

**ODYSSEY RESOURCES LIMITED**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL**  
**CONDITION AND RESULTS OF OPERATIONS**  
**FOR THE YEAR ENDED DECEMBER 31, 2023**

*The following management's discussion and analysis ("MD&A") of the operations, results, and financial position of Odyssey Resources Limited ("Odyssey" or the "Company"), dated April 5, 2024, covers the years ended December 31, 2023 and 2022 and should be read in conjunction with the financial statements and related notes for the years ended December 31, 2023 and 2022 (the "December 31, 2023 and 2022 financial statements").*

*The Company's December 31, 2023 and 2022 financial statements and the financial information contained in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretation of the International Financial Reporting Interpretations Committee ("IFRIC").*

*All financial results presented in this MD&A are expressed in US dollars unless otherwise indicated.*

**Description of Business**

Odyssey is a Canadian-based company whose objective is to acquire, explore and develop mineral resource properties. As of the date of this MD&A, the Company does not own or have any interest in a mineral property and is not carrying out any exploration programs and to date has not earned any revenues. The Company continues to explore opportunities to acquire an interest in a mineral property. However, there can be no assurance that the Company will acquire a new mineral property in the near term, or at all, and that if a mineral property is acquired, it will have adequate financial resources to explore and/or develop such property. The Company's ability to continue its activities is dependent on the continued support of the Company's chairman, president and Chief Executive Officer ("CEO") as described therein.

The Company is a reporting issuer in British Columbia, Alberta and Ontario and its financial year-end is December 31. Dundee Corporation indirectly holds approximately 31.4% of the issued and outstanding common shares of the Company.

Odyssey's common shares are listed on the NEX trading board of the TSX Venture Exchange ("TSXV") and trade under the symbol ODX.H.

*Financial position as at December 31, 2023*

As at December 31, 2023, the Company's CEO voluntarily decided to forgive a loan amount of C\$872,062 (including accrued interest) (the "Loan") for various advances he has made to the Company since April 2017, in the best interest of the Company. As a result of the Loan forgiveness, the Company had as at December 31, 2023, a working capital of \$21,818, including cash of \$19,973, and shareholder's equity of \$21,818.

On January 17, 2024, the Company's CEO advanced to the Company an additional amount of C\$25,000 (US\$18,902). This advance bears no interest and has no repayment terms.

#### *Loan*

Since April 2017, the CEO has funded short-term working capital requirements of the Company through a loan agreement which had been amended and restated on April 28, 2023. The Loan bore interest at 12% per year and was repayable (capital and accrued interest) on the earliest of the completion of a financing by the Company for a minimum amount of C\$3,000,000 or upon demand at any time after December 31, 2024.

As at December 31, 2023, an amount of C\$707,303 (US\$534,782) plus accrued interest of C\$164,759 (US\$124,572) was owed to the CEO. The CEO determined that it was in the best interest of the Company to forgive the loan balance of C\$872,062 (US\$659,354) in its entirety. The CEO entered into a Debt Forgiveness Agreement with the Company dated as at December 31, 2023. The Company has presented the amount of the debt forgiveness of US\$659,354 on its statements of comprehensive income (loss) as a gain on loan forgiveness from a director.

The Company's ability to continue to meet its obligations and to provide for management and administration expenses for the next 12 months is dependent on the continued financial support of the Company's CEO and / or of its existing shareholders. The Company's ability to complete the acquisition of a mineral project is dependent upon the Company securing additional funds through an equity financing. The ability of the Company to arrange such required financing will depend in part upon the quality and potential of the project being acquired, metal prices, global economic and capital market conditions. There is no assurance that the Company will be successful in securing such additional financing. If the Company is not successful in raising additional funds, this will have a negative impact on the business, financial condition and results of operation of the Company. These uncertainties may cast a significant doubt about the Company's ability to continue as a going concern.

**Selected Consolidated Financial Information**

	December 31, 2023	December 31, 2022
<b>Financial Position</b>	<b>\$</b>	<b>\$</b>
Cash	19,973	55,188
Total assets	23,813	59,892
Loan from a director	-	559,436
Shareholders' equity (deficiency)	21,818	(501,156)

  

	Years ended December 31,		
	2023	2022	2021
<b>Operations</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Management and administration	54,122	62,765	65,040
Finance income	-	-	(30,000)
Finance expense on loan from a director	67,688	56,452	52,457
Loan loss allowance	-	250,000	182,500
Gain on the loan forgiveness from a director	(659,354)	-	(182,500)
Loss (gain) on foreign exchange	15,225	(16,781)	1,406
<b>Net income (loss)</b>	<b>522,319</b>	<b>(352,436)</b>	<b>(88,903)</b>
<b>Basic and diluted earnings (loss) per share</b>	<b>0.01</b>	<b>(0.01)</b>	<b>(0.00)</b>

  

<b>Cash flows</b>			
Operating activities	(52,828)	(66,740)	(67,723)
Investing activities	-	-	-
Financing activities	17,065	110,647	42,899

Since its incorporation, the Company has not paid any cash dividend on its outstanding common shares. Any future dividend payment will depend on a number of factors including the Company being able to generate profit from future operations and any other factor that the board of directors may deem necessary to consider. It is highly unlikely that any dividend will be paid in the near future.

**Results of Operations**

The Company realized net income of \$522,319 (\$0.01 per share) during the year ended December 31, 2023 compared to a net loss of \$352,436 (a loss of \$0.01 per share) in 2022. In 2023, net income included a gain on loan forgiveness of \$659,354 as described in the *Loan* section. In 2022, the net loss included a loss allowance of \$250,000 on a loan that had been made to a private Peruvian entity in 2015 in connection with a potential acquisition of a mineral project in Peru, which was never completed.

During the years ended December 31, 2023 and 2022, the Company did not conduct any exploration work and hence did not incur any exploration expenses.

Management and administration expenses decreased from 2023 compared to 2022 mostly due to lower office and reporting issuer expenses. Details of such expenses are summarized in the table below.

Finance expense of \$67,688 in 2023 (\$56,452 incurred in 2022) relates to accrued interest on advances made to the Company by the Company's CEO as described in the *Loan* section.

Management and administration expenses are detailed as follows:

	Year ended December 31,		
	2023	2022	2021
	\$	\$	\$
Employee benefits	13,340	13,839	14,410
Administrative and consultants	3,253	4,735	5,186
Office	10,280	12,746	14,682
Corporate development and travel	666	2,580	2,214
Professional fees	17,686	17,930	17,365
Reporting issuer costs	8,897	10,935	11,183
	<b>54,122</b>	62,765	65,040

*4<sup>th</sup> quarter ended December 31, 2023 compared to 4<sup>th</sup> quarter ended December 31, 2022*

During the 4<sup>th</sup> quarter ended December 31, 2023, the Company realized net income of \$618,226 (\$0.02 per share), compared to a net loss of \$259,850 (\$0.01 per share) during the 4<sup>th</sup> quarter ended December 31, 2022. On December 31, 2023, the Company's CEO, as Lender, determined that it was in the best interest of the Company to forgive the Loan balance in its entirety, which resulted in a gain on loan forgiveness from a director of \$659,354. On December 31, 2022, following its assessment of the expected recovery of a loan that had been made to a private Peruvian entity in 2015 in connection with a potential acquisition of a mineral project in Peru, had determined that it was unlikely that it would recover such amount and had thus recorded a loan allowance of \$250,000.

During the 4<sup>th</sup> quarter ended December 31, 2023, management and administration expenses totalled \$8,738, finance expense on loan from a director totalled \$17,168 and a loss on foreign exchange amounted to \$15,225. During the 4<sup>th</sup> quarter ended December 31, 2022, management and administration expenses totalled \$11,993, finance expense on loan from a director totalled \$14,481 and a gain on foreign exchange amounted to \$16,781.

**Selected Quarterly Financial Information**

Period ended	Revenues (\$)	Net income (loss) (\$)	Basic	Diluted
			earnings (loss) per share \$	earnings (loss) per share \$
December 31, 2023 (a)	-	618,226	0.02	0.02
September 30, 2023	-	(25,431)	(0.00)	(0.00)
June 30, 2023	-	(37,861)	(0.00)	(0.00)
March 31, 2023	-	(32,615)	(0.00)	(0.00)
December 31, 2022 (b)	-	(259,850)	(0.00)	(0.00)
September 30, 2022 (c)	-	(27,801)	(0.00)	(0.00)
June 30, 2022 (d)	-	(29,201)	(0.00)	(0.00)
March 31, 2022 (e)	-	(35,584)	(0.00)	(0.00)

(a) Includes a gain on loan forgiveness from a director of \$659,354 and a loss on foreign exchange of \$15,225.

(b) Includes a loan loss allowance of \$250,000 and a gain on foreign exchange of \$16,781.

(c) Includes a loss on foreign exchange of \$3,913.

(d) Includes a gain on foreign exchange of \$7,664.

(e) Includes a loss on foreign exchange of \$3,594.

**Liquidity and Capital Resources**

As at December 31, 2023, the Company had a working capital of \$21,8189 compared to working capital deficiency of \$501,156 as at December 31, 2022. Available cash of \$19,973 as at December 31, 2023 is being used to pursue and evaluate new resource projects and for management and administration expenses.

During the year ended December 31, 2023, the Company's CEO advanced an amount of \$17,065 under the loan agreement (\$110,647 in 2022), as described under the *Loan* section. As at December 31, 2023, as a result of the loan forgiveness described in the *Loan* section, the Company's indebtedness to the Company's CEO amounted to nil.

The Company will require additional financing to provide for general and administrative expenditures for at least the next 12 months, which are estimated at approximately \$65,000, and to acquire new projects. The Company's ability to fund the acquisition of new projects, to fund subsequent exploration programs, development studies and/or capital investment, and to meet its corporate and administrative obligations is dependent on the Company's ability to obtain additional financing, when required, through various means, including but not limited to equity financing. The ability of the Company to arrange the required financing depends in part upon the quality and potential of the project being acquired, metal prices, global economic and capital market conditions, as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company.

## Capital Management

The Company defines capital that it manages as shareholders' equity. As at December 31, 2023, the Company had a capital of \$21,818 (a capital deficiency of \$501,156 at December 31, 2022). When managing capital, the Company's objectives are a) to ensure the entity continues as a going concern; b) to increase the value of the entity's assets; and c) to achieve optimal returns to shareholders. These objectives will be achieved by identifying the right exploration projects, adding value to these projects and ultimately taking them to production or obtaining sufficient proceeds from their disposal. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate. There were no changes in the Company's approach to capital management during the year ended December 31, 2023. The Company is not subject to any externally imposed capital requirements as at December 31, 2023.

## Off-Balance Sheet Arrangements

As at December 31, 2023, the Company had no off-balance sheet arrangements.

## Related Party Transactions

Details of the Loan from the CEO are described in the *Loan* section.

During the year ended December 31, 2023, the Company paid or accrued an amount of \$4,447 to Reunion Gold Corporation (\$4,613 in 2022), a related party by virtue of common management, for the rental of office space and for the use of office equipment and supplies. As at December 31, 2023, the Company had an amount payable of \$1,269 to Reunion Gold Corporation (an amount payable of \$611 as at December 31, 2022).

During the year ended December 31, 2023, the Company paid a housing allowance of \$13,340 to the Company's CEO (\$13,840 in 2022). During the years ended December 31, 2023 and 2022, no other remuneration was paid to directors, the CEO and the CFO.

## Financial Instruments

The Company's financial instruments as at December 31, 2023 consist of cash, accounts payable and accrued liabilities and payable to a related party. The fair value of these financial instruments approximates their carrying value, given that they will mature shortly.

## Basis of Presentation of Financial Statements

The Company's financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board. The accounting policies, methods of computation and presentation applied in the Company's financial statements are consistent with those of the previous year. The material accounting policies of Odyssey, including significant accounting judgements and estimates, are presented in Note 3 to the December 31, 2023 and 2022 financial statements filed on SEDAR.

**Accounting Standards Issued but not yet Applied**

Certain standards, amendments and interpretations have been issued but are not yet effective up to the date of the issuance of these financial statements. Such issued standards and interpretations are not expected to have a material impact on the Company's financial statements.

**Outstanding Share Data**

As at April 5, 2024, the Company has 36,231,486 common shares issued and there are no warrants or stock options outstanding.

*Share Consolidation*

At a special shareholder meeting held on November 27, 2015, the Company's shareholders passed a resolution approving the consolidation of the Company's issued and outstanding shares on the basis of one (1) post-consolidation share for each ten (10) pre-consolidation shares currently issued and outstanding. The resolution gives the board of directors authority to implement the share consolidation at any time. The board of directors intends to implement the share consolidation prior to completing the acquisition of a mineral project, subject to TSXV approval.

**Financial Risk Factors**

The Company thoroughly examines the various financial risks to which it is exposed and assesses the impact and likelihood of those risks. These risks include liquidity risk, credit risk, currency risk and interest rate risk. Where material, these risks are reviewed by the board of directors of the Company. These risks are described and presented in Note 12 to the December 31, 2023 and 2022 financial statements filed on SEDAR.

**Trends**

The Company anticipates that it will continue to experience net losses until such time, if any, as revenue generating activity is commenced. The Company's future financial performance is dependent on many external factors. Circumstances and events, such as ongoing volatility in the capital markets, could materially affect the future financial performance of the Company. Other factors and risks that have affected, and which in the future may affect the Company and its financial position, are described in the following section.

**Other Risks and Uncertainties**

The identification, acquisition and financing of mineral properties is a highly competitive and speculative process which even a combination of careful evaluation, experience and knowledge may not eliminate. The Company currently has no interest in a mineral property. There is no assurance that the Company will be acquiring any such interest in the short term or at all.

The risks below are not the only risks the Company may face. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. If any of the following risks actually occur, the Company's business, financial condition and operating results could be adversely affected.

#### *Limited financial resources*

To acquire, explore and develop mineral properties, the Company will need to obtain additional financing from external sources. There is no assurance that the Company will be able to obtain such financing on favourable terms, or at all. Failure to obtain financing could result in the Company being unable to complete an acquisition and to conduct exploration and development on such acquired properties. Major expenses are generally required to acquire and develop mineral properties and there is no assurance that exploration and development programs on mineral properties will result in a profitable commercial mining operation.

The Company will also need additional financing to continue funding its listing and reporting requirements. Failure to obtain required funds could result in the Company's common shares being delisted from NEX. The Company currently depends on the funds advanced by its CEO; there is no assurance that the Company's CEO will continue to fund those expenses.

#### *Competition*

The mineral exploration and mining business is competitive in all its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Company, in the search for and the acquisition of attractive mineral properties. The ability of the Company to acquire a mineral property of merit, purchase required equipment, and hire qualified personnel in the future will depend on its ability to identify, arrange, negotiate, select or acquire suitable properties or prospects for mineral exploration, source suitable equipment and hire qualified people. There is no assurance that the Company will be able to compete successfully with its competitors in acquiring such properties or prospects, sourcing equipment or hiring people.

#### *Conflicts of interest*

Certain directors of the Company are also directors, officers or shareholders of other natural resource companies. Situations may arise where the directors and officers of the Company may be in competition with the Company. Any conflicts of interest will be subject to and governed by the law applicable to directors' conflicts of interest. In the event that a conflict of interest arises at a meeting of the Company's directors, a director who has a conflict will abstain from voting on the matter in respect of which he is in a position of conflict. In accordance with applicable laws, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

**Cautionary Note Regarding Forward-Looking Information**

Except for statements of historical facts relating to Odyssey, certain information contained in this MD&A constitutes "forward-looking information" under Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the potential acquisition of mineral projects, the Company's ability to finance the acquisition of a mineral project and to meet its corporate and administrative obligations, the continued financial support of the Company's CEO, and other statements relating to the financial and business prospects of the Company. Although the Company believes in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because the Company can give no assurance that they will prove to be correct. Forward-looking information is subject to known and unknown risks and uncertainties, and depends on assumptions and other factors, all of which may cause actual results or events to differ materially from those anticipated in such forward-looking information. The forward-looking statements contained in this MD&A are made as of the date hereof and the Company undertakes no obligations to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

**Additional Information and Continuous Disclosure**

This MD&A has been prepared as at April 5, 2024. Additional information on the Company is available through regular filings of press releases and financial statements on SEDAR ([www.sedar.com](http://www.sedar.com)) and on the Company's website ([www.odysseyresources.com](http://www.odysseyresources.com)).