RECHARGE RESOURCES LTD.

Management Discussion & Analysis ("MD&A")

Three Months Ended March 31, 2024

Date of Report: May 29, 2024

The following management's discussion and analysis should be read together with the unaudited condensed consolidated interim financial statements and accompanying notes for the three months ended March 31, 2024 and 2023, and the audited consolidated financial statements and accompanying notes for the years ended December 31, 2023 and 2022, and related notes hereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated.

This management discussion and analysis includes certain statements that may be deemed "forward-looking statements". Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

All figures are in Canadian dollars unless otherwise stated.

Nature of Business and Overall Performance

Recharge Resources Ltd. ("Recharge" or the "Company") was incorporated in the province of British Columbia on March 9, 2010 as Signal Resources Inc. The Company is a resource exploration company that is acquiring and exploring mineral properties. The name was changed to Le Mare Gold Corp., on February 2, 2018 and to Recharge Resources Ltd. on July 15, 2021, after which the Company commenced trading as "RR" on the TSX Venture Exchange (the 'TSXV'). On March 4, 2022, the Company delisted from the TSXV and commenced trading as "RR" on the Canadian Securities Exchange (the "CSE").

Background

The Company has completed a corporate rebranding and has recently acquired a portfolio of highly prospective battery metals projects, with a view to continue exploring world class projects focusing on nickel and lithium.

Brussels Creek

On February 3, 2021, the Company entered into a mineral option assignment agreement whereby the Company has been assigned the right to acquire up to a 100% interest in the Brussels Creek property located in the Kamloops Mining District, British Columbia. The assignor assigned all its right, title, and interest in and to the option agreement dated February 25, 2020, that it is a party to for $157,500 (paid) and 40,000 common shares of the Company (issued). The Company agreed to assume the obligations of the assignor under the option agreement subject to the optionor agreeing to accept 100,000 common shares of the Company in substitution for shares of the assignor otherwise due to be issued to the optionor under the option agreement.

On March 18, 2022, the Company entered into a mineral property acquisition agreement, replacing the option assignment agreement, whereby the Company shall acquire 100% right, title and interest in the property in consideration of Recharge paying the sum of $75,000 (paid) and issuing 125,000 common shares in the Company (issued).

The interest earned is subject to a 2% Net Smelter Royalty payable to the optionor. One half of the royalty may be purchased for $1,000,000, exercisable anytime on or before the expiration of one year from the commencement of commercial production.

The Property is an early-stage exploration property, located approximately 24 km west of Kamloops, BC, and is immediately adjacent to New Gold's New Afton mine. The Property comprises 17 claims (66 cells) covering 1350.43 ha. The geological setting of the Property is very similar to New Afton, a silica-saturated copper-gold alkalic porphyry-style deposit, as well as the Highland Valley, Mount Polly, Kemess and Galore Creek deposits. Recent field observations noted the presence of a substantial mineralized quartz-feldspar porphyry body intruding the overlying Nicola Group volcanics. Historic sampling and mapping on the property, in 1983 and 1984, located a broad anomalous zone (200 m by 400 m) with gold values up to 3.5 g/t. Grab samples taken from the property in 2019 include values of 10.1 g/t Au (with 0.7 g/t Pd) and 11.5 g/t Au. In 2020, Syber commenced exploration work on the property and has completed an airborne magnetometer survey over the entire property, a LiDAR and orthophotography survey, and also one week of prospecting and mapping. Interpretation of the geophysical survey identified six areas of interest, showing potential for the structural complexities and potassic alteration that are common features of this style of porphyry copper-gold deposit.

Recharge commissioned Healex Consulting of Nanaimo, BC, to complete a National Instrument 43-101 Technical Report on the Property. The report will be made available on *www.sedarplus.ca*.

Murray Ridge and Pinchi Lake

On July 28, 2021, the Company entered into a share purchase agreement with the shareholders of Battmetals Resources Corp., under which Recharge purchased all of Battmetals issued and outstanding shares, representing a 100% interest. As consideration for Recharge's purchase of the Battmetals shares, Recharge issued an aggregate of 285,000 shares to the vendors.

The Company has 100 per cent interest in the Murray Ridge and Pinchi Lake Nickel projects. The properties are located approximately 15 to 30 km northwest of Fort St. James and 120 km northwest of Prince George in Central British Columbia. The project was previously explored by Nanton Nickel Corp. The project consists of three separate claim blocks totalling 3,354.64 hectares that were carefully selected to cover the best sampling results (greater than 0.20% nickel in rocks) reported by Nanton Nickel company in 2013 shortly after the discovery of the Decar Nickel property owned FPX NICKEL CORP. (FPX.TSX-V). Awerite was confirmed to be a constituent of the nickel values.

The Decar Nickel Project geology which lies 60km South West is analogous suite of ultramafic intrusions are hosts to widely disseminated coarse grained awaruite mineralization. Compositionally, awaruite (Ni_2Fe-Ni_3Fe) is comprised of approximately 75% nickel, 25% iron and 0% sulfur, and therefore it is considered "natural steel". Absence of sulfur allows a concentrate to be shipped directly to steel mills without incurring smelting and refining costs, and minimal environmental problems.

The Company additionally holds the Georgia Lake North & West Lithium Properties next to RockTech Lithium's (RCK:CSE) Georgia Lake Property consisting of two projects totalling 320 hectares and 432 hectares. The RockTech project is located 160 km northeast of Thunder Bay within the Thunder Bay Mining Division and is host to a number of spodumene-bearing pegmatites. Lithium mineralization was discovered in 1955 and subsequently explored by several historic owners. RockTech acquired the licenses since 2009 and carried out several drill campaigns until 2017. Based on a total of 351 drill holes with a combined length of 47,384 m an NI43-101 compliant resource estimate of 6.58 million tonnes in the measured and indicated category and 6.72 million tonnes in the inferred category was published in August 2018.

November 21, 2023, the Company announced that it has entered into an agreement with Ranchero Gold Corp. ("Ranchero") whereby Ranchero can earn a 100% interest in the Pinchi Lake Nickel Project.

Terms of the transaction:

- issuing 835,000 common shares in the capital of Ranchero to Recharge within five business days of Ranchero obtaining the approval of the TSX Venture Exchange to the Agreement;

- making cash payments to Recharge of $25,000 by the first anniversary date of the Agreement; $2,000,000 by the second anniversary of the Agreement; and $3,000,000 by the third anniversary date of the Agreement; and

- funding exploration and development work on the property of a total of $1,200,000 before November 30, 2026, of which at least $40,000 is required before June 30, 2024; a further $60,000 is required before November 30, 2024; and a further $100,000 is required before November 30, 2025.

As of March 31, 2024 the Company had recorded the Ranchero shares as an investment with a fair value of $45,925.

Pocitos 1

Option agreement with Spey Resources Corp.

On March 21, 2022, the Company entered into an option agreement with Spey Resources Corp. ("Spey") whereby the Company may acquire up to 100% undivided interest in the Pocitos 1 project, an 800-hectare lithium brine project located just outside of Salta, Argentina.

To earn an 80% undivided interest in the property, the Company must pay to Spey cash and share payments totalling US$1,750,000 per the following commitments:

i) Cash payments to be made:
   - US$350,000 upon execution of the agreement; (paid)
   - US$500,000 on or before March 21, 2023 (paid)

ii) Shares to be issued:
   - US$400,000 equivalent shares upon execution of the agreement; (issued)
   - US$500,000 equivalent shares on or before March 21, 2023 (issued)

iii) Exploration expenditures to be incurred:
   - US$250,000 on or before March 21, 2023 (incurred)

If the remaining 20% is acquired, the Company must pay Spey an additional US$6,000,000 on or before March 21, 2027.

A royalty of 7.5% of the FOB price of lithium carbonate or other lithium compounds sold on the project shall remain payable pursuant to an underlying agreement.

The project is located approximately 10km from the township of Pocitos where there is gas, electricity, and telephone internet services. Pocitos 1 is approximately 800 hectares and is accessible by road. Previous exploration and development teams have spent over US$1.5M exploring the project, including surface sampling, trenching, TEM geophysics and drilling two 400m holes with promising results. Locations for immediate follow up drilling have been designed and identified for upcoming exploration.

Lithium values of up to 125ppm from laboratory analysis conducted by Alex Stewart were recorded by A.I.S. Resources Ltd. during their drill campaign in May 2018 using a double packer in HQ Diamond drillholes to a depth of 409 metres and the flow rate of the hole exceeded 75,000 litres per minute and continued for more than 5 hours. Both drill holes had exceptional brine flow rates. Recharge's plan is to sample the current drill holes and drill a further two holes to work towards a NI43-101 resource calculation.

On August 10, 2023, the Company and Spey have entered in to a full and final mutual release and terminated their Agreement on the Pocitos 1 and 2 projects, Spey has returned the US$850,000 to the Company and has returned the 1,250,000 common shares.

Purchase agreement with Ekeko S.A.

In August 2023, the Company entered into a purchase agreement with property owner Ekeko S.A. to acquire 100% undivided interest in the Pocitos 1 project located within the Salar de Pocitos in Salta province, Argentina.

Terms of the transaction:

Under the terms of the Agreement, Recharge acquired a 100% ownership interest in 800-hectare Pocitos 1 Project located within the Salar de Pocitos in Salta Province, Argentina by fulfilling the following conditions:

The agreed price of US$1,200,000, to be made as follows:

i. The sum of US$850,000 that will be paid on the agreement signing date. Due within 5 days after signing of the agreement. (Paid)

ii. The sum of US$350,000 to be placed in trust within the 30 days of the Agreement signing date that will be payable at the time of issuance of the Certificate of Title to Pocitos 1 Project; and

iii. Recharge has agreed to pay for taxes payable as part of the transaction due in April 2024.

iv. There are no royalties associated with Pocitos 1 Project.

Pocitos 2

On February 21, 2023, the Company entered into an option agreement with Spey Resources Corp. ("Spey") whereby the Company may acquire up to 100% undivided interest in the Pocitos 2 project, a 532-hectare lithium brine project located just outside of Salta, Argentina and contiguous to the Company's ongoing operations on the Pocitos salar.

To earn a 100% undivided interest in the property, the Company must pay to Spey cash and share payments per the following commitments:

i) Cash payments to be made:
- US$744,800 on or before June 30, 2023;

ii) Shares to be issued:
- CAD $500,000 equivalent shares within 7 days execution of the agreement; (issued)

In the event that Recharge exercises the Option, it shall, and shall be obligated to, pay an additional $500,000 in cash or shares to Spey within 18 months of February 21, 2023.

A royalty of 7.5% of the FOB price of lithium carbonate or other lithium compounds sold on the project shall remain payable pursuant to an underlying agreement.

On August 10, 2023, the Company and Spey have entered in to a full and final mutual release and terminated their Agreement on the Pocitos 2 project.

On December 19, 2023, the Company has signed an agreement to acquire the adjacent concession with property owner Ekeko S.A. to acquire 100% undivided interest in the Pocitos 2 project located within the Salar de Pocitos in Salta province, Argentina.

Terms of the transaction:

- US$25,000 cash payable to the Vendor on February 1, 2024; and
- US$75,000 cash payable to the Vendor after three months from the date of the Purchase Agreement (extended); and
- US$700,000 cash payable to the Vendor after six months from the date of the Purchase Agreement. (the Company has offered the vendor to pay in lieu of cash, 20% (US$140,000) in common shares of the Company at the vendor's discretion at a 10% volume-weighted average price ("VWAP") discount subject to a four-month restricted hold from the date of issuance.

Highlights

In January 2024, the Company issued 3,600,000 common shares with a fair market value of $1,460,000 pursuant to the settlement of restricted share units ("RSU").

On January 16, 2024, the Company issued 150,000 RSUs to consultants and officers of the Company.

On January 16, 2024, the Company granted 100,000 stock options exercisable at $0.40 per common share to an officer of the Company with an expiration date of January 16, 2025.

On March 12, 2024, the Company received 835,000 Ranchero common shares as per agreement with a fair value of $45,925.

Liquidity and Capital Resources

On February 16, 2024, the Company paid $33,731 (US$25,000) in relation to the Pocitos 2 mineral property option payment.

As at March 31, 2024, the Company had working capital deficiency of $7,675 (December 31, 2023, working capital of $413,846).

The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. The Company requires additional working capital to meet its primary business objectives. Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the funding through future equity issuances and through short-term borrowing in order to fund ongoing operations and to meet its obligations. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

Results of Operations

	For the three months ended	
	March 31, 2024	March 31, 2023
	$	$
Consulting fee	61,960	167,189
General and administrative	8,672	4,358
Investor relations	180,118	2,342,131
Management fees	70,000	95,000
Professional fees	44,958	24,111
Share-based compensation	53,260	1,752,568
Transfer agent and filing fees	6,530	19,356
Travel	-	21,797
Total expenses	**425,498**	**4,426,510**

Consolidated Financial Performance for the three months ended March 31, 2024 and 2023

Total operating expenses for the three months ended March 31, 2024, resulted in a decrease of $4,001,012 compared to the prior year period. Significant changes over the prior period are as follows:

- Consulting fees were $61,960 for the three months ended March 31, 2024, compared to $167,189 for the same period in 2023, representing a decrease of $105,229. The decrease is mainly related to conclusion of various consulting agreements.
- Investor relations were $180,118 for the three months ended March 31, 2024, compared to $2,342,131 for the same period in 2023, representing a decrease of $2,161,013. This is mainly related to completed marketing campaigns during the prior year period.
- Management fees were $70,000 for the three months ended March 31, 2024, compared to $95,000 for the same period in 2023, representing a decrease of $25,000. The decrease is mainly related to resignation of the Chief Financial Officer.
- Professional fees were $44,958 for the three months ended March 31, 2024, compared to $24,111 for the same period in 2023, representing an increase of $20,847. The increase is mainly related to the accounting services provided.
- Share-based compensation for the three months ended March 31, 2024 were $53,260 compared to $1,752,568 for the same period in 2023. representing a decrease of $1,699,308. the Company utilized its stock option and RSU plans to compensate consultants, officers and directors, and less stock options and RSU were granted in the current period compared with same period prior year.
- Transfer agent and filing were $6,530 for the three months ended March 31, 2024, compared to $19,356 for the same period in 2023, representing a decrease of $12,826. This is higher fees last year was mainly related to registration and application with the depository trust company eligibility in the prior period.
- Travel was $Nil for the three months ended March 31, 2024, compared to $21,797 for the same period in 2023, representing a decrease of $21,797. This is mainly related to decrease in activities in the current period.

Summary of Quarterly Results

The following table sets out selected quarterly information for each of the Company's most recent eight completed quarters:

	Revenues	Net loss	Net loss per share (basic and diluted)
	$	$	$
March 31, 2024	-	(412,337)	(0.01)
December 31, 2023	-	(2,434,793)	(0.07)
September 30, 2023	-	(1,810,010)	(0.05)
June 30, 2023	-	(1,283,064)	(0.04)
March 31, 2023	-	(4,428,210)	(0.13)
December 31, 2022	-	(2,709,764)	(0.18)
September 30, 2022	-	(2,150,179)	(0.15)
June 30, 2022	-	(979,745)	(0.14)

Transactions with Related Parties

Balances

As at March 31, 2024, $120,302 (December 31, 2023 - $128,465) due to officers and directors of the Company and companies controlled by them is included in account payables and accrued liabilities.

As at March 31, 2024, the Company recorded $5,438 obligation to issue shares due to an officer of the Company (December 31, 2023 - $12,750).

These amounts are unsecured, non-interest bearing, and due on demand.

Transactions

The Company has identified the CEO and President, CFO, Corporate secretary, and the Company's directors as its key management personnel. During the three months ended March 31, 2024 and 2023 the following amounts were incurred with directors and officers of the Company:

	Three Months ended March 31,	
	2024	2023
	$	$
Management fees to companies controlled by the CEO	60,000	60,000
Management fees to a company controlled by the fromer CFO	10,000	30,000
Management fees to a company controlled by the Corporate Secretary	-	5,000
Share-based compensation - RSU	42,750	-
Share-based compensation - stock options	10,510	-
Total	**123,260**	**95,000**

Financial Instruments and Risk Management

(a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, accounts payable and accrued liabilities, and long-term loans approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash. The risk in cash is managed through the use of a major financial institution which has a high credit quality as determined by rating agencies. The carrying amount of financial assets represents the maximum credit exposure.

(c) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any assets or liabilities that are affected by changes in interest rates.

(d) Foreign Exchange Rate Risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that some monetary assets and liabilities are denominated in foreign currency.

The Company's has certain monetary financial instruments denominated in U.S. dollars. The Company has not entered into foreign exchange rate contracts to mitigate this risk.

The following table indicates the impact of foreign currency exchange risk on net working capital as at March 31, 2024. The table below also provides a sensitivity analysis of a 10% strengthening of the foreign currency against functional currencies identified which would have increased (decreased) the Company's net loss by the amounts shown in the table below. A 10% weakening of the foreign currency against the functional currencies would have had the equal but opposite effect as at March 31, 2024.

	March 31, 2024			**December 31, 2023**		
	AUD	**ARS$**	**US$**	**AUD**	**ARS$**	**US$**
Cash	-	1,289	2,403	-	18,663	3,840
Accounts payable and accrued liabilities	(73,224)	(4,669)	-	(74,620)	(6,185)	(6,911)
Total foreign currency financial assets and liabilities	(73,224)	(3,380)	2,403	(74,620)	12,478	(3,071)
Impact of a 10% strengthening or weakening of foreign exchange rate			(7,420)			(6,521)

As at March 31, 2024, a 10% change in exchange rates between US dollars (“US$"), Australia dollar (AUD), Argentina peso (“ARS”), and Canadian dollar would impact the Company’s net income (loss) by $7,420 (December 31, 2023 – $6,521).

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company requires funds to finance its business development activities. In addition, the Company needs to raise equity financing to carry out its exploration programs. There is no assurance that financing will be available or, if available, that such financing will be on terms acceptable to the Company.

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company’s ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

Additional Disclosure for Venture Issuers Without Significant Revenue

An analysis of material components of the Company’s exploration and evaluation assets is disclosed in the consolidated financial statements for the three months ended March 31, 2024.

Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the three months ended March 31, 2024, and have not been early adopted in preparing the accompanying consolidated financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company’s consolidated financial statements.

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Outstanding Share Data

As at the date of this MD&A, the Company had the following number of common shares and issuable shares outstanding.

Securities	
Common shares	50,857,441
Issuable under warrants	17,467,299
Issuable under options	825,000
Issuable under RSU	150,000

Changes in management

On January 15, 2024, the Company appointed Richard Robbins as corporate secretary and chief financial officer of the Company.

Other Requirements

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR+ at *www.sedarplus.ca*.