



Lion Copper and Gold Corp.

Management's Discussion and Analysis For the year ended December 31, 2024

Dated: March 28, 2025

(In thousands of U.S. dollars except for shares and per share amounts)

This Management's Discussion and Analysis ("**MD&A**") of Lion Copper and Gold Corp. and its subsidiaries (collectively, "**Lion Copper**" or the "**Company**"), dated **March 28, 2025**, should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2024 and 2023, and related notes thereto which have been prepared in accordance with accounting principles generally accepted in the United States ("**U.S. GAAP**"). All dollar amounts in this MD&A are in thousands of U.S. dollars unless otherwise noted.

Additional information about the Company, including the Company's press releases, quarterly and annual reports is available through the Company's filings with the securities regulatory authorities in Canada at www.sedarplus.com or the United States Securities Exchange Commission ("**SEC**") at www.sec.gov/edgar. Information about mineral resources, as well as risks associated with investing in the Company's securities is also contained in the Company's most recently filed Form 10-K.

Steven Dischler, CEO of the Company, is a Qualified Person under National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("**NI 43-101**"), and has approved the scientific and technical information in this MD&A.

ABOUT LION COPPER

Lion Copper was incorporated in British Columbia, Canada on May 11, 1993, under the name of Acquaterre Mineral Development Ltd. On November 13, 1997, the Company changed its name to Quaterra Resource Inc. and further to Lion Copper and Gold Inc. on November 22, 2021. On September 19, 2024, the Company's common shares were voluntarily delisted on the TSX Venture Exchange ("**TSXV**") and were subsequently listed on the Canadian Securities Exchange ("**CSE**") under the symbol "LEO" and continues to be quoted for trading on the OTCQB Market under the symbol "LCGMF".

During the second quarter ended June 30, 2022, the Company determined that it no longer met the definition of a foreign private issuer under U.S. securities laws because more than 50% of its outstanding voting common shares being held, directly or indirectly, by U.S. residents, the majority of its directors being U.S. citizens, and its primary operations are in the United States. Consequently, the Company transitioned to the SEC reporting system and adopted U.S. GAAP accounting policies effective January 1, 2023.

On March 18, 2022, the Company entered an option to earn-in agreement with Rio Tinto America Inc. ("**Rio Tinto**"), subsequently assigned to Nuton LLC, a Rio Tinto Venture, (the "**Nuton Agreement**"), to advance studies and exploration at the Company's copper projects in Mason Valley, Nevada. The Nuton Agreement outlines 3-stage investments amounting to \$50,000 in aggregate and provides Nuton LLC with an exclusive option to earn a 65% interest in the projects, comprising 34,494 acres of land, including the historical Yerington mine, the historic MacArthur project, the Wassuk property, the Bear deposit, and associated water rights (the "**Mining Assets**").

Nuton LLC is evaluating the potential commercial deployment of its Nuton™ technology at the Company's Yerington Copper Project. Nuton™ offers copper heap leaching technologies to deliver greater copper recovery from mined materials and access new sources of copper, such as low-grade sulfide resources and reprocessing of stockpiles and mineralized waste. These technologies have the potential to deliver leading environmental performance through more efficient water usage, lower carbon emission, and the ability to reclaim mine sites by reprocessing waste.

In October 2023 and November 2024, Stage 2 was modified into Stage 2b and Stage 2c, with the respected terms extended to September 2024 and June 30, 2025. Stage 2c includes advanced studies at Yerington, and completion of a Prefeasibility Study (the "**PFS**") incorporating Nuton™ technologies.

As of December 31, 2024, the Company received a total of \$28,000 from Nuton LLC.:

- \$4,000 for Stage 1 - completed
- \$7,500 for original Stage 2 - completed
- \$11,500 for Stage 2b - completed
- \$5,000 for Stage 2c - anticipated completion June 30, 2025

Up to December 31, 2024, the Company incurred cumulative expenditures of \$21,355, consisting of \$15,623 for exploration & evaluation, \$5,097 for exploration-related overhead, and \$636 for capital items under the Nuton Agreement.

Within 60 days of the completion of Stage 2c, Nuton LLC shall provide written notice to the Company whether it elects to exercise the option and fund a comprehensive feasibility study (the "FS") in an aggregate amount (inclusive of the Stage 3 advance funding) not to exceed \$50,000. Upon completion of the FS, Nuton LLC and the Company will decide whether to create an investment vehicle into which the Mining Assets will be transferred, with Nuton LLC holding not less than 65% interest in the investment vehicle.

PERFORMANCE HIGHLIGHTS

Achieved Key Development Milestones

- In January 2024, the Company released its Preliminary Economic Assessment (the "PEA"), confirming the Yerington Copper Project's strong economics and scalability. Key findings include a post-tax Net Present Value ("NPV") of \$356,000 at a 7% discount rate) and an Internal Rate of Return ("IRR") of 17.4%, based on a copper price of \$3.85 per pound. The PEA highlights a 12-year mine life.
- During 2024, the Company received \$16,500 from Nuton, LLC in two tranches. This funding facilitated the completion of 9,491 ft of resource drilling to expand and upgrade inferred resources to measured and indicated categories. The funding also supported extensive permitting and environmental studies, focused on optimizing mine design, improving metallurgical performance, evaluating water treatment, and progressing the PFS built on the PEA. The Nuton LLC funding was also used to complete 7,048 ft of exploration drilling at the Bear Deposit.

Closed Non-brokered Private Placements and Repaid Convertible Debentures

On March 8 and November 8, 2024, the Company closed non-brokered private placements by issuing an aggregate 48,965,076 units for combined gross proceeds of \$2,132. Each unit consisted of one common share and one share purchase warrants exercisable till five years from the issuance.

These funds were used for general corporate expenses, working capital and repayment of the convertible debentures with a maturity of February 16, 2025.

As of today, Falcon Copper Corp ("FCC"), a consolidated entity of the Company, has a total of \$470 in one-year convertible loans, bearing an annual interest rate of 5%. The principal and accrued interest are convertible into common shares of FCC.

Reinstatement of Water Rights

On March 13, 2025, the Company announced the successful negotiation of a settlement agreement with the Nevada Division of Water Resources and the Nevada State Engineering (collectively, the "State") to reinstate 3,452.8 ac-ft of previously forfeited water rights essential for the development of the Yerington Copper project. As a result, the State has officially rescinded its notice of forfeiture, thus restoring all the Company's 6,014.5 ac-ft of water rights to good standing. This Settlement Agreement effectively terminates the legal proceedings initiated by the Company to defend its water rights.

MINERAL PROPERTIES

Nuton LLC Agreement

On March 12, 2024, the Company announced the commencement of the Stage 2b Program of Work to advance the Yerington Copper Project through completion of a PFS by September 2024 and progress exploration initiatives on the Bear Deposit. Stage 2b was subsequently extended into Stage 2c on November 15, 2024 with a delivery date of the PFS to June 2025.

PFS Work Programs

During the year ending December 31, 2024, PFS progressive work included geological drilling and resource updates, environmental and geotechnical studies, metallurgical testing and engineering.

Four diamond core drill holes were drilled at the Yerington pit. This drilling, together with the discovery of an additional 17 historic Anaconda holes that were not included in the January 2024 PEA, have been incorporated into an updated mineral resource estimate, which will be utilized for the PFS.

Eighteen reverse circulation ("RC") drill holes were completed at MacArthur to upgrade inferred resource to a measured and indicated status. These drill holes have been incorporated into an updated mineral resource estimate which will be utilized for the PFS.

A total of four groundwater piezometers were installed in two each of the Yerington and MacArthur exploration drill holes. One 500' monitoring well was installed at MacArthur to complete both baseline groundwater quality sampling and initial hydrogeological testing to estimate pit dewatering requirements.

The Vat Leached Tailings ("VLT") resource model was re-evaluated and updated by incorporating assays from the exposed VLT sidewalls and backhoe sampling that was completed in 2011 and 2012. A detailed statistical evaluation of this information has allowed for increased search distances, influencing the assigned mineral resource classes. The updated resource will be utilized for the PFS.

Yerington core drilling also provided material for geomechanical testing, oriented core measurement and geotechnical logging to assess pit slope design. A pit slope stability evaluation, including geotechnical pit bench mapping was initiated during the second quarter of 2024.

Fourteen geotechnical test pits were completed, and samples from the test pits have been submitted for laboratory testing to evaluate and optimize infrastructure siting locations for the PFS. Geotechnical drilling at Yerington and MacArthur to support the PFS was completed in January 2025. This geotechnical test work will be used to progress the optimization and siting of project infrastructure for the PFS.

Metallurgical column leach testing is currently underway on MacArthur and Yerington sample material. Four columns representing the main MacArthur pit area and the North Ridge area were started September 9, 2024. Five columns representing the oxide and transition portion of the Yerington pit were started on September 30, 2024. Bottle roll tests were completed on material from the Gallagher portion of the MacArthur deposit as well as the VLT. Column leach testing and hydrodynamic leach characterization of sulfides is ongoing by Nuton™. Results from the metallurgical programs will be utilized for the PFS.

Four rotonic holes were drilled north of MacArthur for evaluating potential Rapid Infiltration Basin (RIB) locations for use in the discharge of Yerington pit dewatering water. Samples collected from the RIB drilling campaign were used to complete column and geochemical evaluation. Results from the drilling and associated lab testing will be used for the PFS.

Bear Drilling

The Bear deposit is a large and partially defined porphyry copper exploration target located primarily on private lands approximately three miles north of the Yerington pit. Two diamond core holes, B-055 and B-056A, were drilled to depths of 3,435 feet and 3,613 feet, respectively, to further define the target. Drilling was completed in Q2, and assays were also received in Q2 2024. B-055 was drilled on the far western extent of the deposit and directed to intersect a +55 Induced Polarization (IP) anomaly. Weak copper mineralization was encountered within a 2,330-foot intercept of sulfide mineralization, starting at 1,105 feet. B-056A was drilled to test a wide spaced drilling gap along the district northwest mineralization trend. This drill hole identified 0.40% TCu over 2,376 feet from a depth of 1,237 feet, including 130 ft of 0.65% TCu and 138 Ft of 0.62% TCu. The final two intervals encountered 1.150% TCu and 0.904% TCu, respectively, below which the borehole was lost. Oriented core measurements from this hole confirmed the northwest trend with a 40-50° north to northeast dip.

Permitting and Environmental

During the period, SPS received authorization from both State and Federal agencies to complete field work necessary for the completion of the PFS. No other material permitting or environmental matters occurred during the period.

SPS received approval from both the Nevada Division of Environmental Protection (**NDEP**) and Bureau of Land Management (**BLM**) for amendments to its Reclamation Permit and the MacArthur Exploration Mine Plan of Operations to allow for geotechnical drilling and monitoring well installation within the MacArthur Exploration project area. The BLM also approved two Notice level exploration plans that authorized geotechnical drilling and subsurface characterization of areas in the vicinity of but not connected to the MacArthur Exploration project area.

SPS received a Temporary Authorization to Explore from NDEP that allowed for the completion of geotechnical drilling within the historic Anaconda Copper Mine Site (**ACMS**). All permits needed to complete the Stage 2b work plan were received by the end of 2024.

Water Rights

On July 23, 2021, the Company was notified by the State of Nevada that three of its water rights permits were forfeited, and a request to extend a fourth permit was denied. In response, the Company engaged a legal counsel and filed a petition on August 20, 2021, to appeal the forfeiture decision.

On August 30, 2023, the Nevada State Engineer confirmed that the three water rights applications had been denied and forfeited.

On January 16, 2024, the Company submitted its opening brief to the court, seeking to reverse the forfeiture decisions. A hearing was scheduled for March 18-20, 2025.

On March 11, 2025, the Company reached a settlement agreement with the State, which rescinded the forfeiture decisions and reinstated all previously forfeited water rights. The Company received confirmation of this on March 13, 2025, and the court hearing was cancelled.

With the forfeiture recission complete, the Company now has 6,014.5 ac-ft of primary groundwater rights for use in ongoing exploration and future mining and milling operations.

FALCON COPPER CORP.

Blue Copper Project, Montana

The Blue Copper project is a Butte-style copper-gold system in Powell County and Lewis & Clark County in Montana, located 45 miles north of the Butte, Montana copper mines. District-scale land consolidation almost completely encompasses a prolific placer gold system with extensive copper showings.

Schell Creek Project, Nevada

The Schell Creek Project is composed of the Cabin and Muncy Properties in White Pine County, Nevada, which represent two immediately adjacent copper targets composed of approximately 15,000 acres of mineral claims.

The Cabin Property represents a potential major copper-moly porphyry discovery concealed beneath the Spring Valley pediment within a district-scale BLM land package, located immediately north of the Muncy Property.

Muncy Option to Joint Venture Agreement

On November 22, 2023, Falcon Copper Corp. entered into an Option to Joint Venture Agreement with Kennecott Exploration Company ("**Kennecott**"), a Rio Tinto subsidiary.

Pursuant to the Agreement, Kennecott grants FCC the sole and exclusive right and option to acquire 100% interest in the Muncy Property. To exercise this option, FCC must satisfy the following:

- pay the Payment Commitment of \$95 to Kennecott on or before the Effective Date of November 22, 2023 (Paid);
- pay an additional payment commitment of \$105 by December 1, 2024 (Paid);
- pay an additional payment commitment of \$50 by December 1, 2025;
- pay an additional payment commitment of \$60 by December 1, 2026;
- incur expenditures of \$1,500 with respect to the Muncy Property and \$1,000 with respect to the Cabin Property on or before the expenditure commitment date of November 22, 2025;
- ensure that no less than 70% of the expenditure commitment for the Muncy Property consists of drilling expenses for the Muncy Property;
- ensure that no less than 70% of the expenditure commitment for the Cabin Property consists of drilling expenses for the Cabin Property.

Upon FCC satisfying the exploration expenditures, Kennecott has the option to opt in for 40% of an asset-level joint venture for the Schell Creek Project; if Kennecott chooses to not opt in, FCC takes 100% ownership of the Muncy Property, along with the Cabin Property, with a Muncy Property royalty granted to Kennecott.

If FCC decides to terminate the option at any time, they will grant Kennecott a 2.0% net smelter royalty in the Cabin Property. After this is done, the agreement, except for specified sections, will terminate

If Kennecott elects not to form a joint venture, Kennecott must transfer all their rights in the Muncy Property to the FCC. In return, FCC will grant the optionor a 2.0% net smelter royalty (**NSR**) in the Properties. Before FCC decides to develop a commercial mining operation on any portion of the Properties, FCC has the right to reduce the NSR from 2.0% to 1.0% by paying the optionor \$10,000 in cash

Reconnaissance

FCC incurred reconnaissance evaluation expenditures on targets in Nevada, Arizona and Montana in order to determine whether they warranted further pursuit.

BLUE COPPER ROYALTIES, LLC

Blue Copper Royalties, LLC holds the Butte Valley Royalty and the Nieves interest.

The Butte Valley Royalty is represented by a 1.0% NSR, subject to a buy-down to a 0.5% NSR in exchange for an aggregate payment of \$15,000.

The Nieves Interest is represented by a a 5% net profits interest associated with the Nieves Silver property in Mexico.

RESULTS OF OPERATIONS

During the year 2024, the Company incurred higher expenses of \$13,257, excluding non-cash items, compared to \$10,126 in the prior year. Of these expenses \$10,966 and \$6,516 were covered by Nuton LLC funding resulting in net expenses of \$2,291 and \$3,610 in 2024 and 2023, respectively. These net expenses were equally attributed to corporate expenses and Falcon Copper-related expenditures that were not covered by Nuton LLC.

Exploration and evaluation ("**E&E**") activities include drilling, technical study, property maintenance, environmental, geological mapping and geophysical survey. In 2024, the Company incurred \$8,243 in E&E expenses compared to \$6,350 in 2023. The \$1,893 increase reflects key milestones achieved in project development in 2024.

	Three months ended December 31,		12 months ended December 31,	
	2024	2023	2024	2023
Expenses	\$	\$	\$	\$
Exploration and evaluation	1,603	1,597	8,243	6,350
General office	144	214	702	715
Investor Relations	29	-	123	21
Professional fees	414	551	2,095	1,525
Salaries and benefits	460	370	1,791	1,368
Transfer agent and regulatory	24	11	122	85
Travel	51	15	181	62
	2,725	2,758	13,257	10,126
Exploration funded by Nuton LLC	(1,548)	(1,035)	(7,797)	(4,739)
General operating funded by Nuton LLC	(762)	(647)	(3,169)	(1,777)
	415	1,076	2,291	3,610
Other expenses				
Convertible debentures	-	-	1,750	-
Fair value gain on derivative liabilities	(39)	131	(731)	(356)
Foreign exchange loss	28	2	40	2
Impairment of mineral properties	-	-	-	602
Interest and other	(387)	407	(132)	920
Share-based payments	734	-	1,523	1,133
	336	540	2,450	2,301
Net and comprehensive loss	751	1,616	4,741	5,911

In 2024, the Company recognized \$1,523 in share-based payments compared to \$1,133 in the prior year. The increase is due to the 40,655,000 options that were granted in the current year compared to 23,544,737 in the prior year.

In addition, the Company recognized a loss of \$1,750 on the conversion, repayment, and extinguishment of certain convertible debentures in 2024.

FOURTH QUARTER

During the three months ended December 31, 2024, the Company:

- Closed a private placement for gross proceeds of \$1,132 through the issuance of 25,155,554 common shares, each accompanied by a share purchase warrant exercisable at \$0.06 till November 8, 2029.
- Received \$5,000 from Nuton LLC for Stage 2c work program.
- Repaid convertible debentures of \$1,091 including principal and accrued interest.
- Granted 17,000,000 stock options exercisable at CAD 0.085 till December 10, 2029.

SELECTED ANNUAL FINANCIAL INFORMATION

	December 31, 2024		December 31, 2023	
Financial Position:				
Cash and cash equivalents	\$	7,999	\$	2,310
Working capital surplus/(deficit)	\$	346	\$	(2,854)
Investment in associate	\$	1,102	\$	1,206
Mineral properties	\$	7,902	\$	7,647
Total assets	\$	17,140	\$	11,258
Total liabilities	\$	7,741	\$	5,240

SUMMARY OF QUARTERLY RESULTS

	Q4'24	Q3'24	Q2'24	Q1'24	Q4'23	Q3'23	Q2'23	Q1'23
General administration	(1,856)	(1,502)	(1,358)	(1,821)	(1,161)	(2,148)	(723)	(877)
Fair value (loss) gain on derivative liabilities	39	439	(427)	680	(131)	6	1,421	(940)
Foreign exchange gain (loss)	(28)	(4)	(7)	(1)	(2)	-	-	-
Interest and other	387	(41)	(95)	(119)	(407)	(94)	(48)	(371)
Loss on convertible debentures	-	-	-	(1,750)	-	-	-	-
Exploration Expenditures	(1,603)	(1,591)	(2,389)	(2,660)	(1,597)	(1,344)	(2,159)	(1,250)
Nuton LLC Deposit	2,310	2,336	3,102	3,218	1,682	1,262	2,250	1,322
Impairment of mineral properties	-	-	-	-	-	-	(602)	-
Net income (loss)	(751)	(363)	(1,174)	(2,453)	(1,616)	(2,318)	139	(2,116)
Basic income (loss) per share	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)	(0.01)	0.00	(0.01)

The Company's results have been driven by its general corporate and exploration activities. Other income and expenses fluctuate due to changes in the fair value of the Company's convertible notes and investment in associate.

The Company's results are also impacted by non-recurring events such as \$1,750 loss in convertible debentures in 2024 and \$602 property impairment in 2023.

LIQUIDITY AND CAPITAL RESOURCES

The Company is in an advanced exploration stage that to date has not earned any revenue. Its operations have been dependent mainly on the Nuton LLC funding in the last few years without diluting shareholders' value.

In 2024, the Company received \$16,500 from Nuton LLC, which covered approximately 80% (64% - 2023) of the expenses, excluding non-cash items. Cash on hand is approximately \$5,000 as of March 28, 2025.

The following table summarizes the Company's cash flows for the years ended December 31, 2024, and 2023:

	2024		2023	
Cash provided (used) by operating activities	\$	3,942	\$	(2,389)
Cash used in investing activities		(210)		(351)
Cash provided by financing activities		1,957		3,685
Increase in cash and cash equivalents		5,689		945
Cash and cash equivalents, beginning of year		2,310		1,365
Cash and cash equivalents, end of year	\$	7,999	\$	2,310

In 2024, the company closed two non-brokered private placements by issuing aggregate 48,965,076 units for combined gross proceeds of \$2,132. Each unit consisted of one common share and one share purchase warrants exercisable till five years from the issuance. These funds were used for general corporate expenses, working capital and repayment of the convertible debentures.

On February 16, 2024, the Company issued 12-month convertible debentures of \$941 to replace previously issued debentures that were due in February 2024. Most of these debentures were repaid in December 2024 in cash, including accrued interest amounting to \$1,091. The remaining balance of \$5 was repaid on the maturity date of February 16, 2025. The associated 15,696,882 share purchase warrants issued were expired unexercised on February 16, 2025.

On March 8, 2024, the Company issued 4,107,998 units and 41,707,215 common shares to settle \$1,924 of debenture debt. The debenture holders converted their principal and interest into units of the Company at \$0.045 (C\$0.06) per Unit. Each Unit was comprised of one common share and one share purchase warrant exercisable at \$0.06 (C\$0.08) for a period of 5 years from the date of issuance.

On March 8, 2024, the Company repaid the convertible debentures of \$826 in cash.

Subsequent to year end, FCC issued 4,150,000 common shares at \$0.116 for gross proceeds of \$481.

The Company has no operating revenues and therefore must utilize its cashflows from financing transactions to maintain its capacity to meet ongoing operating activities.

The Company has no operating revenues and must carefully manage its cash resources to support ongoing operations. Should Nuton LLC decide not to proceed with Stage 3, the Company will need to secure additional financing to maintain its mineral property interests, advance its copper projects and fulfill its obligations as they come due. While the Company has successfully raised funds in the past, there is no assurance it will be able to do so in the future. This represents a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern, as outlined in Note 1 of the 2024 consolidated financial statements.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties include its directors and officers whose remuneration was as follows, subject to change of control provisions for officers:

(In thousands)	Year ended December 31, 2024	Year ended December 31, 2023
Salaries ⁽¹⁾	\$ 553	\$ 450
Director's fees ⁽²⁾	-	21
Share-based payments ⁽³⁾	850	796
Interest on convertible debenture ⁽⁴⁾	162	237
	\$ 1,565	\$ 1,504

- (1) Charles Travis Naugle, former CEO, Director - \$112 (2023 - \$250); Stephen Goodman, former CFO, Director - \$75 (2023 - \$200); Steven Dischler, CEO - \$117 (2023 - \$Nil); Lei Wang, CFO - \$52 (2023 - \$Nil); John Banning, COO - \$116 (2023 - \$Nil); Doug Stiles, VP of Sustainability and Environment - \$81 (2023 - \$Nil)
- (2) Thomas Pressello, former Director - \$Nil (2023 - \$ 21).
- (3) Charles Travis Naugle, former CEO, Director - \$148 (2023 - \$214); Stephen Goodman, former CFO Director - \$86 (2023 - \$166); Tony Alford, Director - \$363 (2023 - \$308), Thomas Patton, Director - \$Nil (2023 - \$54), Thomas Pressello, Director - \$Nil (2023 - \$54); Steven Dischler, CEO - \$66 (2023 - \$Nil); John Banning, COO - \$55 (2023 - \$Nil); Doug Stiles, VP of Sustainability and Environment - \$132 (2023 - \$Nil)
- (4) Charles Travis Naugle, Former CEO, Director - \$68 (2023 - \$35); Tony Alford, Director - \$84 (2023 - \$193); Ekaterina Naugle, spouse of a director - \$8 (2023 - \$4); Stephen Goodman, Former CFO, Director \$2 (2023 - \$4); Thomas Pressello, Director - \$Nil (2023 - \$1)

These transactions have occurred in the normal course of the business and are measured at the equivalent amount of the services rendered.

OUTSTANDING SHARE INFORMATION

As of the date of this MD&A, the Company has:

- 411,011,264 common shares
- 63,735,248 stock options
- 94,780,289 warrants

SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements for the year ended December 31, 2024 have been prepared in accordance with U.S. GAAP.

See Note 4 to the consolidated financial statements for significant accounting policies used in the preparation of the consolidated financial statements.

CRITICAL ACCOUNTING ESTIMATES & JUDGMENTS

The preparation of these consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and judgments that affect the application of policies, reported amounts and disclosures. By their nature, these estimates and judgments are subject to uncertainty and the effect on these consolidated financial statements of changes in such estimates in future periods could be significant. Actual results could differ from those estimates.

See Note 3 for critical accounting judgements and estimates disclosed in the audited consolidated financial statements for the year ended December 31, 2024.

OFF - BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company has no proposed transactions other than as disclosed in this MD&A.

FORWARD-LOOKING STATEMENTS

This Management's Discussion and Analysis contains "forward-looking information" and "forward-looking statements" within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, Section 21E of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and other applicable securities laws.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "expects", "is expected", "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 historical fact and may be forward-looking statements.

The Forward-Looking Statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the Forward-Looking Statements. Such factors include, but are not limited to, general business and economic uncertainties; exploration and resource extraction risks; uncertainties relating to surface rights; the actual results of current exploration activities; the outcome of negotiations; conclusions of economic evaluations and studies; future prices of natural resource based commodities; increased competition in the natural resource industry for properties, equipment and qualified personnel; risks associated with environmental compliance and permitting, including those created by changes in environmental legislation and regulation; the risk of arbitrary changes in law; title risks; and the risk of loss of key personnel.

The foregoing lists of factors and assumptions are not exhaustive. The reader should also consider carefully the matters discussed under the heading "Risks Factors and Uncertainties" elsewhere in this MD&A. Forward-Looking Statements contained herein are made as of the date hereof (or as of the date of a document incorporated herein by reference, as applicable). No obligation is undertaken to update publicly or otherwise revise any Forward-Looking Statements or the foregoing lists of factors and assumptions, whether as a result of new information, future events or results or otherwise, except as required by law. Because Forward-Looking Statements are inherently uncertain, readers should not place undue reliance on them. The Forward-Looking Statements contained herein are expressly qualified in their entirety by this cautionary statement.