



**Kincora Copper Limited**  
*(An Exploration Stage Company)*

**MANAGEMENT'S DISCUSSION AND  
ANALYSIS**

*Expressed in Canadian Dollars*

**FOR THE SIX-MONTH PERIOD ENDED  
JUNE 30, 2021**

**As at August 13, 2021**

## Introduction

The following Management’s Discussion and Analysis (“*MD&A*”) of the Company has been prepared as of August 13, 2021. This MD&A should be read in conjunction with the interim condensed consolidated financial statements of Kincora Copper Ltd. and the notes thereto for the six-month period ended June 30<sup>th</sup>, 2021, which have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”). In addition, the interim condensed consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the consolidated financial statements and *MD&A*, is complete and reliable.

## Description of Business

Kincora Copper Limited (the “*Company*” or “*Kincora*”) is an active explorer and project generator focused on world-class copper-gold discoveries with the near-term ambition to become the leading listed pure play explorer in what we believe is one of the most significant gold rich porphyry regions in the world, the Lachlan Fold Belt (“LFB”) of Australia.

The Company has assembled an industry leading technical team who have made multiple Tier 1 copper discoveries, who have “*skin in the game*” equity ownership, who are backed by a strong institutional shareholder base and recently Australian capital market investors through a dual listing on the Australian Securities Exchange (“ASX”).

Kincora’s portfolio includes district scale landholdings and scale-able drill ready targets in both Australia and Mongolia’s leading porphyry belts, the LFB and Southern Gobi respectively. Our exploration model applies a robust systematic approach utilising modern exploration techniques supporting high-impact, value add programs underpinned by targets with strong indications for world-class scale potential.

A two-rig drilling program is currently taking place at the Trundle and Fairholme projects in the Central West of New South Wales (“NSW”). Results have been positive since drilling commenced at Trundle in April 2020, confirming our targeted geological setting, with Trundle being the only brownfield project held by a listed junior in the LFB being in the Northparkes Intrusive Complex (Northparkes being Australia’s second largest porphyry mine). Activities are taking place advancing the remainder of the 1649km<sup>2</sup> project pipeline in the Macquarie Arc, including having completed one hole with State co-operative funding support for drilling the Nyngan porphyry project and recently having commenced drilling at the Fairholme gold-base metals project.

In Mongolia, during the second half of 2020 the Company gained a mining license for a key portion of the large copper-gold porphyry discovery at the Bronze Fox Intrusive Complex project and had encouraging field results at the adjacent Tourmaline Hills Intrusive Complex project. The Company commenced a strategic review for the Mongolian portfolio, which resulted in a binding term sheet executed with Resilience Mining Mongolia Pty Ltd (“RMM”) retaining significant upside to exploration, project generation and development successes for the Mongolia portfolio. RMM has recently undertaken a “pre-IPO” equity raising as it pursues closing the proposed transaction and listing on the ASX.

On March 26<sup>th</sup>, 2021, the Company was admitted to the official list of the ASX with official quotation of the Company’s Chess Depositary Interests (“CDI’s”) representing fully paid ordinary shares at a ratio of 1:1. The listing commenced on March 30<sup>th</sup>, 2021 following the Company having raised \$9,620,000 (A\$10,000,000) pursuant to the offer under its prospectus dated March 1<sup>st</sup>, 2021 by the issue of 50,000,000 shares (settled on ASX in the form of CDIs) at an issue price of A\$0.20 per share.

Kincora has corporate offices in Vancouver and Melbourne, an operating office in Ulaanbaatar, current drilling activities at the Trundle and Fairholme projects in NSW and a year-round camp in the Southern Gobi. The Company is a reporting issuer in Ontario, British Columbia and Alberta, Canada, with its common shares trading on the TSX Venture Exchange and CDIs trading on the ASX (from March 30<sup>th</sup>, 2021) under the symbol **KCC**.

For further information please refer to our website: [www.kincoracopper.com](http://www.kincoracopper.com)

## Corporate and Operational Highlights

*Highlights for the six-month period ended June 30<sup>th</sup>, 2021 include:*

- **Ongoing drilling at Trundle:** Kincora's drilling activities commenced at the Trundle project in April 2020 and during the period the Company provided various updates on ongoing activities. In January 2021 the Company provided further results, including:

- Part assay results for holes TRDD011 and TRDD012 at the Trundle Park prospect return significant mineralized intervals with high-grade copper and gold zones.
- TRDD011 assay results for the first 102 m of 332 m: 74 metres at 0.40 per cent copper and 0.37 g/t gold from surface including:
  - 42 metres at 0.64 per cent copper and 0.58 g/t gold from 32 metres, including 14 metres at 1.69 per cent copper and 1.39 g/t gold from 58 metres, including four metres at 4.98 per cent copper and 3.36 g/t gold from 68 metres.
- Broad and multiple skarn horizons intersected within TRDD012 provide encouragement for expanding the footprint size potential of the at/near surface skarn system along strike and to depth.
- Primary bornite, chalcopyrite, molybdenum and observations of discrete monzodiorite intrusions in TRDD012 provide encouragement for vectoring toward the interpreted causative porphyry system intrusive target.
- Two rigs operational at the Trundle Park prospect.

In March 2021 a detailed independent technical report on Trundle and Kincora's other projects was provided as part of its prospectus for proposed admission on the ASX.

In April 2021, the Company provided further assay results from recent drilling at the Trundle Park prospect. Assay results received for the first 16 drill holes and over 17,000 metres of drilling in the next 12 months postheavily oversubscribed A\$10,000,000 IPO on the Australian Securities Exchange (ASX). Recent holes TRDD010 and TRD015 have confirmed multiple mineralising phases of the targeted intrusion system, confirmed and advanced Kincora's working geological model and provided vectors for follow up drilling.

Subsequent to period end in July 2021, the Company announced that 22 holes for 14,452 metres of drilling had been completed at Trundle with two rigs currently operational at the southern Trundle Park and northern Mordialloc North East prospects, located approximately 10km apart. Highlights include:

- Deepest hole (TRDD022) completed to date at the Trundle Park prospect;
  - TRDD022 provides the greatest proof of concept support for the targeted Northparkes/Macquarie Arc-style causative intrusive type complexes at Trundle;
- Extension of skarn mineralization zone to the northeast and northwest to over 500 m total strike and open at the Trundle Park prospect;
- Drill testing continuing;

- Eastern strike of shallow skarn copper and gold mineralization and associated porphyry intrusion at the Trundle Park prospect;
  - Wider Mordialloc prospect intrusive porphyry complex, including the Mordialloc North-East area.
- **Share rollback:** The Company consolidated its capital on the basis of three existing shares for one new share effective January 8<sup>th</sup>, 2021. All shares figures and references have been retroactively adjusted to reflect the share consolidation.
- **Grant of options:** On January 8<sup>th</sup>, 2021, the Company granted 2,004,506 options with a three-year term to certain directors, officers, employees and consultants of the Company, which are exercisable at \$0.445 per share within the first two-year period and \$0.48 per share in the final third year. The total fair value of the options granted and vested was determined to be \$393,392.
- **Mongolian tax act:** On January 20<sup>th</sup>, 2021, a Mongolian subsidiary of the Company received a Tax Act ("2021 tax assessment") for 2.7 billion MNT, approximately US\$950,000, from the Mongolian Tax Authority ("MTA") relating primarily to the 2016 merger with IBEX. The 2016 IBEX merger required a tax assessment ("2016 tax assessment") as a condition precedent to closure and for reregistration of the merged entities.

The 2021 tax assessment is a retrospectively calculated liability and is not in-line with the 2016 tax assessment. Three independent external legal opinions support Kincora's view that the 2016 tax assessment and merger transaction was properly formulated and supported by the Mongolian authorities at that time. Kincora disagrees with the basis the 2021 tax assessment relating to the IBEX merger.

There is limited liability recourse to Kincora's Australian and Canadian assets and operations from the 2021 tax assessment. The Company is actively engaging with the Mongolian legal system, with a first level court hearing pending, seeking a conclusion in line with Mongolian law and the 2016 assessment which was relied upon by both Kincora and the Mongolian authorities that allowed for closure of the 2016 IBEX merger.

Subsequent to the 2021 tax assessment Kincora has executed a definitive agreement with RMM that provides significant upside to exploration, project generation and development successes in Mongolia without near to medium term funding obligations.

- **ASX listing and IPO:** On March 26<sup>th</sup>, 2021, the Company was admitted to the official list of the ASX with official quotation of the Company's CDI's commencing on March 30<sup>th</sup>, 2021 under the ticker "KCC".

The Company closed an Initial Public Offering (IPO) of \$9,620,000 (A\$10,000,000), which was heavily oversubscribed, through the issuance of 50,000,000 shares (settled on the ASX in the form of CHESSE depositary interests (CDIs)) at a price of A\$0.20 per unit. In connection with the offering, the Company paid share issuance costs of \$526,404, and accrued an obligation to issue 10,000,000 brokers' options as of June 30<sup>th</sup>, 2021. Each option is exercisable at \$0.29 (A\$0.30) per share for a period of three years.

- **Shares for services:** On February 23<sup>rd</sup>, 2021, the Company issued 1,325,082 shares with a fair value of \$359,300 to certain directors, officers and service providers for services rendered in 2020.
- **Maiden drilling at Nyngan:** In May 2021, the Company commenced its maiden drilling at the Nyngan project. The Nyngan project is located in the interpreted northern undercover and underexplored section of the Junee-Narromine belt of the Macquarie Arc in NSW, Australia.

The first phase drilling program at Nyngan uses mud-rotary drilling to cut through the unmineralized post-mineral sedimentary cover, then transitions to diamond core drilling upon refusal or once basement is reached.

- **Target testing drilling at Cundumbul:** In May 2021, Sultan Resources Ltd. commenced drilling of its Big Hill copper-gold porphyry target that sits on the license boundary of the Kincora's Cundumbul project. Permits for up to 4,500 metres of diamond drilling are in place with a first-pass three-hole program for 1,200 metres commenced with drill collars within 300 metres of the Cundumbul licence boundary. The Big Hill magnetic complex is approximately five kilometres long by 2.5 km wide situated within both the Sultan and Kincora licences with continuing drilling to test co-incident induced polarization, magnetic and geochemical anomalies.
- **Exploration license on Mulla project:** In June 2021, the Company has applied directly to the NSW State government for a new exploration license (ELA6304) on the Mulla gold-copper porphyry project. The Mulla project covers 616 square kilometres and is located in the interpreted northern undercover and underexplored section of the Junee-Narromine belt of the Macquarie arc and south of the company's continuing drilling at the Nyngan project.
- **Acquisition and joint venture agreement with Resilience Mining Mongolia Pty. Ltd.:** On June 30<sup>th</sup>, 2021, the Company entered into a definitive acquisition and joint venture agreement with Resilience Mining Mongolia Pty. Ltd. ("RMM") in connection with the binding term sheet entered into by the parties on December 12<sup>th</sup>, 2020. Pursuant to the agreement, RMM will acquire 80 percent interest in the Company's subsidiary, Kincora Group Limited ("KGL") which owns Nadmin and Golden Grouse ("Mongolian subsidiaries"), by granting an equity interest of 9.9 percent in RMM upon successful admission to the ASX and having raised a minimum of A\$5,000,000 in new equity to the Company's subsidiary, BSG Investments Inc. through a share purchase agreement Kincora will also retain an effective carried asset level interest in the Mongolian subsidiaries until certain material project level milestones.

As of June 30<sup>th</sup>, 2021, the estimated value of share consideration is estimated to be A\$1,200,000 and carried asset level interest in the Mongolian subsidiaries to be 20 percent. As consideration for an exclusivity period granted by the Company, RMM agreed to pay A\$20,000 for a two-month period ended January 31, 2021, and an additional A\$15,000 per month from February 1, 2021 until the earlier of completion or termination of the agreement. As of June 30, 2021, a total of A\$80,000 was received from RMM.

As of June 30, 2021, the transaction was still subject to TSX Venture Exchange review and various conditions precedent, including RMM raising a minimum of A\$5,000,000 and listing on the ASX. Hence, the Company does not consider the sale transaction as highly probable as of June 30, 2021.

The Company assessed the exploration and evaluation assets of KGL for impairment based on the estimated fair value of consideration for the sale of 80 percent ownership interest of KGL as of June 30, 2021. The Company recognized an impairment loss of \$19,197,000 on the Mongolian properties, Bronze Fox and Golden Grouse, pro-rated based on the respective carrying amount of the properties.

*Highlights for events subsequent to the six-month period ended June 30<sup>th</sup>, 2021 include:*

- **Ongoing drilling at Trundle and Fairholme:** In July 2021, the Company provided an exploration and drilling update across the project portfolio focused in the Macquarie Arc in NSW, Australia.
  - Drilling continues at the Trundle project;
  - First hole of the maiden drilling program at the Nyngan project a geological success;
  - Sultan Resources's maiden first phase program at the Big Hill target has intersected interpreted

porphyry alteration and mineralisation on the license boundary of Kincora’s Cundumbul project with additional drilling planned and permitted; and,

- Drilling commenced testing the Fairholme project;
  - First phase diamond drilling at the Gateway prospect of five holes for approximately 1,700 metres will follow up multiple shallow to moderate depth, broad width and high-grade gold-copper intervals from previous explorer drilling (including hole DR004: 123 metres at 0.62 g/t gold and 0.12 per cent copper from 44 m, with four metres at 2.39 g/t, eight metres at 1.07 g/t and five metres at 8.21 g/t gold and 0.85 per cent copper). The Gateway prospect hosts a north-south-trending two-kilometre-long-by 300-metre-wide gold-copper-zinc corridor (and open).

### **Qualified Person**

*The scientific and technical information was prepared in accordance with the standards of the Canadian Institute of Mining, Metallurgy and Petroleum and National Instrument 43-101 – Standards of Disclosure for Mineral Projects (“NI 43-101”) and was reviewed, verified and compiled by Kincora’s geological staff under the supervision of Paul Cromie (BSc Hons. M.Sc. Economic Geology, PhD, member of the Australian Institute of Mining and Metallurgy and Society of Economic Geologists), Exploration Manager Australia, who is the Qualified Persons for the purpose of NI 43-101.*

### **JORC Competent Person Statement**

*Information that relates to Exploration Results, Mineral Resources or Ore Reserves has been reviewed and approved by Mr. Paul Cromie, a Qualified Person under the definition established by JORC and have sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity being undertaking to qualify as a Competent Person as defined in the 2012 Edition of the ‘Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves’.*

*Paul Cromie (BSc Hons. M.Sc. Economic Geology, PhD, member of the Australian Institute of Mining and Metallurgy and Society of Economic Geologists), is Exploration Manager Australia for the Company.*

*Mr. Paul Cromie consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.*

*The review and verification process for the information disclosed herein for the Trundle project has included the receipt of all material exploration data, results and sampling procedures of previous operators and review of such information by Kincora’s geological staff using standard verification procedures.*

### **Results of Operations**

#### *Three-Month Period Ended June 30<sup>th</sup>, 2021*

The Company’s loss for the three-month period ended June 30<sup>th</sup>, 2021 (the “*Current Period*”) was \$19,966,000 or \$0.17 per share as compared with \$448,000 or \$0.01 per share for the three-month period ended June 30<sup>th</sup>, 2020 (the “*Comparative Period*”). The loss is primarily driven by an impairment loss on exploration and evaluation assets of \$19,197,000 (see note 6 of the Financial Statements for the Q2-Six month period ended June 30, 2021 for further details).

General and administrative expenses were \$159,000 lower in the Current Period at \$769,000 compared with \$928,000 in the Comparative Period. This difference was due to lower consultants (\$47,000 versus \$55,000), lower consultants - geologists (\$5,000 versus \$140,000), lower consultants - technical (\$19,000 versus \$59,000), lower exploration costs (\$Nil versus \$112,000), lower investor relations (\$27,000 versus \$35,000), lower management fees (\$75,000 versus \$215,000), lower share-based compensation (\$9,000 versus \$148,000), lower transfer agent and filing fees (\$3,000 versus \$5,000), and lower travel expenses (\$5,000 versus \$8,000). These decreases were offset by higher corporate administrative and office services (\$124,000 versus \$50,000), higher foreign exchange loss (\$42,000 versus \$20,000), higher insurance cost (\$65,000 versus \$6,000), and higher legal and accounting (\$287,000 versus \$14,000).

During the three-month period ended June 30<sup>th</sup>, 2021, the Company recognized gain on settlement of debt of \$Nil (2020 - \$45,000), write off of accounts payable of \$Nil (2020 - \$460,000), and loss on impairment of exploration and evaluation of assets of \$19,197,000 (2020 - \$25,000).

#### *Six-Month Period Ended June 30<sup>th</sup>, 2021*

The Company's loss for the six-month period ended June 30<sup>th</sup>, 2021 (the "Current Period") was \$20,972,000 or \$0.22 per share as compared with \$829,000 or \$0.02 per share for the six-month period ended June 30<sup>th</sup>, 2020 (the "Comparative Period"). The loss is primarily driven by an impairment loss on exploration and evaluation assets of \$19,197,000 (see note 6 of the Financial Statements for the Q2-Six month period ended June 30, 2021 for further details).

General and administrative expenses were \$421,000 higher in the Current Period at \$1,775,000 compared with \$1,354,000 in the Comparative Period. This difference was due to higher consultants (\$105,000 versus \$91,000), higher corporate administrative and office services (\$213,000 versus \$84,000), higher foreign exchange loss (\$80,000 versus gain of \$6,000), higher insurance cost (\$180,000 versus \$9,000), higher legal and accounting (\$337,000 versus \$92,000), higher share-based compensation (\$411,000 versus \$160,000), and higher transfer agent and filing fees (\$65,000 versus \$27,000). These increases were offset by lower consultants - geologists (\$10,000 versus \$166,000), lower consultants - technical (\$38,000 versus \$81,000), lower exploration costs (\$Nil versus \$128,000), lower investor relations (\$59,000 versus \$78,000), lower management fees (\$150,000 versus \$290,000), and lower travel fees (\$5,000 versus \$32,000).

During the six-month period ended June 30<sup>th</sup>, 2021, the Company recognized gain on settlement of debt of \$Nil (2020 - \$90,000), write off of accounts payable of \$Nil (2020 - \$460,000), and loss on impairment of exploration and evaluation of assets of \$19,197,000 (2020 - \$25,000).

#### **Summary of Quarterly Results – 000's**

The table below presents selected financial data for the Company's eight most recently completed quarters, all prepared in accordance with IFRS.

	June 30, 2021	March 31, 2021	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019
<i>In thousand \$</i>	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
<b>Financial Results</b>								
Net loss for period	(19,966)	(1,006)	(466)	(30,261)	(1,123)	(381)	(3,523)	(530)
Basic and diluted loss per share	(0.17)	(0.01)	(0.01)	(0.17)	(0.01)	(0.00)	(0.03)	(0.00)
Exploration expenditures, net of impairment (recovery)	15,600	883	1,410	(28,978)	(270)	1,033	(2,110)	998
<b>Financial Position</b>								
Cash and cash equivalents	9,031	12,360	4,461	6,021	2,153	2,899	2,903	2,904
Exploration and evaluation assets	7,151	24,517	23,634	22,224	51,202	51,472	50,439	52,549
Total assets	16,702	37,294	28,531	28,663	53,661	54,589	54,291	57,450
Shareholders' equity	16,287	36,419	27,699	28,146	53,181	53,696	53,467	56,724

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## Liquidity and Capital Resources

As of June 30<sup>th</sup>, 2021, the Company had \$9,031,000 in cash.

On March 26<sup>th</sup>, 2021, the ASX announced that the Company was admitted to the official list of ASX Limited with official quotation of the Company's CDIs to commence on March 30<sup>th</sup>, 2021, following the Company having raised \$9,620,000 (A\$10,000,000) in a heavily oversubscribed offering pursuant to its prospectus dated March 1<sup>st</sup>, 2021, by the issue of 50,000,000 shares (settled on the ASX in the form of CDIs). In connection with the offering, the Company paid share issuance costs of \$526,404 and accrued an obligation to issue 10,000,000 brokers' options as of June 30<sup>th</sup>, 2021. Each option is exercisable at \$0.29 (A\$0.30) per share for a period of three years. The fair value of the options was determined to be \$1,700,078.

The Company does not have any cash flow from operations due to the fact that it is an exploration stage company; therefore, financing activities have been the sole source of funds and continued efforts to reduce non-core expenditure. Given volatility in equity markets, global uncertainty in economic conditions, the Covid19 pandemic, cost pressures and results of exploration activities, management constantly reviews expenditures and exploration programs and equity markets.

As at June 30<sup>th</sup>, 2021, the Company had an accumulated deficit of \$182,805,000, working capital of \$9,057,000 and a cash balance of \$9,031,000, and a net loss for the six-month period ended June 30<sup>th</sup>, 2021 of \$20,972,000.

During the six-month period ended June 30<sup>th</sup>, 2021, the Company had cash of \$1,622,000 used in operating activities, \$9,094,000 provided from financing activity, and \$2,701,000 used in investing activities which was mainly used for the acquisition of equipment and expenditures for the exploration and evaluation assets. The Company's cash position is highly dependent on the ability to raise cash through financings and the expenditures on its exploration programs. As results of exploration programs are determined and other opportunities become available to the Company, management may complete an external financing as required.

At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company has raised money through equity sales, and in the future could raise money from optioning its exploration and evaluation assets.

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 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. Management believes it will be able to raise equity capital as required in the long term, but recognizes that there will be risks involved which may be beyond its control.

## Related Party Transactions

The Company incurred the following amounts for related party services:

- a) During the six-month period ended June 30, 2021, the Company incurred consulting fees of \$Nil (2020 - \$18,000) to BridgeMark Financial Corp. and \$Nil (2020 - \$18,900) to Regiis Oak Capital Corp., companies with a former officer in common for management and accounting services.
- b) During the six-month period ended June 30, 2021, the Company incurred \$25,000 (2020 - \$Nil) to a company with an officer in common for management and accounting services.



- c) During the six-month period ended June 30, 2021, the Company incurred \$150,000 (2020 - \$289,946) to companies with an officer in common for management services.
- d) During the six-month period ended June 30, 2021, the Company incurred director's fees of \$168,900 (2020 - \$255,000) to current directors.
- e) During the six-month period ended June 30, 2021, the Company incurred consulting fees of \$10,000 (2020 - \$10,000) to a director of the Company.
- f) At June 30, 2021, the Company owed \$237,123 (December 31, 2020 - \$375,206) in accrued directors' fees in accounts payable.
- g) During the six-month period ended June 30, 2021, the Company issued 1,325,082 common shares to settle \$359,300 payables owing to officers and directors of the Company. No shares were issued to settle payables owing to officers and directors of the Company during the six-month period ended June 30, 2020.

#### Compensation of key management personnel

<i>In thousand \$</i>	<b>June 30, 2021</b>	June 30, 2020
Management, chairman, directors, and audit committee fees	\$ 354	\$ 592
Share-based payments*	331	148
	<b>\$ 685</b>	<b>\$ 740</b>

\* The estimated fair value of the stock options vested during the period was determined using the Black-Scholes Option Pricing Model.

#### Share Capital Information

The table below presents the Company's common share data as of August 13, 2021.

	Price (\$)	Expiry date	Number of common shares
Common shares, issued and outstanding			120,712,026
Securities convertible into common shares			
Warrants	<b>\$0.750</b>	<b>various</b>	17,763,962
Stock options	<b>various</b>	<b>various</b>	6,672,153
			<b>145,148,141</b>

The Company consolidated its capital on the basis of three existing shares for one new share effective January 8, 2021. All shares figures and references have been retroactively adjusted to reflect the share consolidation and are disclosed prior to the Company's ASX offering under the prospectus dated March 1<sup>st</sup>, 2021.

#### Commitments and Contingencies

In the course of its business activities the Company has from time to time, been the subject of civil claims by third parties, including former employees that could give rise to a liability to pay compensation or damages. In addition, the Company may receive notices from regulatory and other governmental agencies responsible for the administration of regulations impacting on the Company's business affairs, in relation to the imposition or intended imposition of penalties, assessments and other orders that could potentially have an adverse effect or negatively impact on the Company's business and financial condition. Based upon historic experience with the management of such claims, assessment and regulatory actions, the Company does not anticipate that the outcome

of those claims, assessments and regulatory actions, will have a materially adverse effect on the Company's business or financial condition.

During the six-month period ended June 30<sup>th</sup>, 2021, the Company's Mongolian subsidiary, Golden Grouse IBEX LLC (GGI), has received a tax act for 2.7 billion tugriks (MNT), approximately \$950,000 (U.S.), from the Mongolian Tax Authority (MTA). The 2021 tax assessment comprises four items, of which the Company strongly refutes the merit of three including the very vast majority of the liability sought relating to the 2016 merger with IBEX (the agreed liability owed is 16.2 million MNT or approximately \$5,700 (U.S.)).

The 2016 IBEX merger required a tax assessment, which followed an audit of the IBEX entity's prior-year periods and the on-shore and off-shore agreements to the merger (IBEX and parent entities). The 2016 tax assessment was a condition precedent to close the merger with any adverse liability enabling both counterparties to walk away from the merger. In the company's view, supported by three independent external legal opinions, the 2021 tax assessment's retrospective liability is not in line with the 2016 tax assessment and Mongolian law, and there is no basis for a different determination.

Shortly after the IBEX merger closed, in mid-2017, a tax audit commenced on the merged entity to validate that the merger transaction completed as it was presented to the Mongolian authorities in 2016. This review completed, with a fourth audit review team, including a team member from the original 2016 review, delivering the 2021 tax assessment. A statute of limitation for the MTA to review and retrospectively enable a contradictory tax act expired on February 10<sup>th</sup>, 2021. The Company continues to proactive seek to defend the original 2016 tax ruling and lack of basis for the 2021 tax act.

Subsequent to the 2021 tax assessment Kincora has executed a definitive agreement with RMM that provides significant upside to exploration, project generation and development successes in Mongolia without near to medium term funding obligations.

## **Capital Management**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares.

In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

The Company is uncertain as to whether its current capital resources will be sufficient to carry its exploration plans and operations through its current operating period and, accordingly, management is reviewing the timing

and scope of current exploration plans and is also pursuing other financing alternatives to fund the Company's operations.

### **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

### **New Accounting Standards Adopted**

#### *IFRS 16 "Leases"*

The Company adopted IFRS 16 which sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model. The adoption did not result in any impact on the financial statements as the Company did not have any lease during the periods presented.

As at the commencement date of a lease, the Company recognizes a lease liability and an asset representing the right to use the underlying asset during the lease term (i.e. the "right-of-use" asset) unless the underlying asset has a low value or the lease term is twelve months or less, which are expensed in the period incurred. At this date, the right-of-use asset is measured at cost, which includes the initial amount of the lease liability, adjusted for any lease payments made at or before the commencement date, any initial direct costs incurred and also includes an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset. The right-of-use asset is then depreciated using the straight-line method from the lease commencement date to the earlier of the end of the lease term or the end of the useful life of the asset. The right-of-use asset may also be reduced for any impairment losses, if any.

At the lease commencement date, the lease liability is measured at the present value of the future lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate, which is the rate the Company would pay for similar assets at similar locations over a similar term. The lease liability is measured at amortized cost using the effective interest method.

### **Management of Financial Risk**

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below:

#### *Interest Rate Risk*

The Company has non-material exposure at June 30<sup>th</sup>, 2021 to interest rate risk through its financial instruments.

#### *Currency Risk*

The Company's operations are focused on Australia and Mongolia, where many exploration and administrative expenses are incurred in the Australian Dollar, Mongolian Tugrik and the US Dollar. The Company's ability to advance funds to Australia and Mongolia is subject to changes in the valuation of the Australian Dollar, Tugrik and the US Dollar, as well as rules and regulations of the Mongolian government. Fluctuations in the value of the Australian Dollar, Tugrik and the US Dollar may have a positive and/or adverse effect on the operations and operating costs of the Company. The Company does hold balances in foreign currencies, the Australian Dollar, Mongolian Tugrik and United States dollar, which provide exposure to foreign exchange risk. Management seeks to limit foreign current risk, primarily seeking to retain funds in Canada and Australia wiring funds as and when needed to foreign subsidiaries to meet operating expenditures, and believes this risk to be minimal.

*Credit Risk*

The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada and Australia, with more limited funds held in Mongolia. As most of the Company's cash is held by three banks there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

Receivables consist of goods and services and the harmonized sales tax due from the Government of Canada. Management believes that the credit risk concentration with respect to receivables is remote.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations. Management believes its credit risk to be minimal.

*Liquidity Risk*

The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations.

As at June 30<sup>th</sup>, 2021, the Company had a cash balance of \$9,031,000 (December 31<sup>st</sup>, 2020 - \$4,461,000) to settle current liabilities of \$415,000 (December 31<sup>st</sup>, 2020 - \$832,000). On March 19, 2021, Company raised \$9,620,000 (A\$10,000,000) through a heavily oversubscribed initial public offering ahead of commencement of trading and dual listing on the ASX. The funds raised via the ASX listing are held in Australian dollars.

*Fraud Risk*

Fraud risk is the vulnerability that the Company faces from entities capable of intentional misconduct because of pressure, opportunity and rationalization. Fraud risk comes from sources both internal and external to the Company. The Company closely monitors its operations to determine the appropriate course of action to be taken.

*Commodity Price Risk*

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market prices of copper and gold. The Company closely monitors commodity prices to determine the appropriate course of action to be taken.

**Critical Accounting Estimates**

The preparation of interim condensed consolidated financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the statement of financial position date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained, and are subject to change. The Company's accounting policies and estimates used in the preparation of the consolidated financial statements are considered appropriate in the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process.

Property acquisition costs and related direct exploration costs may be deferred until the properties are placed into production, sold, abandoned, or written down, where appropriate. The Company's accounting policy is to capitalize exploration costs, which policy it believes to be consistent with IFRS and applicable guidelines for exploration stage companies. The policy is consistent with other junior exploration companies that have not established mineral reserves objectively. An alternative policy would be to expense these costs until sufficient work has been done to determine that there is a probability a mineral reserve can be established; or alternatively, to expense such costs until a mineral reserve has been objectively established. Management is of the view that its current policy is appropriate for the Company at this time. Based on annual impairment reviews made by management, or earlier if circumstances warrant, in the event that the long-term expectation is that the net

carrying amount of these capitalized exploration costs will not be recovered, then the carrying amount is written down accordingly and the write-down charged to operations. A write-down may be warranted in situations where a property is to be sold or abandoned; or exploration activity ceases on a property due to unsatisfactory results or insufficient available funding.

### **Risks and Uncertainties**

The Company is engaged in the business of acquiring, exploring and developing mineral properties with the expectation of locating economic deposits of minerals. All of the properties are without proven copper/gold deposits and there is no assurance that the Company's exploration programs will result in proven copper/gold deposits, nor can there be any assurance that economic deposits can be commercially mined. As a consequence, any forward-looking information is subject to known and unknown risks and uncertainties.

Confirmation or otherwise of our more advanced geological models, advancement of earlier stage project pipeline and exploration success is expected to materially impact the value of the Company. The ability of the Company to systematically advance its district scale project pipeline from a technical perspective is a fundamental value driver, upside and downside, to the Company and its valuation. The ability of the Company to commercially advance and effect its exploration strategy is also a fundamental value driver.

The Company will be required to negotiate access arrangements and pay compensation to landowners, local authorities, transitional land users, the NSW Government and others who may have an interest in the area covered by a tenement/license. The Company's ability to resolve access and compensation issues may have an impact on the future success and financial performance of the Company's operations.

The Company continues to closely monitor the development of the novel coronavirus (COVID-19), and its spread globally and within Australia. Early preventative measures were taken and a formal COVID-19 safety and management plan was implemented to modify how contractors and the Company conduct business and implement best practice recommendations and policies. Health and safety considerations, and appropriate risk assessments, continue to dictate various project generation functions, exploration and marketing activities.

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on senior management, the exploration team and contractors, who are an integral part of the business. Should there be resignations, there may be difficulties in recruiting similar high-quality personnel and overall team balance. There can be no assurance given that there will be no negative impact on the Company if one or more of these key team members cease their employment.

The Company's core focus is its relatively recent entry into NSW and the NSW project pipeline, with previous projects and subsidiaries viewed as non-core. The Company has announced a binding term sheet for its Mongolian assets with Resilience Mining Mongolia ("RMM") and notice of a Mongolian tax claim from the Mongolian Tax Authority ("MTA") relating to one of its subsidiaries. These non-core assets may have certain ongoing contractual obligations and operations, which have inherent business risk and potential legacy risks. The Company has been listed since 1983, operating in emerging and frontier markets such as Brazil and then Mongolia.

The changes to known and unknown risks and uncertainties during the six-month period ended June 30<sup>th</sup>, 2021 have been noted in these accounts.

### **Additional Disclosure for Venture Issuers without Significant Revenue**

Additional disclosure concerning Kincora's general and administrative expenses and exploration and evaluation costs is provided in the Company's consolidated statement of loss and note disclosures contained in its condensed interim condensed consolidated financial statements for the six-month period ended June 30<sup>th</sup>, 2021. These

statements are available on Kincora's website at [www.kincoracopper.com](http://www.kincoracopper.com) or on its SEDAR Page Site accessed through [www.sedar.com](http://www.sedar.com).

### **Dividends**

Kincora has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on Kincora's financial condition, results of operations, capital requirements and such other factors as the board of directors deem relevant.

### **Management's Responsibility for Consolidated Financial Statements**

The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying consolidated financial statements.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the Company's IFRS.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

### **Nature of the Securities**

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

### **Proposed Transactions**

At the present time, there are no proposed transactions that are required to be disclosed that are not disclosed elsewhere.

**Approval**

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the consolidated financial statements and related financial reporting and internal control matters before the consolidated financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the consolidated financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

**Additional Information**

Additional information is available on the Company's website at [www.kincoracopper.com](http://www.kincoracopper.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

**Forward-Looking Information**

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, permitting risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. By their very nature 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 factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's interim and annual consolidated financial statements which are filed and available for review on SEDAR at [www.sedar.com](http://www.sedar.com). Although the Company has attempted to identify important factors that could 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, readers should not place undue reliance on forward-looking statements.