

VIRIDIAN METALS INC.

Management's Discussion & Analysis for the years ended December 31, 2024 and 2023

The following management's discussion and analysis ("MD&A"), dated February 25, 2025, of the financial condition and results of the operations of Viridian Metals Inc. ("**Viridian**" or the "**Company**") should be read in conjunction with the audited consolidated financial statements of Viridian) constitutes management's review of the factors that affected the Company's financial and operating performance for the three and twelve months ended December 31, 2024 and 2023. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended December 31, 2024 and 2023, together with related notes ("the **Financial Statements**"). All dollar amounts are stated in Canadian dollars, unless otherwise noted.

Description of Business

Viridian Metals Inc., was incorporated on February 28, 2022, under the Canada Business Corporations Act and has its principal office in Almonte, Ontario, Canada. The Company is engaged in the evaluation, acquisition and exploration of mineral properties in Canada. The Company plans to ultimately develop the properties, bring them into production, option or lease the properties to third parties, or sell the properties outright. The Company has not determined whether these properties contain mineral reserves that are economically recoverable, and the Company is considered to be in the exploration stage. The head office is located at 3990 Old Almonte Road, Almonte, Ontario, K0A 1A0.

The financial statements and the financial information contained in this MD&A were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). Please refer to Note 3 of the annual audited financial statements as at and for the year ended December 31, 2024, and 2023, for disclosure of the Company's significant accounting policies.

The presentation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reported period. Such estimates and assumptions affect the carrying value of assets, decisions as to when exploration costs should be capitalized or expensed and estimates for asset retirement obligations and reclamation costs. Other significant estimates made by the Company include factors affecting the valuations of share-based payments, warrants, and the valuation of tax accounts. Viridian regularly reviews its estimates and assumptions. Actual results could differ from these estimates and these differences could be material.

The board of directors of the Company has reviewed this MD&A and the financial statements for the years ended December 31, 2024, and 2023, approved these documents prior to their release.

Coco Pool Corp. RTO Transaction

On May 22, 2024, Viridian and Coco Pool Corp. ("Coco") (TSXV: CCPC.P) have entered into a non-binding Letter of Intent (the "LOI") pursuant to which Coco and Viridian intend to complete a business

combination (the "Transaction") to form a company (the "Resulting Issuer") and pursuant to which the business of Viridian will become the business of the Resulting Issuer. The final structure of both the business combination and the capitalization of the Resulting Issuer is subject to receipt of tax, corporate and securities law advice for both Coco and Viridian.

On July 31, 2024, The Viridian Metals Corp. entered into a definitive amalgamation agreement (the "Agreement") with Coco Pool Corp. and 16217494 Canada Inc. ("Coco Subco"), a wholly-owned subsidiary of Coco incorporated pursuant to the provisions of the Canada Business Corporations Act (the "CBCA"), all in connection with a proposed three-cornered amalgamation (the "Amalgamation") of Coco, Coco Subco and Viridian under the CBCA

After giving effect to the Transaction, it is expected that the Resulting Issuer will carry on the business of Viridian and the shareholders of Viridian ("Viridian Shareholders") will collectively exercise control over the Resulting Issuer. Completion of the Transaction is subject to, among other things, receipt of all necessary regulatory and shareholder approvals. It is expected that upon completion of the Transaction, the Resulting Issuer will be listed as a Tier 2 Mining Issuer on the Exchange.

On November 6, 2024, Viridian Metals Corp. and Coco completed the Amalgamation. Following closing of the Amalgamation, Viridian Metals Corp. became a wholly-owned subsidiary of Coco, and Coco will continue the business of Viridian Metals (the "Resulting Issuer"). On completion of the Amalgamation Coco changed its name to Viridian Metals Inc. For accounting purposes, the Amalgamation has been presented as the acquisition of Coco by Viridian Metals Corp. resulting in a reverse takeover (the "RTO") and the accounting issuance of 2,852,000 common shares, 138,000 Finder warrants, and 285,200 stock options to Coco. As Viridian Metals Corp. was deemed to be the accounting acquirer and the continuing business, Viridian Metals Corp. results of its operations are shown as the comparative period in these Financial Statements. Coco's results of operations are included from the date of acquisition (November 6, 2024) onwards.

The Company has accounted for the transaction as an asset acquisition under the scope of IFRS 2, Share Based Payments. Consideration consisted entirely of shares of the Company which were measured at the fair value of the Viridian shares issued to existing Viridian shareholders at the fair market value of the Viridian shares at the date of the acquisition. As a result of this asset acquisition, the Company recorded a listing expense of \$879,598. This reflects the excess of the estimated fair value of common shares, finder warrants, stock options, and transaction costs less the acquired assets and liabilities of Coco.

The following table sets forth the fully diluted capitalization of the Company, after giving effect to the Transaction:

	Number of Securities	Number of Underlying Common Shares	Percentage of Fully Diluted Common Shares
Common Shares	49,608,938	49,608,938	83.92%
Options to purchase Common Shares	285,200	285,200	0.47%
Warrants to purchase Common Shares	9,228,938	9,228,938	15.61%
Total		59,123,076	100%

Board of Directors and Management of the Company

Lee Bowles, Sebastien Charles, Alan Grujic and Tyrell Sutherland have been appointed as the board of directors of the Company post RTO. Biographies of each of the directors and officers of the Company can be found in the Filing Statement dated October 28, 2024 (the “**Filing Statement**”) and filed in connection with the Transaction on the Company’s SEDAR+ profile at www.sedarplus.ca.

Management of the Company consists of Tyrell Sutherland (President and Chief Executive Officer), Sabino Di Paola (Chief Financial Officer) and Coulter Wright (Corporate Secretary).

Acquisition of Mineral Properties

The Company’s strategy is grass roots project generation intended to be followed by project level exploration ideally with a partner which funds exploration costs. All properties which are under consideration for acquisition must initially pass through the Company’s evaluation criteria. Properties which are considered worthy are then acquired, provided a reasonable agreement can be reached with the owner or the property is available for staking or acquisition upon application. In cases where the project does not develop to the stage that management perceives it to be likely to attract such financing or if subsequent work by the Company indicates that further in-house work will not yield favorable results, the property is abandoned.

Property Agreements and Exploration

The Company is engaged in the evaluation, acquisition and exploration of mineral properties in Canada. The Company plans to ultimately develop the properties, bring them into production, option or lease the properties to third parties, or sell the properties outright. The Company would ideally use an “earn-in” arrangement with partners, whereby the partner funds all the exploration expenditures in return for a percentage ownership in the project.

Technical Disclosure

Disclosure of a scientific or technical nature regarding the Company’s properties was prepared by or under the supervision of and approved by Tyrell Sutherland, P. Geo., (PGO #2459), (the “Qualified Person”) a qualified person within the meaning of National Instrument 43-101 - Standards of Disclosure for Mineral Projects (“NI 43-101”) and Viridian’s Chief Financial Officer. The Qualified Person has verified the data disclosed. Data verification involved checking of information for past drill holes, trench surveying, logging, sampling, and assaying as well as a review of information in the exploration computer database.

Kraken property

Property Description and Location

The Kraken Project is in the west-central part of Labrador in the Province of Newfoundland and Labrador, Canada. It lies on the northeast shores of the Smallwood Reservoir approximately 90 kilometres north of Churchill Falls centered at approximate 54.3538, North Latitude, 63.8448 West Longitude. The Kraken Project consists of three continuous mineral Licenses composed of 731 mineral claims that cover a total area of 182.75 square kilometers on 1:50,000 scale NTS map sheets 13L/04, 13L/05, and 13L/12.

Geological Setting and Mineralization

The Property covers approximately 45 kilometres of the southeastern margin of Michikamau Intrusion. The Michikamau intrusion is the oldest member in the Nain Plutonic Suite, a group of large mid-Proterozoic layered mafic-ultramafic batholiths in Labrador extending from the Michikamau intrusion to coastal Labrador. The margin of the Michikamau Intrusion is characterized by a sequence of ultramafic rocks. The southern section of the Michikamau margin is in contact with highly fractured and sulfidic Petscapiskau Group pelitic paragneiss with relatively high metal abundances. The remaining section is in contact with Sail Lake tonalite and granodiorite orthogneiss.

Mineralization of primary magmatic origin has been located at three surface showings along the marginal zone of the Michikamau Intrusion and under glacial cover along strike from the identified surface showings. The best mineralization reported to date is from the Main Zone found in the vicinity of a large gossan exposed over about 1.0 km². This mineralization consists of disseminated-massive sulphides hosted along the margin of the Michikamau Intrusion. Workers have reported values up to 1.32% Ni, 0.89% Cu from surface grab samples and Viridian has reported diamond drill intercepts with up to 1.6% Ni, 4.15% Cu over widths <1m. Most of Viridian's drilling has been focused at the main zone targeting broad zones of mixed semi-massive-massive sulfides where intervals of up to 21.1m @ 0.27% Ni, 0.26% Cu and 0.04% Co from surface have been reported.

Approximately 169 distinct conductors have been identified from an airborne electromagnetic survey covering the project area. To date four of these conductors have been drilled tested all of which have intersected magmatic sulfides.

The most appropriate model for exploration of the Property is a variant of the magmatic sulphide Ni-Cu-Co deposit type. The Property is approximately 250km south-southwest of Voisey's Bay deposit which is a local example of this deposit model.

Cost Estimate for 2024 exploration program

Item	#	Units	Rate	Cost
Phase I - Shallow drilling				
Exploration Manager - Set-up & report	6	days @	\$750	\$4,500
Exploration and Senior Geologist - Field	68	days @	\$1,500	\$102,000
Geotech – Field	70	days @	\$900	\$63,000
Food & Camp	276	man days @	\$170	\$46,920
Supplies	1	@	\$1,580	\$1,580
Flights	10	@	\$1,500	\$15,000
Trucks - rental & operation	70	days @	\$300	\$21,000
Core Saw - rental & operation	30	days @	\$250	\$7,500
Man Portable Drill - rental & operation	66	days @	\$1,000	\$66,000
Helicopter	45	days @	\$2,250	\$96,000
Assays	630	samples @	\$50	\$31,500
Subtotal				\$455,000
15% Contingency				\$68,250
Total Phase I				\$523,250

2024 exploration update

In late 2024 Viridian received a reinterpretation of the airborne electromagnetic survey flown in 2022. This reinterpretation identified 169 distinct linear conductors total over 64km of combined strike length. To date only 4 of these conductors have been drill tested intersecting magmatic sulphides in all cases. Viridian is waiting on 3D modelling of 10 of the conductors that rank highly in both geological and geophysical criteria to guide further exploratory drilling to test these newly defined conductors.

Viridian's 2024, man portable drilling program was successful in systematically drilling the margin of the Main Zone completing a total of 314m in 22 holes. Due to the lightweight nature of the man portable rig the maximum drilled depth was 23.9m and in some cases the holes were ended while still in mineralization. Viridian reported the first batch of assays in late November with notable intercepts including 0.65m of 4.15% Cu, 0.24% Ni and 0.03% Co and 21.1m of 0.26% Cu, 0.27% Ni and 0.04% Co. The copper grade over 4% highlights management's thesis that there is copper rich ISS mineralization present that has not been previously recognized or evaluated. Viridian is still waiting on the remaining 318 samples from the 2025 program and expects them prior to the end of February.

Viridian is also evaluation the merits of obtaining a 3D magnetic inversion of the airborne magnetic data to better define morphology and phases of the Michikamua Intrusion. Viridian's airborne magnetic data suggests that Michikamua Intrusion is more complex than previously recognized and could potentially be a composite intrusion of various distinct pulses. Utilizing a 3D inversion could define potential chonoliths and intrusion architecture to prioritize the identified conductors in areas of maximum magma flux and turbulence.

Viridian is waiting on the results of the geophysical interpretations and drilling to evaluate the scale and scope of activities for 2025. Continued utilization of the man-portable diamond drill would position Viridian to prepare a maiden resource at the Main zone in early 2026 or a shift in focus to pursue high grade mineralization at other conductors identified on the project.

Sedna property

Property Description and Location

The Sedna property consists of 45 mining licenses located near Happy-Valley-Goose Bay, Labrador. It covers an area of approximately 2,600 km² stretching ~110km in length from the Orma Lake Road in the west to Snegamook Lake in the east.

Geology

The Project covers the majority of the of the Mesoproterozoic Seal Lake Basin of Central Labrador. Seal Lake Group is a supracrustal sequence of predominantly clastic sedimentary rocks and amygdaloidal basalt flows intruded by gabbro sills. The southern extent of the Seal Lake Group is marked by a complexly reactivated unconformity with older felsic volcanic and associated rocks of the Mesoproterozoic Letitia Lake Group. Mineralization includes over 70 identified historical copper (\pm silver) and showings.

Mineralization

The Project includes 71 copper-silver occurrences, sixty-nine classed as indications and two classed as a showing by the Newfoundland and Labrador Geologic Survey. The classification is generally based on a lack of historical follow-up rather than an evaluation of the importance of the targets. Copper

mineralization in the Seal Lake Group, is historically associated with the contact zones between basalts, diabase sills and dykes and shales generally close to shears or faults. Copper mineralization in the upper stratigraphy of the Seal Basin appears to be late remobilization into shears and fractures close contacts between metasedimentary rocks as a result of folding and faulting during the late Grenvillian Orogeny. Due to a lack of work on occurrences in the lower stratigraphy of the Seal Basin the nature of the mineralization and relationship to units, structures or tectonic events is unknown.

BHP Xplor program

Viridian has been selected as a member of BHP's 2025 Xplor program. This program was designed by BHP to assist junior explorers to become more investible entities and to accelerate their exploration opportunities. As a participant in this program Viridian will receive a total of \$780,000 USD contingent on Viridian securing through staking a majority of the Seal Basin and completing a widescale systematic exploration program to better define the mineral systems active in the basin.

As part of this program Viridian has committed to spending ~\$431,000 (\$300,000USD) on exploration across the basin to answer several questions about basin architecture and the nature and scale of mineral systems active here. To assist in this work, Viridian has partnered with Simon Jones, Senior Research Fellow at University College Dublin.

As at the date of this MD&A, the Company reached the first 2 milestones and received US\$530,000 in milestone payments from BHP.

2025 activity

On January 24, 2025, the Company announced that has expanded its land position in Labrador through staking, securing 2,600 km² of the prospective Seal Basin.

Recent Accounting Pronouncements

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on January 1, 2024 or later. This includes IAS1 and IAS8. These new standards and changes did not have any material impact on the Company's financial statements. Updates that are not applicable or are not consequential to the Company have been excluded.

Selected Annual Financial Information

Selected Annual Information			
Year ended	2024	2023	2022 (1)
	\$	\$	\$
Net (loss)	(2,309,197)	(1,162,633)	(823,238)
Net (loss) per share			
- Basic	(0.05)	(0.03)	(0.02)
- Diluted	(0.05)	(0.03)	(0.02)
Total assets	980,628	534,439	422,427
Long-Term Liabilities	-	-	-

(1) From the date of incorporation February 28, 2022 to December 31, 2022

Selected Quarterly Financial Information

The following table is a summary of selected financial information for the Company for the eight most recently completed financial quarters. It has been derived from the unaudited condensed interim financial statements of the Company. The information has been prepared by management in accordance with IFRS and is expressed in Canadian dollars.

For the three-month period ended				
	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
	\$	\$	\$	\$
Net (loss)	(1,500,524)	(237,177)	(455,923)	(115,573)
Net (loss) per share				
- Basic	(0.05)	(0.01)	(0.01)	(0.00)
- Diluted	(0.05)	(0.01)	(0.01)	(0.00)
Total assets	980,628	943,514	925,335	424,529

For the three-month period ended				
	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023
	\$	\$	\$	\$
Net (loss)	(97,926)	(822,835)	(220,617)	(21,255)
Net (loss) per share				
- Basic	(0.00)	(0.02)	(0.01)	(0.00)
- Diluted	(0.00)	(0.02)	(0.01)	(0.00)
Total assets	534,439	566,577	1,458,578	362,104

Viridian does not own any interests in producing mineral properties or have any other significant revenue generating activities. The Company's only source of revenue is from interest earned on cash. The Company spends money on evaluating, acquiring, and exploring mineral properties and on general and administrative costs associated with maintaining a public company.

Results of Operations

During the three and twelve months ended December 31, 2024, the Company had a net loss of \$1,500,524 (December 31, 2023 - \$97,926) and \$2,309,197 (December 31, 2023 - \$1,162,633), respectively. The following table outlines the significant increases (decreases) experienced by the Company in the three months ended December 31, 2024, compared with the three months ended December 31, 2023.

Three months ended			
	December 31, 2024	December 31, 2023	Variance
	\$	\$	\$
Consulting fees	52,500	19,500	33,000
Professional fees	20,055	49,627	(29,572)
Stock based compensation	486,000	-	486,000
Flow-through share premium	(15,296)	(100,997)	85,701
Listing expense	838,196	-	838,196

Consulting fees increased by \$33,000 compared to the prior period. The increase is due to the fact that the Chief Financial Officer was billing \$1,500 monthly and Chief Executive Officer of the Company were not taking monthly compensation in 2023. In the three months ended December 31, 2024, the compensation of the Chief Financial Officer was increased to \$5,000 per month and the Chief Executive Officer started billing \$6,000 per month.

Professional fees decreased by \$29,572 compared to the prior period. The decrease is due to legal and audit fees required to get the Company ready for a fall 2024 public listing which were allocated to listing expense and not professional fees.

Flow through premium increased by \$85,130 compared to the prior period. The increase is due to the timing of the Company incurring eligible flow through expenditures.

Listing expense increased by \$838,196 compared to the prior period. In November 2024, the Company completed its RTO of Coco Pool Corp. Please refer to **Coco Pool Corp. RTO Transaction** of this MD&A for more information.

The following table outlines the significant increases (decreases) experienced by the Company in the year ended December 31, 2024, compared with the year ended December, 2023.

	Year ended		
	December 31, 2024	December 31, 2023	Variance
	\$	\$	\$
Exploration expenditures	688,296	1,091,770	(403,474)
Consulting fees	199,500	63,000	136,500
Professional fees	119,793	72,105	47,688
Stock based compensation	486,000	-	486,000
Listing expense	(879,598)	-	(879,598)

Exploration and evaluation expenditures have decreased by \$403,474 compared to the prior period. The reason for the increase was due to the timing and size of exploration programs in 2024 compared to 2023. Exploration programs are based on the timing and results of the previous program as well as managements overall expectations for the Company. As a result, exploration expenditures in one period are not reflective of expected expenditures in the next or comparative period.

Consulting fees increased by \$136,500 compared to the prior period. The increase is due to the fact that the Chief Financial Officer was billing \$1,500 monthly and Chief Executive Officer of the Company were not taking monthly compensation in 2023. In the year ended December 31, 2024, the compensation of the Chief Financial Officer was increased to \$5,000 per month and the Chief Executive Officer started billing \$6,000 per month. In May 2024, the Chief Financial Officer received a signing bonus of 150,000 shares. The shares had a deemed value of \$52,500 based on a fair market value of \$0.35 per share.

Professional fees increased by \$47,688 compared to the prior period. The increase is due to legal and audit fees required to get the Company ready for a fall 2024 public listing.

Listing expense increased by \$879,598 compared to the prior period. In November 2024, the Company

completed its RTO of Coco Pool Corp. Please refer to **Coco Pool Corp. RTO Transaction** of this MD&A for more information.

Financing

For the year ended December 31, 2024

On May 15, 2024, the Company completed a financing consisting of the issuance of 1,375,000 flow through units at \$0.40 per unit for proceeds of \$550,000 and 428,628 non-flow through units at \$0.35 per unit for proceeds of \$150,020. Both the flow through and non-flow through units are comprised of one common share and one non-flow through common share purchase warrant exercisable at \$0.40 per common share and expire on May 15, 2027. The Company recognized the receipt of \$68,750 as a deferred flow-through premium liability.

The Company incurred finder's fees of \$33,751 in cash and 86,610 non-transferrable finder's warrants, with each such warrant entitling the holder thereof to acquire one common share at a price of \$0.40 per share until May 15, 2027.

On July 29, 2024, the Company completed a financing consisting of the issuance of 1,125,000 flow through units at \$0.40 per unit for proceeds of \$450,000. The flow through units are comprised of one common share and one non-flow through common share purchase warrant exercisable at \$0.40 per common share and expire on July 29, 2027. The Company recognized the receipt of \$56,250 as a deferred flow-through premium liability.

The Company incurred finder's fees of 112,500 common shares.

On November 4, 2024, the Company completed a financing consisting of the issuance of 852,000 non-flow through units at \$0.35 per unit for gross proceeds of \$298,200. The non-flow through units are comprised of one common share and one half non-flow through common share purchase warrant exercisable at \$0.45 per common share and expire on November 4, 2029.

Non-financing share issuances

Shares issued as part of Coco Pool transaction

On November 6, 2024, Viridian Metals Corp. and Coco Pool Corp. completed the RTO. For accounting purposes, the Company issued 2,852,000 common shares for control of Coco Pool Corp. for a fair value of \$713,000. Refer to the Coco Pool Corp. RTO Transaction section of this MD&A.

Shares issued as for debt settlement

On November 6, 2024, the Company issued 86,610 common shares with a fair value of \$0.39 per share to settle finders' fees payables of \$33,751. There was no gain or loss recorded on the settlement of the payables.

Contractor shares

On May 15, 2024, the Company issued 150,000 common shares with a fair value of \$0.35 per share as

part of an officer's contract amendment.

Shares to be issued

On May 24, 2024, the Company issued 20,000 common shares relating to the September 22, 2022, private placement.

Compensation options

On May 15, 2024, 1,000,000 shares were issued on the exercise of compensation options by an officer of the Company for gross proceeds of \$100.

Stock Option grants

In connection with the RTO, the Company issued 285,200 stock options ("RTO Options") with a fair value of \$68,200. The stock options had a weighted average exercise price of \$0.16 and a weighted average remaining term of 8.61 years on the closing of the RTO.

On November 27, 2024, the Company granted 2,530,600 stock options with an exercise price of \$0.45, expiring on November 27, 2027. All of the options vested on the grant date for a fair value of \$486,000.

Liquidity and Capital Resources

The Company's activities consist of the exploration and evaluation of its various properties, a process that is ongoing, and is dependent on many factors, some of which are beyond managements control. The Company does not generate any cash flows from operations and does not currently have any income other than interest income. The Company relies on equity financings to fund its working capital requirements and planned exploration, development and permitting activities. Management maintains a policy of reviewing working capital requirements on a monthly basis and is mindful of any property and administrative commitments.

At December 31, 2024, the Company had a deficit of \$4,295,068 (December 31, 2023 - \$1,985,871) and working capital of \$699,634 (December 31, 2023 - \$267,775). The Company as at December 31, 2024, had cash balances of \$116,389 (December 31, 2023 - \$119,352) and accounts payable and current liabilities of \$280,994 (December 31, 2023 - \$266,664).

During the year ended December 31, 2024, the Company raised \$1,000,000 through flow-through placements. The Company is required to fulfil its commitment within the stipulated deadline of December 31, 2025. As of December 31, 2024, the Company has incurred \$389,246 of this commitment leaving \$610,754 to be spent by December 31, 2025.

Based on the Company's financial position as at December 31, 2024, the available funds are not considered adequate to meet requirements for the estimated operations, exploration and development expenditures in the coming twelvemonth period. These requirements may be adversely impacted by an absence of normal available financing due to the continued uncertainty in the markets for mineral exploration companies operating in emerging countries. To address its financing requirements, the Company will seek financing through and not limited to the sale of non-strategic assets, debt financing, strategic alliances, equity financing, optioning its mineral properties and a marketing program to increase the trading volume demand of the Company shares to increase the exercise of outstanding warrants. However, there is no assurance that such financing will be available.

On January 4, 2025, the Company entered into a participation agreement with BHP for its 2025 Xplor program. The program allows for the Company to receive US\$780,000 of non-dilutive funding should the Company certain milestones be met. As of the date of this MD&A the Company has successfully meet 2 of the 4 milestones and as such has received US\$530,000 from the program.

Outstanding Share Data

Viridian's authorized capital stock consists of an unlimited number of common shares without par value. As at the date of this MD&A, the Company had 49,608,938 common shares outstanding. The Company has 2,815,800 stock options and 9,228,938 warrants outstanding.

Financial Instrument Risk

The Company's financial assets and financial liabilities are exposed to various risk factors that may affect the fair value presentation or the amount ultimately received or paid on settlement of its assets and liabilities. A summary of the major financial instrument risks and the Company's approach to the management of these risks are highlighted below.

Credit risk

Credit risk refers to the potential loss arising from any failure by counterparties to fulfill their obligations, as and when they fall due. It is inherent to the business as potential losses may arise due to the failure of its counterparties to fulfill their obligations on maturity periods or due to adverse market conditions. The Company's financial assets exposed to credit risk are primarily composed of cash, and receivables. Cash has been invested with reputable financial institutions, from which management believes the risk of loss to be remote.

The Company's high-grade receivables are with the Newfoundland and Labrador government as well as the government of Canada.

As at December 31, 2024	Neither past due nor impaired		Past due or Individually impaired	Total
	High grade	Standard grade		
Cash and receivables:	\$	\$	\$	\$
Cash	116,389	—	—	116,389
Advances and receivables	195,412	635,000	—	830,412
	311,801	635,000	—	946,801

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2024, the Company had a cash balance of \$116,389 (December 31, 2023 - \$119,352) to settle current liabilities of \$204,942 (December 31, 2023 - \$242,661). The Company's accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms.

Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to

invest excess cash in investment-grade short-term deposit certificates issued by banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company is sensitive to changes in the interest rates through interest income earned on its cash balance.

Price risk

Price risk with respect to commodity prices is remote since the Company is not a producing entity. The Company is exposed to price risk with respect to its marketable securities. Unfavourable market conditions could result in disposition of the investments at less than favourable prices.

Commodity price risk

The ability of the Company to develop its properties and the future profitability of the Company is directly related to fluctuations in the market price of certain minerals.

Foreign exchange risk

The Company is not exposed to any significant foreign exchange rate risk.

Management's Evaluation of Disclosure Controls

Management is responsible for the design and effectiveness of disclosure controls and procedures to provide reasonable assurance that material information related to the Company is made known to the Company's certifying officers. The Company's Chief Executive Officer and Chief Financial Officer have each evaluated the effectiveness of the Company's disclosure controls and procedures as at December 31, 2024 and December 31, 2023 and have concluded that these controls and procedures are effective. Internal Control over Financial Reporting: Management is responsible for the design of internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements in accordance with accounting principles generally accepted in Canada. Based on a review of its control procedures at the end of the period covered by this MD&A, management believes its internal controls and procedures are appropriately designed as at December 31, 2024, and December 31, 2023.

Related Party Transactions

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. Current key management of Viridian includes the President and Chief Executive Officer, and Chief Financial Officer.

	Year ended December 31,	
	2024	2023
	\$	\$
Corporations controlled by an officer of the Company:		
Consulting, exploration and evaluation	165,935	92,700
Exploration and evaluation	273,060	165,375
Chief Financial Officer services	105,000	23,000
Chief Executive Officer services	27,000	-
Corporate Secretary services	3,000	-
Market consulting services	60,000	40,000
Total	633,995	321,075

Accounts payable and accrued liabilities as at December 31, 2024, include amounts owing to directors and officers in the amount of \$37,092 (December 31, 2023 - \$11,395). These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

These transactions with related parties were measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

On May 15, 2024, the Company issued 150,000 common shares at an estimated fair value \$0.35 per share as part of an officer's contract amendment. The fair value of the common shares was estimated based on the most recent price of the common shares issued for cash in private placements.

During the year ended December 31, 2024, a director and shareholder of the Company settled third party payables of \$77,460 on behalf of the Company (December 31, 2023 - \$nil). The settlement has been accounted for as a shareholder contribution in the statement of changes in shareholder equity.

During the year ended December 31, 2024, the Company advanced the CEO \$635,000 to stake claims surrounding the Sedna property. The claims were staked in January 2025 as part of the BHP Xplor program acceptance.

On November 27, 2024, the Company granted 100,000 stock options with an exercise price of \$0.45, expiring on November 27, 2027 to an officer of the Company. The options vested on the grant date for a fair value of \$19,204.

Investor Relations Activities

Management of the Company is currently performing the investor relations services.

Off-Balance Sheet Arrangements

At December 31, 2024, and December 31, 2023, the Company had no off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

Proposed Transactions

In the normal course of business, the Company evaluates property acquisition and sale transactions and, in some cases, makes proposals to acquire or sell such properties. These proposals, which are usually subject to Board and sometimes regulatory and shareholder approvals, may involve future payments, share issuances and property work commitments. These future obligations are usually contingent in nature and generally the Company is only required to incur the obligation if it wishes to continue with the transaction.

Commitments and contingencies

As at December 31, 2024, the Company had the following commitments:

	Carrying amount	Contractual cash flows
	\$	\$
Accounts payable and accrued liabilities	204,942	242,661
Total	204,942	242,661

The accounts payable and accrued liabilities are due within one year.

Management contracts

The Company is party to certain management contracts containing minimum commitments of approximately \$196,500 upon the occurrence of a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these financial statements.

Flow through expenditure commitment

The Company is partially financed through the issuance of flow-through shares and, according to tax rules regarding this type of financing, the Company is engaged in realizing mining exploration work.

These tax rules also set deadlines for carrying out the exploration work which must be performed no later than the earlier of the following dates:

- Two years following the flow-through placements;
- One year after the Company has renounced the tax deductions relating to the exploration work.

However, there is no guarantee that the Company's exploration expenses will qualify as Canadian exploration expenses even if the Company is committed to taking all the necessary measures in this regard. Refusal of certain expenses by the tax authorities would have a negative tax impact for investors.

During the year ended December 31, 2024, the Company raised \$1,000,000 through flow-through placements. The Company is required to fulfil its commitment within the stipulated deadline of December 31, 2025. As of December 31, 2024, the Company has incurred \$389,246 of this commitment leaving \$610,754 to be spent by December 31, 2025.

The Company has provided an indemnification to subscribers of flow through shares in an amount equal to the income tax that would be payable by subscribers in the event, and as a consequence, of the Company not incurring and renouncing qualifying Canadian Exploration Expenditures (“CEE”) as

required under the subscription agreement. Companies must pay Part XII.6 tax, when it utilizes the “look-back” rule, in respect of each month in the year of renunciation equal to the balance of funds that have not been spent on qualifying CEE times the current prescribed interest rate. If funds remain unspent at the end of the year, there is an extra tax levy of 1/10 of the unspent balance.

Restoration commitments

The Company’s exploration and evaluation activities are subject to laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its activities are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Other MD&A Requirements Additional Disclosure for Companies Without Significant Revenue

Additional disclosure concerning Viridian’s exploration and evaluation expenditures, mineral property costs and general and administrative expenses is provided in the Company’s audited annual financial statements for the year ended December 31, 2024, that are available on SEDAR at www.sedar.com

Subsequent events

BHP Xplor program

On January 7, 2025, the Company announced that it had been chosen to participate in BHP’s prestigious 2025 Xplor program.

Selection for BHP Xplor provides Viridian with:

- A one-time, non-dilutive grant of approximately US\$500,000 to accelerate Viridian’s exploration plans over the first six months of the program.
- Access to BHP’s extensive global networks, technical expertise, and strategic partnerships, all essential for accelerating exploration.

There are no obligations or commitments on Viridian beyond the conclusion of the BHP Xplor program, other than certain pre-emption rights that may apply in certain circumstances.

Subsequent to the end of the year the Company reached the first 2 milestones and received US\$30,000 in milestone payments from BHP.

Claim staking

On January 24, 2025, the Company announced that has expanded its land position in Labrador through staking, securing 2,600 km² of the prospective Seal Basin.

Other information

The Company's common shares trade on the CSE under the symbol "VRDN".

Additional Information

Officers:

Tyrell Sutherland, President, Chief Executive Officer

Sabino Di Paola, Chief Financial Officer

Coulter Wright, Corporate Secretary

Non-Independent Directors

Lee Bowles, Director

Sebastien Charles, Director

Tyrell Sutherland, Director

Independent Directors

Alan Grujic

Legal Counsel, Auditors and Transfer Agent

David Smalley Law Corp., Legal Counsel

McGovern Hurley LLP, Auditors

Odyssey Trust Company, Transfer Agent

Caution Regarding Forward Looking Information

This discussion includes certain statements that may be deemed forward-looking statements. All statements in this discussion, other than statements of historical facts, that address exploration drilling, exploration activities and events or developments that Viridian expects are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and investors are cautioned that actual results or developments may differ materially from those in the forward-looking statements. Such forward-looking statements or information include but are not limited to statements or information with respect to:

- The timing of exploration programs and filing of technical reports;
- Exploration plans in regards to the Company's properties;
- Requirements for additional capital and future financings;
- Future price of critical metals;
- estimated future working capital, funds available and uses of funds, and future capital expenditures, exploration expenditures and other expenses for specific operations.

Often, but not always, forward-looking statements or information 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", "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. With respect to forward-looking statements and information contained herein, the Company has made numerous assumptions including among other things, the price of critical metals, and the state of the economy and equity markets. Although management believes that the assumptions made, and the expectations represented by such statement or information are

reasonable, there can be no assurance that a forward-looking statement or information referenced herein will prove to be accurate. Forward-looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statement or information. Such risks, uncertainties and other factors include, among other things, the following:

- The Company's ability to advance its exploration properties;
- Critical metal price fluctuation;
- Speculative and uncertain nature of critical metals exploration;
- Inherent uncertainties in estimating mineral resources;
- Discrepancies between actual and estimated mineral resources;
- Subjectivity of estimating mineral resources and the reliance on available data and assumptions and judgments used in the interpretation of such data;
- Volatility of global and local economic climate;
- Changes in equity markets;
- Exploration costs, capital requirements and the ability to obtain funding;
- Regulatory restrictions;
- Defective title to mineral claims or property;
- Political developments in Canada;
- Risks associated with environmental liability claims and insurance;
- Risks associated with the volatility of the Company's common share price and volume; and
- Risks associated with dilution;

as well as those factors discussed under "Risk Factors" section of this MD&A.

Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking statements or information, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. Also, many of the factors are beyond the control of Viridian. Forward-looking statements and forward-looking information are based upon management's beliefs, estimates and opinions at the time they are made. There can be no assurance that forward-looking statements or information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information. We undertake no obligation to reissue or update any forward-looking statements or information as a result of new information or events after the date hereof except as may be required by law. All forward-looking statements and information herein are qualified by this cautionary statement.

Risks and Uncertainties

Viridian's business of exploring and developing mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry, including the limited extent of the Company's assets, the Company's state of development and the degree of reliance upon the expertise of management. The Company attempts to mitigate these risks and minimize their effect

on its financial performance, but there is no guarantee that the Company will be profitable in the future, and the Company's common shares should be considered speculative. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described below and the other information prepared by the Company before investing in the Company's common shares. The risks described below are not an exhaustive list. Additional risks that the Company currently believes are immaterial may become important factors that affect the Company's business in the future. If any of the following risks occur, or if others occur, the Company's business, operating results and financial condition could be seriously harmed and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. In this event, investors may lose part or all of their investment.

The Company will require external financing or may need to enter into a strategic alliance to develop its mineral properties

The Company expects to incur net cash outlays until such time as one of its properties enters into commercial production and generates sufficient revenues to fund its continuing operations, if at all. The development of mining operations will require the commitment of substantial resources for operating expenses and capital expenditures, which may increase in subsequent years as needed consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Company's properties are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analysis and recommendations, that rate at which operating losses are incurred, the acquisition of additional properties, and other factors, many of which are beyond the Company's control. The sources of financing the Company may use for these purposes include project or bank financing, or public or private offerings of equity or debt. Historically, the Company has raised funds principally through the sale of its securities. Additional equity financing may cause dilution of Viridian's existing shareholders. In addition, the unrestricted resale of outstanding shares from the exercise of dilutive securities may have a depressing effect on the market for the Company's common shares. While it is not the current intention of the Company, it may enter into a strategic alliance or sell certain of its assets, if necessary. There can be no assurance that financing will be available on acceptable terms, if at all.

The Company may be subject to risks relating to the global economy and may not be able to raise additional capital

Market events and conditions, including disruptions in the international credit markets and other financial systems and the deterioration of global economic conditions, could impede Viridian's access to capital or increase the cost of capital. The Company is also exposed to liquidity risks in meeting its operating and capital expenditure requirements in instances where its cash position is unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of the Company to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to the Company. Increased market volatility may impact the Company's operations which could adversely affect the price at which the Company is able to issue its securities and the trading price of the Company's common shares.

Shareholders' Interest in The Corporation May be Diluted in The Future

The Company may from time to time undertake offerings of Common Shares or of securities convertible into Common Shares including stock options and similar incentive plans in the future. The increase in the number of Common Shares issued and outstanding and the possibility of the issuance of

Common Shares on conversion of convertible securities may have a depressive effect on the price of Common Shares. In addition, because of such additional Common Shares, the voting power of our existing shareholders will be diluted.

The Company may be adversely affected by fluctuations in commodity prices

The value and price of the Company's common shares, the Company's financial results, and exploration, development and mining activities of the Company, if any, may be significantly adversely affected by declines in commodity prices. Mineral prices fluctuate widely and are affected by numerous factors beyond the Company's control such as interest rates, exchange rates, inflation or deflation, global and regional supply and demand, global economic events, including sovereign debt concerns, and their impact on the United States dollar and Euro as safe haven currencies relative to silver and gold as stores of value and the political and economic conditions of mineral producing countries throughout the world.

In addition to adversely affecting mineralized material estimates, declining precious metal prices can impact operations by requiring a reassessment of the commercial feasibility of a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays in development or may interrupt operations, if any, until the reassessment can be completed.

The Company has no proven or probable mineral reserves and may never discover sufficient mineral deposits to justify commercial production from any of its properties

The Company currently has no proven or probable mineral reserves on any of its properties and has not completed a preliminary economic assessment or feasibility study. It cannot be certain that minerals will be discovered in sufficient quantities and grade to justify commercial operations. Mineral exploration is highly speculative in nature, involves many risks and is frequently non-productive. Unusual or unexpected geologic formations and the inability to obtain suitable or adequate machinery, equipment or labour are risks involved in the conduct of exploration programs. The success of mineral exploration is determined in part by the availability of exploration permits, the identification of potential mineralization based on analysis, the quality of management and geological and technical expertise, and the availability of capital for exploration.

Substantial expenditures are required to establish proven and probable reserves through drilling and analysis. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are; the particular attributes of the deposit, such as size, grade, metallurgical recovery and proximity to infrastructure, metal prices, which can be highly cyclical and extremely volatile, and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. If the Company is unable to establish proven and probable mineral reserves in sufficient quantities to justify commercial operations, it will be unable to develop a mine and its financial condition and results of operations could be adversely affected.

The Company has no history of developing properties into production

The Company's properties are not in commercial production, and the Company has not recorded any revenues from mining operations. Mineral exploration and development, involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The future development of any properties found to be economically feasible will require obtaining permits and financing and the construction and operation of mines, processing plants and related infrastructure. As

a result, in the event the Company is successful in identifying mineralization on its properties sufficient to justify commercial operations, it will be subject to all of the risks associated with establishing new mining operations including: the timing and cost of the construction of mining and processing facilities; the availability and cost of skilled labour and mining equipment; the availability and cost of a suitable refining arrangement; the need to obtain necessary environmental and other governmental approvals and permits; and the timing of those approvals and permits; the availability of funds to finance the development and construction activities; the impact of any opposition to the developmental activities from non-governmental, environmental, local or other groups that may delay or prevent development; potential increases in construction or operating costs due to changes in the cost of supplies and materials and changes in foreign exchanges rates.

The Company's business activities are subject to environmental laws and regulations

Mineral exploration and development activities will be subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner, which could limit or curtail exploration or development.

Government approvals and permits are required in connection with mining exploration and development and in operating a mine. To the extent such approvals are required and not obtained, mining operation or planned exploration or development of mineral properties may be curtailed or prohibited from continuing.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on a mining project and cause increases in exploration expenses, capital expenditures or require abandonment or delays in development of new mining properties.

Community Action

All industries, including the mining industry, are subject to community actions. In recent years, communities and non-governmental organizations have become more vocal and active with respect to mining activities at or near their communities. These parties may take actions such as road blockades, applications for injunctions seeking work stoppage, and lawsuits for damages. These actions can relate not only to current activities, but also may be in respect of decades' old mining activities by prior owners of subject mining properties and could have a material adverse effect on our operations.

Exploration, development and mining activities can be hazardous and involve a high degree of risk

The Company's operations are subject to all the hazards and risks normally encountered in the

exploration, development and production of precious metals, including, without limitation, unusual and unexpected geologic formations, seismic activity, rock bursts, pit-wall failures, cave-ins, flooding, fires and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and legal liability. Milling operations, if any, are subject to various hazards, including without limitation, equipment failure and failure of retaining dams around tailings disposal areas, which may result in environmental pollution and legal liability.

The Company has incurred a loss and expects to continue to incur losses for the foreseeable future

The Company has incurred net losses annually since incorporation and expects to continue to incur losses as it proceeds with exploration and development of its mineral properties. The Company's efforts to date have been focused on acquiring and exploring its mineral properties. These properties are in the exploration stage and do not have mineral reserves. The Company does not anticipate that it will earn any revenue from operations or other means unless and until one or more of its properties are placed into production, which is not expected to be for a number of years, if at all, or is sold to a third party.

Inadequate infrastructure may delay or prevent the Company's operations

Exploration, development and ultimately mining and processing activities depend to one degree or another, on the availability of adequate infrastructure. Reliable air service, roads, power sources and water supply are significant contributors in the determination of capital and operating costs. Inadequate infrastructure could significantly delay or prevent the Company exploring and developing its project and could result in higher costs.

The market price for the common shares of the Company may drop below the price at which such common shares were purchased and the Company's common shares may be subject to price and volume fluctuations in the future

General market conditions and other factors can cause the perceived market value for the Company's common shares to decline and cause future equity financings to be done at prices lower than previous financings. There is no guarantee that the Company will be successful in completing subsequent equity financings at prices higher than previous ones.

Securities markets experience considerable price and volume volatility, and the market prices of securities of many companies may be subject to wide fluctuations not necessarily related to the operating performance, underlying asset values, exploration success or prospects of such companies. The market price of a publicly traded stock, especially a junior resource issuer, may be affected by many variables including the market for junior resource stocks, the strength of the economy generally, commodity prices, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. There can be no assurances that such fluctuations will not affect the price of the Company's common shares and that the price of such common shares may decline below the purchase price paid for such common shares. From time to time, following periods of volatility in the market price of a company's securities, shareholders have often initiated class action securities litigation against those companies. Such litigation, if instituted, could result in substantial costs and diversion of management attention and resources, which could significantly harm the Company's profitability and reputation.

Litigation may adversely affect the Company

The Company may be involved in disputes with other parties in the future, which may result in litigation or arbitration. The results of litigation or arbitration cannot be predicted with certainty. If the Company is unable to resolve disputes favourably, it may have a material adverse impact on the Company.

The Company competes with larger, better-capitalized competitors in the mining industry

The mining industry is competitive in all of its phases. The Company faces competition from other mining companies in connection with the acquisition of properties producing, or capable of producing precious or other metals. Many of these companies have greater financial resources, operational experience and technical capabilities than Viridian. As a result of this competition, the Company may be unable to maintain or acquire attractive mining properties on terms it considers acceptable, or at all.

The Company is dependent on key personnel

The Company's success depends in part on its ability to recruit and retain qualified personnel. Due to its relatively small size, the loss of the services of one or more of such key management personnel could have a material adverse effect on the Company. In addition, despite its efforts to recruit and retain qualified personnel even when those efforts are successful, people are fallible and human error could result in a significant uninsured loss to the Company. The Company's officers and directors may have potential conflicts of interest. Viridian's directors and officers may serve as directors and/or officers of other public and private companies and devote a portion of their time to manage other business interests. This may result in certain conflicts of interest. To the extent that such other companies may participate in ventures in which the Company is also participating, such directors and officers may have a conflict of interest in negotiating and reaching an agreement with respect to the extent of such company's participation. However, applicable law requires the directors and officers to act honestly, in good faith, and in the best interests of the Company and its shareholders and in the case of directors, to refrain from participating in the relevant decision in certain circumstances.

Conflict of Interest

Certain directors and officers of the Company also serve as directors or officers of other companies involved in natural resource exploration, development and production. Consequently, there exists the possibility that such directors will be in a position of conflict of interest. Any decision made by such directors involving such other companies are required to be made in accordance with the duties and obligations to act honestly and in good faith with the Company and such other companies. In addition, such directors are required to declare, and refrain from voting on, any matter in which such directors may have a material conflict of interest.

Title to Mineral Properties

Title to Viridian's resource properties may be challenged by third parties, or the licences that permit the Company to explore its properties may expire if we fail to timely renew them and pay the required fees. The Company cannot guarantee that the rights to explore its properties will not be revoked or altered to its detriment. The ownership and validity of mining claims and concessions are often uncertain and may be contested.

Management is not aware of challenges to the location or area of any of the mining concessions and mining claims currently held by the Company. There is no guarantee that title to the claims and concessions will not be challenged or impugned in the future. Should the Company fails to pay the appropriate annual fees or fail to timely apply for renewal, then these licences may expire or be forfeit.

Insurance Risks

The Company maintains insurance to protect it against certain risks related to its current operations in amounts that it believes are reasonable depending upon the circumstances surrounding each identified risk. The Company may elect not to insure against certain risks due to high premiums or for various other reasons. These risks include, in the course of exploration, development and production of mineral properties, unexpected or unusual geological operating conditions including, environmental damage, employee injuries and deaths, rock bursts, cave-ins, fire, flooding and earthquakes. Although the Company maintains insurance to cover some of these risks and hazards in amounts it believes to be reasonable, such insurance may not provide adequate coverage in all circumstances. No assurance can be given that such insurance will continue to be available at economically feasible premiums or that it will provide sufficient coverage for losses related to these or other risks and hazards. Should liabilities arise as a result of insufficient or non-existent insurance, any future profitability could be reduced or eliminated.