



## **Management's Discussion and Analysis For the Year Ended October 31, 2022**

This Management's Discussion and Analysis ("MD&A") of Fox River Resources Corporation ("Fox River" or the "Company") is dated February 27, 2023 and provides an analysis of the Company's performance and financial condition for the year ended October 31, 2022, as well as an analysis of future prospects. This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the year ended October 31, 2022 and the audited consolidated financial statements for the year ended October 31, 2021 and the notes thereto, that have been prepared in accordance with International Financial Reporting Standards ("IFRS"). These documents, along with others published by the Company, are available on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com) or the Company's website at [www.fox-river.ca](http://www.fox-river.ca).

All amounts referred to in this MD&A are prepared in accordance with IFRS and presented in Canadian dollars, unless otherwise indicated.

### **Company Information**

Fox River Resources Corporation was incorporated pursuant to the Canada Business Corporations Act (the "CBCA") under the name "9508309 Canada Inc." on November 12, 2015. Articles of amendment were subsequently filed on December 7, 2015 to change the name of the Company to "Fox River Resources Corporation". The registered office of the Company is located at 350 Bay Street, Suite 700, Toronto, Ontario M5H 2S6. The Company has one wholly owned subsidiary: Baltic Resources Inc. ("Baltic").

### **Overview**

Fox River is engaged in the exploration and evaluation of the Martison phosphate project. As at the date of this MD&A, the Company's primary assets are cash and cash equivalents and a 100% interest in the Martison phosphate project.

The Company's strategy is to create shareholder value through the further exploration and evaluation of the Martison Project, either by itself or in conjunction with a strategic partner, and through the potential acquisition, exploration, advancement and development of other mineral properties.

### **Recent Activity**

On April 9, 2021, the Company closed a non-brokered private placement of 8,800,000 common shares at a price of \$0.25 per share for gross proceeds of \$2,200,000. In connection with the private placement, the Company paid finders fees to arm's length finders in connection with subscriptions from subscribers introduced by them, totaling \$3,000 in cash, 516,000 common shares of the Company, and 704,000 finders warrants exercisable at \$0.30 for two years from closing, which were valued at \$166,600. The Company also incurred legal fees of \$7,262, and filing and other fees of \$1,969.

On April 26, 2021, the Company granted 2,100,000 share options to directors and officers of the Company exercisable at \$0.41 per share for a period of five years from the date of issuance. One-third of the options vest immediately, one-third vest on April 26, 2022, and one-third vest on April 26, 2023.

On May 15, 2021, the Company engaged Harbor Access LLC ("Harbor") to assist the Company with investor relations activities in Canada and the United States of America. On May 1, 2022, the Company's contract with Harbor expired.

On July 1, 2021, the Company engaged Independent Trading Group (ITG), Inc. ("ITG") to provide market making services on the Canadian Securities Exchange with the goal of maintaining a reasonable trading market and improving the liquidity of the Company's common shares.

On September 9, 2021, the Company announced that it has engaged Hatch Ltd., together with JESA Technologies LLC and DMT Consulting Limited, for the preparation of a National Instrument ("NI") 43-101 preliminary economic assessment study on the Company's 100%-owned Martison Phosphate Project.

On January 20, 2022, the Company announced an update with respect to the NI 43-101 preliminary economic assessment study on the Martison Phosphate Project.

On April 21, 2022, the Company announced the positive results of the NI 43-101 preliminary economic assessment and an updated mineral resources estimate for the Martison Phosphate Project.

On June 6, 2022, the Company announced the filing of the technical report for the NI 43-101 preliminary economic assessment for the Martison Phosphate Project.

On January 9, 2023, the Company appointed David Lotan as Non-Executive Chairman and Director.

On February 16, 2023, the Company announced a non-brokered private placement for aggregate gross proceeds of up to \$1,500,000 through the sale of 7,500,000 common shares at a price of \$0.20 per share.

On February 21, 2023, the Company increased the previously announced private placement to \$2,300,000 through the sale of up to 11,500,000 common shares at a price of \$0.20 per share.

### Summary of Quarterly Results

The following is a summary of the Company's financial results for the previous four quarters:

	<b>Aug. 1, 2022 to Oct. 31, 2022</b>	<b>May 1, 2022 to Jul. 31, 2022</b>	<b>Feb. 1, 2022 to Apr. 30, 2022</b>	<b>Nov. 1, 2021 to Jan. 31, 2022</b>
<b>(\$)</b>				
Total revenues	-	-	-	-
Net income (loss)	(305,612)	(335,089)	(690,773)	(833,811)
Net income (loss) per share	(0.01)	(0.01)	(0.01)	(0.02)
Total assets	244,868	340,918	616,771	1,460,842
Long-term debt	-	-	-	-
Shareholder's equity	(23,515)	165,932	501,021	1,052,283
Cash dividends declared per common share	-	-	-	-

## Results of Operations

For the year ended October 31, 2022, the Company incurred a loss of \$2,165,285, or a basic and diluted loss of \$0.041 per share. During the year ended October 31, 2021, the Company incurred a loss of \$1,425,734 or basic and diluted loss of \$0.030 per share.

Administration expenses of \$46,134 (2021 - \$49,636) were in line with management's expectation and included rent, utilities, bank charges, corporate secretarial and insurance. Consulting fees of \$144,000 (2021 - \$126,500) consisted of remuneration to the Company's CEO and CFO. During the period, the Company incurred \$50,453 in professional fees (2021 - \$34,135), which primarily consisted of legal fees. Exploration and evaluation expenditures for the period totaled \$1,579,388, which was much higher than most years, including the prior year (2021 - \$752,798). Costs were higher during the period because the Company engaged technical consultants to complete the NI 43-101 preliminary economic assessment. Shareholder information expense of \$110,389 consisted primarily of investor relations and market making fees, as well as CSE listing fees, transfer agent fees, and filing fees. These costs were higher than the \$92,015 incurred in the prior year. The Company had share based payment expenses of \$228,829 in the current year, which was lower than \$411,829 during the prior year. During the year ended October 31, 2022, the Company earned \$6,929 in interest income, up from \$1,404 in the comparative period due to higher cash balances and higher interest rates. In addition, the Company had a loss on the change in fair value of marketable securities of \$13,021 (2021 - gain of \$39,775).

## Liquidity and Financial Position

As at October 31, 2022, Fox River had \$(43,515) in working capital (October 31, 2021 - \$1,858,097), including cash and cash equivalents of \$195,314 (October 31, 2021 - \$2,399,844) and no debt. The Company estimates that its corporate and general costs to maintain the Martison Project and the requirements of a reporting issuer for the next twelve months will total approximately \$350,000. The Company currently does not have sufficient working capital to fund its corporate and general costs over the next twelve months. The Company will seek to monetize its interest in its asset or raise additional capital in the next year.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company's ability to continue operations and fund its mining interest expenditures is dependent on management's ability to secure additional financing. Management is actively pursuing such additional sources of financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern. Accordingly, the Company's financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the financial statements. The Company intends to raise additional financing to address the going concern issue. The success of the Company's endeavors cannot be predicted at this time. There is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

## Share Capital

On November 12, 2015, 1 common share was issued on incorporation.

On February 2, 2016, 33,947,276 common shares were issued pursuant to the closing of the Arrangement.

On April 1, 2016, the Company granted 2,200,000 incentive share options, exercisable at \$0.05 per share for a period of five years, to officers and directors of the Company.

On April 6, 2016, the Company issued 1,331,250 common shares, with an aggregate value of \$53,249, to extinguish a liability relating to the Arrangement.

On April 20, 2016, the Company closed a non-brokered private placement of 6,000,000 common shares at a price of \$0.035 per share or gross proceeds of \$210,000. In connection with the private placement, the Company incurred legal fees of \$10,026.

On August 19, 2019, the Company issued 500,000 incentive stock options, exercisable at \$0.07 per share for a period of five years, to a director of the Company.

On March 29, 2021, a total of 1,700,000 share options were exercised for gross proceeds of \$85,000 in exchange for the issuance of 1,700,000 common shares of the Company. The fair value of share options exercised was \$74,630 which was reallocated from share based payment reserve to share capital.

On April 9, 2021, the Company closed a non-brokered private placement of 8,800,000 common shares at a price of \$0.25 per share for gross proceeds of \$2,200,000. In connection with the private placement, the Company paid finders fees to arm's length finders in connection with subscriptions from subscribers introduced by them, totaling \$3,000 in cash, 516,000 common shares of the Company, and 704,000 finders warrants exercisable at \$0.30 for two years from closing, which were valued at \$172,470. The Company also incurred legal fees of \$7,262, and filing and other fees of \$1,969.

On April 26, 2021, the Company granted 2,100,000 share options to directors and officers of the Company exercisable at \$0.41 per share for a period of five years from the date of issuance. One-third of the options vest immediately, one-third vest on April 26, 2022, and one-third vest on April 26, 2023.

During the year ended October 31, 2022, a total of 116,148 warrants with an exercise price of \$0.30 per share were exercised for gross proceeds of \$34,844.

As at February 27, 2023, the Company's share capital consisted of:

Common shares outstanding:	52,410,675
Stock options outstanding:	2,600,000
Warrants outstanding:	587,852

### **Exploration and Evaluation Expenditures**

During the year ended October 31, 2022, the Company incurred a total of \$1,579,388 in exploration and evaluation expenditures relating to the Martison Phosphate Project.

A breakdown of the exploration expenditures by category for the previous four quarters is provided below:

(\$)	Aug. 1, 2022 to Oct. 31, 2022	May 1, 2022 to Jul. 31, 2022	Feb. 1, 2022 to Apr. 30, 2022	Nov. 1, 2021 to Jan. 31, 2022
Leases and property taxes	-	1,202	14,836	-
Storage and rent	5,400	5,400	5,400	8,473
Technical and consulting	83,422	239,678	464,821	747,035
Travel and transportation	-	-	-	-
Consultation	2,330	1,391	-	-
<b>Total expenditures</b>	<b>\$ 91,152</b>	<b>\$ 247,671</b>	<b>\$ 485,057</b>	<b>\$ 755,508</b>

### Martison Phosphate Project

The Martison phosphate project (the "Project") is located about 70 kilometers northeast of the town of Hearst, in north-central Ontario and is close to rail, power, highway, and other infrastructure. The Project contains a major carbonatite (igneous carbonate-rich) pipe capped by a residual deposit ("Residuum") enriched in phosphate and niobium minerals. The Project mining leases and claims cover a contiguous area of approximately 8,256 ha. Additional information can be found at [www.fox-river.ca](http://www.fox-river.ca) or under Fox River's profile on SEDAR, including the NI 43-101 Technical Report dated April 21, 2022.

*Figure 1: Regional Location of the Martison Project*



### *Regional Geology*

The Martison phosphate deposit lies in a geological province referred to as Precambrian volcanic and metamorphic rock sequences, which are over one billion years in age. The occurrence of carbonatite deposits is the result of late magmatic injections of carbon dioxide gases, calcium and magnesium carbonate solutions, including associated crystalline apatite, magnetite and mica minerals, through conduits into volcanic vents. The subsequent exposure of the carbonatite rock for long periods of time to erosion and chemical weathering has resulted in the thick accumulation of a paleo-soil residue called a Residuum which has concentrations of relatively insoluble minerals, such as phosphate bearing apatite, lying on top of the competent and largely unweathered surface of the carbonatite.

The Martison carbonatite is one of 50 known locations of the Central Ontario Carbonatite Complex found on the Kapuskasing structural high (located 110 km east of the Martison Project) to the Albany Forks structural high, (located 260 km west of the Martison Project). Almost all of the carbonatite bodies occur along recognisable major tectonic features.

A number of these complexes have been examined for their mineral potential. They all contain apatite in the carbonatite phase between 5% to 25%, and some contain significant enrichments of apatite through leaching out of carbonates. Such enrichment occurs on the Cargill Limited complex, located on a branch structure off the Kapuskasing structural high and at the Martison phosphate deposit.

### *Property Geology*

Differential weathering of the Martison Carbonatite Complex has resulted in an irregular weathered 'karst' type surface of the carbonatite, a topography formed from the dissolution of soluble, carbonate rich, rocks, the depth of which varies greatly over short distances. Depressions in this carbonate rich, karstic, surface are filled with the weathered breakdown product of the carbonatite, the Residuum. This apatite rich Residuum represents the bulk of the phosphatic material of economic interest. Above the Residuum lies a less consistent layer of lateritic material containing niobium mineralisation, also at levels of economic interest. More recent glacial deposits, typical of the James Bay Lowlands, form a blanket of glacial till over the Residuum and lateritic material sub-outcrop, reaching up to 80 m in depth.

### *Mineralization*

Apatite is the principal phosphate bearing mineral of economic interest within the Residuum. The lateritic material is enriched in niobium, typically found in the form of pyrochlore, its occurrence is also of economic interest. Both the phosphate bearing apatite and the niobium have been the subject of significant drilling and metallurgical test work to establish if they may be extracted economically.

### *Preliminary Economic Assessment*

The Preliminary Economic Assessment (the "PEA") was completed in accordance with National Instrument 43-101 ("NI 43-101") with an effective date of April 21, 2022, and was prepared by Hatch Ltd., JESA Technologies LLC, DMT Consulting Limited, Ausenco Inc., and Chemetics Inc. The Technical Report was filed on June 6, 2022 and can be downloaded [here](#).

The PEA examined the types and quantities of fertilizers which will be produced, the process technology deployed, and the sulfur technology utilized in making fertilizer products from the phosphate concentrate.

The Project design entails an open pit mine, a phosphate beneficiation plant (located at the mine site), a slurry pipeline, a road corridor, and a Fertilizer Conversion Complex (FCC) located west of Hearst, Ontario, and 86 km south of the mine site. The FCC location is in close proximity to existing rail, power, and natural gas infrastructure. This facility would include a phosphoric acid plant, a super phosphoric acid plant, a granulation plant, a sulfur conversion plant with cogeneration capacity, a warehouse and loadout facility, and a railyard.

*Figure 2: Key Information Summary*

Description	Units	PEA	
		Base Case <sup>1</sup>	Current Prices <sup>2</sup>
<b>Product Prices / Input Costs / FX</b>			
<b>Product Prices</b>			
Mono Ammonium Phosphate (MAP) <sup>3</sup>	US\$/t DEL	\$800	\$1,160
Super Phosphoric Acid 68% P <sub>2</sub> O <sub>5</sub> (SPA) <sup>4</sup>	US\$/t DEL	\$1,060	\$1,380
Nitrogen, Phosphate, Sulfur (NPS) <sup>5</sup>	US\$/t DEL	\$810	\$1,170
<b>Input Costs</b>			
Sulfur <sup>6</sup>	US\$/t DEL	\$274	\$438
Ammonia <sup>7</sup>	US\$/t DEL	\$602	\$1,627
<b>Currency Exchange Rate</b>	USD/CAD	0.79365	0.79365
<b>Production Data</b>			
<b>Mine Site</b>			
Total Tonnes Mined, Life of Mine Plan	Mt/Dry	409.48	409.48
Beneficiation Mill Feed, Life of Mine Plan	Mt/Dry	83.61	83.61
Concentrate Grade	% P <sub>2</sub> O <sub>5</sub>	37.28	37.28
Mine Life	Years	26	26
Average Mill Feed (Years 3-25)	Mt/y	3.35	3.35
Phosphate Concentrate Production (Years 3-25)	Mt/y	1.41	1.41
Average Life of Mine (LOM) Mining Cost	US\$/t conc.	\$31.64	\$31.64
Average LOM Beneficiation Cost	US\$/t conc.	\$15.25	\$15.25
Average LOM Concentrate Cost (Including Infrastructure)	US\$/t conc.	\$55.10	\$55.10
Average LOM Concentrate Cost (Including Slurry Pipeline Cost)	US\$/t conc.	\$56.24	\$56.24
<b>Fertilizer Conversion Complex (FCC)</b>			
<b>Phosphoric Acid Plant Capacity</b>			
P <sub>2</sub> O <sub>5</sub> Production Cash Costs	US\$/t P <sub>2</sub> O <sub>5</sub>	\$423.02	\$556.90
<b>SPA Plant Capacity</b>			
SPA Production Cash Costs	US\$/t SPA	\$395.16	\$507.78
<b>Granulation Plant Capacity</b>			
MAP Production Cash Costs	US\$/t MAP	\$319.10	\$522.97
NPS Production Cash Costs	US\$/t NPS	\$321.34	\$536.91
<b>Sulphur Plant Capacity</b>			
Sulfuric Acid Produced & Consumed (Years 3-25)	H <sub>2</sub> SO <sub>4</sub> t per annum	1,276,000	1,276,000
Annual Co-Generation Production (Net)	MW	31	31
<b>Average Annual Product Tonnes (Years 3-25)</b>			
MAP	t	474,000	474,000
NPS	t	247,000	247,000
SPA	t	221,000	221,000
<b>Average Annual Consumption (Years 3-25)</b>			
Sulfur	t	433,000	433,000
Ammonia for MAP	t	63,000	63,000
Ammonia for NPS	t	36,100	36,100
<b>Life-of-Project (LOP) Operating Costs</b>			
Average Annual Cash Operating Costs <sup>8</sup>	US\$/M/y	\$307.13	\$475.08
Average Annual OPEX + Sustaining CAPEX (SUSEX)	US\$/M/y	\$328.61	\$496.55
<b>Capital Costs</b>			
Initial CAPEX <sup>9</sup>	US\$/M	\$1,859	\$1,859
LOP SUSEX	US\$/M	\$545	\$545

<b>Financial Analysis</b>			
After-Tax NPV <sub>8%</sub>	US\$M	\$1,467	\$2,509
After Tax IRR	%	17.4	23.1
Payback Period	years	5.2	4.0

\* See information notes on following page.

*Notes to Figure 2: Key Information Summary*

1. The "Base Case" is a weighted average of three market forecast scenarios for the years 2022 to 2047.
2. Current prices are based on values during the first half of April 2022 and are a weighted average of delivered prices to target markets in Canada and the United States.
3. Reference prices (\$CAD/tonne MAP delivered Western Canada) for Base & Current Cases are \$1,060 and \$1,470 respectively.
4. Reference prices (\$US/tonne P<sub>2</sub>O<sub>5</sub> delivered Corn Belt) for Base & Current Cases are \$1,570 and \$2,020 respectively.
5. Reference prices (\$CAD/tonne NPS delivered Western Canada) for Base & Current Cases are \$1,065 and \$1,480 respectively.
6. Reference prices (\$US/long ton S CIF Tampa) for Base & Current Cases are \$320 and \$481 respectively.
7. Reference prices (\$US/tonne NH<sub>3</sub> CIF Tampa) for Base & Current Cases are \$630 and \$1,625 respectively.
8. Total operating costs include administration, operations, maintenance costs at the Mine and FCC sites, plus SG&A costs.
9. Includes constructed costs, contractor's fee, contingency, and owner's costs.

*Mineral Resource Estimate*

*Figure 3: Martison Anomaly A Mineral Resource Estimate Effective December 31, 2021*

<b>Deposit</b>	<b>Classification</b>	<b>Tonnes (Mt)</b>	<b>Phosphate Grade (% P<sub>2</sub>O<sub>5</sub>)</b>	<b>Niobium Grade (% Nb<sub>2</sub>O<sub>5</sub>)</b>
Anomaly A Residuum	Indicated Resources	53.8	22.99	0.42
	Inferred Resources	128.3	17.09	0.42
Anomaly A Lateritic Material	Indicated Resources	6.2	7.97	1.13
	Inferred Resources	5.3	6.40	0.69

Notes:

- The independent and qualified person for the mineral resource estimate, as defined by NI 43-101, is Tim Horner, P.Geo. from DMT Consulting Limited.
- CIM definitions were followed for Mineral Resources.
- Mineral Resources are estimated at a cut-off grade of 6% P<sub>2</sub>O<sub>5</sub> in the Residuum or 0.2% Nb<sub>2</sub>O<sub>5</sub> in the Lateritic Material.
- Mineral Resources are estimated at a dry Bulk Density of 1.89 t/m<sup>3</sup>, 1.70 t/m<sup>3</sup>, 1.90 t/m<sup>3</sup>, 2.12 t/m<sup>3</sup> for till, lateritic material, Residuum and carbonatite respectively.
- Mineral Resources are constrained by a Whittle open pit shell.
- A minimum mineralisation width of five metres was used for Indicated Resources and two metres for Inferred Resources.
- Values for tonnage and grade may not add up due to rounding.

Cautionary Note: Mineral resources that are not mineral reserves do not have demonstrated economic viability. The PEA includes Inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PEA will be realized. The foregoing mineral resource estimates are as at December 31, 2021. For more information with respect to the data verification procedures undertaken and the key assumptions, parameters and risks associated with the foregoing estimates, refer to Fox River Resources Technical Report entitled "Martison Phosphate Project Preliminary Economic Assessment" dated effective April 21, 2022.

**Capital Management**

In managing its capital, the Company's primary objective is to ensure the entity can continue as a going concern as well as to provide optimal returns to its shareholders, in the long term. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of properties for the mining of minerals that are



economically recoverable. The Board of Directors does not establish quantitative returns on capital criteria for management due to the nature of the industry, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company considers its capital to be equity, which is comprised of share capital, reserves and accumulated deficit, which at October 31, 2022 totaled \$(23,515) (October 31, 2021 - \$1,878,097).

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the Company's relative size, is reasonable. The Company is not subject to externally imposed capital requirements.

### **Outlook, Risks and Uncertainties**

There are a number of risks that may have a material and adverse impact on the future operating and financial performance of Fox River and could cause Fox River's operating and financial performance to differ materially from the estimates described in forward looking statements related to Fox River. These include widespread risks associated with any form of business and specific risks associated with Fox River's business and its involvement in the mineral exploration and development industry. An investment in the Fox River Shares, as well as Fox River's prospects, are highly speculative due to the high risk nature of its business and the present stage of its operations. Fox River Shareholders may lose their entire investment. The risks described below are not the only ones facing Fox River. Additional risks not currently known to Fox River, or that Fox River currently deems immaterial, may also impair Fox River's business or operations. If any of the following risks actually occur, Fox River's business, financial condition, operating results and prospects could be adversely affected.

#### *Martison Phosphate Project*

There can be no assurance that the Company will proceed with exploration, evaluation and development of the Project, that the Company will be able to obtain adequate debt and equity financing to explore, evaluate and develop the Project, or that the terms of such financing will be favourable. Failure to obtain additional financing could result in the delay or indefinite postponement of further advancement of the Project.

#### *No History of Profitability*

The Company is an exploration and evaluation stage company with no history of revenues or profitability. There can be no assurance that the operations of Fox River will be profitable in the future. The Company will require additional financing to further explore, develop, acquire, and achieve commercial production on its property interests and, if financing is unavailable for any reason, Fox River may become unable to acquire and retain its property interests and carry out its business plan.

#### *Nature of Mineral Exploration and Development*

Fox River is engaged in the business of exploring and evaluating the Martison Project, which is a highly speculative endeavour. Fox River's viability and potential success lie in its ability to explore and evaluate, develop, exploit and generate revenue out of the Martison Project. The exploration and evaluation and development of mineral deposits involve significant financial risks over a significant period of time which even a combination of careful analyses, experience and knowledge may not eliminate. While discovery of a mine may result in substantial rewards, few properties which are explored are ultimately developed into

producing mines. Major expenses may be required to establish mineral reserves (as defined by NI 43-101) by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that the current or any future programs on the Martison Project will result in a profitable commercial mining operation.

#### *Fluctuating Prices*

Factors beyond the control of Fox River may affect the marketability of any products produced. The prices for phosphate concentrate, phosphoric acid and phosphate fertilizers have fluctuated widely and are affected by numerous factors beyond Fox River's control. The effect of these factors cannot be accurately predicted.

#### *Competition*

The chemical and fertilizer business is competitive in all of its phases. Fox River competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than Fox River, in the development of the Martison Project, and in the search for markets for any products which may be produced. There is no assurance that Fox River will continue to be able to compete successfully with its competitors in developing the Martison Project or finding markets for the products which may be produced.

#### *Conflicts of Interest*

Certain of the directors and officers of Fox River also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving Fox River should be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of Fox River and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the CBCA and other applicable laws.

#### *Disruption of Business*

Conditions or events including, but not limited to, those listed below could disrupt Fox River's operations, increase operating expenses, resulting in delayed performance of contractual obligations or require additional expenditures to be incurred: (i) extraordinary weather conditions or natural disasters such as hurricanes, tornadoes, floods, fires, earthquakes, etc.; (ii) a local, regional, national or international outbreak of a contagious disease, including the COVID-19 coronavirus, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu, or any other similar illness could result in a general or acute decline in economic activity (see also, "Public Health Crises"); (iii) political instability, social and labour unrest, war or terrorism; or (iv) interruptions in the availability of basic commercial and social services and infrastructure including power and water shortages, and shipping and freight forwarding services including via air, sea, rail and road.

#### *Public Health Crises*

Fox River's business, operations and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises beyond our control, including the current outbreak of COVID-19. In March 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic. Many governments have likewise declared that the COVID-19 outbreak in their jurisdictions constitutes an emergency. Reactions to the spread of COVID-19 have led to, among other

things, significant restrictions on travel, business closures, quarantines and a general reduction in consumer activity. While these effects are expected to be temporary, the duration of the business disruptions and related financial impact cannot be reasonably estimated at this time. Such public health crises can result in volatility and disruptions in the supply and demand for various products and services, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect interest rates, credit ratings, credit risk and inflation. The risks to Fox River of such public health crises also include risks to employee health and safety and a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak. At this point, the extent to which COVID-19 may impact Fox River is uncertain; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

### **Related Party Transactions**

Through the normal course of business, the following related party transactions occurred during the year ended October 31, 2022:

- The Company paid consulting fees to Fraser Laschinger, the Chief Financial Officer, totaling \$60,000.
- The Company paid consulting fees to Stephen Case, the Chief Executive Officer and a Director, totaling \$84,000.

### **Financial Instruments**

As at October 31, 2022, Fox River's financial instruments primarily consisted of cash and Canadian dollar-denominated short-term fixed-income instruments such as GICs and high-interest savings accounts.

Due to the short-term nature and high liquidity of the fixed-income instruments, the Company estimates that the fair values are equal to their carrying values and classifies these financial instruments as cash and cash equivalents within current assets.

The material risk associated with the Company's financial instruments is counterparty risk. The Company manages its counterparty risk by monitoring the credit worthiness of its Canadian financial institution counterparts to ensure they meet the minimum investment-grade criteria.

### **Off-Balance Sheet Transactions**

The Company has not entered into any off-balance sheet arrangements.

### **Proposed Transactions**

The Company is not a party to any proposed transactions.

### **Critical Accounting Policies and Estimates**

#### *Mineral Properties and Exploration Expenditures*

The Company expenses all costs relating to the acquisition of, exploration for and development of mineral claims and credits all revenues received against the exploration expenditures. Such costs include, but are not limited to geological, geophysical studies, exploratory drilling and sampling.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized; this includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

#### *Share Based Payments*

The share option plan allows the Company's employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share based payment expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. The fair value is measured at grant date and each tranche is recognized on a graded-vesting basis over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

#### *Use of Estimates*

The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. The areas involving accounting estimates for the Company are as follows: share based payments, going concern, deferred taxes and accrued liabilities.

#### **Changes in Accounting Policies**

The Company did not adopt any new accounting standards during the year ended October 31, 2022.

#### **Future Accounting Changes**

As at October 31, 2022, no future accounting changes are currently contemplated.

#### **Disclosure Controls and Internal Controls Over Financial Reporting**

The Company's management is responsible for the preparation and fair presentation of the consolidated financial statements and MD&A. Accordingly, the Company's management has established systems, controls and procedures to collect, record, process, summarise and report necessary financial data in its financial statements and MD&A on a timely basis.

The Company's Chief Executive Officer and Chief Financial Officer (the "Officers") are responsible for establishing and maintaining disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). The Officers have:

- Designed DC&P, or caused it to be designed under their supervision, to provide reasonable assurance that material information relating to the Company is made known and information required to be disclosed in its consolidated financial statements and MD&A are filed under securities legislation and recorded, processed, summarized and reported within the time periods specified in securities legislation; and

- Designed ICFR, or caused it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Officers evaluate the Company's internal controls on a regular basis.

### **Technical Information**

Mr. Tim Horner, P.Geo. who is a "qualified person" as defined under National Instrument 43-101, has reviewed and approved the scientific and technical information in this presentation. Mr. Tim Horner has verified the data disclosed in this MD&A and no limitations were imposed on his verification process.

### **Forward-looking Statements**

This MD&A contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performances of Fox River; the Project; the future supply, demand, inventory, production and price of phosphate and other commodities; 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, operating and exploration expenditures; requirements for additional capital for the Project; government regulation, including permitting, of mining and chemical operations; environmental risks, reclamation and rehabilitation expenses; title disputes, claims and First Nations agreements; limitations of insurance coverage and the timing and possible outcome of litigation and regulatory matters; the ability to attract and retain personnel; labour relations; the ability to engage and retain outside contractors, experts and other advisors and their efforts and abilities; and currency exchange rates, in particular the Canadian dollar relative to the U.S. dollar. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Fox River to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, those factors discussed in the section entitled "*Outlook, Risks and Uncertainties*" in this MD&A. Although Fox River 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 to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A based on the opinions and estimates of management, and Fox River disclaims any obligation to update any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise. 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, potential investors should not place undue reliance on forward-looking statements.