



GETCHELL
GOLD CORP.

GETCHELL GOLD CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE THREE MONTHS ENDED JUNE 30, 2024

GETCHELL GOLD CORP.
Management's Discussion & Analysis
Three Months Ended June 30, 2024

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Getchell Gold Corp. ("Getchell" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three months ended June 30, 2024. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 - Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited consolidated annual financial statements of the Company for the year ended March 31, 2024, as well as the unaudited condensed interim consolidated financial statements for the three months ended June 30, 2024, together with the notes thereto. 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 for the fiscal period presented are not necessarily indicative of the results that may be expected for any future period.

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 Getchell'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) 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.

The effective date of this report is August 27, 2024.

Forward Looking Information

Certain information regarding the Company within this MD&A may include "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, goals, expansion and growth of the Company's business, plans and other such matters are forward- looking statements. When used in this MD&A the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. Such statements by their nature involve certain risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. The Company considers the assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared but cautions the reader that these assumptions regarding future events, many of which are beyond the control of management, may ultimately prove to be incorrect. The reader should not rely solely on these forward-looking statements.

Overview

The Company is a Canadian, junior resource exploration company. The Company has four exploration assets in Nevada, USA.

On June 20, 2023, the Company appointed Daniel Southan-Dwyer as VP of Corporate Development.

On September 13, 2023, the Company's common shares commenced trading on the Frankfurt Stock Exchange ("FWB") under the trading symbol "GGA1".

On January 26, 2024, Forte Dynamics Inc. was engaged to update the metallurgical testwork on Fondaway Canyon gold project's mineralized material to develop a processing methodology to be incorporated in the Preliminary Economic Assessment.

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On February 28, 2024, the Company welcomed Robert Bass as a Director and the new Chairman of the Board of Directors and Chris Bass, to its Board of Directors. Messrs. Jim Mustard and Jerry Bella resigned as Directors to the Company.

On May 22, 2024, the Company welcomed Michael Hobart to its Board of Directors.

In June 2024 the contract with Fairfax Partners expired and, as a result, Daniel Southan-Dwyer's position as VP of Corporate Development ended.

Financing

On May 2, 2024, the Company closed the third and final tranche of the Debenture Financing, raising an additional \$1,441,900. As part of the Debenture Financing, the Company issued 11,419,000 and 3,000,000 Debenture Warrants, each allowing the holder to purchase a common share of the Company at \$0.10 and \$0.16 per share, respectively, until May 2, 2027. 50% of the Debenture Warrants vested on closing and the remaining 50% will vest and be exercisable on July 2, 2025.

In connection with the third tranche of the Debenture Financing, the Company issued 843,900 finders' shares and granted 843,900 finder's warrants ("Finder's Warrants"). Each Finder's Warrant entitles the holder to acquire one additional common share of the Company at a price of \$0.15 per common share until May 2, 2026. The Company incurred cash share issuance costs of \$25,859. The 843,900 finder's shares were determined to have a fair value of \$113,927. The 843,900 Finder's Warrants were determined to have a fair value of \$51,685.

During the three months ended June 30, 2024, the Company issued 825,000 common shares for the exercise of options and warrants for gross proceeds of \$75,500. A value of \$29,231 was transferred from the stock options and warrants reserves to share capital as a result.

Selected Quarterly Financial Information

The following table sets out the selected financial information for the three months ended:

	June 30, 2024	Mar 31, 2024	Dec 31, 2023	Sept 30, 2023
Total assets	\$ 1,851,635	\$ 2,039,406	\$ 993,129	\$ 493,954
Working capital	\$ 1,613,790	\$ 1,731,141	\$ 646,164	\$ 192,972
Net loss for the period	\$ (1,033,359)	\$ (798,521)	\$ (3,871,114)	\$ (716,016)
Loss per share	\$ (0.01)	\$ (0.01)	\$ (0.03)	\$ (0.01)

	June 30, 2023	Mar 31, 2023	Dec 31, 2022	Sept 30, 2022
Total assets	\$ 850,163	\$ 586,426	\$ 1,124,164	\$ 2,827,154
Working capital	\$ 663,127	\$ 346,044	\$ 887,916	\$ 2,167,666
Net loss for the period	\$ (621,526)	\$ (546,062)	\$ (1,831,552)	\$ (3,079,045)
Loss per share	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.04)

The Company reported no discontinued operations and declared no dividends for any period presented.

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The Company's net losses in the quarters ended June 30, 2024, March 31, 2024, September 30, 2023, June 30, 2023, and March 31, 2023 are consistent with one another. The higher net losses during the quarters ended December 31, 2023, December 31, 2022 and September 30, 2022 were the result of the earn-in option cash and share payments to Canagold Resources Ltd. to acquire a 100% interest in the Fondaway Canyon and Dixie Comstock gold properties and higher exploration and evaluation expenditures.

Results of Operations

The Company recorded a net loss of \$1,033,359 for the three months ended June 30, 2024, compared to a net loss of \$621,526 for the three months ended June 30, 2023. Details of the more significant changes over the comparative fiscal period are as follows:

- An increase in accretion to \$85,620 (2023 - \$nil) was the result of the non-convertible debentures issued during the last fiscal year and current quarter.
- A decrease in advertising and promotion to \$26,739 (2023 - \$74,124) was the result of the Company decreasing its marketing and promotional activities.
- An increase in interest to \$106,278 (2023 - \$nil) was the result of interest expense accrued on the non-convertible debentures.
- An increase in management and consulting fees to \$165,486 (2023 - \$84,227) was the result of higher consulting fees paid during the current fiscal period.
- An increase in professional fees to \$70,488 (2023 - \$41,323) was the result of the Company increasing its corporate activity.
- An increase in share-based compensation to \$310,197 (2023 - \$53,064) was the result of more options being granted in the current fiscal period compared to the comparative period.

Liquidity and Capital Resources

This section should be read in conjunction with the unaudited condensed interim consolidated financial statements of the Company for the three months ended June 30, 2024, and the corresponding notes thereto.

The Company has total assets of \$1,851,635 (March 31, 2024 - \$586,426). The primary assets of the Company are cash of \$1,596,814 (March 31, 2024 - \$1,787,302), accounts receivable of \$34,767 (March 31, 2024 - \$23,444), prepaid expenses of \$87,207 (March 31, 2024 - \$90,599), accounts payable and accrued liabilities of \$89,932 (March 31, 2024 - \$155,733), and short-term lease obligation of \$15,066 (March 31, 2024 - \$14,471) for total working capital of \$1,613,790 (March 31, 2024 - \$1,731,141).

The Company's consolidated financial statements have been prepared on a going concern basis, under which the Company is assumed to be able to realize its assets and discharge its liabilities in the normal course of operations. The Company currently has no revenue to finance its operations. It is therefore required to fund its activities through the issuance of equity securities and other financing alternatives. The Company's ability to continue as a going concern is therefore dependent upon its ability to raise funds. The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit of \$34,776,642. As at June 30, 2024, the Company had cash of \$1,596,814 to settle current liabilities of \$104,998.

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The Company relies on the issuance of equity securities and alternative sources of financing, if required, to maintain adequate liquidity to support its ongoing working capital commitments. The following table is a summary of quantitative data about what the Company manages as capital:

	June 30, 2024	March 31, 2024	Change
Cash	\$ 1,596,814	\$ 1,787,302	\$(190,488)
Share capital	\$ 29,082,442	\$ 28,723,718	358,724
Deficit	\$ (34,776,642)	\$ (33,743,283)	\$(1,033,359)

The Company monitors these items to assess its ability to fulfill its ongoing financial obligations and its exploration program.

Mineral Property Interests

The Company holds interest in four projects located in Nevada, USA.

Fondaway Canyon and Dixie Comstock

On January 3, 2020, the Company executed a definitive agreement (the "Agreement") with Canagold Resources Ltd. ("Canagold"). Under the terms of the Agreement, the Company has acquired 100% of the Fondaway Canyon and Dixie Comstock properties located in Churchill County, Nevada by paying Canagold a total of US\$2,000,000 in cash and US\$2,000,000 in the Company's shares over 4 years (see Payment Terms table below) and granting Canagold a 2% NSR in the projects (1% of the NSR can be bought out for US\$1,000,000 on each project). The Company also has work commitments totaling US\$1,450,000 over 4 years which have been fully satisfied.

In addition, the Company is responsible for making Advanced Royalty Payments ("ARPs") of US\$35,000 per year to the original title holder of the Fondaway Canyon property. The ARPs will be applied against the 3% NSR buyout option for US\$600,000. US\$420,000 has been paid to date.

The Company is responsible for an additional 2% NSR which can be bought out for US\$2,000,000.

The Canagold 2% NSR will only take effect upon the exercise of the option and the maturity of the 3% NSR to the original title holder. Upon payment of the ARPs to the original title holder prior to production and upon maximum allowable NSR buyouts of US\$3,000,000, the project would have an outstanding obligation of a 1% NSR.

Payment Terms

- Within 5 days of the signing of the Agreement: – US\$100,000 in cash (paid) and US\$100,000 in shares (issued)
- 1st Anniversary – US\$100,000 in cash (paid) and US\$200,000 in shares (issued)
- 2nd Anniversary – US\$100,000 in cash (paid) and US\$300,000 in shares (issued)
- 3rd Anniversary – US\$100,000 in cash (paid) and US\$400,000 in shares (issued)
- 4th Anniversary – US\$1,600,000 in cash (paid) and US\$1,000,000 in shares (issued)

Fondaway Canyon is an advanced exploration stage gold property located in Churchill County, Nevada. The property has a current Mineral Resource Estimate ("MRE") comprised of an Indicated Mineral Resource of 11.0 million tonnes at an average grade of 1.56 grams per tonne (g/t) gold (Au) for **550,800 ounces** of gold and an Inferred Mineral Resource of 38.3 million tonnes at an average grade of 1.23 g/t Au for an additional **1,509,100 ounces** of gold.

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Dixie Comstock, also located in Churchill County, Nevada, consists of 28 unpatented lode claims and has a historic resource estimate. The deposit is classified as a low-sulfidation epithermal system localized along an east-dipping range-front normal fault.

Since the execution of the Agreement, Getchell has completed 28 drill holes (FCG20-01 through FCG22-28), across three drill campaigns (2020, 2021, and 2022), for a total 10,448 metres (34,277 feet) of drilling at the Fondaway Canyon gold project.

The receipt of assay results for hole FCG22-19, announced on September 27, 2022, marked the cut-off for inclusion of data into the Fondaway Canyon Mineral Resource Estimate ("MRE"). The MRE was announced on December 15, 2022, authored by Apex Geoscience Ltd. ("Apex") of Edmonton, AB, that conceptualizes a potential open pit and underground mine model. The MRE key highlights include:

- A significant expansion upon a historical mineral resource;
- An Indicated Mineral Resource of 11.0 million tonnes at an average grade of 1.56 grams per tonne (g/t) gold (Au) for 550,800 ounces of gold;
- An Inferred Mineral Resource of 38.3 million tonnes at an average grade of 1.23 g/t Au for an additional 1,509,100 ounces of gold; and
- Gold mineralization remains open for further expansion in all contributing zones.

On February 1, 2023, the Company filed the MRE, with the technical report available on <https://www.sedarplus.ca> and on the Company's website.

On December 23, 2022, President Biden signed the 2023 US National Defense Authorization Act into law that contained provisions for the release of the Stillwater WSA, thereby opening up land around Fondaway Canyon to staking, exploration and mining, and materially improving the potential for permitting and development at Fondaway Canyon.

On January 10 and January 18, 2023, the Company provided assay results for the remaining nine drill holes (FCG22-20 to FCG22-28) of the 2022 drill program that were not included in the MRE. The eight drill holes (FCG22-20 to FCG22-23 and FCG22-25 to FCG22-28) drilled in the Central Area all intersected significant zones of mineralization, continued to demonstrate the consistency of the mineralization, and are additive to the resource model. Upon the conclusion of the 2022 drill program, the mineralization at Fondaway Canyon remains open in most directions for further expansion potential.

Hole FCG22-24, designed to test the Pediment target located 2 km to the west of the Central Area, encountered two minor mineralized intervals hosted within a shear structure exhibiting characteristics indicative of mineralization peripheral to a main zone. The Pediment Area remains a promising target along the east-west gold corridor with the Company's intention to utilize the information garnered to date to vector into the potential gold system indicated for this area.

In November 2023, the Company staked an additional 69 contiguous unpatented mining claims, for 552 hectares (1,364 acres).

On December 8, 2023, the Company announced plans to upgrade the Mineral Resource Estimate.

On February 5, 2024, the Company recorded, with Churchill County, Nevada, and the Bureau of Land Management, the staking of 6 additional and contiguous unpatented mining claims at the Fondaway Canyon gold project.

On May 31, 2024, the Company filed, with Churchill County, Nevada, and the Bureau of Land Management, the staking of 7 additional unpatented mining claims at the Fondaway Canyon gold project, bringing the total number

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of claims to 253 covering 4,463 acres (1,806 hectares) and 16 additional contiguous unpatented mining claims at the Dixie Comstock gold project, bringing the total number of claims to 44 covering 725 acres (293.5 hectares).

On June 6, 2024, the Company completed the bulk density ("BD") field program at Fondaway Canyon reporting a 7% Increase to the bulk density of the mineralized host rock than previously reported. The results will be incorporated into an updated Mineral Resource Estimate ("Updated MRE") currently in progress.

Forte Dynamics Inc. was engaged on June 19, 2024, to prepare a Preliminary Economic Assessment on the Fondaway Canyon gold project in Nevada.

Star

The Company holds a 100% interest in the Star project located in Pershing County Nevada, USA. A portion of the Star claim group is subject to a mining lease agreement between Getchell Gold Nevada Inc. and RS Gold, LLC, the "Owner" dated June 26, 2010, and amended on May 1, 2015. The remainder of the Star claim group is controlled via staking. However, the portion of the Star claim group that is controlled via staking is within the "area of influence" and is subject to the mining lease terms and conditions. The key provisions of the mining lease agreement are as follows:

Original term: Original term of 10 years ended June 26, 2020.

Revised term: The Star Point mining lease was renegotiated and a new agreement, with more favorable payment terms, was executed effective June 1, 2020. The revised term is for 20 years ending June 1, 2040, with the option and right to extend the term for 3 additional extension terms of 10 years each.

Advance Minimum Royalties: Advance pre-production royalties deductible from future production royalties are payable upon as follows:

Effective date of agreement –	US\$15,000 in cash (paid) and US\$10,000 in shares (issued)
1st Anniversary –	US\$15,000 in cash (paid) and US\$20,000 in shares (issued)
2nd Anniversary –	US\$20,000 in cash (paid) and US\$30,000 in shares (issued)
3rd Anniversary –	US\$25,000 in cash (paid) and US\$40,000 in shares (issued)
4th Anniversary –	US\$30,000 in cash (paid) and US\$40,000 in shares (issued)
5 th Anniversary –	US\$35,000 in cash or gold equivalent
6 th Anniversary –	US\$40,000 in cash or gold equivalent
Subsequent Anniversaries –	US\$40,000 in cash or gold equivalent

Production Royalties: A fixed NSR royalty of 3% on all valuable minerals produced from the Property is payable to the owners on production. In addition, US\$365,000 in previously paid advance royalty payments were credited towards future production from the prior agreement.

Royalty Buy-out Provision: The Company may purchase up to a 2% NSR for US\$1,500,000 per point.

The Star claim group consists of 75 Mining Lease unpatented lode mining claims and 15 unpatented lode mining claims staked by the Company which are within the area of influence of the Mining Lease Agreement, all totaling 752.5 hectares (1,859 acres). Based on the results of previous geophysical work and the 2022 drill program, the Company submitted renewal payments of US\$15,945 for 90 Star claims in August of 2023.

In late 2020 the Company completed an Induced Polarization ("IP") geophysical survey conducted over the two high grade occurrences, the historical Star Point copper mine and the copper-gold-silver Star South artisanal mining site, for the purpose of refining previously identified geophysical anomalies for drill targeting.

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In September 2021, two drill pads, one at Star Point and one 4 kms to the south at Star South, were constructed to target geophysical anomalies underlying the highly mineralized surface occurrences. One additional pad was constructed 1.5 km to the west of Star South to target a strong geophysical anomaly underlying the pediment, a continuous blanket of sediments covering the target area.

On June 2, 2022, the Company announced the commencement of drilling and on August 17, 2022, the Company announced the completion of the drill program comprising two drill holes, SG22-01 targeting the Star Point and SG22-02 targeting the Star South Cu-Au-Ag mineralized occurrences.

Both drill holes encountered indications of epithermal fluids and alteration typically associated with a porphyry style system and extensive structural zones marking high fluid transmissivity. Broad zones of graphitic material occurring as bands and fracture fill were encountered that would provide geophysical responses similar to the ones targeted and copper mineralization was not observed in the drill core. Sample results will be utilized for the interpretation and potential vectoring for the source of the mineralization observed at surface, in preparation for future drill programs.

Hot Springs Peak

The Hot Springs Peak ("HSP") property consists of 106 unpatented lode mining claims totaling 886.2 hectares (2,190 acres) in the northern Hot Springs range in northern Nevada. Based on the exploration work conducted on the property the Company renewed the claims in August of 2023. Total renewal payments were US\$18,774. No exploration is planned for 2024.

For more details on any of the Company's activities and announcements noted above, please refer to the Company's website and press releases which can be found on <https://www.sedarplus.ca>.

Expenditures

Exploration and evaluation expenditures for the three months ended June 30, 2024 were as follows:

	Star \$	Hot Springs Peak \$	Fondaway Canyon \$	Dixie Comstock \$	Total \$
Claim fees	-	-	2,720	6,218	8,938
Field and support	-	575	30,136	12,878	43,589
Geologist	4,105	4,105	98,380	4,105	110,695
Geophysics	-	-	20,791	-	20,791
Laboratory fees	-	-	7,586	-	7,586
Royalty payments	97,374	-	-	-	97,374
Travel	-	-	6,731	-	6,731
	101,479	4,680	166,344	23,201	295,704

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Exploration and evaluation expenditures for the year ended March 31, 2024 were as follows:

	Star \$	Hot Springs Peak \$	Fondaway Canyon \$	Dixie Comstock \$	Total \$
Acquisition and lease payments	-	-	3,159,068	601,727	3,760,795
Claim fees	21,505	25,320	85,470	6,684	138,979
Field and support	15,884	2,266	128,119	6,873	153,142
Geologist	50,265	19,433	190,304	18,808	278,810
Geophysics	-	-	13,473	-	13,473
Laboratory fees	5,282	-	68,056	-	73,338
Drilling	-	-	1,888	-	1,888
Royalty payments	87,666	-	47,205	-	134,871
Travel	-	-	15,482	12	15,494
	180,602	47,019	3,709,065	634,104	4,570,790

Critical Accounting Estimates

The preparation of the unaudited condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These unaudited condensed interim consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the unaudited condensed interim consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the going concern, debentures, and share-based payments.

New Standards Adopted by the Company

There are no accounting pronouncements with future effective dates that are applicable or are expected to have a material impact on the Company's financial statements.

Related Party Transactions

During the three months ended June 30, 2024, the Company entered into the following transaction with related parties and paid or accrued the following amounts:

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Name	Relationship	Purpose of Transaction	Three months ended June 30, 2024
Mike Sieb	President and Director	Management and Director	\$49,500
Bill Wagener	CEO of the Company and	Management services	\$40,994
Natasha Tsai	CFO of the Company	Consulting services	\$10,650
Robert Bass	Chairman and Director	Director fees	\$13,500
Chris Bass	Director	Director fees	\$4,500
Michael Hobart	Director	Director fees	\$1,500

For additional details of related party activity, please refer to Note 4 of the June 30, 2024 unaudited condensed interim consolidated financial statements.

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any 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, including, and without limitation, such considerations as liquidity, capital expenditures and capital resources that would be material to investors.

Outstanding Share Data

As of the date of this MD&A, the Company has 132,126,862 common shares issued and outstanding as well as: (a) stock options to purchase an aggregate of 12,595,000 common shares expiring at various dates between September 2024 and May 2029 and exercisable at prices between \$0.08 per common share and \$0.59 per common share, (b) compound options to purchase an aggregate of 179,000 units expiring in September 2025 exercisable at \$0.40 per unit, (c) share purchase warrants to purchase an aggregate of 60,720,130 common shares expiring at various dates between September 2024 and May 2027 and exercisable at prices between \$0.10 and \$0.60. Compound options are options which can be exercised to purchase a unit comprised of both shares and share purchase warrants.

For additional details of share data, please refer to Note 7 of the June 30, 2024 unaudited condensed interim consolidated financial statements.

Capital Management

The Company's objectives when managing capital are as follows:

- i) To safeguard the Company's ability to continue as a going concern;
- ii) To raise sufficient capital to finance its exploration and development activities on its mineral exploration properties;
- iii) To raise sufficient capital to meet its general and administrative expenditures.

The Company manages its capital structure and makes adjustments to it based on the general economic conditions, its short term working capital requirements, and its planned exploration and development program expenditure requirements. The capital structure of the Company is comprised of shareholders' equity which includes share capital, warrants, contributed surplus and deficit. The Company may manage its capital by issuing flow through or common shares, or by obtaining additional financing.

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The Company utilized annual capital and operating expenditure budgets to facilitate the management of its capital requirement. These budgets are approved by management and updated for changes in the budgets underlying assumptions as necessary.

There were no changes in the Company's approach to managing capital during the year.

Risks and Uncertainties

Liquidity and Additional Financing

The Company has limited financial resources and no current revenues. There can be no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could cause the Company to reduce or terminate its operations.

Regulatory Requirements

Even if the Company's properties are proven to host economic reserves of gold or other precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Reliance on Key Personnel

The Company is dependent on a relatively small number of key people, the loss of any of whom could have an adverse effect on its operations. The Company does not carry any key man insurance.

Conflicts of Interest

The directors and officers of the Company may serve as directors or officers of other public resource companies or have significant shareholdings in other public resource companies. Situations may arise in connection with potential acquisitions and investments where the other interests of these directors and officers may conflict with the interest of the Company. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director is required by the *Business Corporations Act* (Ontario) to disclose the conflict of interest and to abstain from voting on the matter.

From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

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Share Price Volatility

Recently, securities markets in North America have experienced a high level of price and volume volatility, and the market price of many companies, particularly those considered exploration and development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that significant fluctuations in the trading price of the Company's common shares will not occur, or such fluctuations will not materially adversely impact on the Company's ability to raise equity capital without significant dilution to its existing shareholders, or at all.

General Economic Conditions

Recent events in the global financial markets have had a significant impact on the global economy. Many industries, including the gold and base metal mining industry, are impacted by these market conditions. A continued or more profound slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending/confidence, employment rates, business conditions, inflation, fuel and energy, consumer debt levels, lack of available credit, the state of the financial markets, sovereign debt issues, interest rates, and tax rates may adversely affect the Company's growth and profitability.

More specifically, the global credit/liquidity crisis could impact the cost and availability of financing and the Company's overall liquidity, and the devaluation and volatility of global stock markets impacts the valuation of the Company's common shares, which may impact the Company's ability to raise funds through the issuance of equity securities.

Financial Resources

The Company does not presently have sufficient financial resources to undertake by itself the exploration and development of all of its planned exploration and development programs. Future property acquisitions and the future exploration/development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public/private financing, or other means. There is no assurance that the Company will be successful in obtaining the required financing. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties.

Dilution

The Company may require additional equity financing to be raised in the future. The Company may issue securities on less than favourable terms to raise sufficient capital to fund its business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Foreign Currency

The Company operates in Canada and United States. Future exploration programs may be denominated in U.S. dollars. Foreign exchange risk arises from purchase transactions as well as financial assets and liabilities denominated in these foreign currencies. The Company does not use derivative instruments to hedge exposure to foreign exchange rate risk. However, management of the Company believes there is no significant exposure to foreign currency fluctuations.

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Management's Discussion & Analysis

Three Months Ended June 30, 2024

Commitments and Contingencies

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Disclosure Controls and Procedures

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim consolidated financial statements for the three months ended June 30, 2024 and this accompanying MD&A (together, the "Interim Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR at www.sedarplus.ca.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedarplus.ca.