



**GOLDQUEST MINING CORP.**

**INTERIM MANAGEMENT'S DISCUSSION & ANALYSIS  
QUARTERLY HIGHLIGHTS**

**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2022**

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## GoldQuest Mining Corp.

### MANAGEMENT DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

For the Nine Months Ended September 30, 2022

(Expressed in Canadian Dollars)

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## INTRODUCTION

This Interim Management's Discussion and Analysis – Quarterly Highlights (the "Interim MD&A") has been prepared to provide material updates and analysis of the business operations, financial condition, financial performance, cash flows, liquidity, and capital resources of GoldQuest Mining Corp. and its subsidiaries ("GoldQuest" or the "Company").

Effective with the first interim quarter of the fiscal year ended December 31, 2019, the Company adopted the option under Section 2.2.1 of National Instrument 51-102F1 to provide the Interim MD&A disclosure under the "Quarterly Highlights" regime set out in that section of the instrument.

The following Interim MD&A as of November 25, 2022, should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company and the notes relating thereto, for the nine months ended September 30, 2022, which are prepared in accordance with International Financial Reporting Standards ("IFRS") and the annual management discussion and analysis for the year ended December 31, 2021. All financial amounts are stated in Canadian currency unless stated otherwise. Additional information relating to the Company is filed on SEDAR at [www.sedar.com](http://www.sedar.com).

## NOTE TO U.S. INVESTORS CONCERNING ESTIMATES OF INDICATED AND INFERRED RESOURCES

The terms "Indicated" and "Inferred" Resources are used herein. United States investors are advised that while such terms are recognized and required by Canadian regulations, the United States Securities and Exchange Commission does not recognize them. "Inferred Mineral Resources" have a great amount of uncertainty as to their existence, and as to their economic and legal feasibility. It cannot be assumed that all or any part of an Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or other economic studies. United States investors are cautioned not to assume that all or any part of Indicated Mineral Resources will ever be converted into Mineral Reserves. United States investors are also cautioned not to assume that all or any part of a Mineral Resource is economically or legally mineable.

## OVERVIEW

GoldQuest is a Canadian-based mineral exploration company with projects in the Dominican Republic. The Company's common shares trade on the TSX-V under the symbol GQC and in Frankfurt/Berlin under the symbol M1W. GoldQuest operates through its wholly-owned British Virgin Island subsidiary, GoldQuest Mining (BVI) Corp. and its wholly-owned subsidiary, GoldQuest Dominicana SRL, which is domiciled in the Dominican Republic. GoldQuest commenced exploration activities in the Dominican Republic in 2001 and has focused on its portfolio of gold-copper projects located within the Tireo Formation in the western portion of the Dominican Republic.

The Company holds 19 exploration permits (granted or under application) and one exploitation permit (under application) concessions in the Dominican Republic. These concessions are grouped into the following districts:

- **San Juan District**, including Romero (exploitation permit under application), Jenigbre-II (Jenigbre), Valentin-II, Loma Los Comios (actual Loma Los Limones), Loma Cachimbo-II (Loma Viejo Pedro), Los Gajitos and Los Lechones (together actual Alto de Los Chivos), Descansadero (actual Gajo La Guama), Tocon de Pino-II, Las Tres Veredas (actual Palo de La rosa), Piedra Dura-II, Tachuela Fase-II (formerly La Fortuna), La Guinea, Toribio (actual Arroyo La Vaca) concessions (collectively referred to as the "Tireo Property").
- **Jarabacoa District**, including Monte Verraco (formerly Loma Oculta) and La Rabona concessions.
- **Regional Exploration**, including Loma El Catey, Loma La Damajagua, Hoyo Prieto-II and Recodo concessions.

The Tireo Property in the San Juan District and the Monte Verraco Property (formerly Loma Oculta) in the Jarabacoa District are the Company's material properties.

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#### **BUSINESS STRATEGY**

GoldQuest seeks to become a gold-copper development company in the Dominican Republic and to evaluate opportunities in other countries. The Company aims to maximize long-term value for its shareholders by moving the Romero Project forward through to development while exploring for additional mineralization on its other properties.

The Company is committed to the exploration and development of all of its mineral properties in a socially and environmentally responsible manner that will be beneficial for all stakeholders. The Company's sustainable social responsibility mandate aims to provide employment opportunities and social support for local communities, sustainable development of local infrastructure and follow leading environmental practices in the regions that GoldQuest operates in.

Due to the delay in receiving Presidential endorsement of the Exploitation License for the Company's Romero Project, the Company is seeking and evaluating opportunities with respect to mineral properties outside the Dominican Republic. The Company also took steps towards a cash conservation policy, which includes reducing its staff in the Dominican Republic, suspending community programs in the Dominican Republic and terminating certain service contracts. The Company is monitoring the political situation in the Dominican Republic and any progress towards Presidential endorsement of the Exploitation License with interest as it evaluates other opportunities in mining friendly jurisdictions.

#### **2022 HIGHLIGHTS**

- On March 31, 2022, the Company announced it is reactivating its exploration program in the Dominican Republic after a halt of over 3 years.
- On June 1, 2022, the Company granted 2,000,000 incentive stock options to the officer of the Company, at an exercise price of \$0.18 per common share. The options are exercisable for a period of five years. One-third vest on date of grant and one-third will vest every six months thereafter.

#### **COVID-19**

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn.

The Company could be adversely impacted by the effects of the coronavirus. The extent to which the coronavirus impacts the Company, including its operations and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak. The continued spread of the coronavirus globally could materially and adversely impact the Company's operations including workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, and restrictions to its drill programs, exploration and other metallurgical testing. In terms of the timing of receiving the Exploitation Permit from the Dominican Republic's government, COVID-19 may cause a delay in the process.

#### **CHANGE IN MANAGEMENT**

On June 1, 2022, the Company announced the appointment of Mr. Luis Santana Pereyra as Chief Executive Officer ("CEO"). Mr. Santana commenced the role on September 1, 2022. The Company also announced that Mr. Dave Massola resigned as the Company's CEO as of August 31, 2022.

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#### SELECTED INFORMATION

	For the nine months ended		
	September 30, 2022	September 30, 2021	September 30, 2020
	\$	\$	\$
Operating expenses	1,870,097	1,816,281	1,074,158
Interest and miscellaneous income	114,157	40,882	94,728
Net loss for the period	(1,755,940)	(1,775,399)	(979,430)
Comprehensive loss for the period	(1,767,940)	(1,821,899)	(965,930)
Basic and diluted loss per share:			
- net loss	(0.01)	(0.01)	(0.00)

As at	September 30, 2022	December 31, 2021	December 31, 2020
	\$	\$	\$
Working capital	12,735,347	14,026,222	15,437,125
Total assets	12,988,745	14,271,587	15,890,944
Total liabilities	191,249	155,718	292,073
Share capital	73,461,074	73,461,074	73,461,074
Deficit	81,324,806	79,568,866	77,173,345

#### RESULT OF OPERATIONS

	Three months ended			
	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2021
	\$	\$	\$	\$
Interest income	69,712	30,750	13,695	12,796
Net loss	(635,890)	(598,928)	(521,122)	(620,122)
Comprehensive loss	(637,390)	(615,428)	(515,122)	(614,122)
Basic and diluted loss per share	(0.00)	(0.00)	(0.01)	(0.00)

	Three months ended			
	September 30, 2021	June 30, 2021	March 31, 2021	December 31, 2020
	\$	\$	\$	\$
Interest income	12,468	12,976	15,438	17,369
Net loss	(399,655)	(616,437)	(759,307)	(637,058)
Comprehensive loss	(405,655)	(635,937)	(780,307)	(644,558)
Basic and diluted loss per share	(0.00)	(0.00)	(0.01)	(0.01)

#### **Three Months Ended September 30, 2022 compared with the Three Months Ended September 30, 2021**

The Company incurred a net loss of \$635,890 for the three months ended September 30, 2022, representing an increase of \$236,235 when compared with \$399,655 for the three months ended September 30, 2021. The increase in net loss during the three months ended September 30, 2022 was primarily the result of an increase in cash and non-cash compensation (including directors' fees and management remuneration, evaluation and exploration costs, investor relations and promotion, professional fees and salaries and wages) that was partially offset by the decrease in foreign exchange gain and general and administrative.

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Directors' fees and management remuneration was \$238,429 for the three months ended September 30, 2022 compared to \$93,000 for the three months ended September 30, 2021. The increase is due to the change in management during the three months ended September 30, 2022.

Evaluation and exploration costs increased by \$108,588 to \$178,141 for the three months ended September 30, 2022, from \$69,553 for the three months ended September 30, 2021. The increase is attributed from the increase in field expenses of \$24,417, field technicians of \$18,109, lodging and food of \$6,520, sample analysis of \$12,477 and social responsibility of \$51,228.

Investor relations and promotion increased by \$22,301 to \$27,740 for the three months ended September 30, 2022, from \$5,439 for the three months ended September 30, 2021. The increase is attributed from travel and accommodation costs incurred for conferences attended during the three months ended September 30, 2022.

Professional fees increased by \$13,385 to \$43,703 for the three months ended September 30, 2022, from \$30,318 for the three months ended September 30, 2021. The increase is attributed from the increase in legal fees and additional accounting fees paid during the three months ended September 30, 2022.

Salaries and wages were \$63,355 for the three months ended September 30, 2022 compared to \$52,198 for the three months ended September 30, 2021. The increase is a result of an increase in time worked by staff in Dominican Republic.

Foreign exchange gain was \$40,261 for the three months ended September 30, 2022 compared to a foreign exchange gain of \$9,380 for the three months ended September 30, 2021. The foreign exchange gain was primarily a result of the retranslation of the Company's monetary assets and liabilities which is denominated in foreign currencies (US dollars and DOP) into Canadian dollars.

General and administrative decreased by \$12,880 to \$47,789 for the three months ended September 30, 2022, from \$60,669 for the three months ended September 30, 2021. The decrease is due to reduced employer health tax costs during the three months ended September 30, 2022.

#### ***Nine Months Ended September 30, 2022 compared with the Nine Months Ended September 30, 2021***

The Company incurred a net loss of \$1,755,940 for the nine months ended September 30, 2022, representing a decrease of \$19,459 when compared with \$1,775,399 for the nine months ended September 30, 2021. The decrease in net loss during the nine months ended September 30, 2022 was primarily the result of a decrease in cash and non-cash compensation (including foreign exchange gain, general and administrative, project evaluation costs, regulatory and transfer agents and share-based payments) that was partially offset by the increase in directors' fees and management remuneration, evaluation and exploration costs, investor relations and promotion, professional fees, salaries and wages and travel.

Foreign exchange gain was \$18,079 for the nine months ended September 30, 2022 compared to a foreign exchange loss of \$44,867 for the nine months ended September 30, 2021. The foreign exchange gain was primarily a result of the retranslation of the Company's monetary assets and liabilities which is denominated in foreign currencies (US dollars and DOP) into Canadian dollars.

General and administrative decreased by \$11,858 to \$125,027 for the nine months ended September 30, 2022, from \$136,885 for the nine months ended September 30, 2021. The decrease is due to reduced employer health tax costs during the nine months ended September 30, 2022.

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Project evaluation costs were \$nil for the nine months ended September 30, 2022 compared to \$22,596 for the nine months ended September 30, 2021. The decrease is due to the Company incurring consulting services during the nine months ended September 30, 2021 to carry out due diligence on a property of interest.

Regulatory and transfer agents decreased by \$6,243 to \$46,490 for the nine months ended September 30, 2022, from \$52,733 for the nine months ended September 30, 2021. The decrease is attributable from reduced transfer agent and TSX Venture fees paid during the nine months ended September 30, 2022.

Share-based payments were \$449,567 for the nine months ended September 30, 2022 compared to \$710,806 for the nine months ended September 30, 2021. The decrease in share-based payments resulted from a decrease in the number of options vesting and a corresponding decrease in recognition of expense during the period.

Directors' fees and management remuneration was \$424,429 for the nine months ended September 30, 2022, compared to \$279,000 for the nine months ended September 30, 2021. The increase is due to the change in management during the nine months ended September 30, 2022.

Evaluation and exploration costs increased by \$134,507 to \$348,480 for the nine months ended September 30, 2022, from \$213,973 for the nine months ended September 30, 2021. The increase is attributed from the increase in field expenses of \$34,343, field technicians of \$23,581, lodging and food of \$9,170, sample analysis of \$12,477 and social responsibility of \$51,471.

Investor relations and promotion increased by \$33,068 to \$61,092 for the nine months ended September 30, 2022 from \$28,024 for the nine months ended September 30, 2021. The increase is attributable from the increase in investor relations travel and accommodation expenses related to the BMO Global Mining Conference, Prospectors & Developers Association of Canada conference and various meetings with ambassadors.

Professional fees were \$186,632 for the nine months ended September 30, 2022, compared to \$129,907 for the nine months ended September 30, 2021. The increase is attributed from the increase in legal fees and other professional fees paid during the nine months ended September 30, 2022.

Salaries and wages increased by \$17,306 to \$173,232 for the nine months ended September 30, 2022 from \$155,926 for the nine months ended September 30, 2021. The increase is a result of an increase in time worked by staff in Dominican Republic.

Travel was \$12,942 for the nine months ended September 30, 2022 compared to \$60 for the nine months ended September 30, 2021. Travel increased for the nine months ended September 30, 2022 as there was travel expenses incurred with travel to the Dominican Republic and Toronto.

### LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2022, the Company had working capital of \$12,735,347 (December 31, 2021 – \$14,026,222) including cash and cash equivalents of \$12,798,778 (December 31, 2021 – \$14,052,296).

The Company expects to obtain financing in the future primarily through further equity financings, if and as required. At present, the Company has no operations that generate cash flow and its financial success is dependent on management's ability to discover economically viable mineral deposits, arrange required funding through future equity issuances, asset sales or a combination thereof. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. The Company relies on equity financings and the exercise of options and warrants to fund its exploration activities and its corporate and overhead expenses. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's

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track record, and the experience and caliber of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities.

The Company's operations to date have been financed by issuing common shares. The Company's ability to continue as a going concern is dependent upon its ability to obtain additional financing to meet its obligations as they come due. If the Company was to become unable to continue as a going concern, then significant adjustments would be required to the carrying value of assets and liabilities, and to the balance sheet classifications currently used.

There is no guarantee that the Company will be able to secure additional financings in the future at terms that are favorable. To date, the Company has not used debt or other means of financing to further its exploration programs, and the Company has no plans to use debt financing at the present time. Based on the current working capital as of the date of this MD&A, it is expected that the current cash position will be sufficient to fund the Company's needs for at least next twelve months.

Due to the delay in receiving Presidential endorsement of the Exploitation License for the Company's Romero Project, the Company is taking steps towards a cash conservation policy as discussed above.

#### OUTSTANDING SHARE DATA

At September 30, 2022 and December 31, 2021, the Company had 259,442,384 common shares issued and outstanding with a value of \$73,461,074.

##### During the nine months ended September 30, 2022:

- On June 1, 2022, the Company granted 2,000,000 options with an exercise price of \$0.18 to the officer of the Company. The options are exercisable for a period of five years. One-third vest on date of grant and one-third will vest every six months thereafter.
- 5,167,000 options expired, unexercised.

##### Subsequent to September 30, 2022:

- The Company granted 200,000 options to certain employees of the Company, at an exercise price of \$0.16. The options are exercisable for a period of five years. One-third vest on date of grant and one-third will vest every six months thereafter.

As at the date of this MD&A, the Company had the following common shares and options issued and outstanding:

- 259,442,384 common shares;
- 20,502,500 stock options with exercise prices ranging from \$0.15 to \$0.36 per share.

#### COMMITMENTS

The Company is a party to certain management contracts. These contracts contain clauses requiring that approximately \$924,000 be paid to certain management personnel upon a change of control of the Company. As the likelihood of these events taking place is not determinable, the contingent payments have not been reflected in the unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2022.



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#### CONTINGENCIES

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

The Company is, from time to time, involved in various claims, legal proceedings and complaints arising in the ordinary course of business. The Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which it may be required to pay damages in any form by reason thereof, will have a material effect on the financial condition or future results of operations of the Company.

#### FINANCIAL INSTRUMENTS

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating the risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in note 15 of our unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2022 and note 15 of our audited consolidated financial statements for the year ended December 31, 2021. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 2 of the consolidated financial statements for the year ended December 31, 2021.

#### RELATED PARTIES

Total compensation of key company personnel for the nine months ended September 30, 2022 and 2021 is as follows:

	For the nine months ended	
	September 30, 2022	September 30, 2021
	\$	\$
Directors' fees	90,000	90,000
Management remuneration	334,429	189,000
Salaries and wages	104,553	99,815
Share-based compensation	429,615	676,905
	<b>958,597</b>	<b>1,055,720</b>

During the nine months ended September 30, 2022, the Company paid professional fees of \$59,418 (September 30, 2021 – \$58,740) to Quantum Advisory Partners LLP, a partnership in which the CFO is an incorporated partner, for professional services including accounting, corporate secretarial, transaction support and tax compliance.

The balances due to the Company's directors and officers included in accounts payables and accrued liabilities were \$12,165 as at September 30, 2022 (December 31, 2021 – \$35,430). These amounts are unsecured, non-interest bearing and payable on demand.

#### Conflicts of Interest

GoldQuest's directors and officers may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may

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participate in business or asset acquisitions, dispositions, or ventures in which GoldQuest may participate, the directors and officers of GoldQuest may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, GoldQuest will follow the provisions of the *Business Corporations Act (BC)* (“Corporations Act”) dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of GoldQuest’s directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of GoldQuest are required to act honestly, in good faith, and in the best interest of GoldQuest.

#### CRITICAL ACCOUNTING ESTIMATES

The preparation of our unaudited condensed consolidated interim financial statements requires management to use judgment and make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and the reported amount of expenses during the period. Actual results could materially differ from these estimates. Refer to note 2 of our annual audited consolidated financial statements for the year ended December 31, 2021 for a more detailed discussion of the critical accounting estimates and judgments.

#### ADOPTION OF NEW AND AMENDED IFRS PRONOUNCEMENTS

There were no new or amended IFRS pronouncements effective January 1, 2022 that impacted these condensed consolidated interim financial statements.

#### OFF-BALANCE SHEET FINANCING ARRANGEMENTS

As of September 30, 2022, and the date of this MD&A, the Company did not have any off-balance sheet financing arrangements.

#### PROPOSED TRANSACTIONS

No transactions are proposed.

#### RISKS AND UNCERTAINTIES

The Company is in the business of acquiring and exploring gold and base metal properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subjected to variations in commodity prices, market sentiment, exchange rates for currency, inflations and other risks. The Company currently has no source of revenue other than interest income. The Company will rely mainly on equity financing to fund exploration activities on its mineral properties.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company’s business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

#### Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

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#### **Operations in Foreign Countries and Regulatory Requirements**

The Company's principal properties are located in the Dominican Republic and mineral exploration and mining activities may be affected in varying degrees by changes in political, social and financial stability, inflation and changes in government regulations relating to the mining industry. Any changes in regulations or shifts in political, social or financial conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and opposition to mining from environmental or other non-governmental organizations. The Dominican Republic's status as a developing country may make it more difficult for the Company to obtain any financing required for the exploration and development of its properties due to real or perceived increased investment risk.

#### **Going Concern**

The Company's capability to continue as a going concern is dependent upon its ability to obtain additional debt or equity financing to meet its obligations as they come due. If the Company was to become unable to continue as a going concern, then significant adjustments would be required to the carrying value of assets and liabilities, and to the balance sheet classifications currently used.

GoldQuest has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to other companies in the same business, including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenues.

The Company plans to obtain financing in the future primarily through further equity financing, as well as through joint venturing and/or optioning with respect to the Company's properties with qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its mineral properties.

Management has a strict cost control program to effectively control expenditures. As a result of these cost control measures, it is expected that the current cash position will be sufficient to fund the Company's needs for the next twelve months. At the appropriate time, management will begin to review several funding options including equity financing and seeking joint venture partners to further its mineral property interests. While the Company has been successful in raising funds in the past, there are no assurances that additional funding and/or suitable joint venture agreements will be obtained.

#### **Exploration and Mining Risks**

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, the Company's properties have no known body of commercial ore. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable adequate machinery, equipment or labor or other risks involved in the operation of mines and the conduct of exploration programs. The Company has relied on and may continue to rely upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineral deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing gold, copper and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The Company has no producing mines at this time. All of the properties in which the Company may earn an interest are at

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the exploration stage only. Most exploration projects do not result in the discovery of commercially mineable deposits of ore.

#### **Development Risks**

The marketability of any minerals which may be acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection.

#### **Loss of Interest in and Value of Properties**

The Company's ability to maintain its interests in its mineral properties and to fund ongoing exploration costs will be entirely dependent on its ability to raise additional funds by equity financings. If the Company is unable to raise such funds it may suffer dilution or loss of its interest in its mineral properties. The amounts attributed to the Company's interests in mineral properties in its financial statements represent acquisition and exploration costs, and should not be taken to reflect realizable value.

#### **Financing Risks**

The Company has no history of earnings and no source of operating cash flow and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its equity shares. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its property, there is no assurance that any such funds will be available. If available, future equity financings may result in substantial dilution to purchasers under the initial public offering. At present, it is impossible to determine what amounts of additional funds, if any, may be required.

#### **Metal Prices**

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of ore are discovered, a profitable market may exist for the sale of minerals produced by the Company. Factors beyond the control of the Company may affect the marketability of any substances discovered. Mineral prices, in particular, gold prices, have fluctuated widely in recent years. The marketability of minerals is also affected by numerous other factors beyond the control of the Company. These other factors include government regulations relating to price, royalties, allowable production and importing and exporting of minerals.

#### **Uninsurable Risks**

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

#### **Environmental and Other Regulatory Requirements**

Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. The Company's right to exploit the mining properties is subject to various reporting requirements and to obtaining certain government approvals and there is no assurance that such approvals, including environmental approvals, will be obtained without inordinate delay or at all. GoldQuest believes

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that it is in compliance with all environmental regulations in the Dominican Republic and has made no provision for environmental remediation costs as such costs are believed to be immaterial.

#### **No Assurance of Titles, Boundaries or Surface Rights**

The Company has investigated rights of ownership of all of the mineral properties in which it has an interest and, to the best of its knowledge, all agreements relating to such ownership rights are in good standing. However, all properties may be subject to prior claims or agreement transfers, and rights of ownership may be affected by undetected defects. While to the best of the Company's knowledge, title to all properties in which it has the right to acquire an interest is in good standing, this should not be construed as a guarantee of title. Other parties may dispute title to the mining properties in which the Company has the right to acquire an interest. The properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects or the statutes referred to above.

#### **Reliance on Key Personnel**

The nature of the business of the Company, the ability of the Company to continue its exploration and other activities and to thereby develop a competitive edge in the marketplace depends, in a large part, on the ability of the Company to attract and maintain qualified key management personnel. Competition for such personnel is intense, and there can be no assurance that the Company will be able to attract and retain such personnel. The development of the Company now and in the future, will depend on the efforts of key management figures, the loss of whom could have a material adverse effect on the Company. The Company does not currently maintain key-man life insurance on any of the key management employees.

#### **ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

Additional disclosure concerning GoldQuest's exploration and evaluation assets and costs is provided in the Company's unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2022 (note 7 and 8) and annual consolidated financial statements for the year ended December 31, 2021 (note 7 and 8), which are available on GoldQuest's website at [www.goldquestcorp.com](http://www.goldquestcorp.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **FORWARD-LOOKING INFORMATION**

Statements contained in this MD&A that are not historical facts are forward-looking information that involves known and unknown risks and uncertainties. Forward-looking statements in this MD&A include, but are not limited to, statements with respect to the PFS results, the proposed underground mine, the discovery of new mineral resources, mineral resource estimates, the merits of the Company's mineral properties, future studies, and the Company's plans and exploration programs for its mineral properties, including the timing of such plans and programs. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "has proven", "expects" or "does not expect", "is expected", "potential", "goal", "proposed", "appears", "budget", "scheduled", "estimates", "forecasts", "at least", "intends", "hope", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "should", "might" or "will be taken", "occur" or "be achieved".

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to uncertainties inherent in the preparation of the PFS and in the estimation of mineral reserves and resources; commodity prices; changes in general economic conditions; market sentiment; currency exchange rates; the Company's ability to continue as a going concern; the Company's ability to raise funds through equity financings; risks inherent in mineral exploration; risks related to operations in foreign countries; future prices of metals; failure of equipment or processes to operate as anticipated; accidents, labor disputes and other risks of the mining industry; delays in obtaining governmental approvals; government regulation of mining operations; environmental risks;

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### MANAGEMENT DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

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title disputes or claims; limitations on insurance coverage and the timing and possible outcome of litigation. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, do not place undue reliance on forward-looking statements. All statements are made as of the date of this MD&A and are subject to change after such date and the Company is under no obligation to update or alter any forward-looking statements except as required under applicable securities laws.

Forward-looking statements are based on assumptions that the Company believes to be reasonable, including the results and expectations regarding the PFS parameters and inputs, mineral exploration and development costs; expected trends in mineral prices and currency exchange rates; the accuracy of the Company's current mineral resource estimates; that the Company's activities will be in accordance with the Company's public statements and stated goals; that there will be no material adverse change affecting the Company or its properties; that all required approvals will be obtained for development of its projects in the Dominican Republic and that there will be no significant disruptions affecting the Company or its properties.