

CONSOLIDATED Tanager Limited

Form 51-102F1 – Quarterly Report

MANAGEMENT DISCUSSION AND ANALYSIS

For the Three Months ended September 30, 2022

The following Management Discussion and Analysis (“MD&A”) of the financial condition and results of operations of Consolidated Tanager Limited (the “Company”) constitutes management’s review of the factors that affected the Company’s financial and operating performance for the three months ended September 30, 2022. The MD&A was prepared, without review or comment from the Company’s auditors, as at November 15, 2022. It should be read in conjunction with the unaudited condensed interim financial statements of the Company for the three months ended September 30, 2021 and the audited financial statements for the year ended June 30, 2022 including the notes thereto. Unless otherwise indicated, all amounts described herein are denominated in Canadian dollars. The financial statements of the Company as at September 30, 2022 have been prepared in accordance with International Financial Reporting Standards (IFRS) as described in Note 2 & 3 to those financial statements.

Additional information relating to the Company is available on SEDAR at www.sedar.com

The Company

The Company operates in a single reportable operating segment in exploration and development of coal and non-ferrous mining properties. During the quarter under report, the management of the Company comprised the following individuals:

Name	Position(s)
E. Clifton	Director and Chief Executive Officer
C.F. Watson	Director, Secretary & Chief Financial Officer
F. van de Water	Director
J. Wheeler	Director

Description of Business

The Company holds resource properties, some of which have had exploration carried out on them. The Company seeks partners to carry out further exploration or to sell or farm them out. The most important property is the Hinton Alberta low Sulphur coal leases currently being mined by KCE Euroholdings S.a.r.l (“KCE”) as further set out in this report

Forward-looking statements

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different from those expressed or implied.

Risks and uncertainties

The Company is subject to several risk factors due to the nature of the mining business in which it is engaged, not the least being adverse movements in commodity prices, which are difficult to forecast.

An investment in the Company's securities should only be undertaken by investors whose financial resources are sufficient to enable them to assume these risks, and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect the Company and its financial position. Please refer to the "Financial Risk Factors" Note 10 of the Company's Financial Statements for the fiscal year ended June 30, 2022, available on SEDAR, www.sedar.com

Industry

The Company is engaged in the exploration, sale or farm-out of mineral properties. Exploration is an inherently risky business, and there is no assurance that an economic mineral deposit will ever be discovered and subsequently put into production. Most exploration projects do not result in the discovery of commercially mineable ore deposits on its mineral properties. The price of gold and copper will influence whether exploration will be carried out on the Company's properties in Ontario.

Prices

The price of coal and gold is affected by numerous factors beyond the control of the Company including central bank sales, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, demand, political and economic conditions and production levels. The prices of coal, gold and metals have been volatile over short periods of time.

Cash flows and additional funding requirements

The Company has not had regularly occurring sources of revenues other than dividends and interest income. The Company also has received property right payments for its coal property in Alberta, stemming from an agreement with KCEuroholdings S.a.r.l. ("KCE"). An initial cash payment of \$2,000,000 was received by the Company on execution of the agreement. In accordance with the agreement, and upon completion of a favourable feasibility study during 2012, the Company received a second cash payment of \$6,000,000. The Company was entitled to receive a further payment of \$10,000,000 on or before the earlier of February 19, 2016 or on the placing of the property into commercial production at a rate of at least 90,000 tonnes per month. The contract terms were such that if this final payment were not made, ownership of the property would continue to be retained by the Company. The agreement technically expired as of March 31, 2016, however, the Company entered into a further agreement with KCE, the successor company to Coalspur and in consideration for \$400,000 per annum payable by KCE to the Company, the agreement extends KCE's option to acquire 100% working interest in Tanager's five coal leases until March 31, 2023. In accordance with this agreement, Tanager received \$800,000 to maintain the option for 2016 and 2017, \$400,000 on March 31, 2018 and \$400,000 on February 19, 2019 (previous fiscal year) to maintain the option for 2019.

Coalspur commenced mining and shipping coal in June 2019. The Company was informed on October 31, 2019 that KCE had produced, sold, and delivered to rail its 500,000th clean tonne and this milestone event lead to triggering the payment of \$10,000,000 due to the Company.

An Amended and Restated Transfer of Leases Agreement was signed between Coalspur Mines (Operations) Ltd. and the Company which agreed to the quarterly payment (\$2,500,000) of the \$10,000,000 commencing March 31, 2020 and finishing no later than December 31, 2020. In addition, interest accruing on the unpaid balance was to be paid no later than December 31, 2020.

There was no production on the Company's land in the quarter ended September 30, 2022, and thus no royalty's receivable. In the previous fiscal year, Coalspur paid the royalty of 1% of the total sales generated from the sale of coal to September 30, 2021, on October 26, 2021.

A Second Amended and Restated Transfer of Leases Agreement was signed on January 13, 2021 between Coalspur and the Company which agreed to spread the final quarterly payment of December 31, 2020 in the amount of \$2,500,000 to be deferred and paid in quarterly installments of \$625,000 each, (with all Payment Plan Interest accruing, at Canadian Imperial Bank of Commerce, prime rate plus 2%) being paid with the final \$625,000 installment payment) no later than December 31, 2020, March 31, 2021, June 30, 2021 and September 30, 2021.

A Third Amended and Restated Transfer of Leases Agreement was signed on April 6, 2021 between Coalspur and the Company to spread the final three payments of \$625,000 that were due under the Second Amendment to be paid (with all payments interest accruing at Canadian Imperial Bank of Commerce, prime rate plus 2% not later than the close of business on June 30, 2021, September 30, 2021 and December 31, 2021. All of these payments were received by their due date and no further balance is due to the Company, as at September 30, 2022.

On September 8, 2022, the Company committed to a \$300,000 exploration program, to be conducted over the next several months, on its properties held in the Timmins area. If the Company's exploration programs are successful, substantial additional capital would be required to put any properties into commercial production. There is no assurance that the Company would be able to obtain adequate financing in the future or that such financing would be on terms advantageous to the Company.

Environmental

The Company's exploration and development activities are subject to extensive laws and regulations governing environmental protection. If and when the Company does explore there can be no assurance that all future requirements will be achievable on reasonable terms.

Laws and regulations

Exploration activities are subject to local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become costlier. The Company applies the expertise of its management and advisors to ensure compliance with current laws.

Title to mineral properties

The Company has held all its mineral properties for many years. Most are held as patented mining claims and the coal property is held by renewable leases from the government of Alberta. The Company is unaware of any defects in title.

Competition

There is competition from other mining exploration companies with operations like those of the Company. Many of the mining companies with which the Company competes have operations and financial resources greater than those of the Company.

Dependence on management

The Company strongly depends on the business and technical expertise of its management team and there is little possibility that this dependence will decrease in the near term.

Exploration projects

The Company has committed to some exploration work on some of its Timmins properties (refer to Subsequent Events). Prior to this recent commitment, the main expenses related directly to the properties were taxes and lease rentals payable to the government. The Hinton coal property continues to be subject to an agreement with Coalspur Mines Limited which has been acquired by K.C. Euroholdings, a member of the Cline Group.

Liquidity and capital resources

At September 30, 2022 the Company had cash and cash equivalents of \$3,954,860 and working capital of \$10,023,358 and on 30 June 2022 cash and cash equivalents of \$4,117,457 and working capital of \$10,168,413. At November 15, 2022 the Company has cash and cash equivalents of \$3,935,803 and working capital of \$9,948,095.

Interim Financial Information:

The following financial information is for the three months ended September 30, 2021 and 2020:

	Three Months ended Sept 30, 2022	Three Months ended Sept 30, 2021
Current assets	10,202,518	11,043,571
Current liabilities	<u>(179,160)</u>	<u>(47,049)</u>
Working capital	10,023,358	10,996,522
Investment Income	72,928	46,733
Royalty Income	-	81,147
Interest on Property Rights Proceeds	-	13,906
Expenses	<u>(62,659)</u>	<u>(47,314)</u>
Income before income taxes	10,269	94,472
Income taxes	<u>27,470</u>	<u>(26,998)</u>
Net income before comprehensive income	37,739	67,474
Unrealized gain on marketable securities	<u>(163,193)</u>	<u>131,539</u>
Net Loss & Comprehensive loss for the period	\$ <u>(125,454)</u>	\$ <u>199,013</u>

Selected Quarterly Information

	Sep-30	Jun-30	Mar-31	Dec-31	Sep-30	Jun-30	Mar-31	Dec-31		
	2022	2022	2022	2021	2021	2021	2021	2020		
Net Income	(125,454)	(355,327)	248,053	251,669	199,013	77,660	331,200	246,242		
Earnings per share Basic and Diluted	(0.023)	(0.066)	0.046	0.047	0.013	0.014	0.062	0.046		
Total assets	10,202,518	10,362,620	11,312,675	11,038,867	11,043,573	10,834,292	11,120,455	10,785,818		

Outstanding share data

The Company is authorized to issue an unlimited number of common shares without par value. The number outstanding at September 30, 2022 and June 30, 2022 was 5,372,350 shares.

Pursuant to the Company's stock option plan ("the plan") the company has reserved and set aside up to 500,000 common shares for the granting of options to directors and officers. The terms of the awards under the plan are determined by the Board of Directors. No options are currently outstanding.

Investor relations

An Annual and General Meeting of Shareholders was held on December 17, 2021.

Off-balance sheet arrangements

The Company has no off-balance sheet arrangements.

Accounting policies and estimates

A description of the Company's significant accounting policies is included in Note 2 to the annual financial statements as at June 30, 2022.

Related party transactions

- (a) The Company recorded that for professional and administrative services, another Officer and Director was paid \$4,500 during the three months ending September 30, 2022 and \$4,000 during the same three months of September 30, 2021.
- (b) Directors were paid a total of \$23,000 for directors' fees in the three months ended September 30, 2022 (September 30, 2021 - \$15,000)

Outlook

Alberta property

The Cline Group/Coalspur, who have optioned the property in Alberta, have obtained all regulatory permits from Alberta Energy Regulator, have acquired equipment and have built the infrastructure and put the Alberta property into production, in June, 2019. The Company has been advised that mining of its five coal leases is contingent on the mining sequence planned by the operator, and the receipt of royalties will be contingent on the plan, which could be subject to change.

Pandemic COVID-19 risk

On March 11, 2020, the World Health Organization declared the COVID-19 infectious virus a global pandemic, with resulting travel bans, physical distancing, closing of social, cultural, and educational facilities and non-essential businesses, in the jurisdictions in which the Company operates. Global financial equity markets have declined considerably and remain volatile. The full impact of the Pandemic is unknown and rapidly evolving. A prolonged pandemic adversely affecting the global economy could impact demand for the Company's coal.

Exploration and mining operations in Canada have been affected including access to properties and an inability to create physical distancing. However, the future impact of the outbreak is highly uncertain and cannot be predicted and there is no assurance that the outbreak will not have a material adverse impact on the future results of the Company. The extent of the impact, if any, will depend on future developments, including actions taken to contain the coronavirus.

Future Growth

The Company is continuing to look for investor Companies to explore and hopefully develop the non-ferrous mineral properties in Ontario, and the Company may do exploration on its own behalf.

Subsequent Events

On September 8, 2022, the Company committed to a \$300,000 exploration program, to be conducted over the next several months, on its properties held in the Timmins area. To date \$110,000 of the \$300,000 has been advanced to the contractor.

On September 8, 2022, the Company declared a special eligible dividend of \$0.10 per issued and outstanding share for a total of \$537,235. The dividend is to be paid on November 30, 2022 to all shareholders of record as at the close of business November 9, 2022.