Management's Discussion and Analysis

*This Management's Discussion and Analysis ("**MD&A**") provides a commentary to enable a reader to assess material changes in the financial condition and results of operations of Gabriel Resources Ltd. ("**Gabriel**" or the "**Company**") and its subsidiary companies (together the "**Group**") as at, and for the three and nine-month periods ended September 30, 2024 and 2023.*

*The MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements and notes thereto of the Company as at and for the three and nine-month periods ended September 30, 2024 and 2023 ("**Financial Statements**"). The Financial Statements have been prepared in condensed format in accordance with International Financial Reporting Standards ("**IFRS**") as applicable to the preparation of interim financial statements, including International Accounting Standard IAS 34 ('Interim Financial Reporting'). The Financial Statements should be read in conjunction with the audited consolidated financial statements and notes thereto of the Company as at and for the year ended December 31, 2023, which have been prepared in accordance with IFRS.*

*All amounts included in the MD&A are in Canadian dollars ("**$**"), unless otherwise specified. This report is dated as of November 29, 2024, and the Company's public filings can be reviewed on the SEDAR+ website (www.sedarplus.ca).*

*This MD&A contains forward-looking statements about the Company's objectives, strategies, financial condition, operations and businesses within the Group. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Group (expressed or implied by such forward-looking statements) to be materially different from any future results, performance or achievements. Such forward-looking statements are based upon the beliefs, expectations, reasonable investigation and opinions of management of the Company ("**Management**") as of the date of this MD&A. All forward-looking statements, including those not specifically identified herein are made subject to the cautionary language beginning on page 27. Readers are advised to refer to the cautionary language when reading any forward-looking statements.*

Overview

Gabriel is a Canadian resource company with its common shares ("**Common Shares**") listed on the TSX Venture Exchange ("**Exchange**"). Gabriel's activities over many years were focused principally on the exploration, permitting and development of the Roșia Montană gold and silver project in Romania (the "**Project**"), one of the largest undeveloped gold deposits in Europe.

For 25 years the exploitation concession license for the Project ("**License**") was held by Roșia Montană Gold Corporation S.A. ("**RMGC**"), a Romanian company in which Gabriel owns an 80.69% equity interest, with the 19.31% balance held by Minvest Roșia Montană S.A. ("**Minvest RM**"), a Romanian State-owned mining company.

Gabriel invested over US$700 million to develop the Project and to define two valuable mineral deposits at the Rodu-Frasin (epithermal gold and silver) site and Tarniţa (porphyry copper-gold) site, both within the Bucium area located in the vicinity of Roşia Montană ("**Bucium Projects**") in accordance with all applicable laws, regulations, licenses, and permits.

Despite the Group's fulfilment of its legal obligations and its development of the Project as a high-quality, sustainable and environmentally responsible mining project, using best available techniques, the Romanian State blocked and prevented the implementation of the Project and the Bucium Projects, and Gabriel was left with no alternative but to pursue arbitration proceedings against Romania in July 2015. Since that time, the ICSID Arbitration (as defined below) has been the Company's core focus.

As described below, on June 20, 2024, RMGC was notified that the Romanian National Agency for Mineral Resources ("**NAMR**") had rejected its application for extension of the term of the License for an additional five years ("**License Extension Application**").

Any information set out in this MD&A relating to the Project (including the License), the Bucium Projects and the Group's development activities in Romania is for background purposes only and should not be interpreted as being indicative of the Company's expectations as at the date of this document regarding the future development of the projects.

ICSID Arbitration

On July 21, 2015, Gabriel and its subsidiary company, Gabriel Resources (Jersey) Limited ("**Gabirel Jersey**", together the "**Claimants**"), filed a request for arbitration before the World Bank's International Centre for Settlement of Investment Disputes ("**ICSID**") against the Romanian State ("**ICSID Arbitration**") seeking compensation for the loss and damage suffered by the them arising from the Romanian State's treatment of the Claimants' investments in Romania in violation of certain bilateral investment protection treaties.

Following a legal process conducted over almost nine years, on March 8, 2024, the Claimants and the Romanian State (together "**Parties**") received a final decision rendered by the presiding arbitral tribunal ("**Tribunal**") dismissing in a two to one majority, over the strong dissent of one of the three arbitrators, the arbitration claims filed against the Romanian State and awarding Romania costs incurred in the proceedings ("**Arbitral Decision**").

The Arbitral Decision, including a cost order of approximately US$10 million to reimburse Romania half of its legal fees and expenses in the ICSID Arbitration ("**Costs Order**"), is binding on the parties and the amount payable incurs simple interest from the date of the Arbitral Decision at the 3-month US Treasury rate.

Accordingly, the Financial Statements and this MD&A reflect the principal focus of Gabriel and its subsidiary companies (together the "**Group**") on the pursuit of the ICSID Arbitration, adjusted as appropriate to reflect the outcome arising from the Arbitral Decision.

Annulment Application

The Company continues to strongly disagree with the Tribunal majority's decision, which it believes is at odds with the opinion of the dissenting arbitrator and inconsistent with any objective assessment of the evidence presented.

On July 5, 2024, the Claimants filed with ICSID an application which sets out the grounds under Article 52 of the ICSID Convention that warrant the annulment of the Arbitral Decision ("**Annulment Application**").

On July 12, 2024, the Acting Secretary-General of ICSID registered the Annulment Application and notified the parties of the provisional stay of enforcement of the Costs Order ("**Stay of Enforcement**").

The annulment process prescribed by the ICSID Convention ("**Annulment Proceedings**") is not an appeal of the merits of the Arbitral Decision, but a procedure which would, if successful, extinguish the Arbitral Decision, including the Costs Order.

There can be no assurances that the Annulment Proceedings will result in a positive outcome for the Company or advance in a customary or predictable manner or be completed or settled within any specific or reasonable period of time. The resources necessary in pursuing such process are substantial and the costs, fees and other expenses and commitments payable in that connection may differ materially from Management's expectations.

Appointment of Ad-Hoc Committee

An annulment action is heard and decided by a three-member panel of arbitrators ("**Ad-hoc Committee**") appointed by the Chairman of the Administrative Council of ICSID.

On October 8, 2024, an Ad-hoc Committee was appointed by the Chairman of the Administrative Council of ICSID comprising Prof. Eduardo Zuleta (Colombian), President; Prof. Lawrence Boo (Singaporean) and Prof. Dr. Maxi Scherer (German).

On November 16, 2024, the Claimants submitted a proposal for the disqualification of Prof. Dr. Scherer pursuant to the ICSID Convention and Arbitration rules, on account of facts indicating a manifest lack of independence and impartiality. The Annulment Proceedings are suspended until a determination is made on the disqualification proposal by the remaining members of the Ad hoc Committee, after submissions from the Parties and Prof. Dr. Scherer.

Stay of enforcement of the Costs Order

The Annulment Application, in accordance with Article 52(5) of the ICSID Convention, also requests a stay of enforcement of the Costs Order pending a decision thereon by the Ad-Hoc Committee following its appointment and due consideration of the matter.

On October 9, 2024, the Claimants filed with ICSID a request to continue the Stay of Enforcement until the decision in the Annulment Proceedings is rendered by the Ad-hoc Committee. On November 1, 2024, Romania filed its observations thereon with ICSID and the Claimants' filed their reply to Romania's observations on November 11, 2024.

Enforcement of Costs Order by Romania

The Company announced on April 4, 2024, that the Government of Romania had requested the Claimants to settle the Costs Order and noted that they will take action to enforce the same. In this regard, the Romanian State has sought precautionary measures in Romania to impose restrictions on the sale or transfer of the shares held by Gabriel Jersey in RMGC, pending settlement of the Costs Order.

The Company believes that these actions are premature and suffer from serious procedural infirmities, Gabriel Jersey and RMGC have submitted complaints before the Romanian courts challenging these measures. Gabriel will vigorously defend its rights and interest in Romania and elsewhere.

Accordingly, as noted above, the imposition of the provisional Stay of Enforcement was notified to the Parties by ICSID on July 12, 2024, and remains effective from that date.

Publication of related documents

On May 6, 2024, the Arbitral Decision was published on the ICSID website. A copy of the Annulment Application will be made available on the ICSID website in due course.

A summary of the other procedural aspects of the ICSID Arbitration, together with copies of the procedural orders of the Tribunal and the principal submissions, are available on ICSID's website.

Liquidity

Cash and cash equivalents at September 30, 2024 were $0.6 million.

The Company’s average monthly cash usage during Q3 2024 was $0.7 million (Q2 2024: $1.4 million), primarily reflecting the reduced level of ongoing operational spend together with limited ICSID Arbitration-related activity quarter on quarter following the Arbitral Decision in late Q1 2024.

At the end of Q3 2024, Gabriel had $1.2 million (US$0.8 million) unutilized from the prepayment of legal fees in respect of the Annulment Proceedings.

At September 30, 2024, accruals for costs in respect of ICSID Arbitration-related matters amounted to $4.6 million (Q2 2024: $5.0 million), the difference reflecting payment of certain costs and very limited activity in the quarter post the Arbitral Decision, with the continuation of a fee agreement in respect of the deferral of payment of certain ICSID Arbitration costs incurred before the Arbitral Decision.

Capital Resources

Private Placement

On May 17, 2024, the Company announced the receipt of US$3.25 million (approximately $4.4 million) from a non-brokered private placement (the “**2024 Private Placement**”), with the remaining US$2.3 million (C$3.1 million) committed participation failing to transpire. Gabriel then noted it will seek and explore alternative financing options.

Loan Agreements

On November 29, 2024, Gabriel announced it has entered into definitive agreements with certain shareholders in connection with short-term unsecured loans to provide an aggregate US$1.5 million of funding (“**Loans**”) as a pre-cursor to a future financing from which proceeds the Loans would be repaid.

The Company required an immediate infusion of short-term working capital to sustain its participation in the Annulment Proceedings and to fund its immediate operations.

The Company believes that the Loans are fundamental to its ability to complete a further funding round through a proposed private placement of securities (the "**Proposed Financing**") in the near future, the terms of which are under consideration and, if implemented, will be subject to the approval of the Exchange and receipt of all necessary corporate and regulatory approvals.

The Loans will be unsecured but rank senior to any unsecured indebtedness of the Company, will bear interest at a rate of 12% per annum and will mature on the earlier of: (i) the first anniversary of the date of the Loans; (ii) the date which is five business days following the completion of the Proposed Financing; or (iii) upon the occurrence of an Event of Default (as such term is defined in the Loan agreements, including a failure to complete a US$3 million fundraising by March 31, 2025). It is anticipated that the Loans will be repaid from the proceeds of the Proposed Financing.

Future Financing Requirements

Gabriel continues to manage its cash resources and its current and future financial obligations carefully and will use the proceeds from the Loan to fund the ongoing costs of the Annulment Proceedings and for general working capital requirements.

Excluding the Costs Order and amounts set aside for Annulment related legal fees, on the basis of the Company's balance of cash and cash equivalents as at September 30, 2024, and taking into account (i) the proceeds from Loan; (ii) a fee agreement in respect of the deferral of payment of certain ICSID Arbitration costs; and (iii) the continued deferral of a portion of salary and fees for certain employees and directors (see "Contingent Liabilities" below), the Company believes that it has sufficient cash necessary to fund general working capital requirements together with other material estimated costs associated with the Company advancing the Annulment Proceedings through to the end of January 2025.

Accordingly, Gabriel will need to secure further funding during January 2025 in order to pursue the Annulment Proceedings and for general working capital purposes, including to preserve its remaining assets, rights and permits.

The adverse Arbitral Decision, combined with Romania's June 2024 decision not to extend the License, have significantly increased the uncertainty surrounding the Company's ability to secure funding, and have made more onerous the terms of such funding for both the Annulment Proceedings and the continuation of Gabriel's significantly curtailed operations.

Notwithstanding the Company's recent and historic funding, there can be no assurance that additional financing will be available to the Company at any time or, if available, that it can be obtained on terms and timing satisfactory to the needs of the Company.

These events and conditions indicate that a material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business.

Other Recent Developments

Rejection of Request for Extension of the Roșia Montană Exploitation License

The License, which had an initial duration of 20 years expiring on June 21, 2019, was extended for a further term of five years in June 2019 pursuant to the execution by the NAMR and RMGC of an additional addendum to the License. The term of the License, as extended, was due to expire on June 20, 2024. Under Romanian law, RMGC had the right to extend the term of the License for successive subsequent five-year periods.

In March 2024, RMGC submitted the License Extension Application to NAMR. On June 20,2024, RMGC was notified that the NAMR has rejected the License Extension Application ("**NAMR Decision**").

The Company strongly believes that the NAMR Decision constitutes a flagrant disregard for the rule of law and established investment rights and is a politically motivated decision to deny RMGC's rights to develop the Roşia Montană Project arbitrarily, without due process, and without compensation.

On July 22, 2024, RMGC formally challenged the NAMR Decision by filing an administrative complaint with both NAMR and the Romanian Government. On August 22, 2024, NAMR, now rebranded as the National Regulatory Authority for Mining, Petroleum and Geological Storage of Carbon Dioxide, issued a decision rejecting the complaint as unfounded.

Gabriel and RMGC are committed to protecting their legal rights and interests. To this end, the Company intends to explore all available legal options, including the filing of a claim in the Romanian courts to seek the annulment of the NAMR Decision.

Bucium Projects

Following the completion of exploration works at Bucium which identified two feasible deposits, the Rodu-Frasin and Tarniţa deposits, RMGC acquired an exclusive right under Romanian law to obtain exploitation licenses for the discovered mineral resources. Accordingly, in October 2007, RMGC applied to the NAMR for exploitation licenses to develop and exploit the Rodu-Frasin and Tarniţa ("**Bucium Applications**").

The NAMR has failed to act on the Bucium Applications for over 16 years despite being legally obliged to do so. RMGC has recently urged NAMR to issue the exploitation licenses for the two Bucium Projects in accordance with the Bucium Applications. Throughout the ICSID Arbitration, the Romanian State has consistently maintained a position, relied upon by the majority in the Arbitral Decision, that the Bucium Applications remain pending before the NAMR. There remains no response from NAMR in this regard.

Annual General Meeting ("AGM")

The Company held its AGM on October 23, 2024, and the resolutions adopted included: (i) re-electing Anna El-Erian, Jeffrey Couch, Dag Cramer, Ali Erfan, James Lieber and Dragos Tanase as directors of the Company; and (ii) re-appointing Ernst and Young LLP as auditors of the Company for the ensuing year and authorization of the directors of the Company to fix the auditor's remuneration.

Outlook

The Company's current plans for the following year are as follows:

- the advancement of the Annulment Proceedings;
- securing additional funding and carefully managing its cash resources; and
- the protection of its rights and interests in Romania.

Results of Operations

The results of operations are summarized in the following tables. The amounts are derived from the Financial Statements prepared under IAS 34.

in thousands of Canadian dollars, except per share amounts	**2024 Q3**	**2024 Q2**	**2024 Q1**	**2023 Q4**
Income Statement				
Loss - attributable to owners of parent	2,656	3,229	1,818	16,888
Loss per share - basic and diluted	0.00	0.00	0.00	0.02
Statement of Financial Position				
Working capital	(14,677)	(11,958)	(13,078)	4,925
Total assets	2,266	4,783	3,057	5,203
Statement of Cash Flows				
Net cash-in-flows from financing activities	-	4,399	-	3,232

in thousands of Canadian dollars, except per share amounts	**2023 Q3**	**2023 Q2**	**2023 Q1**	**2022 Q4**
Income Statement				
Loss - attributable to owners of parent	3,365	2,646	2,037	2,639
Loss per share - basic and diluted	0.00	0.00	0.00	0.00
Statement of Financial Position				
Working capital	(2,584)	223	(3,516)	(1,486)
Total assets	5,855	8,366	5,169	6,935
Statement of Cash Flows				
Net cash-in-flows from financing activities	-	6,390	-	-

Review of Financial Results

	months ended September 30		9 months ended September 30	
amounts	**2024**	2023	**2024**	2023
Operating loss for the period	**2,392**	3,367	**7,245**	7,994
Loss for the period				
- attributable to owners of parent[(1)]	**2,656**	3,365	**7,698**	8,048
Loss per share - basic and diluted	**0.00**	0.00	**0.01**	0.01

[(1)] The transfer by the Company of equity in RMGC to Minvest RM during Q1 2014 resulted in the presentation of a non-controlling interest, as set out in the Financial Statements.

Operating loss for the three-month period ended September 30, 2024, of $2.4 million was $1.0 million lower than the corresponding period in 2023, primarily reflecting $1.0 million lower corporate general and administrative expenses (noted below), $0.3 million lower share-based compensation charge, offset by $0.2 million accrual for interest on the Costs Order.

The overall loss for the three-month period ended September 30, 2024, was $2.7 million, the main impact being a foreign exchange loss of $0.3 million. The overall loss was $3.4 million in the corresponding period in 2023.

Expenses

Corporate, General and Administrative

	3 months ended September 30		9 months ended September 30	
in thousands of Canadian dollars	**2024**	2023	**2024**	2023
ICSID Arbitration-related costs	**717**	1,182	**2,034**	2,009
Payroll	**784**	860	**2,599**	2,590
Finance, audit, accounting and compliance	**264**	296	**953**	1,066
Property taxes	**124**	183	**534**	551
Legal	**77**	37	**420**	243
Information technology	**73**	72	**216**	203
Project obligations and community relations	**75**	146	**331**	457
Travel and transportation	**34**	80	**149**	254
Office rental and utilities	**19**	38	**88**	138
External communications	**-**	7	**14**	26
Other	**26**	153	**260**	377
Corporate, general and administrative expense	**2,193**	3,054	**7,598**	7,914

All operating expenditures incurred by the Group are included in corporate, general and administrative expenses.

ICSID Arbitration-related costs in 2024 are for legal and other advisory services provided to the Company primarily in respect of review of the Arbitral Decision and the preparation and submission of the Annulment Application, together with ICSID fees relating thereto. ICSID Arbitration related expenses in the third quarter of 2023 of $1.2 million reflected costs incurred relating to ad hoc matters prior to the Arbitral Decision.

Payroll is the total of cash-based director fees and salaries and relevant taxes for all Group employees or in-house contractors in Romania. As previously disclosed, certain employees and directors of the Group have agreed to accept a 20% deferral of their base salary / fees effective as of February 1, 2022 and April 1, 2022 respectively ("**Deferred Salary**").

Finance costs include audit, tax and other accounting fees for the Company and its subsidiaries in each year, together with costs of regulatory compliance such as registrar and Exchange fees. In 2024 there were no extraordinary costs incurred, whilst 2023, such costs were inflated in Romania with regard to matters such as responding to the ANAF investigations.

Legal expenses include ongoing corporate legal advice within the Group, in particular in Romania with regard to matters such as the License Extension Application in 2024 and ANAF investigations in 2023.

Project obligations and community relations spend reflects the ongoing costs of maintaining compliance with the License and other obligations in Romania, including real estate maintenance on RMGC owned land and buildings, preservation of historical buildings, document management and other administrative matters. Included in these costs are expenses incurred with related parties including SC Total Business Land SRL ("**TBL**"), a Romanian entity controlled by current and former employees of RMGC (see note 13 of the Financial Statements for detail).

Travel and transportation costs arise primarily in relation to the Romanian operations.

Finance Income

	3 months ended September 30		**9 months ended September 30**	
in thousands of Canadian dollars	**2024**	2023	**2024**	2023
Interest income	**14**	43	**51**	74

Interest income reflects the average holdings of cash and cash equivalents during the respective periods shown above. Interest income has decreased since Q3 2023, in line with a decreasing cash balance in the Company.

As at September 30, 2024, none of the Company's cash and cash equivalents were invested in US government guaranteed instruments (December 31, 2023: nil), with the majority of cash balances held with major Canadian banks.

Share-Based Compensation

	3 months ended September 30		**9 months ended September 30**	
in thousands of Canadian dollars	**2024**	2023	**2024**	2023
DSU (reversal) / expense	**-**	306	**(721)**	95
Share option - (reversal) / expense	**-**	4	**(66)**	(24)
Share based compensation	**-**	310	**(787)**	71

Deferred share units ("**DSUs**") are revalued each period end based on the period end closing share price. The initial value of the DSUs on grant, and the effect on the valuation of DSUs of the period-on-period change in share price, is expensed.

At September 30, 2024, the Company's share price was $0.015 (June 30, 2024 $0.015; March 31, 2024 $0.02; December 31, 2023 $0.405; September 30. 2023 $0.44, June 30, 2023 $0.275), resulting in no movement to the DSU expense for the three-month period ended September 30, 2024.

The estimated fair value of incentive stock options ("**Options**") issued by the Company is calculated using the Black-Scholes method as at the date of grant and amortized over the period during which the Options vest.

No Options or DSUs were granted during the three-month period ended September 30, 2024.

Foreign Exchange

The Company has experienced a foreign currency loss of $0.3 million in the three-month period ended September 30, 2024 (June 30, 2024: loss of $0.1 million) as a result of the Costs Order being denominated in US dollar, Euro and Romanian Lei. All of the funds raised in private placements since 2018 were received in US dollars and the Company retained a proportion of these US dollars to fund its subsequent US dollar-denominated working capital expenses, principally costs related to the ICSID Arbitration.

Taxes

All tax assessments received prior to September 30, 2024 have been paid or provided for in the Financial Statements.

Investing Activities

The majority of Group expenditures over the years through December 31, 2015 were for identifying and defining the size of the four ore bodies, for engineering to design the size and scope of the Project, environmental assessment and permitting, social support to local communities, communications and public relations activities to support the permitting process, archeological and rehabilitation work to buildings, as well as surface rights and property acquisition and resettlement housing and infrastructure.

Since January 1, 2016, no significant expenditures apart from building maintenance have been incurred in these areas and any such expenditures are expensed in the income statement.

Purchase of Capital Assets

	3 months ended September 30		**9 months ended September 30**	
in thousands of Canadian dollars	**2024**	2023	**2024**	2023
Total investment in capital assets	**-**	1	**8**	3
Depreciation and disposal - expensed	**3**	3	**9**	9

The purchase of capital assets remains low, in line with the Company's cost containment strategy. Assets purchased in the nine-month period ended September 30, 2024 are predominantly IT equipment.

Financing Activities

The Company has raised funds since 2014 through private placements of convertible notes, Common Shares and warrants (together "**Private Placements**") amounting to gross aggregate proceeds of $180.0 million. In addition, $3.23 million was raised in December 2023 through a Warrant exercise.

The Company has used and is continuing to use the proceeds of such financings to fund the costs of the ongoing ICSID Arbitration and for general working capital purposes.

Cash Flow Statement

Liquidity and Capital Resources

The main sources of liquidity are the Company's cash and cash equivalents, and the equity and debt markets. At September 30, 2024, aggregate cash and cash equivalents were $0.6 million (December 31, 2023: $4.6 million).

Working Capital

At September 30, 2024, the Company had working capital, calculated as total current assets less total current liabilities of negative $14.7 million (June 30, 2024: negative $12.0 million; March 31, 2024: negative $13.1 million; December 31, 2023: negative $11.4 million).

The $3.3 million increase in working capital deficit since the 2023 year end is due to ongoing ICSID Arbitration expenditure and operating costs of the Company offset by the proceeds from the 2024 Private Placement.

At September 30, 2024, the Company had current liabilities of $16.7 million (June 30, 2024: $16.5 million). These liabilities are predominantly made up of the Costs Order of $14.6 million together with resettlement liability provisions of $0.6 million noted below. The balance of current liabilities at each period end reflects trade and other payables.

Certain ICSID Arbitration-related cost accruals are treated as non-current liabilities in accordance with the deferred fee arrangement and at September 30, 2024 (including work performed in 2021, 2022 and 2023 where costs are accrued) amounted to $4.5 million (June 30, 2024: $4.5 million).

Resettlement Liabilities

RMGC had a program for purchasing homes in the Project area, which was suspended in February 2008 due to the suspension of the environmental review process in September 2007. At September 30, 2024 the Company had accrued resettlement liabilities totaling $0.6 million (June 30, 2024: $0.6 million).

Contractual Obligations

The Company and its subsidiaries have arm's-length agreements with third parties who provide a range of goods and services. Typically, the service agreements are for a term of not more than one year and permit either party to terminate upon notice periods ranging from 15 to 90 days. At termination, the Company must pay for services rendered, and costs incurred, to the date of termination. A summary of the Company's contractual capital and operating lease commitments as of September 30, 2024, is included within the Financial Statements.

Contingent Liabilities

The Company has a number of contingent liabilities, namely:

(i) litigation - the Company is involved in litigation matters and claims arising out of the ordinary course and conduct of its business. Although the amount of any liability that could arise with respect to any pending claims cannot be estimated or cannot be predicted with certainty, management does not consider the Company's exposure to litigation to be material to the Financial Statements.

(ii) in respect of 95,625 arbitration value rights ("**AVR**s"), entitling the holders thereof to a share of any proceeds arising from any settlement or arbitral award irrevocably made in the Company's and/or any of its affiliates' favour in connection with the ICSID Arbitration claim, including:

   a. 55,000 AVRs entitling the holders to a pro rata share of 7.5% of any such proceeds, subject to a maximum aggregate entitlement of $175 million among all holders of such AVRs; and

   b. 40,625 AVRs entitling the holders to a pro rata share of 5.54% of any such proceeds, subject to a maximum aggregate entitlement of $129.3 million among all holders of such AVRs.

(iii) in respect of the key employee engagement plan ("**KEEP**"), an arbitration-focused retention and incentive program established by the Company in 2016. The KEEP's aim is to ensure the long-term participation and incentivization of the Group's personnel, including its executive management, employees, non-executive directors and other contributors in pursuing the ICSID Arbitration through to a successful conclusion.

The KEEP is a trust established by the Claimants, as settlors, pursuant to a trust agreement dated July 2016, as amended. Subject to its terms and conditions, the KEEP provides that in the event that any arbitral award is made in favor of, or a settlement is accepted by, Gabriel in connection with ICSID Arbitration proceedings, the Claimants will make a cash payment, or procure the cash payment, to the KEEP trust. Such payment will be made following receipt of the proceeds awarded to the Claimants (inclusive of any non-monetary consideration) and subject to the payment of any taxes, payable or required to be withheld by the Claimants or by law, in an amount of cash equal to: (i) 7.5% of the first US$500 million of the proceeds; and (ii) 2.5% of any amount of proceeds in excess of US$500 million.

(iv) certain employees of the Group agreed to accept a 20% reduction in their base salary effective as of February 1, 2022. ("**Deferred Salary**"). The Company has a contingent liability to pay to each such employee an amount equal to 150% of the aggregate accumulated amount of their respective Deferred Salary within (i) 60 days of receipt of any monies received by the Company and/or any of its affiliates pursuant to any settlement or arbitral award irrevocably made in its favor in relation to the ICSID Arbitration claim that is sufficient to satisfy and discharge the aggregate accumulated Deferred Salary in full; or (ii) 90 days following a "change of control" of the Company. Similarly, with effect from April 1, 2022 the directors of the Company have agreed to defer 20% of their fees due on the same basis.

Related Party Transactions

The Group had related party transactions, with associated persons or corporations, which were undertaken in the normal course of operations. See Note 13 of the Financial Statements for more information regarding the Group's related party transactions including key Management compensation. Other such transactions include:

(a) In July 2015, the Company entered into a services agreement with SC Total Business Land SRL ("**TBL**"), a Romanian entity controlled by current and former employees of RMGC, including the current CEO of Gabriel. TBL was set up after Gabriel entered into the ICSID Arbitration with a business purpose to provide specialized services to the Romanian market – for example archaeology, land planning and surveying, permitting, environmental assessment, and digital services. The incorporation of TBL enabled the Gabriel group to significantly reduce its cost base whilst maintaining compliance with its License obligations. The services agreement with TBL is terminable by each party with 30 days' notice and is for the provision of certain manpower to RMGC, primarily to conduct real estate maintenance on RMGC owned land and buildings, preservation of historical buildings, underground works, document management and other administration work. For each of the three and nine-month periods ended September 30, 2024, such charges amounted to less than $0.1 million (September 30, 2023: less than $0.1 million).

(b) In December 2015 RMGC entered into an agreement with TBL to lease office space in Alba Iulia for a fixed rate, this agreement was terminated in May 2024. In March 2020 RMGC entered into a further agreement with TBL to sub-let office space in Bucharest and to recharge applicable rent /and utilities costs. The agreement was terminated in November 2023. Both parties entered into a further agreement for the sub-lease of office space and to recharge applicable rent and utilities costs in Bucharest in April 2024. For each of the three and nine-month periods ended September 30, 2024, such recharges by RMGC amounted to less than $0.1 million (September 2023: less than $0.1 million).

(c) In June 2018, the Company entered into a facility agreement with TBL pursuant to which it agreed to lend $0.9 million to TBL. The loan is repayable in 2028, accrues interest at a rate of 1% per annum and is secured by a mortgage over certain assets of the borrower and personal guarantees in favor of the Company by the principals of TBL. By February 2019, TBL had drawn down the entire $0.9 million facility. In September 2020 $0.1 million of the loan was forgiven, and certain related personal guarantees released, as part of the severance agreement with certain RMGC employees.

Partial payments of principal on the loan were received in each of the years 2019 to 2023. In April 2024 TBL entered into voluntary administration and the Company believes it is prudent to provide against the receivable. On that basis, the balance of the loan was treated as a doubtful debt in the financial statements for the year ended December 31, 2023 and at September 30, 2024 was also provided against in full.

(d) In August 2018 TBL entered into a lease agreement with RMGC for a number of vehicles owned by TBL to be used by RMGC in its operations. The agreement was amended in October 2020 to decrease the number of vehicles in line with the severance of certain RMGC employees. The agreement also provides the recharge of tax, insurance and maintenance related costs incurred by TBL to RMGC. The term of the lease is 12 months. For each of the three and nine-month periods ended September 30, 2024, the charges were less than $0.1 million (September 30, 2023: less than $0.1 million).

Critical Accounting Estimates

The preparation of the 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 the reported amount of expenses and other income during the reporting period.

Significant estimates and assumptions include those related to going concern, the recoverability or impairment of certain assets, benefits of future income tax assets, estimated useful lives of capital assets, valuation of share-based compensation and other benefits, assumptions and determinations as to whether costs are expensed or capitalized, and the valuation and measurement of the components of the Private Placements.

These estimates and assumptions are based on Management's knowledge of the relevant facts and awareness of circumstances, having regard to prior experience and information available at the balance sheet date. While Management believes that these estimates and assumptions are reasonable, actual results could vary significantly therefrom.

The significant estimates and assumptions are not materially different from those disclosed recently in the Company's audited annual consolidated financial statements and notes thereto for the year ended December 31, 2023.

Going Concern

The Financial Statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its normal course of operations for the foreseeable future.

On May 17, 2024, the Company announced the receipt of US$3.25 million (approximately $4.4 million) gross proceeds from the 2024 Private Placement and Gabriel subsequently confirmed it will seek and explore alternative financing options. The Company used the proceeds from the 2024 Private Placement to finance the ongoing costs of the Annulment Proceedings and for general working capital requirements.

On November 29, 2024, Gabriel announced the **Loans** as a pre-cursor to a future financing from which proceeds the Loan would be repaid**.**

Based on assumptions noted above in ‘Future Financing Requirements’ the Company believes that it has sufficient cash necessary to fund general working capital requirements together with other material estimated costs associated with the Company advancing the Annulment Proceedings through to the end of January 2025 and accordingly, Gabriel will need to secure further funding during January 2025 in order to pursue the Annulment Proceedings and for general working capital purposes.

The adverse Arbitral Decision, combined with Romania’s June 2024 decision not to extend the License, have significantly increased the uncertainty surrounding the Company’s ability to secure funding, and have made more onerous the terms of such funding for both the Annulment Proceedings and the continuation of Gabriel’s significantly curtailed operations.

Notwithstanding the Company’s recent and historic funding, there can be no assurance that sufficient additional financing will be available to the Company at any time or, if available, that it can be obtained on terms and timing satisfactory to the needs of the Company.

This material uncertainty may cast significant doubt about the Company’s ability to continue as a going concern. The Financial Statements reflect the liabilities related to the Costs Order. The Financial Statements do not reflect the adjustments to the carrying values of assets or liabilities and the reported expenses and consolidated statement of financial position classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

Deferred Tax Assets

Income taxes are calculated using the asset and liability method of tax accounting. Under this method, current income taxes are recognized for the estimated income taxes payable for the current period. Future income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and are measured using the substantively enacted tax rates and laws that are expected to be in effect when the differences reverse.

Income tax assets are recognized to the extent that the recoverability of future income tax assets is considered probable.

The Company has subsidiaries in countries that have differing tax laws and tax rates, primarily Romania and the United Kingdom. The provision for income taxes is based on several estimates and assumptions made by Management, including its understanding of domestic and international tax rules. Advice is also sought from local professional tax advisors in the respective countries where the Group operates.

Tax authorities in Romania have regularly initiated various tax audits to assess the appropriateness of RMGC’s tax filing positions. Regulators may interpret tax regulations differently from the Company and its subsidiaries, which may cause changes to the estimates made.

Valuation of the Private Placements

Units issued by the Company in the private placements completed in 2014 and 2016 included arbitration value rights. A nil value was initially ascribed to the AVRs and given the Arbitral Decision and current stage of the ICSID Arbitration process, a nil valuation remains applicable as at September 30, 2024.

Units issued by the Company in the private placement completed in 2019 consisted of Common Shares and warrants each of which entitled the holder to acquire one Common Share at an exercise price of $0.645, at any time in the five years following issuance. The Company utilized the Black-Scholes model to value the warrant component of the units and allocated the remainder of the value to the equity component. Any directly attributable transaction costs were allocated to the equity and warrant components in proportion to their initial carrying amounts.

Common Shares issued by the Company in the private placements completed in 2021, 2022, 2023 and 2024 were issued at market price and consequently there was no requirement to use a valuation model, the whole of the funds received being directly attributable to the share capital of the Company.

Useful Lives of Capital Assets

The Company's policy is to amortize capital assets over their useful lives once the assets are brought into production. Management assesses useful lives of assets to ensure that they reflect the intended use of those assets.

Valuation of Share-Based Compensation

The Company has in prior years utilized Options, DSUs and restricted share units ("**RSUs**") as means of compensation. Equity settled RSUs and Options are valued using the Black-Scholes model and are amortized over the expected vesting periods. Management reviews the assumptions used in the Black-Scholes valuation on an annual basis to ensure appropriateness.

DSUs are initially issued at the five-day weighted average market price of the Common Shares at the date of grant, and the value thereof is subsequently recalculated to fair value based on the quoted market value of the Common Shares at the end of each reporting period.

Financial Instruments and Management of Financial Risk

The recorded amounts for cash, cash equivalents, accounts receivable, accounts payable, accrued liabilities and other liabilities approximate fair values based on the nature of those instruments.

The Company's objective is to safeguard its cash and cash equivalents in order to be able to fund ongoing expenditures.

The Company manages its capital structure and adjusts it based on the level of funds on hand and anticipated future expenditures. The long-term costs, including advisors' fees of pursuing the ICSID Arbitration and general corporate working capital, have been material and are estimated to continue to be significant.

To safeguard cash the Company invests any surplus capital in liquid instruments at reputable financial institutions with acceptable credit standings. The Group's risk exposures and the impact on the Group's financial instruments are summarized below:

Credit Risk

The Group's credit risk is primarily attributable to cash and cash equivalents that are held on short-term overnight deposit with the major Canadian banks and loan receivable.

The Group is exposed to the credit risk of domestic Romanian banks that hold and disburse cash on behalf of its Romanian subsidiary. The Group manages its Romanian bank credit risk by centralizing custody, control and management of its surplus cash resources generated outside of Romania at the corporate office and only transferring money to its Romanian subsidiary based on near term cash requirements, thereby mitigating exposure to domestic Romanian banks.

The Group holds limited cash balances in the United Kingdom with a major UK bank to fund corporate activities.

Liquidity Risk

As of the date of this MD&A, the Group had no sources of operating cash flows and does not have sufficient cash to fund all the long-term activities required to see the Annulment Proceedings through to a conclusion. Taking account of the Group's existing treasury balances, the Group will require additional future funding as described above.

Market Risk

(a) Interest rate risk

The Group has cash balances which are subject to interest rate changes. The Group maintains a short-term investment horizon, typically less than three months, for its cash and cash equivalents, and therefore minimizes the risk of interest rate volatility at investment maturity.

With a short-term investment horizon and the intent to hold all investments until maturity, the Group is only marginally exposed to capital erosion should interest rates rise and cause fixed-yield investments to devalue.

The Group's primary objective with respect to cash and cash equivalents is to mitigate credit risk. The Group has elected to forego yield in favor of capital preservation.

(b) Foreign currency risk

The Group's presentation currency is the Canadian dollar and its activities expose it to fluctuations in foreign exchange rates. The Group has monetary assets and liabilities which are denominated in Romanian Lei (**"RON"**), US dollars ("**USD**"), UK pounds ("**GBP**") and Euros ("**EUR**") and is, therefore, subject to exchange variations against both the functional currency of each entity and presentation currency of the Group.

The Group maintains cash and cash equivalents in various currencies and is therefore susceptible to market volatility as foreign cash balances are revalued to the functional currency of the entity and thereafter to the presentation currency of the Group. Therefore, the Group may report foreign exchange gains or losses during periods of significant economic and market volatility. At September 30, 2024, the Group held approximately 20% of its cash and cash equivalents in US dollars.

The Company has not entered into any derivative hedging activities.

Sensitivity

As of September 30, 2024, the carrying amount of the financial instruments equals fair market value. Based on Management's knowledge and experience of the financial markets, in respect of the Group's balance of cash and cash equivalents as at September 30, 2024, the following market movements are "reasonably possible" over a twelve-month period and would have the stated effects on net income:

- A plus or minus 1% change in earned interest rates; would affect net interest income by less than $0.1 million.
- A plus or minus 1% change in foreign exchange rates; would affect net income by less than $0.1 million.

Risks and Uncertainties

An investment in the Common Shares is subject to risks and uncertainties. This section describes existing and future material risks to the business of the Group. The risks described below are not exhaustive. Additional risks and uncertainties not currently known to the Company, or those that it currently deems to be immaterial, may become material. The realization of any of these risks may materially and adversely affect the Group's business, financial condition, results of operations and/or the market price of Gabriel's securities.

ICSID Arbitration – Annulment Proceedings and Costs Order

The resources necessary to pursue the Annulment Proceedings are substantial and the costs, fees and other expenses and commitments payable in connection therewith may differ materially from Management's expectations.

Statistically, historic annulment applications made under the ICSID Convention have a low level of success. In view of these statistics, the case-specific nature of annulment applications and the inherent uncertainty in the annulment process, there can be no assurances that the outcome from the Annulment Proceedings will be positive for the Company or that the annulment or any future procedures in the ICSID Arbitration will advance in a customary or predictable manner or be completed or settled within any specific or reasonable period of time.

The pursuit by the Company of additional procedural phases in connection with the ICSID Arbitration may lead to the commencement of further abusive fiscal and other investigations and assessments against RMGC or its staff or employees by the Romanian State, the progress and/or conclusion of which may have a material and adverse effect on the Group's business, financial condition and results of operations.

As described above, it is anticipated that the Romanian Government will continue to take steps to enforce and recover the Costs Order and it has already initiated procedures in Romania to encumber certain of the Group's assets. There can be no assurance that any pending or future legal proceedings in Romania or elsewhere to enforce the Costs Order will not result in substantial costs or a diversion of management's attention and resources or have a material adverse effect on the Company's financial position and results of operations, and on the Company's business, assets and prospects.

Governmental Investigations and Audits

The Group's business requires compliance with many laws and regulations. Failure to comply with these laws and regulations could subject the Company and/or its affiliates to regulatory or agency proceedings or investigations and could also lead to damage awards, fines, penalties and other civil or criminal sanctions.

Since the filing of the ICSID Arbitration, RMGC has been subjected to several Value Added Tax ("**VAT**") audits and investigations by the Romanian National Agency for Fiscal Administration ("**ANAF**"), an agency of the Romanian Ministry of Finance, the Ministry charged with Romania's defense of the ICSID Arbitration. The timing, scope and manner of implementation of these audits and investigations are, in the view of Gabriel and RMGC, excessive and retaliatory to the Company's pursuit of the ICSID Arbitration.

Whilst a prior VAT assessment levied against RMGC was ultimately successfully challenged and the related VAT fully reimbursed to RMGC, there can be no certainty that further VAT audits and assessments will not arise in the future.

At the current time, a prosecutor's office investigation of RMGC's commercial relationships with a number of service providers remains in progress, as further described above. The related ad hoc investigation conducted by ANAF over almost nine years covering a broad range of RMGC operational activities and transactions is ongoing. To date, the ANAF investigators have issued four 'findings reports' and RMGC (together with its professional advisers) has filed substantive written rebuttal submissions in response to all of the findings reports received to date.

However, there can be no assurance regarding the outcome of the ongoing prosecutor's office and ANAF investigations of RMGC. The outcome of these investigations could harm the Group's reputation, require the Company and/or RMGC to take, or refrain from taking, actions that could harm its operations, seize RMGC's assets, require RMGC to pay substantial amounts of money, harming the Group's financial condition or could lead to the initiation of criminal proceedings against RMGC and its administrators.

There can be no assurance that any pending or future regulatory or agency proceedings, investigations, and audits will not result in substantial costs or a diversion of management's attention and resources or have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Sources of Additional Funding

Further funding will be required by the Company to pursue the Annulment Proceedings to a conclusion and for general working capital requirements.

Historically, the Company has been financed through the issuance of its Common Shares, convertible notes and other equity-based securities. Although the Company has been successful in the past in obtaining financing, it has limited access to financial resources as a direct result of the rejection of the License Extension Application and the ongoing core focus of the Company upon the ICSID Arbitration.

Notwithstanding the Company's historic funding, there is a risk that sufficient additional financing may not be available to the Company on acceptable terms, or at all. The continuation of the Russia-Ukraine war and/or any future emergence of war or spread of pathogens similar to COVID-19 could also have an adverse impact on global economies and financial markets, which may adversely impact the Company's ability to obtain financing.

Refinancing of Existing Securities

The Company may need or desire to refinance all or a portion of the arbitration value rights or other instruments issued and outstanding from time to time. There can be no assurance that the Company will be able to refinance any of its existing securities.

Potential Dilution to Existing Shareholders

As described above, the Company will require additional financing and in order to raise such financing, the Company may sell additional equity or equity-related securities including, but not limited to, Common Shares, share purchase warrants, contingent value rights or some form of convertible security. The additional issuances of equity-related securities, if made, will result in dilution to existing shareholders, which could be substantial.

Unless and until the Company successfully acquires and/or develops operating properties which provide positive cash flow, the Company's ability to meet its obligations as they fall due will be limited to the Company's cash on hand and/or its ability to issue additional equity or debt securities in the future. Such transactions could potentially cause substantial dilution to the shareholders at that time.

Political and Economic Uncertainty in Romania

Other than in relation to the certain executive roles and the Annulment Proceedings, Gabriel's employee base, material operations, property rights and other interests are located in Romania. As such, the Company's activities are subject to a number of country-specific risks and additional risks relating to the European Union (such as laws and policies which impact Romania) over which it has no control.

These risks may include social, political, economic, legal and fiscal instability and changes of Romanian or European Union laws and regulations affecting mining, foreign ownership, taxation, working conditions, rates of exchange, exchange control, exploration licensing, and export licensing and export duties.

In the event of a dispute arising in respect of the Company's activities in Romania (other than the ICSID Arbitration), the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada or elsewhere. Any adverse or arbitrary decision of a court, arbitrator or other governmental or regulatory body may have a material adverse impact on the Company's business, assets, prospects, financial condition and results of operations and/or the market price of its securities.

Mineral Tenure Rights

As described above, the License Extension Application was rejected by NAMR in June 2024.

RMGC also has the exclusive legal right to obtain exploitation licenses for the two Bucium Projects (Rodu-Frasin and Tarniţa) and, as described above, has recently urged NAMR to issue such licenses in accordance with the applications submitted by RMGC in 2007.

The decision of the NAMR concerning the License and/or any adverse or arbitrary decision of the NAMR or any other competent body concerning the Bucium Projects (including, but not limited to the Bucium Applications) may have a material adverse impact on the Company's business, assets, prospects, financial condition and results of operations and/or the market price of its securities.

Legal Proceedings

Over the years, Gabriel has been party (directly and through RMGC) to several legal challenges in Romania. including, lawsuits initiated by non-governmental organizations challenging administrative deeds issued by public authorities directly or indirectly related to the Project. With the commencement of the ICSID Arbitration in 2015, RMGC withdrew from a number of court proceedings where it was acting as either plaintiff or third-party intervenor in respect of disputes concerning the administrative documents, permits and/or authorizations issued for the Project.

However, in the course of its business, Gabriel and/or its subsidiaries may from time to time become involved in further legal claims, arbitration and other legal proceedings.

Due to the inherent uncertainties of the judicial process in Romania, the nature and results of any legal proceedings concerning the Group, its investment and property rights and/or the Project cannot be predicted with any certainty. In addition, such claims, arbitration and other legal proceedings may be lengthy and involve the incurrence of substantial costs and resources by the Group. The initiation, pursuit and/or outcome of any claim, arbitration or legal proceeding could have a material adverse effect on the Company's financial position and results of operations, and on the Company's business, assets and prospects.

Dependence on Management and Key Personnel

The Group is dependent on a small number of key directors, officers and employees. Loss of any one of those persons could have an adverse effect on it. Retaining qualified and experienced personnel is critical to the Company's success. However, there can be no assurance that the Group will be successful in so doing.

Furthermore, the loss of key employees, in particular those who possess important historical knowledge related to the ICSID Arbitration and/or the Project could have a material adverse effect on the outcome of the Annulment Proceedings, any future arbitration and the future operations of the Group.

Minvest RM Mine Closure Plan and Environmental Liabilities

In May 2006, Minvest RM's predecessor permanently ceased all of its mining operations at Roșia Montană. As a result, a mine closure plan was developed, which, Gabriel understands, was approved by the Romanian Ministry of Economy and NAMR. The mine closure plan was developed to integrate into RMGC's development plans for Roșia Montană in order to avoid any conflict between the Romanian State's closure activities and RMGC's development activities. A state-owned company under the coordination of the Ministry of Economy, S.C. CONVERSMIN S.A. ("CONVERSMIN"), has responsibility for the mine closure plan.

There can be no assurance that the activities required of CONVERSMIN contemplated by such mine closure plan will be implemented in a timely fashion, and no such action has been undertaken to date within the Roșia Montană license area.

Until the mine closure plan has been fully implemented, there can be no assurance that such activities will not attract liability to RMGC, as the most recent titleholder of the License, under the current or future laws, rules and regulations applicable to mining activities in Romania. Likewise, there can be no assurance that the legally binding assumption by the Romanian State-owned operator of all liabilities associated with its past mining operations or any indemnification of RMGC from such liabilities will be fulfilled by, or be enforceable against, such entity.

Mining exploration activities conducted by RMGC, as the most recent titleholder of the License, are also subject to potential environmental risks and liabilities. It is the Company's belief that RMGC has met its obligations under the License and applicable Romanian laws to perform environmental rehabilitation within the areas of the tenement affected by its exploration activities. To the extent that RMGC becomes subject to material unforeseen and uninsured environmental liabilities, the payment of such costs would reduce funds otherwise available to the Company and could have a material adverse effect on the Company.

Continued Listing of the Common Shares

The continued listing of the Common Shares on the Exchange is conditional upon its ability to meet the applicable continued listing requirements of the Exchange. In the event that Gabriel is not able to maintain a listing of its Common Shares on the Exchange or any substitute exchange, it may be extremely difficult or impossible for shareholders to sell their Common Shares.

If the Company is delisted from the Exchange but obtains a substitute listing for the Common Shares, the Common Shares may have less liquidity and more price volatility than experienced on the Exchange. Shareholders may not be able to sell their Common Shares on any such substitute exchange in the quantities, at the times, or at the prices that could potentially be available on a more liquid trading market.

As a result of these factors, if the Common Shares are delisted from the Exchange, the price of the Common Shares may decline and the Company's ability to obtain financing in the future could be materially impaired.

Compliance with Anti-Corruption Laws

Gabriel is subject to various anti-corruption laws and regulations including, but not limited to, the Canadian Corruption of Foreign Public Officials Act 1999 and the UK Bribery Act 2010. In general, these laws prohibit a company and its employees and intermediaries from bribing or making other prohibited payments to foreign officials or other persons to obtain or retain business or gain some other business advantage.

Other than the Annulment Proceedings, Gabriel's primary operations are located in Romania, a country which, according to Transparency International, is perceived as having fairly high levels of corruption relative to the rest of Europe (Romania ranks 63rd out of 180 countries in terms of corruption, according to a 2023 index published in January 2024 by Transparency International). Gabriel cannot predict the nature, scope or effect of future anti-corruption regulatory requirements to which Gabriel's operations might be subject or the manner in which existing laws might be administered or interpreted.

Failure to comply with the applicable legislation and other similar foreign laws could expose Gabriel and/or its senior management to civil and/or criminal penalties, other sanctions and remedial measures, legal expenses and reputational damage, all of which could materially and adversely affect Gabriel's business, financial condition and results of operations. Likewise, any investigation of any potential violations of the applicable anti-corruption legislation by UK, Canadian or foreign authorities could also have an adverse impact on Gabriel's ability to develop the Project or its business, financial condition and results of operations.

As a consequence of these legal and regulatory requirements, Gabriel has instituted policies and procedures with regard to business ethics, which have been designed to ensure that Gabriel and its employees comply with applicable anti-corruption laws and regulations. However, there can be no assurance or guarantee that such efforts have been and will be completely effective in ensuring Gabriel's compliance, and the compliance of its employees, consultants, contractors and other agents, with all applicable anti-corruption laws and regulations.

International Developments and Geopolitical Risk

Global economic factors, geopolitical actions, political and market conditions and unexpected events, such as the COVID-19 pandemic and the Russia-Ukraine conflict, may create uncertainty and risk with respect to the prospects of the Group's business.

The extent to which the Russia-Ukraine conflict may directly or indirectly impact the Group's business, results of operations and financial condition will depend on future developments that are highly uncertain. There is no guarantee that the current geo-political situation and the resulting economic developments will not adversely affect the Group's operations and financial condition in the future.

Epidemics and Pandemics

The Company faces risks related to health epidemics, pandemics and other outbreaks of communicable diseases, which could significantly disrupt the Group's operations, including, but not limited to, the advancement of the Annulment Proceedings. The Company could be adversely impacted by pandemics and epidemics.

The extent to which epidemics or pandemics will impact, the Group's business and operations, and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of any outbreak and the actions taken to contain or treat the outbreak.

In particular, the impact of epidemics or pandemics globally, could materially and adversely impact the Group's business including, without limitation, the progress of the Annulment Proceedings, employee health, limitations on travel, and other factors that will depend on future developments beyond the Company's control, which may have a material and adverse effect on the its business, financial condition and results of operations.

There can be no assurance that the Group's personnel will not be impacted by these pandemic diseases and ultimately the Group may see its workforce productivity reduced or incur increased medical costs or insurance premiums as a result of these health risks.

Insurance and Uninsurable Risks

Gabriel maintains insurance to protect itself against certain risks related to its operations in type and amounts that it believes are reasonable depending upon the circumstances surrounding each identified risk and the advice of its retained insurance advisor.

There are also risks against which the Company cannot insure or against which it may elect not to insure for various reasons. The potential costs associated with any liabilities not covered by insurance, or in excess of insurance coverage, or compliance with applicable laws and regulations may cause substantial delays to its operations and require significant capital outlays, adversely affecting the future business, assets, prospects, financial condition and results of operations of the Company.

Cyber Security Risk

The Group and its third-party service provider's information systems are vulnerable to an increasing threat of continually evolving cyber security risks. Cyber incidents can result from deliberate attacks or unintentional events, and may arise from internal sources (e.g., employees, contractors, service providers, suppliers and operational risks) or external sources (e.g., nation states, terrorists, hacktivists, competitors and acts of nature).

Cyber incidents include, but are not limited to, unauthorized access to information systems and data (e.g., through hacking or malicious software) for purposes of misappropriating or corrupting data or causing operational disruption. Cyber incidents also may be caused in a manner that does not require unauthorized access, such as causing denial-of-service attacks on websites (e.g., efforts to make network services unavailable to intended users).

The operations of the Company depend, in part, on how well networks, equipment, information technology systems and software are protected against damage from several threats. The failure of information systems or a component of information system could, depending on the nature of any such failure, have a material adverse effect on the Company's business, its reputation, results of operations and financial condition.

A cyber incident that affects the Group and/or its service providers might cause disruptions and adversely affect their respective business operations and might also result in violations of applicable law (e.g., personal information protection laws), each of which might result in potentially significant financial losses and liabilities, regulatory fines and penalties, reputational harm, and reimbursement and other compensation costs. In addition, substantial costs might be incurred to investigate, remediate and prevent cyber incidents.

Global Economic and Financial Market Conditions

Global economic and financial conditions may impact the ability of the Company to obtain loans, financing and other credit facilities in the future and, if obtained, on terms favorable to the Company. As a consequence, global financial conditions could adversely impact the Company's financial status and share price.

Currency Fluctuations

The Company's functional and presentation currency is the Canadian dollar, which is exposed to fluctuations against other currencies. The Company's primary operations are located in Romania and many of its expenditures and obligations are denominated in RON. Similarly, many of its expenditures and obligations in respect of the ICSID Arbitration are denominated in US dollars. In addition, the Company has and/or will have expenditures and obligations denominated in other currencies including, but not limited to, Canadian dollars, EUR and GBP.

The Group maintains active cash accounts in Canadian dollars, US dollars, GBP and RON and has either monetary assets and/or liabilities in currencies including US dollars, Canadian dollars, EUR, GBP and RON. As such, the Company's results of operations are subject to foreign currency fluctuation risks and such fluctuations may adversely affect the financial position and operating results of the Company. The Company does not currently use any derivative products to actively manage or mitigate any foreign exchange exposure.

Market Price Volatility

Publicly quoted securities are subject to a relatively high degree of price volatility. It may be anticipated that the quoted market for the Common Shares will be subject to market trends generally and there may be significant fluctuations in the price of the Common Shares.

No History of Earnings or Dividends

The Company has no history of earnings and as such the Company has not paid dividends on its Common Shares since incorporation. The Company does not intend to declare or pay cash dividends at present.

Accounting Policies and Internal Controls

Since January 1, 2011, the Company has prepared its financial reports in accordance with IFRS. In preparation of financial reports, Management of Gabriel may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Material accounting policies are described in more detail in the Company's Financial Statements.

In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported, the Company has implemented internal control systems for financial reporting. Although the Company believes its financial reporting and Financial Statements are prepared with reasonable safeguards to ensure reliability, the Company cannot provide absolute assurance (see CEO/CFO Certification below).

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("**NI 52-109**"), the corresponding certificate for venture issuers does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"), as defined in NI 52-109. In particular, the certifying officers of the Company do not make any representations relating to the establishment and maintenance of:

I. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

II. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with the issuer's GAAP.

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

Enforcement of Civil Liabilities

As substantially all of the assets of Gabriel and its subsidiaries are located outside of Canada, and certain of its directors and officers are resident outside of Canada, it may be difficult or impossible to enforce judgements granted by a court in Canada against the assets of Gabriel or its subsidiaries or its directors and officers residing outside of Canada.

Conflicts of Interest

Some of the directors and officers of the Company are, or may be, on the boards of other natural resource companies, or other providers of finance, from time-to-time resulting in conflicts of interests. Therefore, there is the potential for a conflict of interest between the Company and some of its directors and officers. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

CEO/CFO Certification

The Company's Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**") have reviewed the Financial Statements and this interim MD&A (the "**Interim Filings**") for the three-month period ended September 30, 2024.

The CEO and CFO certify that, as at September 30, 2024, based on their knowledge, having exercised reasonable diligence:

I. the Interim Filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the Interim Filings; and

II. the Financial Statements for the period, together with the other financial information included in the Interim Filings, fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of September 30, 2024, and for the three month period to that date.

Outstanding Share Data

The Company's fully diluted share capital as at November 25, 2024 was:

	Outstanding
Common shares	1,256,299,760
Incentive stock options	22,628,014
Deferred share units - Common Shares	1,849,777
Fully diluted share capital	**1,280,777,551**

Forward-Looking Statements

This MD&A contains "forward-looking information" (also referred to as "forward-looking statements") within the meaning of applicable Canadian securities legislation. Forward-looking statements are provided for the purpose of providing information about Management's current expectations and plans and allowing investors and others to get a better understanding of the Company's operating environment. All statements, other than statements of historical fact, are forward-looking statements.

In this MD&A, forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company at this time, are inherently subject to significant business, economic and ICSID Arbitration uncertainties and contingencies that may cause the Company's actual financial results, performance, or achievements to be materially different from those expressed or implied herein.

Some of the material factors or assumptions used to develop forward-looking statements include, without limitation, uncertainties associated with: the ICSID Arbitration (including but not limited to the Annulment Proceedings), actions by the Romanian Government or affiliates thereof, the impact of current or future litigation against the Group, conditions or events impacting the Company's ability to fund its operations (including but not limited to the sourcing and completion of additional funding), the ability to progress exploration, development and operation of mining properties and the overall impact of misjudgments made in good faith in the course of preparing forward-looking information.

Forward-looking statements involve risks, uncertainties, assumptions, and other factors including those set out above and below, that may never materialize, prove incorrect or materialize other than as currently contemplated, which could cause the Company's results to differ materially from those expressed or implied by such forward-looking statements.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, outlook, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "expects", "is expected", "is of the view" "anticipates", "believes", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible" or variations thereof or stating that certain actions, events, conditions or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of fact and may be forward-looking statements.

Numerous factors could cause actual results to differ materially from those in the forward-looking statements, including without limitation:

- the duration, costs, process and outcome of the ICSID Arbitration (including, but not limited to, the Annulment Proceedings);
- access to funding to support the Group's strategic objectives;
- the impact on the Company's financial condition and operations of the rejection of the extension of the Rosia Montana exploitation license and/or any actions taken by Romania to enforce the Costs Order;
- the impact on financial condition, business strategy and its implementation in Romania of: any allegations of historic acts of corruption, uncertain fiscal investigations, uncertain legal enforcement both for and against the Group, unpredictable regulatory or agency actions and political and social instability;
- changes in the Group's liquidity and capital resources;
- equity dilution resulting from the conversion or exercise of new or existing securities in part or in whole to Common Shares;
- the ability of the Company to maintain a continued listing on the Exchange or any regulated public market for trading securities;
- Romania's actions following inscription of the "Roşia Montană Mining Landscape" as a UNESCO World Heritage site;
- regulatory, political and economic risks associated with operating in a foreign jurisdiction including changes in laws, governments and legal and fiscal regimes;
- global economic and financial market conditions, including inflation risk;
- the geo-political situation and the resulting economic developments arising from the unfolding conflict and humanitarian crisis as a consequence of conflicts such as the Russia-Ukraine war;
- volatility of currency exchange rates; and

- the availability and continued participation in operational or other matters pertaining to the Group of certain key employees and consultants.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements.

Investors are cautioned not to put undue reliance on forward-looking statements, and investors should not infer that there has been no change in the Company's affairs since the date of this MD&A that would warrant any modification of any forward-looking statement made in this document, other documents periodically filed with or furnished to the relevant securities regulators or documents presented on the Company's website. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by this notice.

The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, subject to the Company's disclosure obligations under applicable Canadian securities regulations. Investors are urged to read the Company's filings with Canadian securities regulatory agencies.

Gabriel Resources Ltd.

Unaudited Condensed Interim Consolidated Financial Statements

For the period ended September 30, 2024

NOTE TO READER

NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by, and are the responsibility of, the Company. The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants for a review of interim financial statements.

Unaudited Condensed Consolidated Statements of Financial Position

As at September 30, 2024 and December 31, 2023
(Expressed in thousands of Canadian dollars)

	Notes	**September 30 2024**	December 31 2023
Assets			
Current assets			
Cash and cash equivalents	6	**556**	4,611
Other receivables	7	**103**	54
Prepaid expenses and supplies	8	**1,369**	260
Total current assets		**2,028**	4,925
Non-current assets			
Restricted cash	6	**167**	202
Property and equipment		**71**	76
Total non-current assets		**238**	278
TOTAL ASSETS		**2,266**	5,203
Liabilities			
Current liabilities			
Trade and other payables	10	**1,515**	1,251
Resettlement liabilities	11	**580**	567
Arbitral costs order	10	**14,582**	13,761
Other current liabilities	12	**28**	749
Total current liabilities		**16,705**	16,328
Non-current liabilities			
Deferred arbitration fees	10	**4,469**	4,382
Total non-current liabilities		**4,469**	4,382
TOTAL LIABILITIES		**21,174**	20,710
Deficit			
Share capital	14	**1,037,384**	1,032,948
Other reserves		**157,315**	157,419
Currency translation adjustment		**1,042**	1,087
Accumulated deficit		**(1,218,506)**	(1,210,808)
Accumulated deficit attributable to owners of the parent		**(22,765)**	(19,354)
Non-controlling interest	15	**3,857**	3,847
TOTAL DEFICIT		**(18,908)**	(15,507)
TOTAL DEFICIT AND LIABILITIES		**2,266**	5,203

Going concern – Note 1
Contingent liabilities – Note 17

Approved by the Board of Directors

(Signed) *"Anna El-Erian"*
Anna El-Erian
Director

(Signed) *"Jeffrey Couch"*
Jeffrey Couch
Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements

Unaudited Condensed Consolidated Statements of Loss

For the three and nine-month periods ended September 30
(*Expressed in thousands of Canadian dollars, except per share data)*

	Notes	3 months ended 2024	3 months ended 2023	9 months ended 2024	9 months ended 2023
Expenses					
Corporate, general and administrative	5	**2,193**	3,054	**7,598**	7,914
Interest on arbitral costs order		**196**	-	**425**	-
Share-based compensation / (reversal)	12	**-**	310	**(787)**	71
Depreciation		**3**	3	**9**	9
Operating loss		**2,392**	3,367	**7,245**	7,994
Other (income) / expense					
Interest income		**(14)**	(43)	**(51)**	(74)
Doubtful debt expense		**5**	-	**41**	-
Foreign exchange loss		**273**	41	**463**	128
Loss for the period	18	**2,656**	3,365	**7,698**	8,048
Basic and diluted loss per share	18	**$0.00**	$0.00	**$0.01**	$0.01

Unaudited Condensed Consolidated Statements of Comprehensive Loss

For the three and nine-month periods ended September 30
(*Expressed in thousands of Canadian dollars)*

	3 months ended 2024	3 months ended 2023	9 months ended 2024	9 months ended 2023
Loss for the period	**2,656**	3,365	**7,698**	8,048
Other comprehensive loss				
- may recycle to the Income Statement in future periods)				
Currency translation adjustment	**(64)**	28	**(45)**	33
Comprehensive loss for the period	**2,592**	3,393	**7,653**	8,081
Comprehensive loss for the period attributable to:				
- Owners of the parent	**2,579**	3,392	**7,643**	8,078
- Non-controlling interest	**13**	1	**10**	3
Comprehensive loss for the period	**2,592**	3,393	**7,653**	8,081

The accompanying notes are an integral part of these condensed interim consolidated financial statements

Unaudited Condensed Consolidated Statements of Changes in Shareholders' Deficit

For the nine-month period ended September 30
(Expressed in thousands of Canadian dollars)

	Note	**2024**	2023
Common shares			
At January 1		**1,032,948**	1,021,520
Shares issued in private placement - net of issue costs	14	**4,344**	6,389
Shares issued on exercise of stock options	14	**54**	-
Shares issued on the redemption of DSUs	17	**-**	582
Transfer from contributed surplus: exercise of share options		**38**	-
At September 30		**1,037,384**	1,028,491
Other reserves			
At January 1		**157,419**	158,663
Share-based compensation		**(66)**	(24)
Exercise of share options		**(38)**	-
At September 30		**157,315**	158,639
Currency translation adjustment			
At January 1		**1,087**	1,125
Currency translation adjustment		**(45)**	(30)
At September 30		**1,042**	1,095
Accumulated deficit			
At January 1		**(1,210,808)**	(1,185,872)
Loss for the period	18	**(7,698)**	(8,048)
At September 30		**(1,218,506)**	(1,193,920)
Non-controlling interest			
At January 1		**3,847**	3,853
Currency translation adjustment		**10**	(3)
At September 30		**3,857**	3,850
Total shareholders' deficit at September 30		**(18,908)**	(1,845)

The accompanying notes are an integral part of these condensed interim consolidated financial statements

Unaudited Condensed Consolidated Statements of Cash Flows

For the nine-month period ended September 30
(Expressed in thousands of Canadian dollars

	Notes	**2024**	2023
Cash flows used in operating activities			
Loss for the period		**(7,698)**	(8,048)
Adjusted for the following non-cash items:			
Depreciation		**9**	9
Share-based (reversal) / compensation	12	**(787)**	71
Interest on loan receivable		**-**	(4)
Doubtful debt expense		**42**	-
Interest on Arbitral costs order		**425**	-
Foreign exchange loss		**450**	43
		(7,559)	(7,929)
Changes in operating working capital:			
Increase in trade and other payables		**232**	571
(Increase) / Decrease in other receivables		**(46)**	29
(Increase) / Decrease in prepaid expenses and supplies		**(1,109)**	14
		(8,482)	(7,315)
Cash flows (used in) / from investing activities			
Repayment of loan receivable		**-**	31
Purchase of property and equipment		**(4)**	(3)
		(4)	28
Cash flows from financing activities			
Proceeds from exercise of stock options	14	**54**	-
Proceeds from private placement	14	**4,403**	6,443
Private placement costs		**(59)**	(54)
		4,398	6,389
Decrease in cash and cash equivalents		**(4,088)**	(898)
Effect of foreign exchange on cash and cash equivalents		**33**	(79)
Cash and cash equivalents - beginning of period		**4,611**	5,621
Cash and cash equivalents - end of period		**556**	4,644

The accompanying notes are an integral part of these condensed interim consolidated financial statements

1. Nature of operations and going concern

Nature of operations

Gabriel Resources Ltd. ("**Gabriel**" or the "**Company**") is a Canadian company whose common shares ("**Common Shares**") are listed on the TSX Venture Exchange ("**Exchange**").

Gabriel's activities over many years were focused on permitting and developing the Roşia Montană gold and silver project in Romania (the "**Project**"). For 25 years the exploitation license for the Project ("**License**") was held by Roşia Montană Gold Corporation S.A. ("**RMGC**"), a Romanian company in which Gabriel owns an 80.69% equity interest, with the 19.31% balance held by Minvest Roşia Montană S.A. ("**Minvest RM**"), a Romanian state-owned mining company.

Over US$700 million has been invested to develop the Project and to define two valuable mineral deposits at the Rodu-Frasin (epithermal gold and silver) site and the Tarniţa (porphyry copper-gold) site, both within the Bucium area located in the vicinity of Roşia Montană ("**Bucium Projects**"), in accordance with all applicable laws, regulations, licenses, and permits.

On July 21, 2015, Gabriel and its subsidiary company, Gabriel Resources (Jersey) Limited ("**Gabriel Jersey**") (together "**Claimants**"), filed a request for arbitration before the World Bank's International Centre for Settlement of Investment Disputes ("**ICSID**") against the Romanian State ("**ICSID Arbitration**") seeking compensation for the loss and damage suffered arising from the Romanian State's treatment of the Claimants' investments in Romania in violation of certain bilateral investment protection treaties. Since that time, the ICSID Arbitration has been the Company's core focus.

Key milestones in the ICSID Arbitration have been disclosed in Gabriel's prior quarterly and annual filings. Following a legal process conducted over almost nine years, on March 8, 2024 the Claimants and the Romanian State ("**Respondent**") (together "**Parties**") received a final decision rendered by the presiding arbitral tribunal ("**Tribunal**") dismissing, in a two to one majority over the dissent of one of the three arbitrators, the arbitration claims filed against the Romanian State and awarding Romania costs incurred in the proceedings ("**Arbitral Decision**").

Accordingly, these unaudited condensed interim consolidated financial statements for the three and nine-month periods ended September 30, 2024 ("**Condensed Financial Statements**") reflect the principal focus of Gabriel and its subsidiary companies (together the "**Group**") on the pursuit of the ICSID Arbitration, adjusted as appropriate to reflect the outcome arising from the Arbitral Decision.

Arbitral Decision and Annulment Application

The Arbitral Decision, including a cost order of approximately US$10 million awarded to Romania to reimburse half its legal fees and expenses in the ICSID Arbitration ("**Costs Order**"), is binding on the parties and the amount payable incurs simple interest from the date of the Arbitral Decision at the 3-month US Treasury rate.

On July 5, 2024, the Claimants filed an application which sets out the grounds under Article 52 of the ICSID Convention that warrant the annulment of the Arbitral Decision ("**Annulment Application**").

On July 12, 2024, the Acting Secretary-General of ICSID registered the Annulment Application filed by the Claimants and notified the parties of the provisional stay of enforcement of the Costs Order ("**Stay of Enforcement**").

The annulment process prescribed by the ICSID Convention ("**Annulment Proceedings**") is not an appeal of the merits of the Arbitral Decision, but a procedure which would, if successful, extinguish the Arbitral Decision, including the Costs Order.

There can be no assurances that the Annulment Proceedings will result in a positive outcome for the Company or advance in a customary or predictable manner or be completed or settled within any specific or reasonable period of time. The resources necessary in pursuing such process are substantial and the costs, fees and other expenses and commitments payable therewith may differ materially from Management's expectations.

1. Nature of operations and going concern (continued)

Appointment of Ad-Hoc Committee

An annulment action is heard and decided by a three-member panel of arbitrators ("**Ad-hoc Committee**") appointed by the Chairman of the Administrative Council of ICSID.

On October 8, 2024, an Ad-hoc Committee was appointed by the Chairman of the Administrative Council of ICSID comprising Dr. Eduardo Zuleta (Colombian), President; Prof. Lawrence Boo (Singaporean) and Prof. Dr. Maxi Scherer (German).

On November 16, 2024, the Claimants submitted a proposal for the disqualification of Prof. Dr. Scherer pursuant to the ICSID Convention and Arbitration rules, on account of facts indicating a manifest lack of independence and impartiality. The Annulment Proceedings are suspended until a determination is made on the disqualification proposal by the remaining members of the Ad hoc Committee, after submissions from the Parties and Prof. Dr. Scherer.

Stay of enforcement of the Costs Order

The Annulment Application, in accordance with Article 52(5) of the ICSID Convention, also requests a Stay of Enforcement until the decision in the Annulment Proceedings is rendered by the Ad-hoc Committee.

On October 9, 2024, the Claimants filed with ICSID a request to continue the Stay of Enforcement of . On November 1, 2024, Romania filed its observations thereon with ICSID and the Claimants' filed their reply to Romania's observations on November 11, 2024.

Enforcement of Costs Order by Romania

The Company announced on April 4, 2024, that the Government of Romania has requested the Claimants to settle the Costs Order and noted that they will take action to enforce the same. In this regard, the Romanian State has sought precautionary measures in Romania to impose restrictions on the sale or transfer of the shares held by Gabriel Jersey in RMGC, pending settlement of the Costs Order.

Gabriel Jersey and RMGC have submitted complaints before the Romanian courts challenging these measures. The Company believes that these actions are premature and suffer from procedural infirmities. Gabriel will vigorously defend its rights and interest in Romania and elsewhere.

As noted above the imposition of the provisional Stay of Enforcement was notified to the Parties by ICSID on July 12, 2024 and remains effective from that date.

Rejection of Request for Extension of the Roșia Montană Exploitation License

In March 2024, RMGC submitted an application to the Romanian National Agency for Mineral Resources ("**NAMR**") for extension of the term of the License for an additional five years ("**License Extension Application**").

On June 20,2024, RMGC was notified that the NAMR had rejected its License Extension Application ("**NAMR Decision**"). The Company strongly believes that the NAMR Decision is pretextual and politically motivated decision to deny RMGC's rights to develop the Roşia Montană Project arbitrarily, without due process, and without compensation.

On July 22, 2024, RMGC formally challenged the NAMR Decision by filing an administrative complaint with both NAMR and the Romanian Government. On August 22, 2024, NAMR, now rebranded as the National Regulatory Authority for Mining, Petroleum and Geological Storage of Carbon Dioxide, issued a decision rejecting the complaint as unfounded.

Gabriel and RMGC are committed to protecting their legal rights and interests. To this end, the Company intends to explore all available legal options, including the filing of a claim in the Romanian courts to seek the annulment of the NAMR Decision.

1. Nature of operations and going concern (continued)

Going concern

The Condensed Financial Statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its normal course of operations for the foreseeable future.

As at September 30, 2024, the Company had a working capital deficit of $14.7 million and had incurred losses of $2.7 million and of $7.7 million for the three and nine-month periods ended September 30, 2024 respectively, and has yet to achieve profitable operations resulting in an accumulated deficit of $1,218 million as at September 30, 2024.

On November 29, 2024, Gabriel announced it has entered into definitive agreements with certain shareholders in connection with short-term unsecured loans to provide an aggregate US$1.5 million of funding ("**Loans**") as a pre-cursor to a future financing from which proceeds the Loans would be repaid (see "Post Balance Sheet Events" below).

Gabriel continues to manage its cash resources and its current and future financial obligations carefully and will use the proceeds from the Loans to fund the ongoing costs of the Annulment Proceedings and for general working capital requirements.

Excluding the Costs Order and amounts set aside for Annulment related legal fees, on the basis of the Company's balance of cash and cash equivalents as at September 30, 2024, and taking into account (i) the proceeds from Loan; (ii) a fee agreement in respect of the deferral of payment of certain ICSID Arbitration costs; and (iii) the continued deferral of a portion of salary and fees for certain employees and directors (see "Contingent Liabilities" below), the Company believes that it has sufficient cash necessary to fund general working capital requirements together with other material estimated costs associated with the Company advancing the Annulment Proceedings through to the end of January 2025.

Accordingly, Gabriel will need to secure further funding during January 2025 in order to pursue the Annulment Proceedings and for general working capital purposes, including to preserve its remaining assets, rights and permits.

The adverse Arbitral Decision, combined with Romania's June 2024 decision not to extend the License, have significantly increased the uncertainty surrounding the Company's ability to secure funding, and have made more onerous the terms of such funding for both the Annulment Proceedings and the continuation of Gabriel's significantly curtailed operations.

Notwithstanding the Company's recent and historic funding, there can be no assurance that sufficient additional financing will be available to the Company at any time or, if available, that it can be obtained on terms and timing satisfactory to the needs of the Company.

These events and conditions indicate material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Condensed Financial Statements reflect the liabilities related to the Costs Order. The Condensed Financial Statements do not reflect the adjustments to the carrying values of assets or liabilities and the reported expenses and consolidated statement of financial position classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

Registered office

The Company's registered address is Suite 200 – 204 Lambert Street, Whitehorse, Yukon, Canada Y1A 1Z4. The Company receives significant management services from its wholly owned subsidiary, RM Gold (Services) Ltd. ("**RMGS**"). The Company is the ultimate parent of the Group and does not have any controlling shareholders.

2. Basis of preparation

The Condensed Financial Statements are prepared according to the historical cost convention, as modified by the revaluation of financial assets and liabilities at fair value through profit or loss. The Condensed Financial Statements have been prepared in accordance with IAS 34, Interim Financial Reporting as outlined by International Financial Reporting Standards ("**IFRS**") and its interpretations as issued by the International Accounting Standards Board. They do not include all the information required for a complete set of annual financial statements prepared in accordance with IFRS, and therefore should be read in conjunction with the Company's audited annual consolidated financial statements and notes thereto for the year ended December 31, 2023 ("**2023 Financial Statements**"). However, where appropriate selected explanatory notes are included to explain events and transactions that are significant to the understanding of the changes in the Company's financial position and performance since December 31, 2023.

3. Critical accounting estimates, risks and uncertainties

The preparation of Condensed Financial Statements in conformity with IFRS requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities, if any, at the date of the condensed financial statements and the reported amount of expenses and other income for the period. These estimates and assumptions are based on Management's knowledge of the relevant facts and awareness of circumstances, having regard to prior experience and information available at the balance sheet date. Actual results could differ from those estimates and assumptions. Significant items subject to such estimates and assumptions include depreciation, impairment, provisions, stock-based compensation, forecasted cash flows and fair value of financial instruments and are not materially different from those disclosed in the 2023 Financial Statements.

4. Material accounting policies

A number of amended standards became effective from January 1, 2024. The Company was not required to change the accounting policies or make retrospective adjustments in adopting these standards. The accounting policies applied in the Condensed Financial Statements are the same as those applied in the 2023 Financial Statements and have been consistently applied to all the years presented. In April 2024, the IASB issued IFRS 18, Presentation and Disclosure of Financial Statements which replaces IAS 1 and introduces new requirements on presentation within the statement of income or loss. In addition, narrow scope amendments have been made to IAS 7, Statement of Cash Flows. Some requirements previously included in IAS 1 have been moved to IAS 8, which has also been renamed to IAS 8, Basis of Preparation of Financial Statements. IAS 34, Interim Financial Reporting was also amended to require the disclosure of management-defined performance measures. Minor consequential amendments to other standards were also made. The amendments are effective for reporting periods beginning on or after January 1, 2027. Earlier application is permitted. In due course the Company will assess the potential impact of IFRS 18 and the narrow scope amendments.

In May 2024, the IASB issued narrow-scope amendments to the classification and measurement requirements in IFRS 9 Financial Instruments and disclosures in IFRS 7 Financial Instruments: Disclosures. The amendments clarify the classification of financial assets with environmental, social and corporate governance linked features, and other similar contingent features, including how to assess the contractual cash flow characteristics. The amendments also provide clarification that the derecognition date for a financial asset or financial liability settled through electronic payment systems should be the settlement date. Furthermore, for financial liabilities settled, in full or in part, in cash using an electronic payment system, an entity is permitted to make an accounting policy election to derecognise the liability before settlement date if certain conditions are met. In addition, the IASB introduced additional disclosure requirements to enhance transparency for investors regarding investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features. The amendments are effective for annual reporting periods beginning on or after January 1, 2026. Earlier adoption is permitted for certain amendments. The Company is currently assessing the potential impact of the narrow scope amendments.

5. Corporate General and Administrative expenses

	3 months ended September 30		9 months ended September 30	
in thousands of Canadian dollars	**2024**	2023	**2024**	2023
ICSID Arbitration-related costs	**717**	1,182	**2,034**	2,009
Payroll	**784**	860	**2,599**	2,590
Finance, audit, accounting and compliance	**264**	296	**953**	1,066
Property taxes	**124**	183	**534**	551
Legal	**77**	37	**420**	243
Information technology	**73**	72	**216**	203
Project obligations and community relations*	**75**	146	**331**	457
Travel and transportation*	**34**	80	**149**	254
Office rental and utilities	**19**	38	**88**	138
External communications	**-**	7	**14**	26
Other	**26**	153	**260**	377
Corporate, general and administrative expense	**2,193**	3,054	**7,598**	7,914

*Included in these balances are expenses incurred with related parties (see note 13 for detail).

6. Cash and cash equivalents and restricted cash

	September 30	December 31
As at	**2024**	2023
Cash and cash equivalents	**556**	4,611
Restricted cash	**167**	202
	723	4,813

Cash at bank and on hand earns interest at floating rates based on daily bank deposit rates. Cash is readily accessible and is deposited at reputable financial institutions with acceptable credit standings.

The Group manages its domestic Romanian bank credit risk by centralizing custody, control and management of its surplus cash resources generated outside of Romania and only transferring money from its corporate office to its Romanian subsidiary based on near term cash requirements, thereby mitigating exposure to domestic Romanian banks. At September 30, 2024, the Group held $0.1 million in unrestricted cash and cash equivalents in Romanian banks (December 31, 2023: $0.2 million).

Restricted cash in Romania represents cash collateralization of legally required environmental guarantees for future clean-up costs of $0.1 million and supplier deposits of $0.1 million.

Cash balances are held in the following currencies:

	September 30	December 31
	2024	2023
Canadian dollar	**276**	3,725
United States dollar	**143**	429
UK pound sterling	**47**	302
Romanian Leu	**90**	155
Romanian Leu (restricted cash)	**167**	202
	723	4,813

7. Other receivables

Other receivables of $0.1 million at September 30, 2024 (December 31, 2023: $0.1 million) is comprised of group VAT receivable at the period end.

(Amounts in thousands of Canadian dollars, unless otherwise stated)

8. Prepaid expenses and supplies

	September 30 2024	December 31 2023
ICSID Arbitration-related costs	**1,158**	-
Corporate insurance	**181**	71
Mining tax	**-**	160
Other	**30**	29
	1,369	260

9. Property and equipment

Property and equipment consists of office equipment, vehicles and right of use assets with a carrying value of $0.1 million (December 31, 2023: $0.1 million).

10. Trade and other payables

Short term

As at	**September 30 2024**	December 31 2023
Trade payables	**366**	207
Payroll liabilities	**572**	416
Accruals and other payables	**577**	628
Arbitral costs order	**14,582**	13,761
	16,097	15,012

Accruals and other payables principally reflect the levels of work performed in relation to the ICSID Arbitration leading up to the balance sheet dates and the related accrued costs, including advancement of pre and post arbitration award strategic initiatives.

Gabriel has recognized the principal amount of the Costs Order at rates of exchange as at September 30, 2024 and including the simple interest applicable from the date of the Arbitral Decision at the 3-month US Treasury rate.

Long term

As at September 30, 2024 $4.5 million (December 31, 2023: $4.4 million) was due under a fee agreement in respect of certain ICSID Arbitration costs incurred before the Arbitral Decision, with payment deferred until six months after such award. Subsequently this deferral has been further extended such that no amount in this regard will be repayable until up to 90 days after the conclusion of the annulment process instituted by the Company.

Trade and other payables represent liabilities incurred in the following currencies:

As at	**September 30 2024**	December 31 2023
UK pound sterling	**209**	168
Canadian Dollar	**268**	261
United States dollar	**8,306**	7,684
Euro	**1,765**	1,710
Romanian Leu	**10,018**	9,571
	20,566	19,394

11. Resettlement liabilities

RMGC previously had a program for purchasing homes in the Project area. Under the resettlement program residents were offered two choices; either to take the sale proceeds and move to a new location of their choosing or exchange their properties for a new property to be built by RMGC at a new resettlement site. For those residents who chose the new resettlement site alternative, the Company recorded a resettlement liability for the anticipated construction costs of the resettlement houses. The resettlement liability balance at September 30, 2024 was $0.6 million (December 31, 2023: $0.6 million).

12. Other current liabilities

	DSUs (000's)	Average price per common share (dollars)	Value ($000)
Balance - December 31, 2022	**4,708**	**0.32**	**1,507**
Redeemed	**(2,858)**	**-**	**(787)**
Change in fair value	**-**	**-**	**29**
Balance - December 31, 2023	**1,850**	**0.41**	**749**
Change in fair value	**-**	**-**	**(721)**
Balance - September 30, 2024	**1,850**	**0.02**	**28**

The Company has a deferred share unit ("DSU") plan under which qualifying participants receive certain compensation in the form of DSUs. From July 1, 2016, until March 31, 2022, certain Company non-executive directors elected to receive up to 100 per cent. of their director fees payable in DSUs. From April 1, 2022, this arrangement was discontinued.

In July 2023, 2.1 million DSUs were redeemed for shares and 0.7 million DSUs were redeemed for cash following the resignation of the holders from the boards of two of the Group's subsidiary companies.

As at September 30, 2024, the Company's share price had decreased to $0.015 from $0.405 at December 31, 2023 and, accordingly, a fair value decrease of $0.7 million has been recorded in the DSU liability.

13. Related party transactions

The Group had related party transactions, with associated persons or corporations, which were undertaken in the normal course of operations as follows:

(a) In July 2015, the Company entered into a services agreement with SC Total Business Land SRL ("**TBL**"), a Romanian entity controlled by current and former employees of RMGC, including the current CEO of Gabriel. TBL was set up after Gabriel entered into the ICSID Arbitration with a business purpose to provide specialized services to the Romanian market – for example archaeology, land planning and surveying, permitting, environmental assessment, and digital services. The incorporation of TBL enabled the Gabriel group to significantly reduce its cost base whilst maintaining compliance with its License obligations. The services agreement with TBL is terminable by each party with 30 days' notice and is for the provision of certain manpower to RMGC, primarily to conduct real estate maintenance on RMGC owned land and buildings, preservation of historical buildings, underground works, document management and other administration work. For each of the three and nine-month periods ended September 30, 2024 such charges amounted to less than $0.1 million (September 30, 2023: less than $0.1 million).

(b) In December 2015 RMGC entered into an agreement with TBL to lease office space in Alba Iulia for a fixed rate, this agreement was terminated in May 2024. In March 2020 RMGC entered into a further agreement with TBL to sub-let office space in Bucharest and to recharge applicable rent and utilities costs. The agreement was terminated in November 2023. Both parties entered into a further agreement for the sub-lease of office space and to recharge applicable rent and utilities costs in Bucharest in April 2024.

(Amounts in thousands of Canadian dollars, unless otherwise stated)

13. Related party transactions (continued)

For each of the three and nine-month periods ended September 30, 2024, such recharges by RMGC amounted to less than $0.1 million (September 2023: less than $0.1 million).

(c) In June 2018, the Company entered into a facility agreement with TBL pursuant to which it agreed to lend $0.9 million to TBL. The loan is repayable in 2028, accrues interest at a rate of 1% per annum and is secured by a mortgage over certain assets of the borrower and personal guarantees in favor of the Company by the principals of TBL By February 2019, TBL had drawn down the entire $0.9 million facility. In September 2020 $0.1 million of the loan was forgiven, and certain related personal guarantees released, as part of the severance agreement with certain RMGC employees. Partial payments of principal on the loan were received in 2019, 2020, 2021, 2022 and 2023. In April 2024 TBL entered into voluntary administration and the Company has provided against the receivable. The balance of the loan at September 30, 2024 was $nil (December 31, 2023: $nil).

(d) In August 2018, TBL entered into a lease agreement with RMGC for a number of vehicles owned by TBL to be used by RMGC in its operations. The agreement was amended in October 2020 to decrease the number of vehicles in line with the severance of certain RMGC employees. The agreement also provides the recharge of tax, insurance and maintenance related costs incurred by TBL to RMGC. The term of the lease is 12 months. For each of the three and nine-month periods ended September 30, 2024, the charges were less than $0.1 million (September 30, 2023: less than $0.1 million).

In the following table "Key Management" represents all non-executive directors and executive officers of the Company. The compensation paid or payable to Key Management is as follows:

	3 months ended September 30		9 months ended September 30	
	2024	2023	**2024**	2023
Salaries and other short-term employee benefits(1)(2)	**337**	325	**997**	972
Directors' fees(2)	**82**	82	**247**	247
Total	**420**	407	**1,244**	1,219

(1) *Salaries and other benefits reflect compensation due and payable for the time period those personnel held a position of director or officer during each year. Consequently, changes in such personnel may affect the comparator.*
(2) *Officers and Directors salaries are net of a 20% deferral, as described fully in note 17.*

14. Share capital

Authorized:

Unlimited number of Common Shares without par value.
Unlimited number of preferred shares, issuable in series, without par value (none outstanding).

Issued:

On May 17, 2024, the Company announced it had completed closing of an initial tranche of a non-brokered private placement, issuing 220,122,500 Common Shares at a price of $0.02 per Common Share to raise gross proceeds of US$3.25 million, approximately $4.4 million.

(Amounts in thousands of Canadian dollars, unless otherwise stated)

14. Share capital (continued)

	Number of shares (000's)	Amount[1]
Balance - December 31, 2022	**1,000,645**	**1,021,520**
Shares issued in private placement	24,782	6,389
Shares issued on the redemption of DSUs	2,092	582
Shares issued on the exercise of warrants	8,458	3,234
Transfer from contributed surplus - exercise of warrants	-	1,223
Balance - December 31, 2023	**1,035,977**	**1,032,948**
Shares issued on the exercise of share options	201	54
Transfer from contributed surplus - exercise of share options	-	38
Shares issued in private placement	220,123	4,344
Balance - September 30, 2024	**1,256,301**	**1,037,384**

[1] - Amounts in this column refer to amounts ***net*** of issue costs

Common Share purchase warrants

All remaining Common Share purchase warrants expired in the three-month period to September 30, 2024. Movements in the number and exercise price of Warrants were as follows:

	Number of warrants ('000)	Weighted average exercise price (dollars)
Balance - December 31, 2022	**200,820**	**0.55**
Warrants cancelled/forfeited	(2,657)	0.39
Warrants expired	(82,252)	0.49
Warrants exercised	(8,458)	0.39
Balance - December 31, 2023	**107,453**	**0.61**
Warrants expired	**(107,453)**	**0.61**
Balance - September 30, 2024	**-**	**-**

Share Options

The maximum number of Common Shares issuable under the Option Plan is fixed at 59,778,004. The estimated fair value of incentive stock options ("**Share Options**") is amortized using graded vesting over the period in which the Share Options vest. For those Share Options which vest on a single date, either on issuance or on achievement of milestones (the "measurement date"), the fair value of these Share Options is amortized using graded vesting over the anticipated vesting period.

	Outstanding			**Exercisable**		
Range of exercise prices (dollars)	**Number of options (thousands)**	**Weighted average exercise price (dollars)**	**Weighted average remaining contractual life (years)**	**Number of options (thousands)**	**Weighted average exercise price (dollars)**	**Weighted average remaining contractual life (years)**
0.195 - 0.30	1,955	0.25	6.6	1,955	0.25	6.6
0.31 - 0.40	11,165	0.36	3.3	11,165	0.36	3.3
0.41 - 0.50	9,433	0.45	4.2	9,433	0.45	4.2
0.51 - 0.65	75	0.65	1.9	75	0.65	1.9
	22,628	0.39	3.9	22,628	0.39	3.9

(Amounts in thousands of Canadian dollars, unless otherwise stated)

14. Share capital (continued)

Certain Share Option grants have performance vesting conditions. The fair value of these Share Options that vest upon achievement of milestones will be recognized and expensed over the estimated vesting period of these Share Options. Adjustments resulting from the recalculation of the estimated vesting periods are recorded in the Unaudited Condensed Consolidated Statements of Loss.

Movements in the number and exercise price of Director, officer, employee and consultant Share Options were as follows:

	Number of options ('000)	Weighted average exercise price (dollars)
Balance - December 31, 2022	**33,415**	**0.45**
Options expired	(1,409)	0.39
Balance - December 31, 2023	**32,006**	**0.45**
Options expired	**(9,177)**	**0.61**
Options exercised	**(201)**	**0.27**
Balance - September 30, 2024	**22,628**	**0.39**

During the three month and nine-month periods ended September 30, 2024, and September 30, 2023, no Share Options were granted. During March and May 2024, a further 4.2 million Share Options exercisable at an average $0.39 expired and 0.2m were exercised at an average $0.27.

At September 30, 2024, the fair value of Share Options to be expensed is $nil (December 31, 2023: less than $0.1 million).

15. Non-controlling interest

	Rosia Montana Gold Corporation S.A.
Balance - December 31, 2022	**3,853**
Currency translation adjustment	(6)
Balance - December 31, 2023	**3,847**
Currency translation adjustment	10
Balance - September 30, 2024	**3,857**

The Company has historically advanced loans totaling US$39.5 million to Minvest RM, the non-controlling shareholder of RMGC, to facilitate mandatory statutory share capital increases in RMGC in accordance with Romanian company law rules on capitalization. These loans, which remain outstanding at September 30, 2024, are non-interest bearing and according to their terms are to be repaid as and when RMGC distributes dividends to its shareholders.

Further to the loans noted above, in December 2013, the Group was required to recapitalize RMGC in order to comply with minimum company law requirements. The subscription to RMGC share capital by the Company was effected through a conversion of existing intercompany debt. On January 17, 2014, the Group agreed to transfer to Minvest RM, for nil consideration, a proportion of the shares subscribed for in December 2013, with a face value of $20.4 million, in order to preserve the respective shareholdings in RMGC. This transfer gave rise to the disclosed non-controlling interest and subsequent accounting.

The loans are accounted for as part of the Group's net investment in RMGC and, accordingly, have been set-off against non-controlling interests in the Unaudited Condensed Consolidated Statements of Financial Position. The loans and non-controlling interest components will be reflected individually at such time as repayment of the loans is made possible.

(Amounts in thousands of Canadian dollars, unless otherwise stated)

16. Commitments

The following is a summary of contractual commitments of the Group including payments due for each of the next five years and thereafter.

	Total	2024	2025	2026	2027	2028	Thereafter
Operating lease commitments							
Surface concession rights	916	10	34	34	34	34	770
Property lease agreements	39	27	12	-	-	-	-
Total commitments	955	37	46	34	34	34	770

(a) RMGC has approximately 30 years remaining on concession agreements with the Local Councils of Roșia Montană and Abrud by which it is granted exploitation rights to property located on and around one of the Project's proposed open pits for an annual payment of approximately $34,000 (Romanian Leu equivalent).

(b) The Group has entered into agreements to lease premises for various periods. The annual rent of premises consists of minimum rent plus taxes, maintenance and, in certain instances, utilities.

17. Contingent Liabilities

The Company has a number of contingent liabilities, namely*:*

(i) litigation - the Company is involved in litigation matters and claims arising out of the ordinary course and conduct of its business. Although the amount of any liability that could arise with respect to any pending claims cannot be estimated or cannot be predicted with certainty, management does not consider the Company's exposure to litigation to be material to these Condensed Financial Statements.

(ii) in respect of 95,625 arbitration value rights ("**AVR**s"), entitling the holders thereof to a share of any proceeds arising from any settlement or arbitral award irrevocably made in the Company's and/or any of its affiliates favour in connection with the ICSID Arbitration claim, including:

a. 55,000 AVRs entitling the holders to a pro rata share of 7.5% of any such proceeds, subject to a maximum aggregate entitlement of $175 million among all holders of such AVRs; and

b. 40,625 AVRs entitling the holders to a pro rata share of 5.54% of any such proceeds, subject to a maximum aggregate entitlement of $129.3 million among all holders of such AVRs.

(iii) in respect of the key employee engagement plan ("**KEEP**"), an arbitration-focused retention and incentive program established by the Company in 2016. The KEEP's aim is to ensure the long-term participation and incentivization of the Group's personnel, including its executive management, employees, non-executive directors and other contributors in pursuing the ICSID Arbitration through to a successful recovery. The KEEP is a trust established by the Claimants, as settlors, pursuant to a trust agreement dated July 2016, as amended. Subject to its terms and conditions, the KEEP provides that in the event that any arbitral award is made in favor of, or a settlement is accepted by, Gabriel in connection with the ICSID Arbitration proceedings, the Claimants will make a cash payment, or procure the cash payment, to the KEEP trust. Such payment will be made following receipt of the proceeds awarded to the Claimants (inclusive of any non-monetary consideration) and subject to the payment of any taxes, payable or required to be withheld by the Claimants or by law, in an amount of cash equal to: (i) 7.5% of the first US$500 million of the proceeds; and (ii) 2.5% of any amount of proceeds in excess of US$500 million.

(Amounts in thousands of Canadian dollars, unless otherwise stated)

17. Contingent Liabilities (continued)

(iv) certain employees of the Group agreed to accept a 20% reduction in their base salary effective as of February 1, 2022. (“**Deferred Salary**”). The Company has a contingent liability to pay to each such employee an amount equal to 150% of the aggregate accumulated amount of their respective Deferred Salary within (i) 60 days of receipt of any monies received by the Company and/or any of its affiliates pursuant to any settlement or arbitral award irrevocably made in its favor in relation to the ICSID Arbitration claim that is sufficient to satisfy and discharge the aggregate accumulated Deferred Salary in full; or (ii) 90 days following a “change of control” of the Company. Similarly, with effect from April 1, 2022 the directors of the Company have agreed to defer 20% of their fees due on the same basis.

18. Loss per share

	3 months ended September 30		9 months ended September 30	
	2024	2023	**2024**	2023
Loss for the period attributable to owners of the parent	**2,656**	3,365	**7,698**	8,048
Weighted-average number of common shares (000's	**1,256,300**	1,027,298	**1,145,794**	1,011,665
Basic and diluted loss per share	**$0.00**	$0.00	**$0.01**	$0.01

As at September 30, 2024, the Company had 1,256,299,760 Common Shares in issue. While the Company is in a loss-making position, the effect of further potential share issuances under Share Options, and DSUs of 24,477,791 Common Shares at that date in aggregate would be anti-dilutive. Diluted loss per share is therefore deemed to be the same as basic loss per share.

19. Segmental information

Operating segments are reported in a manner consistent with internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of the operating segments and has been identified as the Company’s Chief Executive Officer. The Group has two segments: the first being the Romanian operating company, the principal activity of which was formerly the exploration, evaluation and development of precious metal mining projects in the country (designated as “Romania”). The rest of the entities within the Group form part of a secondary segment (designated as “Corporate”).

The segmental report is as follows:

	Romania		**Corporate**		**Total**	
For the three-month period ended September 30,	**2024**	2023	**2024**	2023	**2024**	2023
Reportable items in the Unaudited Condensed Consolidated Statements of Loss						
Interest received	**-**	-	**(14)**	(43)	**(14)**	(43)
Depreciation	**-**	2	**3**	1	**3**	3
Reportable segment loss	**1,197**	2,098	**1,454**	1,267	**2,656**	3,365
For the six-month period ended September 30,	**2024**	2023	**2024**	2023	**2024**	2023
Reportable items in the Unaudited Condensed Consolidated Statements of Loss						
Interest received	**-**	-	**(51)**	(74)	**(51)**	(74)
Depreciation	**3**	8	**6**	1	**9**	9
Reportable segment loss	**3,208**	3,362	**4,490**	4,686	**7,698**	8,048
As at September 30,	**2024**	2023	**2024**	2023	**2024**	2023
Reportable segment in the Unaudited Condensed Consolidated Statements of Financial Position						
Reportable segment current assets and assets classified as held for sa	**190**	286	**1,838**	4,830	**2,028**	5,116
Reportable segment non - current assets	**234**	222	**3**	517	**237**	739
Reportable segment liabilities	**(1,388)**	(1,126)	**(19,786)**	(6,574)	**(21,174)**	(7,700)

20. Financial instruments

The recorded amounts for cash, cash equivalents, short-term investments, accounts receivable, accounts payable, accrued liabilities and other liabilities approximate fair values based on the nature of those instruments. The Group's risk exposures and the impact on the Group's financial instruments are summarized below:

Credit risk

The Group's credit risk is primarily attributable to cash and cash equivalents that are held on short-term overnight deposit with the major Canadian banks and loan receivable.

The Group is exposed to the credit risk of domestic Romanian banks that hold and disburse cash on behalf of its Romanian subsidiary. The Group manages its Romanian bank credit risk by centralizing custody, control and management of its surplus cash resources generated outside of Romania at the corporate office and only transferring money to its Romanian subsidiary based on near term cash requirements, thereby mitigating exposure to domestic Romanian banks.

The Group holds limited cash balances in the United Kingdom with a major UK bank to fund corporate activities.

The credit loss associated with the loan receivable arises from the possibility that the counterparty may default on their obligation. Outstanding loan receivable is regularly monitored and an allowance for doubtful accounts is established based on expected credit losses.

Liquidity risk

As at September 30, 2024 the Group had no sources of operating cash flows and does not have sufficient cash to fund either the development of the Project or all the long-term activities required to see the ICSID Arbitration through to its conclusion, including the Annulment Proceedings. As such, the Company will require additional future funding as discussed in Note 1.

Market risk

(a) Interest rate risk

The Group maintains a short-term investment horizon, typically less than 3 months, for its cash and cash equivalents.

The Group is only marginally exposed to capital erosion should interest rates rise and cause fixed yield investments to devalue.

The Group's primary objective with respect to cash and cash equivalents is to mitigate credit risk. The Group has elected to forego yield in favour of capital preservation.

(b) Foreign currency risk

The Group's functional and presentation currency is the Canadian dollar and its activities expose it to fluctuations in foreign exchange rates. The Group has monetary assets and liabilities denominated in Romanian Leu, US dollars, UK pounds sterling and Euros and is, therefore, subject to exchange variations against both the functional and presentation currency.

The Group maintains cash and cash equivalents in various currencies and is therefore susceptible to market volatility as foreign cash balances are revalued to the functional currency of the entity and thereafter to the presentation currency of the Group. Therefore, the Group may report foreign exchange gains or losses during periods of economic and market volatility. The Group currently endeavours to keep the majority of its cash, cash equivalents, and short-term investments in United States dollars and Canadian dollars.

20. Financial instruments (continued)

Financial instruments

At September 30, 2024, the Group's financial instruments consist of cash and cash equivalents, other receivables and trade and other payables. The carrying amounts of these financial instruments approximate fair value due to their short-term maturities and are classified as level 1 of the fair value hierarchy.

As at September 30, 2024, the carrying amount of the Group's loan receivable approximates its fair value. The fair value was determined by discounting the expected future cash flow based on current rate for a loan with similar terms and maturities, and is categorized as Level 2 in the fair value hierarchy.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments which are measured at fair value by the stated valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

Sensitivity analysis

As of September 30, 2024, the carrying amount of the financial instruments equals fair market value. Based on Management's knowledge and experience of the financial markets, the Company believes, based on its balance of cash and cash equivalents as at September 30, 2024, the following movements are "reasonably possible" over a twelve-month period:

- Cash and cash equivalents. A plus or minus 1% change in earned interest rates would affect net interest income by approximately $0.1 million.
- The Group holds foreign currency balances, giving rise to exposure to foreign exchange risk. A plus or minus 1% change in exchange rates would affect net income by approximately $0.1 million.

21. Post Balance Sheet Events

On November 29, 2024, Gabriel announced it has entered into definitive agreements with certain shareholders in connection with Loans to provide an aggregate US$1.5 million of funding to the Company.

The Company required an immediate infusion of short-term working capital to sustain its participation in the Annulment Proceedings and to fund its immediate operations.

The Company believes that the Loans are fundamental to its ability to complete a further funding round through a proposed private placement of securities (the "**Proposed Financing**") in the near future, the terms of which are under consideration and, if implemented, will be subject to the approval of the Exchange and receipt of all necessary corporate and regulatory approvals. There can be no assurance that sufficient additional financing will be available to the Company at any time or, if available, that it can be obtained on terms and timing satisfactory to the needs of the Company.

The Loans will be unsecured but rank senior to any unsecured indebtedness of the Company, will bear interest at a rate of 12% per annum and will mature on the earlier of: (i) the first anniversary of the date of the Loans; (ii) the date which is five business days following the completion of the Proposed Financing; or (iii) upon the occurrence of an Event of Default (as such term is defined in the Loan agreements, including a failure to complete a US$3 million fundraising by March 31, 2025). It is anticipated that the Loans will be repaid from the proceeds of the Proposed Financing.