MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion and analysis, prepared by management (the "MD&A"), reviews the financial condition and results of operations of Alpha Copper Corp. (the "Company" or "Alpha") for the interim ended June 30, 2024 and 2023. The MD&A should be read in conjunction with the interim consolidated financial statements of the Company and related notes, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") for the three and nine-month period ended June 30, 2024 and 2023 in addition to the audited financial statements and related notes for the year ended September 30, 2023. This discussion provides management's analysis of the Company's historical financial and operating results and provides estimates of the Company's future financial and operating performance based on information that is currently available. This discussion contains forward-looking statements that involve certain risks and uncertainties. See also "Forward-Looking Statements" and "Risk Factors". This MD&A is current as at August 29, 2024.

FORWARD-LOOKING INFORMATION

Certain statements in this MD&A that are not based on historical facts constitute forward-looking information. Forward-looking information is not a promise or guarantee of future performance but is only a prediction that relates to future events, conditions or circumstances or the Company's future results, performance, achievements or developments and is subject to substantial known and unknown risks, assumptions, uncertainties and other factors that could cause the Company's actual results, performance, achievements or developments in its business or industry to differ materially from those expressed, anticipated or implied by such forward-looking information. Forward-looking statements include statements regarding the outlook for the Company's future operations, plans and timing for the introduction or enhancement of its services and products, statements concerning strategies or developments, statements about future market conditions, supply conditions, end customer demand conditions, channel inventory and sell through, revenue, gross margin, operating expenses, profits, forecasts of future costs and expenditures, and other expectations, intentions and plans that are not historical fact. The forward-looking statements in this MD&A are based on certain factors and assumptions regarding expected growth, results of operations, performance and business prospects and opportunities. Specifically, management has assumed that the Company's performance will meet management's internal projections. While management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

Readers are cautioned not to place undue reliance upon any such forward-looking statements, which speak only as of the date they are made. Readers are also advised to consider such forward-looking statements in light of the risk factors and uncertainties that may affect the Company's actual results, performance, achievements or developments.

The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by applicable law. Further information concerning risks and uncertainties associated with these forward-looking statements and the Company's business may be found in the Company's other filings.

OVERVIEW

The Company was incorporated on March 29, 2019 pursuant to the provisions of the BCBCA. The Company is a minerals exploration company involved in the exploration and development of the Indata Copper-Gold, Okeover Copper-Molybdenum, Hopper Property, Star Project, and the Quesnel Copper Property all of which are located in Canada. At present none of the Company's mineral properties are at commercial development or production stage.

Indata Copper-Gold Project

The Indata property, totaling 4,551 hectares (10,922 acres) is located 230 kilometers northwest of the City of Prince George, BC and is immediately south of the Stardust-Kwanika Project owned by Northwest

Copper Corp. Two types of mineralization have historically been explored for at Indata: gold-silver veins and porphyry style copper mineralization. Eleven drill holes totalling 2,140 m were completed in 2023. Results include IN22-82 with 173.6 meters grading 0.23% copper starting at 2.9 meters including 28.9 meters grading 0.47% copper starting at 2.9 meters. It constitutes the northern boundary of the Lake Zone which remains open beyond this point. A new zone of molybdenum mineralization was unexpectedly discovered 5 kilometers to the south of the Lake Zone in what is now called "Area 74" where hole IN22-74 intersected 30.8 meters grading 0.10% molybdenum (0.16 MoS2 eq.) starting at 113.7 meters and continuing to the bottom of the hole including 7.5 meters grading 0.32% molybdenum (0.51% MoS2 eq.). Results from historical drilling at Indata include DDH88-11 with 4.0 meters grading 47.26 g/t gold. In 2019 new mineralization was exposed by logging activities in the southern region of the claims with samples returning up to 3.64% copper and 5.95 g/t gold. The Kwanika and Stardust deposits, owned by Northwest Copper Corp., are located immediately north of Indata and share similar geology. The property includes three porphyry copper targets with the largest, the Lake Zone, measuring 500 to 1,000 meters in width along-strike for at least 1,500 meters.

The project is situated in a complex geological setting adjacent to the Pinchi Fault, a major structure separating the oceanic derived Cache Creek Terrane to the west and volcanic island arc-derived Quesnel Terrane to the east.

Gold vein drill intercepts have included 47.26 g/t gold over 4.0 meters. In 2019, a new vein measuring 5.1 meters in width was discovered 600 meters south of any previously known vein and a new area of copper gold mineralization exposed by logging road construction was discovered a further 2,900 meters south that included a select grab sample that returned 3.64% copper and 5.95 g/t gold.

To earn the 60% interest, the Company is required to complete $2,600,000 in exploration work, make cash payments of $210,000 ($120,000 paid) and issue common shares at an aggregate value of $210,000 (313,530 shares valued at $110,000 issued) over a five-year term. As amended via agreement, an aggregate $2,500,000 exploration program is required to be completed over a five-year term. To date, the Company has incurred $1,963,971 in exploration costs.

Okeover Copper-Molybdenum Project

The Okeover ("OK") copper-molybdenum property encompasses 4,613 hectares (11,399 acres) located immediately north of the coastal City of Powell River, British Columbia. Since its discovery in 1965, OK has been explored by several companies including Noranda Exploration, Asarco Exploration, Falconbridge Nickel Mines Ltd., Duval International Corporation, Lumina Copper Corp, and Eastfield Resources Ltd.

The property currently exhibits eight zones of mineralization which have so far been discovered over a north-south striking trend of approximately 5 kilometers. Of note, the North Lake Zone, received a 2006 historic resource calculation with an inferred 87 million tonnes grading 0.31% copper and 0.014% MoS2, (Carter N., for Eastfield, filed on Sedar, Nov 17, 2006). However, the North Lake historical resource estimate does not comply with CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by the CIM Council, May 19, 2014, as required by NI 43-101. The Company cautions that a qualified person has not done sufficient work to classify the historical resource estimate as current mineral resources or mineral reserves. There can be no certainty, following further evaluation and/or exploration work, that the historical resource estimate can be upgraded or verified as mineral resources or mineral reserves in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects. Please see Section 6 of the Company's Technical Report on the Okeover Project dated January 31, 2024, available under the Company's profile at www.sedar.com for more information. Between 1966 and 2008 one hundred and sixteen drill holes (116) totaling 19,000 meters have been completed.

The exploration focuses at Okeover shifted to target generation aimed at evaluating probable continuation of mineralization north and south of the North Lake Zone historic resource area. This work consisted of 1,923 soil samples, with 377 rock samples collected, and 28-line kilometers of induced polarization surveying completed since 2010. No drilling was completed between 2008 and 2023, although an airborne geophysical (magnetic and radiometric) program was completed over the property in 2021. In 2023, Alpha conducted a further 1258 meters of drilling across 4 diamond drill holes into the North Lake target to verify historic drilling and move towards completing a resource estimate.

The North Lake Zone historic resource is situated on the western side of a strong chargeability anomaly, and extends a further 250 meters westward beyond the edge of the induced polarization feature. Comparable signatures extend a further 1.4 kilometers in a northerly direction and approximately 1.0 kilometers in a southerly direction defining a target area of approximately 500 meters by 3,000 meters. Hole 72-15, with 0.29% Cu and 0.027% MoS_2 over 59.5 meters, is found in this target area approximately 400 meters north of the North Lake historic resource area while hole 66-01 contains 0.34% Cu and 0.021% MoS_2 over 101 meters, and is located 1,750 meters south of the North Lake Zone.

Located just forty-five minutes by vehicle from Powell River, the mineralization at the Okeover property shares several commonalities with the Hushamu deposit on Vancouver Island (Northisle Copper & Gold Inc.) and the Berg deposit in west-central BC (Surge Copper Corp., optioned from Centerra Gold).

Alpha has an agreement to earn 100% working interest in the property by issuing $1,500,000 of common shares, $250,000 has been paid, and incur $5,000,000 of exploration expense, of which $940,870 has been incurred.

During the year ended September 30, 2023, the option agreement was terminated and replaced by purchase and sale agreement, whereby the Company issued 1,418,842 common shares having an aggregate value of $500,000 to acquire the property outright.

Hopper Property

A 1,117-meter diamond drill-program was undertaken in July and August of 2021. The drill program focused on connecting geophysical anomalies to suspected copper mineralization in both skarn and porphyry targets. The drill program successfully encountered skarn mineralization as well as porphyry mineralization.

The skarn mineralization to the south of the Hopper Intrusion has been renamed “Copper Castle”. Drilling proved that high-grade skarn mineralization continues to the south of Franklin Creek with results of drill hole HOP21-01 to HOP21-03. Based on geophysical data the skarn may continue further south for several hundred meters. HOP21-04 and HOP21-05 were drilled towards the northern margin of the skarn, where the skarn abuts the Hopper Intrusion. These holes returned lower-grade copper skarn over several horizons and intervals of potassic altered granodiorite.

HOP21-06 targeted porphyry mineralization by testing three independent anomalies: 1) copper in soil geochemical anomaly, 2) 3DIP chargeability anomaly, 3) magnetic anomaly. The hole intersected over 100m of copper mineralized propylitic altered porphyry from surface.

On April 25, 2023, the Company announced that it had commenced an additional drill program at the Hopper property. Several high priority targets at the Hopper remain untested such as extensions of Copper Castle and two porphyry targets. Other targets include the Mitsu West showing which contains both porphyry, breccia and endoskarn mineralization over an area that is 600 by 200 meters, and the Northern Skarn, a 350-by-350-meter area of chalcopyrite mineralization associated with magnetite skarn and calc-silicate alteration, which previous exploratory work indicated may contain copper mineralization.

The Company drilled 2,327 meters in 8 holes. A total of 866 meters in 4 holes was drilled in Copper Castle and a total of 1461 meters in 4 holes in the porphyry zone. Assay results for the Copper Castle holes were released on July 11, 2023. The assays indicate the high-grade copper skarns that were intersected in 2021 continue to the northeast for several hundred meters. The first assay results for the porphyry zone were released on August 2, 2023 and are indicative of a large propylitic zone, an alteration type that commonly envelopes porphyry copper ores.

On December 18, 2023, through the acquisition of CAVU Energy Metals Corp. (“CAVU”), the Company holds an option agreement to acquire a 70% interest in the Hopper Property, located in Yukon Territory, Canada. Upon the performance of each of the Company’s obligations under the Hopper Property Option Agreement, the Company will acquire the 70% right, title and interest in and to the Hopper Property. The Company’s objective is to explore and, if warranted, develop the Hopper Property.

Upon completing its obligations under the Hopper Property Option Agreement, the Company will hold a 70% interest in the 365 quartz mining claims, comprising the Hopper Property. The Company's agreement with the Optionor is an arm's length transaction. In order to exercise its option under the Hopper Property Option Agreement, the Company shall pay to the Optionor a total of $700,000 incur a minimum of $5,000,000 in exploration expenditures of which $2,981,061 has been incurred, and issue to the Optionor a total of 350,000 common shares (250,000 have been issued, including 200,000 CAVU common shares previously issued before the acquisition of CAVU).

During the nine-months ended June 30, 2024, this option was terminated.

Star Project

The Star Project, acquired with the purchase of CAVU, is a copper-gold porphyry project located in the Stikine Arch which is a geological region that hosts a number of large porphyry copper-gold projects (such as Red Chris, and Galore Creek deposits), in northern British Columbia, Canada. The property has been explored since the 1950s with 18,739 meters of drilling performed since 1955 which has revealed a porphyry system that contains low-grade mineralization from surface to at least 700 meters below the surface, and includes near-surface (<100 m) intercepts of high-grade Cu and Au oxidized mineralization. The Company intends to compile and analyze all existing data on the project and proceed with a comprehensive exploration program to further test five porphyry targets that have already been partly delineated by previous drilling campaigns.

On April 4, 2023, the Company entered an asset purchase agreement with Deloitte Restructuring Inc. (acting as the Court-Appointed Receiver of Otso Gold Corp.), to acquire Otso Gold Corp.'s 49% joint venture interest in the Star Project for $220,000, which closed on April 19, 2023. Following receipt of an approval and vesting order from the Supreme Court of British Columbia, the purchase was completed by payment of a lump sum cash amount of $220,000.

On May 16, 2023, the Company entered into an option agreement (the "Star Project Option Agreement") with Prosper Gold Corp. ("Prosper") to acquire the remaining 51% interest in the Star Project. In order to exercise its option under this option agreement, the Company shall issue 1,250,000 common shares (CAVU common shares issued) and make total cash payments of $1,155,000 to Prosper ($770,000 paid, including $385,000 previously paid by CAVU before the acquisition of CAVU).

Should the Company not exercise the 51% option in full, Prosper shall have a 30-day period from the termination date to purchase the Company's 49% interest in the Star Project for a lump sum cash payment of $500,000.

As at June 30, 2024, the Company has issued 1,250,000 common shares and paid in total $1,155,000 under the option agreement.

The Star Project is subject to a royalty with certain legacy owners representing 2% of net smelter returns upon commercial production. One-half of the royalty may be repurchased from the royalty holders for a price of $2,000,000.

Quesnel Copper Property

The Quesnel Copper project ("Quesnel Copper") in central BC, staked by CAVU, is located 30 km northwest of the Mt. Polley mine in the Quesnellia Terrane. Quesnel Copper is 30 km^2 in total, located less than 40 km from Quesnel and accessible by logging roads. The Quesnel Copper Project is an early-stage project with discovery potential and was acquired through staking. The Quesnel Copper Project contains a 90th percentile gold and 99th percentile copper sample from a BCGS regional geochemical survey. No significant exploration has been undertaken to date. The Company has collected additional till samples to follow up on the regional geochemical survey results that were obtained by the BCGS. These till samples are currently processed at a laboratory to measure and identify pathfinder elements and minerals for copper mineralization in the subsurface.

Qualified Person

The scientific and technical information contained in this MD&A has been reviewed and approved by Mr. J.W. Morton, P.Geo., a Director, and the Qualified Person for Alpha Copper Corp. as defined in National Instrument 43-101 – Standards of Disclosure for Mineral Projects. Mr. J.W. Morton, P.Geo., has examined the information which includes the data disclosed underlying the information and opinions contained herein.

OVERALL PERFORMANCE

On January 16, 2024, Alpha announced the amendment to the Indata Projection Option Agreement. In accordance with the amending agreement, to earn a 60% interest in the Propoerty, the Company must make the following remaining payments:

- Incur $350,000 in exploration expenditures and pay $35,000 (up to $20,000 of which may be paid in common shares of the Company ("Shares")) by January 23, 2024;
- Pay $25,000 by June 20, 2024; and
- Incur $966,186 in exploration expenditures and pay $105,000 (up to $20,000 of which be paid in Shares) by December 31, 2024

On October 11, 2024, Alpha acquired the Okeover Project by the issuance of 567,537 common share of the Company with an agreed upon value of $500,000.

Key Performance Indicators

	For the Three-Months Ended June 30,		For the Nine-months Ended June 30,	
	2024	2023	2024	2023
Revenue	$ -	$ -	$ -	$ -
Net loss	$ (5,164,664)	$ (295,866)	$ (5,384,884)	$ (3,463,363)
Loss per share	$ (0.54)	$ (0.06)	$ (0.56)	$ (0.46)
Total assets	$ 6,720,972	$ 10,305,076	$ 6,720,972	$ 10,305,076
Exploration and evaluation expenditures	$ 385,500	$ 590,748	$ 389,400	$ 1,907,238

The Company incurred a net loss of $5,164,664 for the three-months ended June 30, 2024 compared to $295,866 for the three-months ended June 30, 2023, representing an increase of $4,868,798. The increase net loss is attributed to the increase in expenses on the termination of an option agreement of $5,004,359 and an increase in regulatory and filing fees of $3,365, due to additional charges related to the transfer agent. This was offset by the decrease in marketing and investor relations of $96,955 resulting from lower company awareness programs, a decrease in professional fees of $3,740 due to a decrease in services, a decrease in office and administration of $15,645 resulting in a reduction in rent expense offset by an increase in the interest on the short-term debt, and a decrease in depreciation expense of $17,732 as the assets are amortized on a declining balance method.

The Company incurred a net loss of $5,384,884 for the nine-months ended June 30, 2024 compared to $3,463,363 for the nine-months ended June 30, 2023, representing an increase of $1,921,521. The increase net loss is attributed to the increase in expenses on the termination of an option agreement of $3,560,433. In 2024, the Company terminated the Hopper option agreement resulting in a loss of $5,018,474 compared to $1,458,041 on the termination of the Okover option agreement in 2023. This was offset by lower marketing and investor relations of $1,471,224 resulting from lower company awareness programs, a decrease in professional fees of $185,927 due to a decrease in services, a decrease in consulting fees of $31,761 resulting in less consultants that were required, a decrease in office and administration expenses of $39,900 due to a decrease in rent expense, and a decrease in regulatory and filing of $17,101 due to lower fees from share transactions. In addition, in 2023 the company recognition of a flow-through recovery of $168,837 resulting from the spending on flow through expenditures.

The increase in total assets is the result of the additional equity issuances for the acquisition of the mineral properties, offset by the operating losses in the periods.

For the nine-months ended June 30, 2024, the Company purchased $389,400 of exploration and evaluation assets, compared to $1,907,238. The expenses incurred were for the exploration of the Indata, Star and Okeover properties.

Results of Operations

	For the Three-Months Ended June 30,		For the Nine-months Ended June 30,	
	2024	2023	2024	2023
Consulting fees	$ 95,607	$ 96,995	$ 248,871	$ 280,632

For the three and nine-months ended June 30, 2024, the Company incurred $95,607 and $248,871 of consulting fees compared to $96,995 and $280,632, representing a decrease of $1,388 and $31,761. The decrease in the expense is the result of the decrease in management fees.

	For the Three-Months Ended June 30,		For the Nine-months Ended June 30,	
	2024	2023	2024	2023
Marketing and investor relations	$ -	$ 96,955	$ 802	$ 1,472,026

For the three and nine-months ended June 30, 2024, the Company incurred nil and $802 of marketing and investor relations expenses compared to $96,955 and $1,472,026 for the prior periods ended 2023. The decrease for the three-months and the increase for the nine-months is related to the decrease marketing programs run by the Company through various outlets to increase Company awareness.

	For the Three-Months Ended June 30,		For the Nine-months Ended June 30,	
	2024	2023	2024	2023
Office and administration	$ 18,422	$ 34,067	$ 50,667	$ 90,567

For the three and nine-months ended June 30, 2024, the Company incurred $18,422 and $50,667 of office and administration expenses compared to $34,067 and $90,567, representing a decrease of $15,645 for the three-month period and $39,900 for the nine-month period. The decrease in the expense is the result of the decrease in rent during the periods.

	For the Three-Months Ended June 30,		For the Nine-months Ended June 30,	
	2024	2023	2024	2023
Professional fees	$ 28,566	$ 32,306	$ 58,805	$ 244,732

Professional fees decreased $3,740 to $28,566 for the three-months ended June 30, 2024 compared to $32,306 for the three-month period ended June 30, 2023. The decrease in professional fees is related to the decreased legal fees for general corporate items. For the nine-months ended June 30, 2024, the Company incurred $58,805 of professional fees compared to $244,732 representing a decrease of $185,927. The decrease is due to decreased general corporate items and decreased accounting fees for corporate filings.

	For the Three-Months Ended June 30,		For the Nine-months Ended June 30,	
	2024	2023	2024	2023
Regulatory and filing	$ 6,616	$ 3,251	$ 28,679	$ 45,780

For the three and nine-months ended June 30, 2024, the Company incurred $6,616 and $28,679 of regulatory and filing fees compared to $3,251 and $45,780 for both three and nine-months ended June 30, 2023. The decrease in the expense is the result of the decrease in annual filing fees.

	For the Three-Months Ended June 30,		For the Nine-months Ended June 30,	
	2024	2023	2024	2023
Termination of option agreement	$ 5,018,474	$ 14,115	$ 5,018,474	$ 1,458,041

During the nine-month period ended June 30, 2024, the Company recognized an expense of $5,018,474 on the termination of the Hopper property option compared to $1,458,041 on the termination of the Okover property option agreement in 2023.

	For the Three-Months Ended June 30,		For the Nine-months Ended June 30,	
	2024	2023	2024	2023
Flow-through recovery	$ -	$ -	$ -	$ 167,837

During the nine-month period ended June 30, 2023, the Company recognized $168,837 on the recovery on spending of the flow-through shares that were issued in the prior year.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

Management has determined that cash flows for operating, exploration and evaluation expenses, and general and administrative expenses will be funded by Alpha's existing cash on hand. Any expected short fall of cash required for these expenses will be funded by the issuance of common shares through private placements.

Cash Flow Summary

	2024	2023
Cash on hand, beginning of period	$ 34,379	$ 3,156,069
Cash flow used in operations	22,478	(1,860,184)
Cash flow from financing activities	350,000	708,753
Cash flow used in investing activities	(389,400)	(1,881,247)
Cash on hand, end of period	$ 17,457	$ 123,391

Cash flow from operations for the nine-month period ended June 30, 2024 was $22,478 resulting from the expenses incurred for general expenses, offset by the timing of the payment of the expenses, incurred for the day-to-day operations of the Company. Cash flow used in operations for the nine-months ended June 30, 2023 was $1,860,184 resulting from the expenses incurred for the day-to-day management of the Company, along with the amounts spent on the marketing campaign.

Cash flows from financing was $350,000 for the nine-months ended June 30, 2024. During the first nine-months fiscal 2024, the company received $350,000 from the issuance of short-term debt. Cash flows from financing was $708,753 for the nine-months ended June 30, 2023. During the first nine-months of fiscal 2024, the company received $708,753 from the exercise of warrants.

For the first nine-months ended June 30, 2024, the Company incurred $389,400 of cash expenses from investing activities. Of these expenses, $385,000 was for the option payment on the Starr Property and $3,900 was the result of the exploration work on the Indata property.

For the first nine-months of fiscal 2023 ended June 30, 2023, the Company incurred $1,907,238 of cash expenses used in investing activities. Of these expenses, $1,316,490 was the result of the exploration on both the Indata and the Okeover properties and spent $34,661 on the lease obligation on the office lease. In addition, the Company received $98,063 of cash on the acquisition of CAVU.

The following table represents the net capital of the Company:

	June 30, 2023	September 30, 2023
Shareholders' equity	$ 11,739,446	$ 10,288,977
Net capital	$ 11,739,446	$ 10,288,977

Alpha uses net working capital to monitor leverage. The net capital is the result of the issuance of common shares for the acquisition of CAVU, offset by the operating loss of the Company in the current period.

Working Capital

The Company has working capital deficiency of $1,139,661 (September 30, 2023 – $456,948) as at June 30, 2024. The working capital is comprised of current assets of $107,617 (September 30, 2023 - $300,279) and current liabilities of $1,247,278 (September 30, 2023 - $757,227).

Current assets is comprised of cash of $17,457 (September 30, 2023 - $34,379), goods and services tax receivable of $26,631 (September 30, 2023 - $234,450), restricted cash of nil (September 30, 2023 – $28,750) for a GIC held as collateral on a corporate credit card, and prepaids and deposits of $63,529 (September 30, 2023 - $2,700) resulting a prepaid marketing program and shares issued as compensation on the short-term debt.

Current liabilities is the result of accounts payable of $777,870 (September 30, 2023 - $637,819) resulting from the timing of vendor payments for the operating costs, the exploration program and a flow-through liability of $119,408 (September 30, 2023 - $119,408) due to the issuance of flow-through shares. In addition, $350,000 (September 30, 2023 – nil) of short-term debt.

Contractual Obligations

There are no outstanding contractual obligations.

Contingencies

Contingent liabilities

The Company does not have any contingent liabilities.

Contingent assets

The Company does not have any contingent assets.

SELECTED QUARTERLY FINANCIAL INFORMATION

	Jun 30, 2024	Mar 31, 2024	Dec 31, 2023	Sept 30, 2023
Revenue	$ -	$ -	$ -	$ -
Net loss	(5,164,664)	(61,137)	(158,785)	1,013,656
Loss per share	(0.54)	(0.01)	(0.01)	0.08

	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022	Sept 30, 2022
Revenue	$ -	$ -	$ -	$ -
Net loss	(295,866)	(2,097,450)	(1,070,047)	(1,299,298)
Loss per share	(0.04)	(0.12)	(0.04)	(0.12)

During the three-months ended June 30, 2024, the Company incurred a net loss of $5,164,664 resulting from consulting fees of $95,607 from the day-to-day operations, $28,566 of professional fees, mainly legal fees for general corporate matters, $18,422 of office and administration expenses resulting from interest on the short-term debt and $5,018,474 resulting from the termination of the Hopper property option.

For the second quarter ended March 31, 2024, the Company incurred a net loss of $61,137, resulting from consulting fees of $57,464 due to the day-to-day management of the Company, office and administration expenses of $9,717 namely due to rent, and regulatory and filing fees of $13,514 due to transfer agent fees and exchange fees. This was offset by interest income of $1,562 on the GIC held and $19,162 from the refund received from the prior landlord.

For the first quarter ended December 31, 2023, the Company incurred a net loss of $158,785, resulting from consulting fees of $95,500 due to the day-to-day management of the Company, professional fees of $30,239 from general corporate matters, and office and administration mainly due to rent of the Company office.

During the three months ended September 30, 2023, the Company recorded net income of $1,013,656 resulting from the reversal of the impairment on the Okeover property as a new agreement was negotiated. In addition, the Company incurred a gain on the extinguishment of the lease from the assignment of the lease to another party.

During the three months ended June 30, 2023, the Company incurred a net loss of $295,866, resulting from consulting fees of $96,995 for the day-to-day operations, marketing and investor relations of $96,955 for a marketing program, office and administration of $34,067 primarily due to the operating costs on the office lease, and professional fees of $32,306 due to legal fees for general corporate matters.

During the three months ended March 31, 2023, the Company incurred a net loss of $653,524, resulting from marketing and investor relations expenses of $356,077 due to a corporate awareness program conducted during the quarter, professional fees of $114,747 for general corporate items, consulting fees of $104,272 due to day-to-day management of the Company, and $24,595 of office expenses mainly due to corporate rent. In addition, the Company recognized an expense of $1,443,926 on the termination of the Okover property option agreement.

During the three months ended December 31, 2022, the Company incurred a net loss of $1,070,047, resulting from marketing and investor relations expenses of $1,018,994 due to a corporate awareness program conducted during the quarter, professional fees of $97,679 for general corporate items, consulting fees of $79,365 due to day-to-day management of the Company, and $31,905 of office expenses mainly due to corporate rent.

During the fourth quarter ended September 30, 2022, the Company incurred a net loss of $1,299,298, resulting from marketing and investor relations of $1,207,508 due to the marketing program the Company ran during the quarter. In addition, the Company incurred professional fees of $109,154 due to general corporate matters and costs associated with the acquisition of CAVU, consulting fees of $69,047 for the day-to-day operations of the Company, and office and administration expenses of $18,091 mainly resulting from office rent.

CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES

Exploration and evaluation assets

The Company has acquired exploration and evaluation assets, which consists of mineral claims, for use in its business activities. Amortization is recognized using the unit of production basis, once available for use, based upon management's estimate of the useful life.

Taxes

The determination of taxes is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for taxes. The value of deferred tax assets is evaluated based on the probability of realization; the Company has assessed that it is improbable that such assets will be realized and has accordingly not recognized a value for deferred taxes.

Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstance. There is a material uncertainty regarding the Company's ability to continue as a going concern. The Company's principal source of cash is from private placements. The Company is dependent on raising funds in order to have sufficient capital to be able to identify, evaluate and then acquire an interest in assets or a business.

Impairment of non-current assets

To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results. These assumptions relate to future events and circumstances. Actual results may vary and may cause significant adjustments to the Company's assets within the next financial year.

In addition, when determining the applicable discount rate, estimation is involved in determining the appropriate adjustments to market risk and asset-specific risk factors.

Decommissioning and restoration provision

The decommissioning and restoration provision is based on future cost estimates using information available at the reporting date. The decommissioning and restoration provision is adjusted at each reporting period for changes to factors such as the expected amount of cash flows required to discharge the liability, the timing of such cash flows, and the discount rate. The decommissioning and restoration provision requires other significant estimates and assumptions such as requirements of the relevant legal and regulatory framework, and the timing, extent, and costs of required decommissioning and restoration activities. Actual costs may differ from these estimates. As at September 30, 2022 and 2021, the Company has no material decommissioning and restoration provision

NEW ACCOUNTING PRONOUNCEMENTS

The Company has not applied the following amendments to standards that have been issued but are not yet effective:

The Company did not adopt any new accounting standard changes or amendments in the current year that had a material impact on the Company's financial statements.

The Company has not yet begun the process of assessing the impact of other new and amended standards that are effective for annual periods beginning on or after September 30, 2023 will have on its financial statements or whether to early adopt any of the new requirements. The Company does not expect the impact of such changed on the financial statements to be material, although additional disclosure may be required.

RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

Risk is inherent in all business activities and cannot be eliminated. However, shareholder value can be maintained and enhanced by identifying, mitigating, and where possible, insuring against these risks. The following section addresses some, but not all, risk factors that could affect Alpha's future results, as well as activities used to mitigate such risks. These risks do not occur in isolation but must be considered in conjunction with each other.

The Board of Directors have overall responsibility for the establishment and oversight of Alpha's risk management framework. The Board is responsible for developing and monitoring Alpha's compliance with risk management policies and procedures.

Alpha's risk management policies are established to identify and analyze the risks faced by Alpha, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Alpha's activities.

Financial risks and financial instruments

Cash is carried at fair value using a level 1 fair value measurement. The carrying value of cash and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

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

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 on its cash held in bank accounts. The Company has deposited the cash with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

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's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.

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 exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions and management actively negotiates favorable market related interest rates.

Foreign currency risk

The Company is exposed to foreign currency risk to the extent expenditures incurred or funds received and balances maintained by the Company are denominated in currencies other than Canadian dollars. As at June 30, 2024 and 2023, the Company does not have foreign currency risk.

Commodity price risk

Commodity price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in commodity prices. The ability of the Company to develop its mineral properties and the future profitability of the Company are directly related to the market price of copper. The Company has not hedged any of its future copper sales. The Company's input costs are also affected by the price of fuel. The Company closely monitors copper and fuel prices to determine the appropriate course of action to be taken from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

RELATED PARTY TRANSACTIONS

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined the key personnel to be officers and directors of the Company.

Payments and accrual were made to the following officers and directors or to companies controlled by these officer and directors.

During the three and nine-months ended June 30, 2024, the Company paid a privately held company owned by the Chief Executive Officer $45,000 and $135,000 (2023 – $45,000 and $135,000) for consulting services. These amounts are included in consulting fees.

During the three and nine-months ended June 30, 2024, the Company paid a privately held company owned by the Chief Financial Officer $12,500 and $35,500 (2023 – $10,500 and $28,500) for consulting services. These amounts are included in professional fees.

During the three and nine-months ended June 30, 2024, the Company paid a privately held company owned by one of the Company directors nil and nil (2023 – $28,958 and $101,391) for geological consulting services. These amounts are included in exploration and evaluation assets.

As at June 30, 2024 and September 30, 2023, $240,900 and $225,724 were owed to related parties.

All related party amounts were incurred in the normal course of operations, bear no interest, and have no fixed terms of repayment.

OTHER INFORMATION

Outstanding share data:

Issued and outstanding shares at June 30, 2024	9,781,024
Issued and outstanding options at June 30, 2024	419,150
Issued and outstanding warrants at June 30, 2024	463,283
Fully diluted shares at August 29, 2024	10,663,457

INDUSTRY RISKS

The Company's principal business activities are the acquisition, exploration, and definition of potentially economically viable mineral resource deposits on mineral properties, which, by nature, are speculative. Companies in this industry are subject to many and varied kinds of risks, including but not limited to; environmental, fluctuating commodity prices, social, political, financial and economics. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable. Due to the high-risk nature of the Company's business and the present stage of the Company's various mineral properties, an investment in the Company's common shares should be considered a highly speculative investment that involves significant financial risks, and prospective investors should carefully consider all of the information disclosed in this MD&A, the risk factors discussed below, and the Company's other public disclosures, including the risks described in the "Risk Factors" section of the Company's MD&A for the year ended September 30, 2023 and 2022, prior to making any investment in the Company's common shares.

The risk factors described below do not necessarily comprise all of the risks and uncertainties that the Company faces. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also adversely affect the Company's business, results of operations, financial results, prospects and price of common shares. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

Mineral property exploration and mining risk

Mineral exploration and development are highly speculative and are characterized by a number of significant inherent risks, which may result in the inability to successfully develop a project for commercial, technical, political, regulatory or financial reasons, or if successfully developed, may not remain economically viable for their mine life owing to any of the foregoing reasons.

The Company's ability to identify Mineral Resources in sufficient quantity and quality to justify development activities and/or its ability to commence and complete development work and/or commence and/or sustain commercial mining operations at any of its projects will depend upon numerous factors, many of which are beyond its control, including exploration success, the obtaining of funding for all phases of exploration, development and commercial mining, the adequacy of infrastructure, geological characteristics, metallurgical characteristics of any deposit, the availability of processing and smelting capacity, the availability of storage capacity, the supply of and demand for copper and other metals, the availability of equipment and facilities necessary to commence and complete development, the cost of consumables and mining and processing equipment, technological and engineering problems, accidents or acts of sabotage or terrorism, civil unrest and protests, currency fluctuations, changes in regulations, the availability of water, the availability and productivity of skilled labour, the receipt of necessary consents, permits and licenses (including mining licenses), and political factors, including unexpected changes in governments or governmental policies towards exploration, development and commercial mining activities.

Furthermore, cost over-runs or unexpected changes in commodity prices in any future development could make the projects uneconomic, even if previously determined to be economic under feasibility studies. Accordingly, notwithstanding the positive results of one or more feasibility studies on the projects, there is a risk that the Company would be unable to complete development and commence commercial mining operations at one or more of the mineral properties which would have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Key management

The success of the Company is dependent upon the ability, expertise, judgment, discretion, and good faith of its senior management. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results, or financial condition.

Limited operating history

The Company has no present prospect of generating revenue from the sale of products. The Company is therefore subject to many of the risks common to early-stage enterprises, including undercapitalization, cash shortages, limitations with respect to personnel, financial, and other resources, and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered considering the early stage of operations.

Ability to continue as a going concern

The Company's auditors' opinion on its September 30, 2023 financial statements includes an explanatory paragraph in respect of there being substantial doubt about its ability to continue as a going concern.

Financing and share price fluctuation risk

The Company has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its mineral properties. Future exploration and development of the Company's mineral properties may be dependent upon the Company's ability to obtain financing through equity, debt or other means. There can be no assurance that needed financing will be available in a timely or economically advantageous manner, or at all. Failure to obtain sufficient financing could result in delay or indefinite postponement of further exploration and development of on any or all of its mineral properties which could result in the loss of its property, in which case, the Company's ability to operate would be adversely affected. To obtain substantial additional financing, the Company may have to sell additional securities including, but not limited to, its Common Shares or some form of convertible securities, the effect of which may result in substantial dilution of the present equity interests of the Company's shareholders.

Securities markets have at times in the past experienced a high degree of price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration stage companies such as the Company, have experienced wide fluctuations in share prices which have not necessarily been related to their operating performance, underlying asset values or prospects. There can be no assurance that these kinds of share price fluctuations will not occur in the future, and if they do occur, how severe the impact may be on the Company's ability to raise additional funds through equity issues.

Commodity prices risk

The Company, along with all mineral exploration and development companies, is exposed to commodity price risk. A decline in the market price of gold, silver, base metals and other minerals may adversely affect the Company's ability to raise capital in order to fund its ongoing operations. Commodity price declines could also reduce the amount the Company would receive on the disposition of its mineral property to a third party.

Title risk

Title on mineral properties and mining rights involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history of many mining properties. The Company has diligently investigated and continues to diligently investigate and validate title to its mineral claims; however, this should not be construed as a guarantee of title. The Company cannot give any assurance that title to properties it acquired will not be challenged or impugned and cannot guarantee that the Company will have or acquire valid title to these mineral properties.

Insured and uninsurable risks

In the course of exploration, development and production of mineral properties, the Company is subject to a number of hazards and risks in general, including adverse environmental conditions, operational accidents, labor disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, and earthquakes. Such occurrences could result in damage to the Company's properties or facilities and equipment, personal injury or death, environmental damage to properties of the Company or others, delays, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers reasonable, its insurance may not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate future profitability and result in increased costs, have a material adverse effect on the Company's results and could cause a decline in the value of the securities of the Company.

Competition risk

Significant and increasing competition exists in the mining and mineral exploration industry. The Company faces strong competition from other mining and exploration companies in connection with the acquisition of properties producing, or capable of producing, minerals. Many of these companies are larger, more established, and have greater financial resources, operational experience and technical capabilities than the Company and make it difficult to compete for the acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. As a result of this competition, the Company may be unable to acquire additional attractive mining or exploration properties on terms it considers acceptable or at all. Consequently, the Company's business, results of operation, financial conditions and prospects could be adversely affected.

Government regulations

Exploration and evaluation companies operate in a high-risk regulatory environment. The mining activities is governed by numerous statutes and regulations in the United States, Canada, and other countries where Alpha intends to market its products. The subject matter of such legislation includes approval of mining facilities and environmental regulations.

The process of completing exploration and evaluation activities and obtaining required approvals is likely to take several years and require the expenditure of substantial resources. Furthermore, there can be no assurance that the regulators will not require modification to any submissions which may result in delays or failure to obtain regulatory approvals. Any delay or failure to obtain regulatory approvals could adversely affect the ability of Alpha to utilize its assets, thereby adversely affecting operations. Further, there can be no assurance that Alpha's properties will achieve levels of sensitivity and specificity sufficient for regulatory approval or market acceptance. There is no assurance that Alpha will be able to timely and profitably produce its products while complying with all the applicable regulatory requirements. Foreign markets, other than the United States and Canada, generally impose similar restrictions.

Conflicts of interest risk

Certain of the Company's directors and officers do, and may in the future, serve as directors, officers, promoters and members of management of other mineral exploration and development companies and, therefore, it is possible that a conflict may arise between their duties as a director, officer, promoter or member of the Company's management team and their duties as a director, officer, promoter or member of management of such other companies. The Company's directors and officers are aware of the laws establishing the fiduciary duties of directors and officers including the requirement that directors act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict is required under the Business Corporations Act (British Columbia) to disclose their interest.

Environmental risk

All phases of the Company's operations are subject to extensive environmental regulations. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation, mitigation of impact of activities to wildlife and plant life, and provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry activities and operations. They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. A breach of these regulations may result in the imposition of fines and penalties. In addition, certain types of mining operations require the submission and approval of environmental-related permits and/or environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has a potential to impact the timing of execution of work pans and reduce the viability or profitability of operations. Environmental hazards may exist on the properties in which the Company holds its interests or on properties that will be acquired which are unknown to the Company at present and which have been caused by previous or existing owners or operators of those properties.

Community relations risk

The Company's relationships with the communities in which it operates, and other stakeholders are critical to ensure the future success of the development of its properties. There is an increasing level of public concern relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. Publicity adverse to the Company, its operations or extractive industries generally, could have an adverse effect on the Company and may impact relationships with the communities in which the Company operates and other stakeholders. While the Company is committed to operating in a socially responsible manner, there can be no assurance that its efforts in this respect will mitigate this potential risk. Further, damage to the Company's reputation can be the result of the perceived or actual occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for

individuals and groups to communicate and share opinions and views in regard to the Company and its activities, whether true or not. While the Company strives to uphold and maintain a positive image and reputation, the Company does not ultimately have control over how it is perceived by others. Reputation loss may lead to increased challenges in developing, maintaining community relations and advancing its projects and decreased investor confidence, all of which may have a material adverse impact on the financial performance and growth of the Company.

Litigation risk

All industries, including the mining industry, may be made subject to legal claims and proceedings, with and without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. The Company may also in the future become the subject of a legal claim or proceeding at any time, and without advance notice of the commencement of the proceeding. To the extent the Company becomes subject to any such claim or proceeding, it may materially impact management's time and the Company's financial resources to defend, even if it is without merit. As well, due to the inherent uncertainty of the litigation process, the resolution of any particular legal claim or proceeding could have a material adverse effect on the Company's business, results of operations, financial condition (including its cash position) and prospects.

Climate change risk

The potential physical impacts of climate change on the Company's exploration projects is highly uncertain and are particular to the geographic circumstances. These may include changes in rainfall and storm patterns and intensities, water shortages, changing sea levels and changing temperatures. The Company's future exploration programs in the United States may require water and a lack of necessary water could disrupt exploration programs and adversely impact future development and mining activities. Climate change is an international concern and as a result poses the risk of changes in government policy including introducing climate change legislation and treaties at all levels of government that could result in increased costs. The trend towards more stringent regulations and carbon-pricing mechanisms aimed at reducing the effects of climate change could impact the Company's decision to pursue future opportunities, or maintain our existing exploration programs, which could have an adverse effect on our business.

No Anticipated Dividends

The Company does not intend to pay dividends on any investment in the shares of stock of the Company. The Company has never paid any cash dividends and currently do not intend to pay any dividends for the foreseeable future. To the extent that the Company requires additional funding currently not provided for in its financing plan, its funding sources may prohibit the payment of a dividend. Because the Company does not intend to declare dividends, any gain on an investment in the Company will need to come through an increase in the stock's price. This may never happen, and investors may lose all their investment in the Company.