

# CONSOLIDATED Tanager LIMITED

## MANAGEMENT DISCUSSION AND ANALYSIS

### For the Year ended June 30, 2024

The following Management Discussion and Analysis (MD&A) of the financial condition and results of operations of Consolidated Tanager Limited (the “Company” or “Tanager”) constitutes management’s review of the factors that affected the Company’s financial and operating performance for the year ended June 30, 2024. This MD&A was prepared as at October 10, 2024. It should be read in conjunction with the audited financial statements of the Company for the year ended June 30, 2024. Unless otherwise indicated, all amounts discussed herein are denominated in Canadian dollars. The financial statements of the Company as at June 30, 2024 have been prepared in accordance with International Financial Reporting Standards (IFRS) as described in Note 2 to those financial statements.

Additional information relating to the Company is available on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca)

#### ***The Company***

The Company’s business activities are carried out in a single reportable operating segment of exploration and development for coal and non-ferrous mining properties. As at the financial reporting date the management of the Company comprised the following individuals:

<u>Name</u>	<u>Position(s)</u>
Eric Clifton	Director and Chief Executive Officer
Carolyn Watson	Director and Chief Financial Officer
Frank van de Water	Director
Jacqueline Wheeler	Director

#### ***Forward-looking Statements***

Certain statements in this MD&A may constitute “forward-looking” statements. When used in this report, the words “estimate”, “believe”, “anticipate”, “intend”, “expect”, “plan”, “may”, “should”, “will”, the negative thereof or other variations thereon or comparable terminology are intended to identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or the industry in which it operates, to be materially different from any future results, performance or achievements, expressed or implied, by such forward-looking statements. Given these risks and uncertainties, readers should not place undue reliance on forward-looking statements as a prediction of actual results. Forward-looking statements reflect the current expectations of the management of the Company, only as of the date hereof, with respect to future events based on currently available information. The Company does not undertake or assume any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

#### ***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 which were being mined by KCE Euroholdings S.a.r.l (“KCE”) as further set out in this report.

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### ***Risks and Uncertainties***

The Company is subject to several risk factors due to the nature of the mining business in which it is engaged, the most important of which being adverse movements in commodity prices, which are difficult to forecast.

### ***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 may 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 gold 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 price of coal, gold and other metals has been highly volatile over short periods of time.

### ***Cash Flows and Additional Funding Requirements***

The Company currently has not had regularly occurring sources of revenue 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.

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 500,000<sup>th</sup> clean tonne and this milestone event led to triggering the payment of \$10,000,000 due to the Company. The \$10,000,000 has been completely received.

There was no production on the Company's land in the year ended June 30, 2024 (or in the year ended June 30, 2023) and thus no royalty's receivable.

On September 8, 2022, the Company committed to a \$300,000 exploration program, to be conducted over the following few months, on its properties held in the Timmins area. This early phase of exploration will not necessarily lead to a Mineral Resource or Mineral Reserve, and substantial exploration work is required to define what potential, if any, exists. 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. The expenditures for this program, to date, are \$348,359.

## **CONSOLIDATED Tanager Limited**

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#### ***Environmental***

Although the Company presently is not extensively exploring, the Company's exploration and development activities are subject to extensive laws and regulations governing environmental protection. If the Company does explore, more significantly, there can be no assurance that all future environmental requirements will be achievable on reasonable terms.

#### ***Laws and Regulations***

Exploration activities in Canada are subject to local laws and regulations governing consultations with First Nations regarding rights, prospecting, development, production, exports, taxes, labour standards, occupation 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 and regulations.

#### ***Title to Mineral Properties***

The Company has held all its mineral properties for many years. Most are held as patented mining claims and the Hinton, Alberta 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 similar to 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 KCE and there is little possibility that this dependence will decrease in the near term.

#### ***Liquidity and capital resources***

At June 30, 2024 the Company had cash and cash equivalents of \$1,464,340 and working capital of \$8,406,586 and on June 30, 2023 had cash and cash equivalents of \$2,517,856 and working capital of \$8,861,262

## CONSOLIDATED TANGER LIMITED

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For the Year ended June 30, 2024

#### Selected Quarterly Information

	Jun-30 2024	Mar-31 2024	Dec-31 2023	Sep-30 2023	Jun-30 2023	Mar-31 2023	Dec-31 2022	Sep-30 2022
	\$	\$	\$	\$	\$	\$	\$	\$
Net Income	(111,160)	178,114	339,177	(86,141)	(336,446)	68,670	170,026	(125,454)
Earnings (loss) per share - basic & diluted	(0.021)	0.033	0.063	(0.008)	(0.07)	0.01	0.03	(0.04)
Total assets	8,588,113	8,717,428	8,711,980	8,891,827	9,048,638	9,921,452	9,851,773	10,202,518

#### Financial Information

The following financial information is for the years ended June 30, 2024 and June 30, 2023:

	<u>2024</u>	<u>2023</u>
Current assets	<b>8,588,111</b>	9,048,636
Current liabilities	<b>181,525</b>	187,374
Working Capital	<b>8,406,586</b>	8,861,262
Total revenues	<b>397,414</b>	380,569
Total expenses	<b>(225,839)</b>	(570,593)
Income taxes (recovery) expense	<b>(23,076)</b>	86,188
Net income (loss) before other comprehensive income	<b>194,651</b>	(103,836)
Unrealized gain (loss) on available-for-sale marketable securities	<b>396,018</b>	(74,728)
Realized (loss) on available-for-sale marketable securities		(44,640)
Net income (loss) & comprehensive income (loss) for year	<b>\$ 590,669</b>	\$ (223,204)

#### Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares without par value. The number outstanding as of June 30, 2024 was 5,353,450 (2023 – 5,372,350).

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 18, 2023.

## **CONSOLIDATED Tanager Limited**

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#### ***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, 2024.

#### ***Related Party Transactions***

The Company incurred expenses of \$20,000 for the year ended June 30, 2024 (2023 - \$18,000) to the Chief Financial Officer for accounting, administrative and secretarial services rendered. These expenses are included in general corporate expenses.

The Company incurred Directors' fees of \$47,000 for the year ended June 30, 2024 (2023 - \$39,000). These expenses are included in general corporate expenses.

#### ***Outlook***

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

The Company does not anticipate receiving significant royalty income in the fiscal year ahead based on the Coalspur's mining plan. For the balance of phase 1, Coalspur is moving away from mining on the Company's lease locations. Phase 2, where a significant portion of the Company's leases would be mined, has been delayed due to government delays in approvals.

#### ***Subsequent Events***

On October 10, 2024, the Company declared a special eligible dividend of \$0.10 per issued and outstanding common share for a total of \$535,345. The dividend is to be paid December 2, 2024 to all shareholders of record as of the close of business on November 12, 2024.