditions, or that the degree of compliance with policies and procedures may change. The Group will continually monitor and review the effectiveness of the Group's ICFR and DC&P and may make changes from time to time as considered necessary or desirable.

#### **FORWARD-LOOKING STATEMENTS**

This document contains statements that are forward-looking, such as those relating to the Group's strategic and financing plans; property search, exploration and development plans; potential expansion and upgrading of known mineralisation or resources; estimated levels of mineral resources and expenditures; completion of preliminary economic assessments; prefeasibility and feasibility studies; the timing and receipt of permits and other third-party approvals; and potential production on the Group's properties. Forward-looking statements are frequently characterised by words such as "plan", "expect", "project", "intend", "believe", "anticipate" and other similar words, or statements that certain events or conditions "may", "could", "would", "might" or "will" occur.

Forward-looking statements are based on the opinions and estimates of management at the dates the statements are made, including that the key assumptions and parameters on which resource estimates and drilling and geological interpretations are based are reasonable and that the Group will be able to obtain the necessary financing, supplies, equipment, personnel and permits to carry out its planned activities.

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### **FORWARD-LOOKING STATEMENTS – CONTINUED**

Forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Such risks include but are not limited to: risks related to international operations, including economic and political instability in foreign jurisdictions in which the Group operates; risks related to current global financial conditions; risks related to joint venture operations; actual results of current exploration activities; environmental risks; future prices of gold and copper; possible variations or uncertainties relating to the accuracy of mineral reserves, mineral resources, grade or recovery rates; uncertainties related to feasibility studies that provide estimates of expected or anticipated costs, expenditures and economic returns from a mining project; mine development and operating risks; uncertainties related to unexpected judicial or regulatory proceedings; changes in, and the effects of, the laws, regulations and government policies affecting our exploration and development activities and mining operations, particularly laws, regulations and policies; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; exchange rates, particularly with respect to the value of the US dollar, and the continued availability of capital and financing.

The forward-looking statements contained in this document are subject to change after this date. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. Euromax disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by law.

### **SUBSEQUENT EVENTS**

Subsequent to September 30, 2022 following reportable events have occurred:

- The Group received US\$0.25 million from Galena under the non-interest bearing, unsecured, convertible promissory note, convertible into the Company's common shares, in whole or part at the election of Galena, at strike price of \$0.032 per common share for conversion of the principal amount. For the purposes of conversion, the principal amount will be converted by using fixed foreign exchange rate whereby US\$1 should be converted into \$1.35, which is equal to a strike price of US\$0.0236, and therefore up to 10,580,216 common shares would be issued from conversion of this convertible promissory note of US\$0.25 million.

### **OTHER MD&A REQUIREMENTS**

As of November 14, 2022, the Group had outstanding 353,421,200 common shares, 20,976,678 share purchase warrants, 8,378,603 share options, with exercise prices ranging from \$0.03 to \$0.08 per share and 2,296,155 restricted share units. Additional information is available on SEDAR at [www.sedar.com](http://www.sedar.com) and at the Group's website [www.euromaxresources.com](http://www.euromaxresources.com).