

METALLIS RESOURCES INC.

Management's Discussion and Analysis Three and six-month periods ended June 30, 2024 and 2023

This Management Discussion and Analysis ("MD&A") is dated August 28, 2024 and should be read in conjunction with Metallis Resources Inc.'s ("Metallis", "the Company", "we", "our") condensed interim consolidated financial statements for the three and six-month ended June 30, 2024 and the related notes thereto. Technical aspects of this MD&A have been reviewed and approved by Metallis Resources' V.P. of Exploration, Mr. David Dupre, P.Geo., designated as a Qualified Person under National Instrument 43-101. This MD&A was written to comply with the requirements of National Instrument 51-102 - Continuous Disclosure Obligations and includes material events and transactions up to the date of this report. The financial data included in this MD&A had been prepared in accordance with International Financial Reporting Standards ("IFRS") and related interpretations. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. The results presented for the period ended June 30, 2024 are not necessarily indicative of the results that may be expected for any future period.

The Company's common shares are listed on Tier 2 of the TSX Venture Exchange ("TSX-V") under the trading symbol "MTS", on the OTCQB Marketplace under the symbol "MTLFF" and on the Frankfurt Stock Exchange under the symbol "OCVM". The Company is a reporting issuer in British Columbia, Alberta and Ontario, Canada. Further information about the Company and its operations can be obtained from the Company's website at www.metallisresources.com, the Company's office located at Suite #604 - 850 West Hastings St., Vancouver, BC, V6C 1E1, or from Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedarplus.ca.

Cautionary Note Regarding Forward-Looking Information

This MD&A contains forward-looking statements about the Company's objectives, strategies, financial condition, results of operations, cash flows and businesses. These statements are "forward-looking" because they are based on current expectations, estimates, assumptions, risks and uncertainties. These forward-looking statements are typically identified by future or conditional verbs or variable nouns such as "outlook", "believe", "anticipate", "estimate", "project", "expand", "expect", "intend", "plan", and terms and expressions of similar import. Such forward-looking statements are subject to a number of risks and uncertainties which include, but are not limited to: impacts from pandemics, cyclical downturn, competitive pressures, dealing with business and political systems in a variety of jurisdictions, repatriation of property in other jurisdictions, payment of taxes in various jurisdictions, exposure to currency movements, inadequate or failed internal processes, people or systems or from external events, safety performance, expansion and acquisition strategy, legal and regulatory risk, extreme weather conditions and the impact of natural or other disasters, specialized skills and cost of labour increases, equipment and parts availability and reputational risk. Actual results could be materially different from expectations if known or unknown risks affect the business, or if estimates or assumptions turn out to be inaccurate. The Company does not guarantee that any forward-looking statement will materialize and, accordingly, the reader is cautioned not to place reliance on such forward-looking statements.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including assumptions regarding the Company's ability to raise additional

financing, execute business and operating strategies, and the Company's ability to develop its mineral properties. Discussions regarding the future exploration of the Company's properties presumes the assumption that any necessary financings are successfully completed on reasonable and acceptable terms, whether from equity or debt issuance, joint venture, or the sale of assets. The Company disclaims any intention and assumes no obligation to update any forward-looking statement, even if new information becomes available, as a result of future events or for any other reasons, except in accordance with applicable securities laws. Risks that could cause the Company's actual results to materially differ from its current expectations are also discussed in this MD&A.

Description of Business and Recent Highlights

Metallis is a mineral exploration company with its primary focus on gold, copper, nickel, and silver in north-western British Columbia where it holds a 100% interest in 30 contiguous claims comprising the Kirkham Property (the "Property"), covering an area of 10,610 hectares ("ha"). The Company has spent over \$15 million exploring the Property.

During the current period, the Company entered into an option agreement (the "Agreement") to acquire a 100% interest in the Greyhound Property (or "Greyhound"), an Idaho, USA mineral property. This opportunity was prompted by market conditions, as we have been seeing soft investor sentiment in the Golden Triangle region of BC. Greyhound has road access with services and supplies available in nearby towns. The Agreement has low upfront costs, allowing for efficient use of funds. A private placement financing was completed on April 17, 2024 in the amount of \$514,195 by the issuance of 7,910,691 common shares at a price of \$0.065 per common share. Proceeds are earmarked for the first phase of exploration at Greyhound and for general working capital.

Corporate Outlook

The Golden Triangle region in BC remains a significant mining area, highlighted by recent mergers and acquisitions including Newmont Corp.'s acquisition of GT Gold. The Company's exploration work at Kirkham over the past five years has identified multiple targets and mineral deposit types including shear vein gold, epithermal gold-silver, porphyry gold-copper and magmatic nickel-copper. Drilling by the Company in 2022 at the South Cliff area confirmed the extension of mineralization at depth. The Company intends to carry out a work program at Kirkham this summer, possibly including a drilling component. With precious metals prices at or near record highs, market sentiment is improving, albeit from a weak position, increasing the likelihood of closing appropriate financings.

Management is also excited about the Greyhound Property, which was first explored in the late 1800's and has seen at least two limited periods of production of gold and silver. Most of the time however, the property has been inactive, and it has been owned by the same family for nearly 70 years. No modern exploration drilling, surveys, sampling or assaying has been performed, and the property remains largely unexplored. Subsequent to the signing of the Agreement, Metallis staked 81 mineral claims surrounding Greyhound. Low upfront costs, ease of access and availability of local workers and services will make the initial exploration work very cost effective.

The Company collaborates proactively with its stakeholders and with respect to the Kirkham Property, Metallis maintains a good working relationship and has regular dialogues with representatives of the Tahltan Central Government, its First Nations stakeholder whose ancestral lands include Kirkham.

Exploration and evaluation expenditures:

Exploration and evaluation costs in the six-months ended June 30, 2024 were \$166,357, composed of \$129,041 of Greyhound acquisition costs, \$7,982 of Greyhound property work and \$29,334 of Kirkham property work, as follows:

	Six months ended June 30,			
	2024			2023
	<u>Kirkham</u>	<u>Greyhound</u>	<u>Total</u>	<u>Kirkham</u> (*revised)
Acquisition costs	\$ -	\$ 129,041	\$ 129,041	\$ -
Assays	-	-	-	2,275
Geological and geophysical	22,562	7,500	30,062	70,720
Licenses, claim fees and permits	6,772	482	7,254	9,998
	<u>\$ 29,334</u>	<u>\$ 137,023</u>	<u>\$ 166,357</u>	<u>\$ 82,993</u>

The Greyhound acquisition costs include the Greyhound Agreement option payment, the fair value of 1,000,000 warrants exercisable at \$0.34 per share for 3 years issued to the vendor following the Black-Scholes option model, and the costs of additional staking carried out subsequent to signing Greyhound Agreement, as follows:

<i>Greyhound acquisition costs:</i>	
<i>Incurred during the period ended</i>	
<i>March 31, 2024</i>	
Option payment (US\$20,000)	\$ 27,100
Staking fees	31,695
Helicopter	15,370
Fair value of 1mm warrants issued to vendor	54,876
	<u>\$ 129,041</u>

Refer to “Description of Mineral Properties” below.

The following table summarizes all of the exploration and evaluation expenditures incurred by the Company for the three-month period ended June 30, 2024:

	Three months ended June 30,			
	2024			2023 Kirkham
	<u>Kirkham</u>	<u>Greyhound</u>	<u>Total</u>	(*revised)
Geological and geophysical	\$ 7,500	\$ 7,500	\$ 15,000	\$ 31,588
Licenses, claim fees and permits	1,419	482	1,901	5,567
	<u>\$ 8,919</u>	<u>\$ 7,982</u>	<u>\$ 16,901</u>	<u>\$ 37,155</u>

*During the year ended December 31, 2023, the Company changed its accounting policy from capitalizing exploration and evaluation costs to expensing these costs in the period incurred. The cost of acquiring interests in mineral properties is expensed as incurred, until such time as

commercial feasibility has been established and the Company has decided to proceed with development. After that time, all subsequent development expenses and remaining acquisition payments are capitalized as Mines under development.

Description of mineral properties:

Greyhound Property:

On February 27, 2024, the Company entered into the Agreement with Greyhound Mining & Milling, Inc., (the “Optionor”), to acquire a 100% interest in the 124 hectare Greyhound Property located in the state of Idaho, USA. The Agreement specifies staged option payments totalling US\$670,000 and exploration costs of US\$10 million, both over a ten-year period. Regulatory approval for the acquisition was received on March 19, 2024.

The Agreement was structured to reward both parties as the project advances through the stages of exploration and development, as follows:

Date	Option payment (US)	Minimum exploration expenditures (US)
Effective date (February 27, 2024)	\$20,000 (paid)	-
1 st anniversary	\$35,000	-
2 nd anniversary	\$55,000	\$90,000
3 rd anniversary	\$75,000	\$200,000
4 th anniversary	\$85,000	\$400,000
5 th anniversary	\$100,000	\$900,000
6 th anniversary	\$60,000	\$1,610,000
7 th anniversary	\$70,000	\$1,700,000
8 th anniversary	\$80,000	\$1,700,000
9 th anniversary	\$90,000	\$1,700,000
10th anniversary	-	\$1,700,000
Total	\$670,000	\$10,000,000

The vendor also received a share purchase warrant for up to 1,000,000 common shares of the Company at a price of \$0.34 per share for a three-year period.

To exercise the property option, a further payment of US\$7.5 million must be paid to the vendor. If the option is exercised, there is no further requirement to conduct exploration in the event that less than US\$10 million has been incurred at the time of exercise.

The property is subject to a 2% Net Smelter Return (“NSR”) royalty of which ½ of the NSR may be purchased for US\$5 million.

The 124 hectare Greyhound Property encompasses two past-producing silver/gold mines (Greyhound and Bulldog) in central Idaho. The claims outlined in the Agreement comprise 12 patented mining claims and 3 patented mill site claims with 1 patent pending mining claim and 8 patent pending mill site claims. The Property is road accessible via paved and gravel road and is located 41 km from Stanley and 225 km from Boise, the state capital. Greyhound is underlain by the Idaho batholith and contains a 3.6 km long mineralized shear zone highlighted by two past producing mines as well as multiple historic surface workings. This shear zone, measuring up to 12 m across, contains multiple quartz-sulphide veins. Other parallel mineralized shears have been identified on Greyhound which require further evaluation.

Subsequent to the Agreement, Metallis staked 81 additional mining claims surrounding Greyhound for a total property size of 677 ha. This extended package of lode claims now covers all historic mineralization at the past producing Greyhound and Bulldog silver/gold mines, as well as encompassing prospective geology in underexplored terrain parallel and along strike northward of the mineralized Greyhound Shear. The new claims include a recently identified, important basin-like circular structure in the northwestern area of the Property, along with outcrops of intermediate to felsic intrusive rocks thought to be Laramide in age. A geological hypothesis is being explored that this circular feature is related to a mineralized porphyritic stock belonging to the Great Falls Tectonic Zone as seen in other major nearby deposits.

Recent exploration successes in the region have demonstrated that silver dominated vein deposits can be spatially related to large copper porphyry systems. With this in mind, the team has identified a number of elevated historic copper grades from the northwesterly end of the property. This geological concept would not have been understood when the majority of the historical work took place and is something the Metallis technical team began to investigate with further data compilation and a Phase I field exploration program that began subsequent to June 30, 2024.

The team has also taken note of elevated antimony grades identified in historic assays from the Greyhound area. Multiple historic samples taken from the Greyhound Mine have returned 1 - 4% antimony and suggest there may be potential for this unique strategic metal as countries seek to expand their sources of critical minerals and develop local supply chains. Just 36 km northwest, along strike from the Greyhound property, resides Perpetua Resources' Stibnite Mine, with mineral reserves of 5 million ounces of gold and significant antimony. Perpetua has recently been the recipient of multiple US government grants and loan guarantees to develop and secure the antimony resource from their project. Antimony ingots have been quoted at between US\$10 to US\$14 per kg for the past 12 months, a rise of about 100% since 2020. China, Russia and Tajikistan produce about 90% of the global supply of antimony.

Greyhound History

Initial exploration in the late 1800's led to multiple claims being staked along the Greyhound shear as prospectors and miners discovered the high-grade silver mineralization at surface on Greyhound Ridge. Five adits were driven into the mountain from 1896 to 1910 as local miners commenced small scale mining at the Greyhound and the Bulldog with multiple other pits and shafts being sunk across the Republican, the Buckhorn and the Idaho prospects. These prospects, along with the Greyhound and the Bulldog, provided high grade silver/gold/lead mineralization to a smelter built on site, until mining ceased with the decline of metal prices in 1910.

For over 100 years, the property has been privately owned with patented mining claims dating back to 1921. It has seen little activity except for a period of minor production on a trial basis in 1979 when the Lower Rufus Adit, part of the Greyhound Mine, was driven 309 m along the mineralized

shear zone. It was further extended to 458 m in 1991. Several minor underground and surface sampling programs have been completed, although the Property has never been explored by any modern techniques. Continued examination of historic geological reports has determined that the mineralized shoots encountered in the Lower Rufus Adit are controlled by dilatational zones in the left lateral Greyhound shear. These zones occur as flexures or intersections of the shear with northeast striking cross faults that likely predate the mineralization. This provides the framework for the vertically oriented mineralized shoots encountered to date. Mineralized shoot #1350 (36.9m of 1.85 g/t Au and 785 g/t Ag), has been described as correlating 170 m to surface where high-grade mineralization is identified, and has never been drill tested. Good quality concentrates are reported to have been produced from the Greyhound mine.

Exploration plans

The 2024 Greyhound field program began on July 14, 2024. A key objective was to test the vertical continuity at the historic showings as they are expected to offer immediate drill targets. These targets include the Lower Rufus, Upper Rufus, Birdie, General Grant, Bulldog, and the Buckhorn. Sampling of rock and soil will also take place to validate historic results and outline possible new mineralization. Commodities of interest include silver, gold, lead, zinc and antimony.

Kirkham Property:

The Kirkham Property comprises 30 mineral claims, 100% owned by the Company and centered at 56°29' N latitude and 130°40' W longitude in the north-central part of B.C.'s "Golden Triangle" situated in the Skeena Mining Division, British Columbia, a significant North American exploration region that hosts numerous mineral deposits, operating mines, and former mines. Twenty of the thirty mineral claims are subject to third-party NSR royalties of 2%. The Company is entitled to purchase each 1% increment of the NSR royalty for \$500,000. The Company's long-term goal is to identify a sufficient economic resource to attract suitors to buy the project or the Company.

Limited work was done on Kirkham in 2023 as the Company reined in spending in the face of lower investor sentiment, with the geological team focussing on a comprehensive re-evaluation of property wide datasets including a reassessment of past exploration activities and mapping (including BCGS maps). Looking forward, key Kirkham targets include:

1. Cliff Porphyry System with upside in copper-gold grades and size potential;
2. Miles Porphyry System and its shallow high-grade gold and deeper copper-gold potential;
3. Cole Porphyry System and its shallow high-grade gold and deeper copper-gold potential;
4. Mount Dunn and Rhyolite Ridge stratigraphy and potential of VMS mineralization;
5. King East Target with Porphyry, Vein stockwork gold and/or VMS potential;
6. Terwilligan Target with potential for Eskay-Creek style mineralization; and
7. Thunder North Target and its nickel-copper potential.

This season, the Company is planning to carry out a limited program of geological mapping, rock sampling and fossil collecting for the current season. The primary objectives of this work are to delineate possible belts of Eskay Creek Stratigraphy and the extent of the secondary overprinted gold – rich siliceous zones to the east of the Adam fault.

The Property is near several mines and advanced exploration projects, including Garibaldi Resources' nickel-copper discovery, which is to the north, Eskay Mining Corp.'s volcanogenic massive sulphide ("VMS") discovery to the east, Skeena Resources' past-producing Eskay Creek Mine, which is 15 km to the northeast, the Snip mine (1991-1999) located 28 km to the northwest,

and Newcrest Mining's Brucejack gold mine which is 30 km to the southeast. As well, Seabridge's KSM and Iron Cap deposits lie 25 km to the east.

The Company has drilled a total of 21,768 meters ("m") on the Property, including 1,961m in 2022 and 4,785m in 2021. Difficult financial markets in 2023 led management to defer a drilling program.

The following table provides a summary of cumulative exploration and evaluation expenditures incurred at Kirkham:

Kirkham Property:	Balance, December 31, 2022	Additions	Balance, December 31, 2023	Additions	Balance, June 30, 2024
Accommodations and camp	\$ 2,163,189	\$ -	\$ 2,163,189	\$ -	\$ 2,163,189
Acquisition costs	495,801	-	495,801	-	495,801
Assays and lab analysis	540,704	2,275	542,979	-	542,979
Community relations	202,372	-	202,372	-	202,372
Drilling	4,938,516	-	4,938,516	-	4,938,516
Field expenses and core shack	110,397	-	110,397	-	110,397
Geological and geophysical	2,786,711	105,854	2,892,565	22,562	2,915,127
Helicopters and aircraft support	4,144,671	-	4,144,671	-	4,144,671
Licenses, claim fees and permits	217,087	44,041	261,128	6,772	267,900
Recovery of expenses	(1,334,654)	(29,052)	(1,363,706)	-	(1,363,706)
Write-downs	(83,867)	-	(83,867)	-	(83,867)
	<u>\$ 14,180,927</u>	<u>\$ 123,118</u>	<u>\$ 14,304,045</u>	<u>\$ 29,334</u>	<u>\$ 14,333,379</u>

Summary of Recent Exploration

In late 2022, two fossiliferous limestone samples were collected to determine the stratigraphic setting of the geology surrounding the Hawilson Porphyry at the Kirkham Property. The Geological Survey of Canada confirmed a Toarcian age fossil and, as such, established the likelihood of unique Eskay Creek aged rocks occurring on the Kirkham Property. The geological team has since conducted a comprehensive re-evaluation of historic datasets including past operators work as well as BC Geological Survey mapping to define a number of high-quality targets that warrant further in-field assessment. Results from Eskay Mining's diligent work being carried out to the east of our property border has demonstrated significant potential for similar Eskay style mineralization and the team now recognizes that some of the favorable horizons trace along strike to the Kirkham Property. Very minor reconnaissance exploration has been carried out over these targets in the past.

Terwilligan Target:

The highest priority exploration area for potential Eskay Creek stratigraphy on the Property occurs on the northwestern corner of the Terwilligan Creek headwaters at a location that had been previously mapped by the BCGS. Age dating confirmed a number of Toarcian and Upper Pleisbakian aged fossils on, and just off of the property, further confirming the location as being prospective. Interpretation of this area using ZTEM data, along with structural measurements, confirm major synclines that could reveal potential Eskay Creek host rock at this location. Also at this prospect, minor historic work has been completed and rock samples taken in 1990 revealed elevated gold and gold pathfinder elements with assays up to 1 g/t Au. This, when combined with

the geological mapping, provides a compelling reason to do further work in the area. Historic assays cannot be verified by Metallis, although there is no reason to believe they are inaccurate.

Willow:

A band of the Willow Creek Formation has been traced westward from the South Unuk – Harrymel Creek fault onto the Kirkham Property. This is significant because it proves that the Eskay Creek Horizon has not been eroded here. Much of the favourable stratigraphy has been covered by glaciers but rapid retreat has exposed gossans. Spectrographic potassium anomalies are also identified in this area.

Mount Dunn:

To the west of the Hawilson Monzonite, on a broad bowl-shaped plateau that has seen little historic work, Metallis crews identified fossil specimens that were analysed as Toarcian in age (174-182 Ma). This provides a third area of prospective ground for Eskay style mineralization as Metallis field geologists have also identified rhyolites in the area, a key stratigraphic marker at the Eskay Creek Deposit. This assessment work enabled the Company to define a number of high-quality targets that warrant further in-field assessment.

The 2022 program included the following:

1. *Core Relogging:* Two drill holes were relogged and five holes reviewed from the South Cliff target area to bring further conformity to the project's drilling database, evaluate the current geologic model, and to reassess the use of applying a geochemical signature towards locating concentrations of mineralization vectors and improving the geologic model.
2. *Diamond Drilling:* The objective in 2022 was to discover high grade mineralization below and along strike from the excellent intersections in the south Cliff area. The drill program ran for 10 days in 2022.

The targeted program was designed to test for high-grade extensions of copper and gold mineralization beneath well mineralized drill intersections (e.g., drill holes KH17-08 cut 145.8m grading 0.34 g/t Au and 0.22% Cu (0.71 g/t AuEq*) and KH18-16 cut 141.3m grading 0.40 g/t Au and 0.23% Cu (0.75 g/t AuEq)*. The Company undercut these previous holes as, typically, alkaline porphyry copper/gold systems in the Golden Triangle exhibit a small surface footprint and display increasing grade downward that can continue for more than 1,000m.

Accordingly, the 2022 drill program comprised four holes totaling 1,961m that were drilled from a single drill pad, with two angle holes (-45° and -67°) at an azimuth of 265° and two at an azimuth of 315°. The four drill holes successfully confirmed the extension of the mineralizing system to at least 500m below surface, with each hole intersecting copper and gold mineralization below where the highest grades were previously encountered along the Cliff-Miles target areas. Each drillhole also encountered massive pyrite/pyrrhotite veining and pervasive silicification that can be attributed to a later-stage overprinting gold event.

All four holes of the 2022 exploration program successfully intersected mineralization 300m below the best copper and gold grades encountered by the Company's previous drilling. The 2022 program indicates that the Cliff-Miles Block of porphyry-style Copper-Gold mineralization has a 400m strike length, is 100 – 200m thick and extends to at least 500m depth.

The mineralized Hawilson Porphyry Complex (“HPC), with its commonly overprinting late gold event, continues northward for 2.7 km from the South Cliff area drilled in 2022, across a series of fault blocks which are in close association with the North-South trending and variably easterly-dipping Adam Fault. While the HPC is mineralized throughout the trend, Metallis has identified several target areas along the trend that are characterized by intense silicification/stockwork, and/or anomalous ferric iron oxide spectral signatures.

3. *Soil geochemistry*: The Company undertook first-pass soil sampling and prospecting of several ZTEM features resembling the Cliff-Miles Half-Graben, as well as select additional targets on the property.
4. *Differential GPS Survey*: A Differential GPS survey of most of the drill collars was carried out. This accurate geospatial system is required for any resource calculations and resolved some of the geological correlation discrepancies.

Community relations

Community goodwill is earned through local stakeholder engagement and demonstrating sustainable business practices, actions which benefits all parties. The mining sector in particular requires thorough engagement of key stakeholders in order to earn its social licenses. Community relations are guided by the Company’s environmental, social and governance (“ESG”) policies. ESG in general has become a key corporate priority over the past 20 years and especially in the past 5 years as climate change and carbon issues have raised significant public concerns.

With regard to the Kirkham Property, the Company has had a Communications Agreement (the “Agreement”) in place with the Tahltan Central Government (“TCG”) since 2018 which is renewed annually. The TCG is the administrative body of the Tahltan Nation, located in northwest British Columbia, whose traditional territory encompasses the Property. The TCG protects Tahltan Aboriginal rights and title, the ecosystems, and natural resources of the Tahltan traditional territory by managing sustainable economic development and supporting the cultural wellness of the Tahltan community. The agreement establishes a solid framework and collaborative working arrangement between the parties, based on open dialogue, transparent communications, and cooperation with regards to the company’s exploration activities on the Property. The Agreement also encourages support for Tahltan cultural, economic, and educational initiatives. We have continued to hire Tahltans as part of our exploration crews each season.

The Company also maintains an Opportunity Sharing Agreement (“OSA”) with the TCG, to provide further commercial opportunities for Tahltans and their businesses, deepening the Company’s supply lines for exploration services, materials, and transportation. The Company also supports certain Tahltan community events, youth causes, exploration symposiums and job fairs in local communities situated near the Company’s mineral properties.

Information sharing is enhanced by annual exploration reports that are sent to the TCG. As part of the terms of the OSA, representatives of the TCG visited the Property on August 18, 2022. No visits occurred in 2023 or 2024 to date. For more information about the TCG, visit www.tahltan.org.

Reclamation

The Company upholds high standards with respect to its environmental interactions. It remediates and reclaims its work sites including the drilling and helicopter landing pads once the exploration

results have been thoroughly reviewed. The Company has historically used 33 different sites on the Property of which 30 have been reclaimed, with 3 being retained for future use.

The Company's 5-year exploration permit was renewed on August 5, 2022. The terms and conditions of the permit are very similar to those of the previous permit.

QAQC and Analytical Procedures

Metallis has implemented a rigorous quality assurance / quality control (QA/QC) program to ensure best practices in sampling and analysis of diamond drill core and surface rocks and soils. The 2022 drilling samples comprising 1-3m intervals of HQ and NQ drill core were delivered to ALS Global prep facilities in Terrace and North Vancouver, BC, where the samples were crushed to 70% pass 2mm fraction, and then a 250g split was pulverized to better than 85% passed a 75-micron screen. The geochemical analyses were performed by ALS Global in Vancouver using multi-element 4-Acid digest ICP-MS package (ME-MS61). Gold was analyzed by fire assay technique Au-ICP21. Gold grades ≥ 10 g/t were analyzed by fire assay and gravimetric finish. In addition to the internal QAQC program by ALS, Metallis inserted 10% lab certified standards, field blanks and duplicates into the overall sampling stream. ALS is a global testing, inspection and certification business and is an ISO/IEC 17025:2005 accredited laboratory independent of the Company.

New accounting standards

The following amendment is in effect for annual reporting periods beginning on or after January 1, 2024:

Presentation of financial statements:

An amendment to IAS 1 Presentation of Financial Statements was issued in January 2020 and applies to annual reporting periods beginning on or after January 1, 2024. The amendment clarifies the criterion for classifying a liability as non-current relating to the right to defer settlement of a liability for at least twelve months after the reporting period.

This amendment did not have a material impact on the Company's condensed interim consolidated financial statements.

Quarterly Information

	Three Months Ended June 30, 2024	Three Months Ended March 31, 2024	Three Months Ended December 31, 2023	Three Months Ended September 30, 2023 <i>(*Revised)</i>
Total assets*	\$ 283,328	\$ 125,596	\$ 109,570	\$ 177,921
Total liabilities	(248,633)	(345,322)	(195,503)	(110,983)
Shareholders' equity (deficiency)*	34,695	(219,726)	(85,933)	66,938
<i>Select operating expenses:</i>				
Communications	8,346	679	1,978	(9,526)
Consulting fees	96,250	71,250	71,250	79,250
Exploration and evaluation expenses*	16,901	149,456	19,570	20,556
Professional fees	13,965	6,769	34,601	5,480
Regulatory and transfer agent	27,698	19,393	5,577	4,261
Share-based compensation	244,831	-	-	931
Net income (loss)*	(424,460)	(268,814)	(152,871)	(125,195)
Earnings (loss) per share- basic	(0.01)	(0.00)	(0.00)	(0.00)

	Three Months Ended June 30, 2023 <i>(*Revised)</i>	Three Months Ended March 31, 2023 <i>(*Revised)</i>	Three Months Ended December 31, 2022 <i>(*Revised)</i>	Three Months Ended September 30, 2022 <i>(*Revised)</i>
Total assets*	\$ 308,298	\$ 518,934	\$ 825,034	\$ 1,423,330
Total liabilities	(117,096)	(127,486)	(258,825)	(540,110)
Shareholders' equity*	191,202	391,448	566,209	883,220
<i>Select operating expenses:</i>				
Communications	11,088	1,555	6,603	3,365
Consulting fees	89,250	83,250	77,250	89,250
Exploration and evaluation expenses*	37,155	45,838	178,414	1,102,958
Professional fees	10,898	3,800	45,714	4,171
Regulatory and transfer agent	26,203	8,774	1,755	5,659
Share-based compensation	2,638	5,120	9,775	249,654
Net income (loss)*	(202,885)	(179,881)	(326,786)	(1,337,690)
Earnings (loss) per share- basic*	(0.00)	(0.00)	(0.01)	(0.02)

** Revised - Change in Accounting Policy*

During the year ended December 31, 2023, the Company changed its accounting policy from capitalizing exploration and evaluation costs to expensing these costs in the period incurred and accordingly, the comparative figures have been revised. The cost of acquiring interests in mineral properties is expensed as incurred, until such time as commercial feasibility has been established and the Company has decided to proceed with development. After that time, all subsequent development expenses and remaining acquisition payments are capitalized as Mines under development.

The Company believes this policy change provides more relevant information to the users of the financial statements, particularly as such exploration expenses are now considered operating expenses, offering the reader a profit and loss statement that encompasses all of the Company's operations. Also, estimating the fair value of previously capitalized mineral property interests in the absence of a ready market with low liquidity requires judgements and estimates that introduce additional error bias, making such valuations very difficult. Without a fair value, determining an impairment to be recognized at each period end would be subjective, unconfirmable and less meaningful for the users and readers of these financial statements.

The policy change was applied on a retrospective basis with the comparative figures for the three and six-months ended June 30, 2023 adjusted as follows:

<i>Three months ended June 30, 2023:</i>	Previously Reported	Adjustment	Revised Balance
Net loss			
Exploration and evaluation expenditures	\$ -	\$ 37,155	\$ 37,155
Net and comprehensive loss for the period	165,730	37,155	202,885
<i>Six months ended June 30, 2023:</i>			
Net loss			
Exploration and evaluation expenditures	\$ -	\$ 82,993	\$ 82,993
Net and comprehensive loss for the period	299,773	82,993	382,766
Statements of cash flows			
Cash used in operating activities	\$ (204,986)	\$ (218,511)	\$ (423,497)
Cash provided by (used in) investing activities	(200,000)	218,511	18,511

Results of Operations:

Three months ended June 30, 2024 compared to three months ended June 30, 2023:

The Company had a net loss of \$424,460 (Q2 2023 - \$202,885) during the current period. Operating costs were \$424,608 (Q2 2023 - \$205,116) and other income totalled \$148 (Q2 2023 - \$2,231). The components of other income are detailed on the statements of loss and comprehensive loss, and for the periods presented, the components are finance income and finance expenses which arose from interest earnings, a lease agreement and a sublease agreement.

Operating costs are mainly comprised of consulting fees of \$96,250 (Q2 2023 - \$89,250), share-based compensation of \$244,831 (Q2 2023 - \$2,638), exploration and evaluation expenses of \$16,901 (Q2 2023 - \$37,155) and regulatory and transfer agent fees of \$27,698 (Q2 2023 - \$26,203) which together comprise \$385,680 (Q2 2023 - \$155,246) or 91% (Q2 2023 - 76%) of all operating expenses. The remaining operating costs include depreciation, communications, investor relations, office and general, rent, and travel, which all totalled \$38,780 (Q2 2023 - \$49,870). Of note is investor relations which is \$Nil for the current period and was \$6,000 in the comparative period, as the investor relations agreement with Nicosia Capital Corp. was terminated on May 31, 2023 as prior MD&A's have discussed. The remaining other operating expenses were 12% higher in the current year, a result of both inflation and typical period-to-period expense variability.

Consulting fees include related party fees of \$57,000 (Q2 2023 - \$57,000) and other consulting fees of \$39,250 (Q2 2023 - \$32,250). While related party fees remained the same, other consultants managed communications, office administration and bookkeeping.

Share-based compensation of \$244,831 in the current period arose from the granting of 1,750,000 stock options in May 2024, exercisable at \$0.15 per share for five years, using the Black-Scholes option model. Refer to "Stock Options" later in this MD&A. The comparative period only had \$2,638 of share-based compensation for that period's vesting of investor relations options granted on August 31, 2022 and which vested over a one-year period.

Exploration and evaluation expenses during the period were \$16,901 (Q2 2023 - \$37,155). For further information, refer to "Exploration and evaluation expenditures" earlier in this MD&A.

Regulatory and transfer agent fees rose 6% during the period compared to 2023. Both periods include the OTC exchange annual filing fee which was US\$15,600 (Q2 2023 – US\$15,000), an increase of 4% during the year.

Management continues to expect quarterly operating costs of \$150,000, not including exploration costs other than the fees to the VP Exploration. Total actual operating costs incurred in 2024 have averaged \$145,375 per quarter.

During the current quarter, the key cash flows were \$268,100 spent on operations and \$434,050 of private placement subscriptions received, for a net inflow of \$165,950. Along with finance income and finance expenses, cash increased \$164,593 during the quarter.

The Company currently operates in the geographic segments of Canada and the United States. The segmented operating loss for the periods ended June 30, 2024 and 2023 is as follows:

	Canada		USA		Total	
	Three months ended June 30, 2024	June 30, 2023	Three months ended June 30, 2024	June 30, 2023	Three months ended June 30, 2024	June 30, 2023
Exploration and evaluation expenses	\$ 8,919	\$ 37,155	\$ 7,982	\$ -	\$ 16,901	\$ 37,155
Depreciation	4,649	4,841	-	-	4,649	4,841
Share-based compensation	244,831	2,638	-	-	244,831	2,638
Other operating costs	158,227	160,482	-	-	158,227	160,482
Loss from operations	\$ 416,626	\$ 205,116	\$ 7,982	\$ -	\$ 424,608	\$ 205,116

Three months ended June 30, 2024 compared to three months ended March 31, 2024:

The Company had a net loss during the quarter of \$424,460 (Q1 2024 - \$268,814), composed of operating costs of \$424,608 (Q1 2024 - \$267,330) and other income(expense) totalling \$148 (Q1 2024 - \$(1,484)). The other income is comprised of interest income, finance income from premises sublease, loan interest and amortization of lease discount.

Operating costs increased \$157,278 during the quarter but this was primarily due to stock-based compensation which was \$244,831 compared to \$Nil in the prior quarter, exploration and evaluation costs which were \$132,555 lower in the current quarter, and third-party consulting fees which rose \$25,000; these three items account for \$137,276 or 87% of the net increase in operating costs.

The decline in exploration and evaluation expenses is because the costs of the acquisition were recognized in Q1 2024, and only a limited amount of exploration related work was done in Q2. The Greyhound acquisition in Q1 2024 was \$129,041 which was the only expense for Greyhound during that period, with exploration expenses of \$7,982 incurred in Q2 2024. On the Kirkham property, \$20,415 was incurred in Q1 2024 and \$8,919 in Q2 2024.

Operating costs, not including share-based compensation or exploration and evaluation expenses, were \$162,876 (Q1 2024 - \$117,874) during the period, an increase of 38%. This includes consulting fees of \$96,250 (Q1 2024 - \$71,250), regulatory and transfer agent fees of \$27,698 (Q1 2024 - \$19,393) and professional fees of \$13,965 (Q1 2024 - \$6,769) which together comprise \$137,913 (Q1 2024 - \$97,412) or 85% (Q4 2023 - 83%) of the net increase in these operating costs. The biggest increase was \$25,000 for consulting fees and this amount reflects relates to a Q2 2024 services engagement in Europe, to provide investors certain publicly available information they wouldn't otherwise know about and to introduce the Company to capital market participants in effect to build on the corporate brand, something we have not done since 2021. Smaller increases in costs were incurred under regulatory and transfer agent fees, for which Q2 2024 included costs of registering a prior flow-through financing in Quebec, and under professional fees, for which the current period includes the legal costs of the Company's wholly-owned US subsidiary incorporated in February 2024.

Six months ended June 30, 2024 compared to six months ended June 30, 2023:

The Company had a net loss of \$693,274 (2023 - \$382,766) for the six-month period, comprised of operating costs and other income and expenses. Operating costs rose from \$389,126 to \$691,938 in 2024 and other income (expenses) totalled \$(1,336) (2023 - \$6,360).

Key operating costs include exploration and evaluation expenses of \$166,357 (2023 - \$82,993), share-based compensation of \$244,831 (2023 - \$7,758), consulting fees of \$167,500 (2023 - \$172,500) and regulatory and transfer agent fees of \$47,091 (2023 - \$34,977) which together account for 90% (2023 - 77%) of all operating expenses. The remaining operating expenses total \$66,159 (2023 - \$90,898), a decrease of \$24,739. These other expenses include communications, depreciation, investor relations fees, office and general, professional fees, rent and travel. The decrease is mainly from \$15,000 of investor relations fees in 2023 compared to none in the current period, and office expenses that were \$9,641 higher in 2023 due to higher dues and fees, insurance premiums and software renewals in 2023. The investor relations fees were paid to Nicosia until the suspension of the investor relations agreement on May 31, 2023.

Exploration and evaluation expenses are detailed and discussed under “Exploration and evaluation expenditures” on page 3 of this MD&A.

Share-based compensation is discussed above in the section “*Three months ended June 30, 2024 compared to three months ended June 30, 2023:*” In addition, share-based compensation for the period ended June 30, 2023 of \$7,758 is the vesting during that period of 150,000 investor relations options that were granted August 31, 2022 and vested over a one-year period. No stock options were granted during the six-month period ended June 30, 2023.

Consulting fees, comprised of related and unrelated parties, were consistent over the periods, declining in 2024 by only \$5,000. Related party fees were \$114,000 in each period. Other consulting fees were \$53,500 (2023 - \$58,500) and comprises the fees for ongoing corporate administration, communications and corporate development activities.

Cash flows are detailed on the Condensed Interim Consolidated Statements of Cash Flows. With the 2023 change in accounting policy from capitalizing exploration and evaluation expenses to expensing them to profit and loss, such expenses are now part of operating activities. The operating cash outflow was \$417,356 compared to \$423,497 in 2023. Going forward however, operating cash outflows are not expected to be consistent from period to period because of the seasonality and variability of exploration and evaluation work.

The Company raised \$514,195 (2023 - \$Nil) through a private placement in the current period and as a result, net cash and cash equivalents increased \$191,056 (2023 – decline of \$425,236) during the period.

Liquidity and capital management

The Company endeavors to maintain appropriate levels of capital and liquidity. Sufficient liquidity is required to meet liabilities and obligations as they become due. The Company has no commercial operations or source of revenue, and no externally imposed capital requirements other than those specified under continuous listing requirements. The Company's capital is therefore its issued share capital. The capital required for operations and property exploration is expected to continue to come from the issuance of common shares or units for the foreseeable future.

The Company's objectives of capital and liquidity management are to fund critical exploration work, meet on-going liabilities, maintain creditworthiness, minimize shareholder dilution and to ultimately maximize returns for shareholders over the long term. The Company continually assesses its operational, exploration and financial risks and their potential impacts on liquidity and capital management. Deferrals of payments to management are another tool used to alleviate illiquid situations. These approaches have allowed the Company to maintain sufficient capital balances over recent years to mitigate unexpected cash flow shortfalls. Currently, at the date of this report, the Company has a working capital deficiency of \$109,000 and will need to raise further capital in 2024 to complete additional exploration programs and to provide sufficient working through 2024 and into 2025.

Working capital at the date of this MD&A:

	(\$000's)
Cash and cash equivalents	\$ 130
Receivables	4
Prepaid expenses and retainers	6
Due from related party	6
Accounts payable and accrued liabilities	(24)
Due to related parties	(86)
Loan payable	(105)
Short term lease liability	(40)
	<hr/>
Total net working capital deficiency	\$ (109)

Outstanding share information

There are 68,455,003 common shares outstanding as of the date of this report, an increase of 7,910,691 shares since December 31, 2023 due to the completion of a private placement in April 2024. There are currently 6,000,000 stock options and 4,852,217 warrants outstanding for a total of 79,307,220 fully diluted shares outstanding.

On April 17, 2024, the Company completed a non-brokered private placement financing of \$514,195 consisting of 7,910,691 common shares at a price of \$0.065 per share. Insiders subscribed for a total of \$56,550, or 870,000 common shares. Proceeds from the financing has been used for initial exploration at Greyhound and for working capital purposes. No finders' fees or finders' warrants were paid or issued.

Stock options

During the period ended June 30, 2024, the Company granted 1,050,000 stock options to directors and officers and 700,000 stock options to consultants. The options are all exercisable at \$0.15 per share for a period of five years and vested upon grant. No stock options were granted for investor relations purposes. Share-based compensation of \$244,831 was calculated using the Black-Scholes options model. The following parameters were used in the determination of share-based compensation:

	2024
	<hr/>
Risk-free interest rate	3.69%
Expected life	5 years
Annualized volatility	302%
Forfeiture rate	0%
Dividends	0%
Weighted average fair value of options	\$0.14

During the year ended December 31, 2023, no stock options were granted. However, during the year ended December 31, 2023, the Company recorded share-based compensation of \$8,689 in respect of the final vesting of 150,000 stock options granted to the Company's IR consultant in 2022 which vested over a one-year period, ending on August 31, 2023. The options were

exercisable at \$0.20 per share for a five-year period, but were terminated subsequent to the May 31, 2023 termination of the investor relations agreement with Nicosia.

Recent changes in stock options are as follows:

	Number of stock options outstanding	Weighted average exercise price
Balance- December 31, 2022	5,545,000	\$ 0.50
Options expired	(1,045,000)	1.24
Options terminated	(250,000)	0.28
Balance- December 31, 2023	4,250,000	\$ 0.33
Options granted	1,750,000	0.15
Balance- June 30, 2024 and the date of this MD&A	6,000,000	\$ 0.28

The outstanding stock options at the date of this MD&A are as follows:

Expiry Date	Number of Options	Vested and exercisable	Exercise Price
October 6, 2025	350,000	350,000	\$ 0.40
April 12, 2026	450,000	450,000	0.50
September 27, 2026	1,800,000	1,800,000	0.39
August 31, 2027	1,650,000	1,650,000	0.20
May 14, 2029	1,750,000	1,750,000	0.15
Total outstanding options	6,000,000	6,000,000	

Warrants

As at the date of this report, there are 4,852,217 share purchase warrants outstanding as follows:

	Number of Warrants outstanding	Weighted average exercise price
Balance at December 31, 2022	15,640,371	\$ 0.57
Warrants expired	(11,788,154)	0.65
Balance at December 31, 2023	3,852,217	0.32
Warrants issued	1,000,000	0.34
Balance at June 30, 2024 and the date of this MD&A	4,852,217	\$ 0.33

Pursuant to the Greyhound Agreement, the Company issued 1,000,000 warrants to the vendor of the Greyhound Property, exercisable at \$0.34 per share for a three-year period. The warrants were valued at \$54,876 under the Black-Scholes option model.

Outstanding warrants at the date of this MD&A:

Expiry Date	Number of Warrants	Exercise Price (\$)
June 10, 2025	663,750	0.30
June 10, 2025	2,640,750	0.33
June 23, 2025	462,500	0.30
June 23, 2025	85,217	0.33
February 26, 2027	1,000,000	0.34
Total	4,852,217	

Directors, Officers, and Related Parties

The directors of the Company are Fiore Aliperti, Jon Lever, Michael Sikich and Dr. David Webb. The officers are Mr. Aliperti (CEO), Mr. Lever (CFO) and Mr. Dave Dupre (Vice-President of Exploration).

During the period ended June 30, 2024, there were no changes to management or the Board of Directors. The following related parties include directors and key management personnel, being officers and directors of the Company including those entities in which such individuals may hold positions that result in them having control or significant influence over the financial or operation policies of these entities:

- a) Avanti Consulting Inc., a company controlled by the current Chief Executive Officer and director, provides consulting services to the Company;
- b) Lever Capital Corp., a company controlled by the Chief Financial Officer and director, provides consulting services to the Company;
- c) D. G. Dupre and Associates Inc., a company controlled by the Vice-President of exploration, provides geological consulting services to the Company, the amounts of which are expensed as geological costs under exploration and evaluation costs; and
- d) Etruscus Resources Corp. (“ETR”) is a public company related through two common directors and a common officer. ETR subleases ½ of the office space from the Company under a three-year sublease that commenced July 1, 2022. ETR shares certain administrative expenses with the Company and has in the past shared an exploration camp in northwest BC with the Company. Accordingly, day-to-day operations occasionally have receivables from or to ETR.

The aggregate value of fee-based transactions and outstanding balances relating to the above noted related parties are as follows:

		Transactions for the period ended June 30, 2024	Transactions for the year ended December 31, 2023	Balance payable as at June 30, 2024	Balance payable as at December 31, 2023
Avanti Consulting Inc.	(a)	\$ 72,000	\$ 144,000	\$ 34,650	\$ 40,950
Lever Capital Corp.	(b)	42,000	84,000	18,925	22,050
D.G. Dupre and Associates Inc.	(c)	30,000	53,750	19,687	26,250
Total		\$ 144,000	\$ 281,750	\$ 73,262	\$ 89,250

There was \$146,899 of share-based compensation to directors or officers recognized during the period ended June 30, 2024, compared to \$Nil during the year ended December 31, 2023. This amount is part of total share-based compensation of \$244,831 for the period ended June 30, 2024.

During the period ended June 30, 2024, the Company entered into transactions with ETR as follows:

	Due from ETR, December 31, 2023	Additions	Amounts received	Due from ETR, June 30, 2024
Rent	\$ 3,182	\$ 18,879	\$ (22,061)	\$ -
Office expenses, net	746	3,268	(746)	3,268
Exploration costs	-	(66)	66	-
Total	\$ 3,928	\$ 22,081	\$ (22,741)	\$ 3,268

Advisory Board

The Company's Technical Advisory Board includes Dr. Michelle Campbell (appointed April 2021), Mr. Charlie Greig (April 2021), Lawrence Roulston (April 2014), Stephen Wetherup (April 2017), Dr. Farhad Bouzari and Mr. Andrew McIntosh (both appointed April 2020).

Off Balance Sheet Arrangements

As of the date of this report, the Company does not have any long-term commitments or off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company.

Risk Factors

Mineral exploration involves a high degree of risk. The recoverability of the amounts expended on exploration by the Company is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete its exploration programs, the development of its mineral properties and upon future profitable production, or the proceeds from the disposition of its properties. The Company has not yet determined whether any of its mineral

properties contain economically recoverable reserves. To date, the Company has not earned any revenues and is in the exploration stage.

Investing in common shares of the Company has risks. Prospective investors should carefully consider the risks described below, together with all of the other information included in this MD&A before making an investment decision. If any of the following risks materialize or occur, the business, financial condition, or results of operations of the Company could be harmed. In such an event, the trading price of the common shares could decline, and prospective investors may lose part or all of their investment.

Health issues

As COVID-19 has transitioned to an endemic disease, new variants are still emerging and there remain risks to the health of global populations from this and other pathogens. Future operating disruptions and volatile supply chain disruptions may continue to occur as a result of new disease outbreaks. This may cause government regulations to change at any time, impacting operating procedures, including possible economic closures.

The Company's top priority remains the health and safety of its workers. The Company is registered with Worksafe BC, carries exploration and health insurance and has a Health, Safety, Environment and Social Responsibility Committee.

Climate Change

The extent of climate change and its impact on the Company's future operations cannot be determined. Climate change may create environmental conditions that affect the Company's ability to execute its exploration programs or access its properties due to physical or regulatory barriers. The effects of climate change may result in impactful changes to regulatory, government, health and safety policies. Future mine development would include estimates of carbon impacts and outline decarbonization strategies.

Global Environmental, Social and Governance ("ESG") reporting standards are continuing to evolve as policy makers consider the scope of disclosure, who discloses what, and what set of standards to use. Global reporting standards have evolved into specified disclosure standards, effective for years beginning in 2024, but are not yet mandatory in Canada. These standards include IFRS S1 (guiding disclosures on sustainability) and IFRS S2 (guiding disclosures on the management of risks and opportunities from climate change). These standards are being integrated by regulatory bodies including the SEC, the International Sustainability Standards Board and the Canadian Standards Association. The Company has not yet adopted any climate reporting framework.

Financing

The Company may not be successful at raising future financing and if it expends all of its cash on hand, it could become insolvent or face bankruptcy proceedings. Without sufficient funds, it may not be able to continue operations, and it may not be able to continue to explore or even maintain its exploration and evaluation assets. If the only alternative is to sell the Company's assets, any funds received may not be sufficient to allow the Company to continue as a going concern.

Possible Trading Suspension or Delisting

The Exchange may suspend from trading or delist the securities of the Company where the Company has failed to submit documents to the Exchange in the time periods required or has otherwise failed to meet minimum standards. Suspension from trading of the common shares may, and delisting of the common shares will, result in the regulatory securities authorities issuing a consolidated interim cease trade order against the Company. In addition, delisting of the common shares will result in the cancellation of all currently issued and outstanding common shares of the Company held by insiders. Trading in the common shares of the Company may be halted at other times for other reasons also.

Dilution

If the Company issues treasury shares to finance acquisition or participation opportunities, or to raise exploration funds and working capital, shareholders could suffer dilution of their investment and unusually large financings could result in a change of control of the Company.

Reliance on Management

The Company is relying solely on the past business success of its directors and officers to identify, acquire and develop strategic assets of merit. The success of the Company is dependent upon the efforts and abilities of its directors and officers and from the results of exploration. The loss of any of its directors or officers could have a material adverse effect upon the business and prospects of the Company.

Title to Mineral Resource Properties

Although the Company conducts title reviews of its properties in accordance with industry practice, title to mineral exploration permits and mineral claims cannot be guaranteed and may be subject to regulatory changes and possible expropriation or cancellation. To the extent financing is not available, resource property fees and claim payments, work commitments, rental payments, and option payments, if any, may not be completed and could result in a loss of property ownership or earning opportunities for the Company.

Industry and Mineral Exploration Risks

Mineral exploration is highly speculative in nature, involves many risks and is frequently non-productive. There is no assurance that the Company's exploration efforts will be successful. At present, the Company's properties do not contain any proven or probable reserves. Success in establishing reserves is a result of several factors, including the quality of the projects. Substantial expenditures are required to establish reserves or resources through drilling, to develop metallurgical processes, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Due to these uncertainties, no assurance can be given that planned exploration programs will result in the establishment of mineral resources or reserves. Furthermore, the Company may be subject to industry risks which could not be reasonably predicted in advance, such as labour disputes, natural disasters, or estimation errors.

Community Relations

Increased public scrutiny of mining projects and a general global increase in sustainability and environmental concerns has seen the mining industry including both the local and broader

communities along with all key stakeholders in the planning and development processes, being transparent through communications, dialogue, and education, and providing additional continuous disclosures in those regards. Garnering community and public support for continued exploration, future mine development and construction includes public engagement and involvement of all key community stakeholders throughout the exploration and development processes, demonstrating sustainable business practices. Eventually, communities, investors and stakeholders will be able to gauge an entity's actions within a reliable framework of standardized reporting.

The Company's Kirkham property lies within the traditional territory of the Tahltan Nation, a key stakeholder with which the Company has maintained Communication and Opportunity Sharing Agreements since 2018. Joint areas of fundamental concern are environmental stewardship and the sharing or transfer of economic benefits. The Company regularly updates the Tahltans to keep them aware of corporate changes and the progress of exploration, while the Tahltans keep their industry partners apprised of their community activities and health and safety measures. The lack of a social license to operate could impair the value of the Company's resource properties or delay or prevent exploration, development, or construction activities.

Due diligence continues on the privately-owned Greyhound Property in Idaho, and to date, no issues with community or Indigenous relations have been identified.

Critical judgements and estimates

In preparing these condensed interim consolidated financial statements, management has made judgements and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, income, and expenses. Actual results may differ from these estimates. The significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty for the period ended June 30, 2024 are the same as those described in the annual financial statements for the year ended December 31, 2023.

The effect of a change in an accounting estimate is recognized prospectively by including it in profit or loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Significant assumptions about the future and other sources of estimation uncertainty that management has made could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from the assumptions made. Key judgements and estimations follow:

- a) The Company takes steps to verify title to exploration and evaluation assets in which it has an interest, but these procedures do not guarantee the Company's title. Properties may be subject to prior agreements or transfers and title may be affected by undetected defects;
- b) Significant judgment is required in determining the provision for income taxes. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination is uncertain. As a result, the Company recognizes tax liabilities based on estimates of whether additional taxes and interest will be due. These tax liabilities are recognized when, despite the Company's belief that its tax return positions are supportable, the Company believes that certain positions are likely to be challenged and may not be fully sustained upon review by tax authorities. This assessment relies on estimates and assumptions and may involve a series of complex

judgments about future events. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact income tax expense in the period in which such determination is made;

- c) The Company uses the Black-Scholes pricing model, to estimate the fair value of stock option grants and certain warrants issued under private placements or issued for goods or services received. The inputs used in the model require estimates of the fair value of the shares, expected life of stock options or warrants, volatility, expected dividend yield, forfeiture rates and the risk-free interest rate. These estimates impact share-based compensation expense in the profit or loss and share capital and shareholder's equity on statements of financial position;
- d) The Company raises financing by issuing equity that may be comprised of flow-through shares. When flow-through shares are issued, a flow-through share premium liability is recognized, and that recognition requires estimations of the fair value of the non-flow-through and flow-through shares;
- e) The values of right-of-use assets and lease liabilities requires judgements to determine the lease term, the likelihood of an extension option being exercised and the incremental borrowing rate. Such judgements, estimates and assumptions affect the present value of the lease liabilities, the value of the right-of-use assets, the value of the net investment in sublease and the amounts recognized in profit or loss, including depreciation, rent expense, finance expense and finance income; and
- f) The assumption that the Company is a going concern and will continue operating for the foreseeable future is a judgement.

Financial Risks

The Company's financial risk exposures and their impact on the Company's financial instruments are summarized below:

Credit Risk

Credit risk arises from the potential that one or more counterparties fail to meet their obligations. The Company is normally exposed to credit risk through its cash and cash equivalents, receivables, due from related parties and net investment in sublease. The Company manages credit risk associated with its cash and cash equivalents by using reputable financial institutions, from which management believes the risk to be remote. Receivables primarily consist of recoverable Canadian sales, Canadian mineral exploration tax credits and accrued interest, for which management assesses the collectability of these amounts to be assured. Due from related party and net investment in sublease are related to sublease receivables from ETR and other shared intercompany transactions. As at June 30, 2024, the Company's maximum credit risk is equal to \$257,587.

The Company shares an office with ETR and is expected to have amounts due from or to ETR at each period end. These amounts are considered at low risk of default, due to their relatively short term repayment period, the influence of management, and the early stage of ETR's exploration cycle. Accordingly, collection of amounts due from related party is also believed to be assured.

Liquidity Risk

Liquidity risk is the risk that the Company will not meet its obligations associated with its financial liabilities as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's operations do not currently generate positive cash flows, and historically the Company has relied on equity financings, and to a lesser extent non-core asset sales, for its capital requirements. As at June 30, 2024, the Company had a working capital deficiency of \$5,005 (December 31, 2023 - \$123,381). During the current period, the Company completed a private placement financing of \$514,195 to finance the initial exploration program at Greyhound and provide working capital but additional financing will be needed to be undertaken in 2024 to cover further exploration work and provide working capital into 2025.

For sources of financing, the Company will continue to depend upon equity capital as necessary and may also consider convertible debentures, earn-in arrangements, joint ventures, or the sale of certain property interests. However, there can be no assurance the Company will be able to complete future financings on acceptable terms. The ability of the Company to continue this course will depend, in part, on the prevailing market conditions and the market interest in financing the Company's mineral property exploration programs.

The following are the contractual maturities of financial liabilities as at June 30, 2024:

	Carrying Amount	Contractual Cash Flows	Within 1 year	Within 2 years	Within 3 years
Accounts payable and accrued liabilities	\$ 30,872	\$ 30,872	\$ 30,872	\$ -	\$ -
Lease liabilities	39,999	41,850	41,850	-	-
Due to related parties	73,262	73,262	73,262	-	-
Loan payable	104,500	104,500	104,500	-	-
Total	\$ 248,633	\$ 250,484	\$ 250,484	\$ -	\$ -

Interest Rate Risk

The Company is not exposed to risk in the event of interest rate fluctuations. The Company has no long-term debt other than a lease liability and accordingly has not needed to enter into any interest rate swaps or other financial arrangements to mitigate exposure to interest rate fluctuations. The Company believes it is not subject to material risks should interest rates rise further.

Foreign Currency Risk

While the Company's functional currency is the Canadian dollar, it also enters into US dollar transactions. Changes in exchange rates between the US and Canadian dollar will result in foreign currency gains and losses. To date, the Company has not hedged its foreign currency risk. Based on the quantity and scale of foreign transactions, the Company considers the foreign exchange risk derived from currency conversions as not material.

Management's Responsibility for the Condensed Interim Consolidated Financial Statements

Information provided in this report, and the Company's condensed interim consolidated financial statements for the period ended June 30, 2024, are the responsibility of management. In the

preparation of these reports, judgements, and estimates, previously discussed in this MD&A, are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes such judgements and estimates have been carefully exercised and are accurately reflected in the annual financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Corporation's assets are safeguarded and to facilitate the preparation of relevant and timely information.

Corporate Governance

The Company's Board of Directors and its committees follow the recommended corporate governance guidelines for public companies to ensure transparency and accountability to the shareholders. The current Board of four individuals is comprised of two independent members and two executive officers. The Audit Committee consists of three members comprised of two independent directors and the chief executive officer. The Compensation Committee consists of three members, of which two are independent, and the Health, Safety, Environment and Social Responsibility Committee consists of two members.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.