



## MANAGEMENT'S DISCUSSION AND ANALYSIS

The following information, prepared as of May 29, 2023, should be read in conjunction with the condensed interim consolidated financial statements of Giga Metals Corporation (the "Company") for the three months ended March 31, 2023, together with the audited consolidated financial statements of the Company for the year ended December 31, 2022 and the accompanying management's Discussion and Analysis (the "Annual MD&A") for that fiscal year. The referenced condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise stated.

### Forward-Looking Statements and Risk Notice

This MD&A is a review of the Company's operations and financial position as at and for the three months ended March 31, 2023 and plans for the future based on facts and circumstances as of May 29, 2023. Except for statements of historical fact relating to the Company, including our 85% interest in the Turnagain Property, certain information contained herein constitutes forwarding-looking statements. When we discuss: mine plans; our costs and timing of current and proposed exploration; development; production and marketing; capital expenditures; cash flow; working capital requirements; and the requirement for additional capital; operations; revenue; margins and earnings; future prices of nickel and cobalt; foreign currency exchange rates; future accounting changes; or other things that have not yet happened in this review we are making statements considered to be *forward-looking statements* under Canadian and United States securities laws. We refer to them in this review as *forward-looking information*. The forward-looking information in this review typically includes words and phrases about the future, such as: *plan, expect, forecast, intend, anticipate, estimate, budget, scheduled, believe, may, could, would, might and will*. We can give no assurance that the forward-looking information will prove to be accurate. It is based on a number of assumptions management believes to be reasonable, including but not limited to: the continued operation of the Company's operations, no material adverse change in the market price of commodities and exchange rates and such other assumptions and factors as set out herein. It is also subject to risks associated with our business, including but not limited to risk inherent in the mining and metals business; commodity price fluctuations and hedging; competition for mining properties; sale of products and future market access; mineral reserves and recovery estimates; currency fluctuations; interest rate risk; financing risk; environment risk; legal proceedings; and other risks that are set out in our annual information form and below. If our assumptions prove to be incorrect or risks materialize, our actual results and events may vary materially from what we currently expect as set out in this review. We recommend that you review our annual information form and this Management's Discussion and Analysis, which include a discussion of material risks that could cause actual results to differ materially from our current expectations. Forward-looking information is designed to help you understand management's current views of our near and longer term prospects, and it may not be appropriate for other purposes. We will not necessarily update this information unless we are required to be securities laws.

For additional risk factors relating to the Company, refer to the short-form base shelf prospectus filed on [www.sedar.com](http://www.sedar.com) on January 31, 2022.

Scientific and technical information disclosed in this document has been reviewed and approved by Greg Ross, P. Geo., and Lyle Trytten, P. Eng., both Qualified Persons consistent with NI 43-101.

## **Mitsubishi Corporation Transaction**

On August 15, 2022, the Company announced that it had entered into a binding agreement with Mitsubishi Corporation (“MC”) to form a new joint venture company, Hard Creek Nickel Corp. (“Hard Creek”), to jointly pursue the development of the Turnagain Nickel-Cobalt Project. The transaction closed on September 1, 2022.

Hard Creek issued 15% of its common shares for cash consideration of \$8,000,000 and 85% of its common shares in exchange for all related assets and liabilities for the Turnagain Nickel-Cobalt Project. Pursuant to the terms of a shareholders’ agreement governing Hard Creek, the Company, with support from MC, will operate the joint venture.

The \$8,000,000 cash consideration will be used to complete a Pre-Feasibility Study (“PFS”). Once the Company completes a PFS, further expenditures in the joint venture will be split in accordance with the equity interests of the parties.

## **Overall Performance**

The Company has an 85% interest in Hard Creek, which itself has a 100% interest in the Turnagain Nickel-Cobalt Project located in the Liard Mining Division in northern British Columbia, approximately 65 km east of Dease Lake. The Turnagain Nickel-Cobalt Project currently has 75 mineral claims with a total area of approximately 40,069 ha. Seventy-two of these claims form one block of contiguous claims totalling approximately 38,782 ha. Sixty-eight of these claims contain the core area of the Turnagain property, including the Turnagain resource. A total of 36,068 hectares have expiry dates ranging from October 2031 to December 2032. Four more recently acquired contiguous claims (approximately 2,714 ha) have expiry dates ranging from August 2023 to April 2025. The Company expects to advance the contiguous claims with 2022 work credits and/or cash payment(s)-in lieu of work. The Project currently also includes three non-contiguous claims totalling approximately 1,287 ha with expiry dates ranging from February 2024 to January 2025. These claims may be extended with future work credits and/or cash in lieu of work depending on strategic objectives.

The Turnagain project was not actively explored between 2011 and 2018 due to low nickel prices and difficult financial conditions. The price of nickel improved in 2017, and, during the third quarter of 2017, the Company completed equity financings allowing the Company to conduct an exploration program in the summer of 2018.

The Company started its 2018 exploration program in July with the commencement of archaeological and wildlife surveys and the arrival of drill rigs on site.

The 2018 field work program completed a total of 10,835 metres of core drilling in forty holes (hole numbers DDH18-267 to DDH18-306). On January 30, 2019, the Company announced analytical results from 38 of the 40 holes and the results for the remaining 2 holes were released on February 25, 2019.

The 2018 work program included:

- Two exploration holes totaling 1,119.8 metres in the platinum-enriched Attic Zone.
- Thirteen metallurgical infill holes totaling 3,073.0 metres within the Horsetrail and Northwest zones of the Turnagain deposit.
- Twenty-three infill holes totaling 5,866.9 metres, sited between the Horsetrail and Northwest zones to increase sample densities to allow for a reclassification of those portions of the deposit currently categorized as inferred resources to indicated resources.
- Two exploration holes totaling 775.1 metres in the MAG Zone roughly 5.6 kilometres northwest of Horsetrail deposit.

Refer to the January 30, 2019 and February 25, 2019 news releases for details of the analytical results. The analytical results reported demonstrate the continuity of mineralization in the Horsetrail and Northwest zones.

The Company is continuing to advance the project through ongoing:

- Consultation with the Tahltan First Nation and Kaska Dena communities.
- Geotechnical, environmental and archaeological studies, including the establishment of remote water and wildlife monitoring stations and the re-establishment of surface and groundwater monitoring programs.
- Metallurgical optimization and the Turnagain Mine project design engineering studies.

During July 2018 the Company closed the sale of a 2% Net Smelter Return (“NSR”) royalty on all future nickel and cobalt production from the Turnagain Nickel-Cobalt Project to Cobalt 27 Capital Corp. (“Cobalt 27” now Nickel 28 Capital Corp.) for consideration of US\$1,000,000 in cash and 1,125,000 Cobalt 27 common shares at \$7.40 per share for a fair value of \$8,325,000.

In spring and summer of 2019, the Company began metallurgical test work, including comminution, flow sheet development, and variability testing. Additionally, field work began for geotechnical and geochemical investigations in support of low-grade stockpile and waste rock storage design. Environmental baseline data continues to be collected.

In 2019 Natural Resources Canada (“NRCan”) agreed to be part of a consortium of government agencies and industry partners, including GIGA, that have agreed to fund a research initiative investigating carbon dioxide (CO<sub>2</sub>) sequestration in silicate mine residue, including ultramafic residue from mineral deposits such as GIGA’s Turnagain nickel-cobalt deposit. A total of \$3.5 million was committed to the project, including \$2 million from NRCan with the balance from other government geoscience agencies and from industry. More than a decade of research by project lead Dr. Greg Dipple has shown that silicate mineral residue, when exposed to the atmosphere, absorbs CO<sub>2</sub> and converts it to carbonate minerals, and the CO<sub>2</sub> would remain locked in the carbonates over geological time scales. There is a real possibility that the Turnagain project, if developed into a mine, could achieve our goal of being carbon neutral. Refer to the news release for further details. An update on Dr. Dipple’s work was included in an August 4, 2020 news release. On June 1, 2021, the Company announced that test work conducted on Turnagain mineralized material at the University of British Columbia has demonstrated significant mineral sequestration of CO<sub>2</sub>.

In September 2019 the Company announced an updated NI 43-101 mineral resource estimate based on the additional 36 infill holes drilled in 2018 in the areas of the conceptual open pit described in the Preliminary Economic Assessment dated December, 2011 by AMC Consultants of Vancouver, B.C., and also based on updated geological modeling supported by core logs, rock geochemistry, mapping, alteration modeling and other information. The updated resource estimate increased Measured plus Indicated resources at Turnagain by 24% to 1.07 billion tonnes, while contained nickel increased by 28.3% to 5.2 billion pounds.

On October 15, 2019, a project update news release was issued on metallurgical and engineering work on the Turnagain project. On February 12, 2020 a further news release was issued noting that metallurgical test work is ongoing and the new results will be included in an updated Preliminary Economic Assessment (the “2020 PEA”). On October 28, 2020, the Company announced the results of the 2020 PEA for the production of high-grade nickel concentrate from the Turnagain Nickel Deposit. Refer to the news release dated October 28, 2020 for details. The NI 43-101 technical report for the 2020 PEA was filed on [www.sedar.com](http://www.sedar.com) on November 20, 2020 and on our website at [www.gigametals.com](http://www.gigametals.com). A subsequent amendment to the NI 43-101 technical report for the 2020 PEA was filed on [www.sedar.com](http://www.sedar.com) on February 22, 2021 and on Giga’s website.

During the summer and fall of 2020, we did not conduct significant field work at the Turnagain project and instead focused on metallurgy and engineering. Additional fieldwork resumed at the Turnagain project in early 2021 to gather the site data necessary to advance the project to Pre-Feasibility. In March 2021, the Company increased the reclamation bonds with the Ministry of Energy, Mines and Petroleum Resources from \$232,000 to \$424,000 in advance of planned fieldwork.

An internal study was conducted comparing the economics, technical risk and environmental impacts of the Company’s Turnagain project with one operating and a basket of prospective High Temperature Acid Leach (“HPAL”) projects and the results of that study were summarized in a press release on November 3, 2020.

The Company concluded its 2021 field program at Turnagain in October, having completed 6,295 metres of core drilling in 15 drill holes. In addition to collecting resource and geological information, 6 holes were also utilized to collect geotechnical data for pit wall design and to install piezometers for groundwater modeling. The Company further conducted 8,400 metres of seismic refraction survey for tailings storage facility design. Due to labour shortages in 2021, the Company was unable to complete all the planned work and data collection for a Pre-Feasibility Study. The Company conducted a work program in 2022 to complete this data acquisition; which included geotechnical drilling in the area of the potential Tailings Management Facility and excavator test pits and geotechnical drilling for stockpile and waste storage designs.

On May 19, 2022, the Company released assay results from its 15-hole 2021 work program and reported on the collection of geotechnical and hydrogeological data and installations, and the completion and interpretation of a seismic refraction survey. These works are expected to move Inferred resources into Indicated resources and to provide valuable data with which to advance project engineering.

On August 3, 2022, the Company reported that it had completed its 2022 field work program, consisting of five helicopter-supported combination 4" Sonic/HQ geotechnical holes totaling 415 metres within the proposed tailings storage main and saddle dam alignments, and 18 excavator test pits within the proposed stockpile and waste storage areas in support of PFS-level mine engineering design.

On October 27, 2022, an updated NI 43-101 mineral resource estimate was announced, based on the additional 15 drill holes totaling 6,295 metres drilled in 2021 that were drilled for resource expansion and resource classification update in addition to supplying geotechnical data. Refer to the October 27, 2022 and November 1, 2022 news releases for additional details, as well as the Turnagain Nickel-Cobalt Project section below.

	Balance, December 31, 2022 \$	Change in period 2023 \$	Balance, March 31, 2023 \$
<b>Turnagain Nickel-Cobalt Project</b>			
Mineral property interests	179,500	-	179,500
Assays and testing	2,656,162	4,527	2,660,689
Claims renewal / staking	486,060	911	486,971
Drilling	17,467,503	-	17,467,503
Environmental studies	2,368,988	26,943	2,395,931
Exploration data management	1,010,452	-	1,010,452
First Nations	383,301	82,693	465,994
Geochemistry	111,066	-	111,066
Geological and engineering services	14,223,862	513,419	14,737,281
Geophysical services	972,398	-	972,398
Metallurgy	5,363,274	180,382	5,543,656
Petrographic work	43,957	-	43,957
Project management	106,015	-	106,015
Survey, mapping and camp	5,482,534	11,955	5,494,489
Transportation	3,802,357	(6,514)	3,795,843
Advances	276,287	(27,445)	248,842
Cost recovery	(56,480)	-	(56,480)
Asset retirement obligations	485,000	-	485,000
Property impairments	(33,058,924)	-	(33,058,924)
BC refundable mining tax credits	(3,424,958)	-	(3,424,958)
Federal non-refundable mining tax credits, net of valuation allowance	(61,185)	-	(61,185)
Book value at date of sale of net smelter royalty	(1,777,377)	-	(1,777,377)
	17,039,792	786,871	17,826,663
<b>Brazil Project</b>			
Assays and testing	13,311	-	13,311
Claims renewal / staking	72,683	5,387	78,070
Drilling	51,979	-	51,979
Geological and engineering services	28,993	227	29,220
Transportation	1,013	-	1,013
Property impairments	(173,417)	(5,614)	(179,031)
Foreign exchange translation adjustment	5,438	-	5,438
	-	-	-
	17,039,792	786,871	17,826,663

### Turnagain Nickel-Cobalt Project

The Turnagain Project hosts the Horsetrail nickel-cobalt deposit, among the world's largest undeveloped nickel-cobalt sulphide deposits, located in British Columbia, Canada. Giga Metals owns 85% of the project which hosts an updated (October 27, 2022) NI 43-101 Mineral Resource containing:

Classification (1) (2) (3) (4) (5)	Tonnage (million)	Ni Grade (%)	Contained Ni (million lbs)	Co Grade (%)	Contained Co (million lbs)
Measured	423.4	0.214	1,998.4	0.013	125.1
Indicated	1,095.6	0.209	5,039.7	0.013	308.0
Measured and Indicated	1,519.0	0.210	7,038.1	0.013	433.1
Inferred <sup>(4)</sup>	1,222.3	0.206	5,555.1	0.012	325.3

- (1) All mineral resources have been estimated in accordance with Canadian Institute of Mining and Metallurgy and Petroleum (“CIM”) definitions, as required under National Instrument 43-101 (“NI 43-101”).
- (2) Mineral resources are reported in relation to a conceptual pit shell in order to demonstrate reasonable expectation of eventual economic extraction, as required under NI 43-101; mineralization lying outside of these pit shells is not reported as a mineral resource. **Mineral resources are not mineral reserves and do not have demonstrated economic viability.**
- (3) Mineral resources are reported at a cut-off grade of 0.1% Ni. Cut-off grades are based on a price of US \$9.00 per pound nickel and a number of operating cost and recovery assumptions, plus a contingency.
- (4) Inferred mineral resources are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. However, it is reasonably expected that the majority of Inferred mineral resources could be upgraded to Indicated.
- (5) Due to rounding, numbers presented may not add up precisely to the totals provided and percentages may not precisely reflect absolute figures.

**The Mineral Resource estimates include Inferred Mineral Resources that are normally considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as Mineral Reserves. Mineral Resource has been prepared by Kirkham Geosystems Ltd., October 2022.**

The Turnagain project covers a large, relatively underexplored land package prospective for additional ultramafic-hosted nickel-cobalt discoveries. Turnagain is one of the few projects in a stable jurisdiction that can potentially deliver large quantities of cobalt and nickel to meet the growing needs of the electric vehicle and energy storage markets at a time when many research analysts are projecting there will be shortages in the cobalt and nickel required by battery manufacturers.

The Turnagain 2020 PEA (amended February 2021) demonstrates the potential for establishing a long-life open-pit mine and mill using conventional froth flotation technology to produce high-grade nickel sulphide concentrate. With a phased implementation to a facility with a throughput rate of 90,000 tonnes per day, annual production is projected to average more than 33,000 tonnes per year nickel (73 million pounds per year) for a project life of 37 years. A summary of the 2021 PEA highlights is provided in Table 1. The 2021 PEA has identified numerous opportunities for project improvement.

**Table 1 – Turnagain Project 2021 PEA Life-of-Mine Results and Assumptions (US\$)**

All parameters annual average except construction and sustaining capital cost	Phase 1 (Y1-5) Average	Phase 2 (Y6-20) Average	LoM (Y1-37) Average
Ore Processed (Mt)	15.3	32.7	30.3
Nickel Grade (%)	0.260	0.220	0.221
Nickel Recovery (%)	57.3	51.6	49.6
Nickel Production (t in concentrate)	22,754	37,149	33,215
Cobalt Production (t in concentrate)	1,379	2,224	1,962
Site Operating Cost (\$/t ore)	\$9.63	\$7.99	\$7.89
Site Operating Cost (\$/lb Ni)	\$2.93	\$3.20	\$3.27
<b>Net Operating Cost (\$/lb Ni)</b>	<b>\$2.77</b>	<b>\$3.04</b>	<b>\$3.12</b>
Construction Capital Cost (\$M) – total	\$1,381	\$532	\$1,913
Sustaining Capital Cost (\$M) - total	\$274	\$1,011	\$2,000
Base Case Nickel Price / Payability	\$7.50/lb / 78%		
Base Case Cobalt Price / Payability	\$22.30/lb / 35%		
Base Case After-tax IRR / NPV (8%)	4.9% / (\$443M)		

Further, the 2021 PEA demonstrates the Company's core thesis of sustainable mining, with a greenhouse gas footprint below 2.50 t/t Ni in the base case, declining to <0.7 t/t Ni for an electrified fleet. At these rates, the CO<sub>2</sub>-sequestering capabilities of the Turnagain tailings may enable the project to be carbon-neutral.

### Results from Operations

*During the three months ended March 31, 2023*

Other items – During the three months ended March 31, 2023 (“2023”), the Company recorded a loss of \$490,986 as compared to a loss of \$806,165 during the three months ended March 31, 2022 (“2022”). The loss during 2023 decreased primarily due to a reduction in stock-based compensation and other items as noted in general and administrative below.

General and Administrative - During 2023, the Company incurred a loss of \$490,986 (\$0.01 per share) compared to a loss of \$806,165 (\$0.01 per share) during 2022. The administrative expenses for 2023 were \$536,349, down from \$815,970 in 2022. Total administrative expenses include two non-cash expenses, amortization and stock-based compensation. These amounts were \$27,465 (2022: \$25,623) and \$124,251 (2022: \$322,335) in 2023, respectively. Excluding non-cash expenses, the 2023 administrative expenses were \$384,633 down from \$468,012 in 2022 due primarily to a decrease in consulting fees and legal, accounting and audit fees. Corporate communications and investor relations expenses in 2023 were \$75,936 (2022: \$51,568), an increase of \$24,368. Consulting fees were \$36,423 (2022: \$104,470), a decrease of \$68,047 due to a consultant being allocated to the Turnagain Project in 2023. Legal, accounting and audit expenses in 2023 were \$61,064 (2022: \$128,314) a decrease of \$67,250 due primarily to filing a short-form prospectus in 2022. Management and directors' fees in 2023 were \$104,130 (2022: \$65,893) which increased as a result of increased compensation to management and directors. Office and general expenses in 2023 were \$82,580 (2022: \$114,207), a decrease of \$31,627. Excluding amortization and stock-based compensation, the total general and administrative expenses for 2023 were approximately \$128,000 per month compared to \$156,000 per month in 2022. During 2023, the Company earned \$47,963 from interest income compared to \$2,078 for 2022, an increase of \$45,885.

Exploration - During 2023, the Company incurred expenditures on exploration and evaluation assets at the Turnagain Nickel Cobalt Project of \$786,871 including \$513,419 on geological and engineering services and \$180,382 on metallurgy. The Company is in the process of preparing a Pre-Feasibility Study.

Non-controlling interest of \$3,319 represents the share of Hard Creek Nickel Corp. income earned by Mitsubishi Corporation.

*Note:*

(1) *Adjusted loss for the period is not a term recognized under IFRS.*

## Summary of Quarterly Results

The following is selected financial data from the Company's unaudited quarterly financial statements for the last eight quarters ending with the most recently completed quarter, being March 31, 2023.

	Three Months Ended (\$)			
	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
Total Revenues	-	-	-	-
Loss	(490,986)	(778,775)	(620,815)	(650,842)
Loss Per Share (basic and diluted)	(0.01)	(0.01)	(0.01)	(0.01)
Exploration and evaluation interest expenditures	792,485	1,282,048	1,308,834	1,781,627
	Three Months Ended (\$)			
	March 31, 2022	December 31, 2021	September 30, 2021	June 30, 2021
Total Revenues	-	-	-	-
Loss	(806,165)	(918,399)	(424,243)	(803,411)
Loss Per Share (basic and diluted)	(0.01)	(0.01)	(0.00)	(0.01)
Exploration and evaluation interest expenditures	351,341	1,585,418	3,597,302	1,267,376

The variation in loss in each quarter is due primarily to the timing of recognizing stock-based compensation expense. During the last eight quarters, stock-based compensation expense was \$124,251, \$221,890, \$244,144, \$241,491, \$322,335, \$448,977, \$283,214 and \$413,599. The remaining loss is primarily from general and administrative expenses. During the quarter ended December 31, 2022, impairment of exploration and evaluation assets of \$173,417 was recognized. During the quarter ended September 30, 2021, a flow-through premium income of \$288,071 was recognized. Excluding amortization and stock-based compensation, the total general and administrative expenses for the three months ended March 31, 2023 was \$128,000 per month compared to \$137,000 per month during the year ended December 31, 2022.

During Q2 2021, the Company commenced the 2021 field program resulting in additional exploration and evaluation expenditures.

### Financing Activities and Capital Expenditures

During the three months ended March 31, 2023, the Company did not complete any equity financings

During the three months ended March 31, 2022, the following equity financings were completed:

- i. On February 8, 2022, the Company completed a marketed public offering of 12,075,700 units of the Company, including 1,175,700 units issued pursuant to the over-allotment option which was exercised in part, for gross proceeds of \$4,105,738. The units were priced at \$0.34 per unit and are comprised of one common share and one warrant. Each warrant entitles the holder thereof to purchase one common share at a price of \$0.45 until February 8, 2025.

In connection with the offering, the Company paid a cash commission equal to 6% of the gross proceeds (\$246,344) and 724,542 compensation warrants. Each compensation warrant shall entitle the holder thereof to purchase one unit at the exercise price of \$0.34 until February 8, 2025. The Company incurred other cash issuance costs including legal and filing fees of \$284,803.



## Liquidity and Capital Resources

At March 31, 2023, the Company had working capital of \$5,637,156 compared to working capital of \$6,788,541 as at December 31, 2022. Accounts payable and accrued liabilities at March 31, 2023 was \$459,510 and the current portion of the office lease obligation was \$97,517.

As of March 31, 2023, the Company did not have sufficient funding to continue operations for at least 12 months and to conduct an exploration program on the Turnagain project as \$5,150,181 of funds were in Hard Creek and not available for working capital purposes. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations.

A short form base shelf prospectus was filed on SEDAR on January 31, 2022. A copy of the prospectus is available under the Company profile at [www.sedar.com](http://www.sedar.com).

## Transactions with Related Parties

	Three months ended March 31,	
	2023	2022
	\$	\$
Accounting fees <sup>(1)</sup>	8,085	11,853
Directors fees <sup>(2)</sup>	9,000	4,500
Management fees <sup>(3)</sup>	88,000	57,000
Stock-based compensation	96,904	250,382
	201,989	323,735

(1) Fees paid to Malaspina Consultants Inc., a company that employs Matt Anderson, CFO.

(2) Fees paid to directors Martin Vydra, Bob Morris, Anthony Milewski and Lyle Davis.

(3) Fees paid to Mark Jarvis, CEO and Director, Martin Vydra, President and Director, and Leslie Young, corporate secretary.

There was \$2,226 owing to related parties at March 31, 2023 (December 31, 2022 - \$2,226) included in accounts payable. The balances owing are unsecured, non-interest bearing, and have no specific terms of repayment.

There was \$23,231 receivable from a company with common directors at March 31, 2023 (December 31, 2022 - \$13,503).

Key management includes the Chief Executive Officer, the Chief Financial Officer, the President and the directors of the Company. Compensation paid or payable to key management for services during the three months ended March 31, 2023 amounted to \$89,085 (2022 - \$59,853) for short-term benefits and \$93,336 (2022 - \$240,962) for stock-based compensation.

The Company has a month to month office sublease with a company with common directors. During the three months ended March 31, 2023, the Company recorded office sublease income of \$7,037 (2022 - \$7,037) relating to the sublease.

## Financial Instruments and other Instruments

The Company is exposed in varying degrees to a variety of financial instrument related risks as follows:

### *Credit risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts and financial institutions. This risk is managed by using major banks and financial institutions that are high credit quality financial institution as determined by rating agencies. The Company's secondary exposure to risk is on its other receivables. This risk is minimal as receivables consist primarily of refundable government taxes.

### *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

### *Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and trading prices of marketable securities.

#### *a) Foreign exchange risk*

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company has exposure to foreign exchange risk with respect to its cash balances. As at March 31, 2023, the Company had cash held in US dollars of US\$13,312 and Brazilian Reals of R\$76,031.

#### *b) Interest Rate Risk*

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any significant interest rate risk.

#### *c) Other Price Risk*

Other price risk is the risk that the fair value of a financial instrument changes due to market risks other than foreign exchange risk or interest rate risk. The Company has no exposure to this risk.

## **Outstanding Share Data**

As at March 31, 2023, the Company had 97,904,128 shares issued. The Company had 8,940,000 stock options outstanding with exercise prices ranging from \$0.35 to \$0.52, an average price of \$0.48 and an average life of 3.12 years. In addition, 28,372,224 warrants were outstanding with an average exercise price of \$0.53 and an average life of 1.43 years.

Summary of Share data at March 31, 2023			
		Average	
		Price	Life in Years
Issued shares	97,904,128		
Options	8,940,000	\$0.48	3.12
Warrants	<sup>(1)(2)</sup> 28,372,224	\$0.53	1.43
Warrants within units	1,612,946	\$0.53	1.43
Fully Diluted	136,829,298		

Summary of Share data at May 29, 2023			
		Average	
		Price	Life in Years
Issued shares	97,904,128		
Options	8,735,000	\$0.48	3.03
Warrants	<sup>(1)(2)</sup> 28,372,224	\$0.53	1.26
Warrants within units	1,612,946	\$0.53	1.26
Fully Diluted	136,624,298		

<sup>(1)</sup> 724,542 of the warrants are exercisable into units at \$0.34 per unit with each unit being comprised of one common share and warrant. Each warrant within the unit entitles the holder to purchase one common share at a price of \$0.45 until February 8, 2025.

- (2) 888,404 of the warrants are exercisable into units at \$0.45 per unit with each unit being comprised of one common share and warrant. Each warrant within the unit entitles the holder to purchase one common share at a price of \$0.60 until April 23, 2024.

### **Disclosure Controls and Procedures**

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim consolidated financial statements for the three months ended March 31, 2023 and this accompanying MD&A (together, the "Interim Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Other Information**

Additional information on the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com), and on the Company's website at [www.gigametals.com](http://www.gigametals.com).