



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED OCTOBER 31, 2024**

# MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED OCTOBER 31, 2024

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## INTRODUCTION

This Management Discussion and Analysis ("MD&A") provides a detailed analysis of the business of Leocor Mining Inc. (formerly Leocor Gold Inc.) ("Leocor" or the "Company") and compares its financial results for the years ended October 31, 2024 and 2023. This MD&A should be read in conjunction with the Company's consolidated financial statements for the years ended October 31, 2024 and 2023. The Company's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars.

The Company's financial results are being reported in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB. Further details are included in Note 2 of the consolidated financial statements for the year ended October 31, 2024. This MD&A is dated February 25, 2025.

The following discussion contains forward-looking statements that involve numerous risks and uncertainties. Actual results of the Company could differ materially from those discussed in such forward-looking statements as a result of these risks and uncertainties, including those set forth in this prospectus under "*Forward-Looking Statements*" and under "*Risk Factors*".

On January 21, 2025, the Company changed its name to Leocor Mining Inc.

On February 1, 2021, the Company announced that its common shares have commenced trading on the OTCQB marketplace under the symbol "LECRF". The Company's common shares will continue to trade on the Canadian Securities Exchange under the symbol "LECR". The Company expects that the listing on the OTCQB will provide greater visibility and convenience of trading for US investors, resulting in enhanced liquidity going forward.

On November 24, 2020, the Company's common shares commenced trading on the Frankfurt Stock Exchange under the trading symbol "LGO". In January 2020, the Company's common shares commenced trading on the OTCQB marketplace under the symbol "LECRF". The Company's common shares will continue to trade on the Canadian Securities Exchange under the symbol "LECR". The Company expects that the listing on the OTCQB and Frankfurt Stock Exchange will provide greater visibility and convenience of trading for US and European investors, resulting in enhanced liquidity going forward.

On July 28, 2020, the Company changed its name to Leocor Gold Inc. under the same trading symbol of "LECR".

During the year ended October 31, 2019, the Company completed its Initial Public Offering ("Offering") pursuant to a prospectus dated May 24, 2019 in which it issued an aggregate of 3,400,000 common shares of the Company at a purchase price of \$0.10 per common share. This generated aggregate gross proceeds of \$340,000.

PI Financial Corp. acted as the Agent ("Agent") on a commercially reasonable efforts basis in respect of the Offering and received a cash commission, a corporate finance fee and 200,000 corporate finance warrants in consideration for its services. In addition, the Company issued 238,000 non-transferable agent's warrants to purchase common shares. Each warrant is exercisable for a period of two years

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED OCTOBER 31, 2024

from closing of the offering, at an exercise price of \$0.10 per common share. Proceeds of the Offering will be applied to finance the Company's exploration work and for working capital purposes.

The Company received approval of its application to list its common shares on the Canadian Securities Exchange. The Company's common shares were listed on the Exchange on June 18, 2019 and immediately halted pending closing of the Offering. The common shares commenced trading on the Exchange on June 21, 2019 under the trading symbol "LECR".

### MINERAL PROPERTIES

#### ***BAIE VERTE PROJECT (COPPER CREEK, DORSET AND FIVE MILE BROOK)***

From North to South, the Copper Creek, Dorset and Five Mile Brook properties combine to form a property package of 1995 hectares (Fig.3). These properties, staked by multiple underlying owners and with disparate staking and assessment reporting dates, were individual projects until they were consolidated by the Company into the more logical Baie Verte project. Current and historical surface work shows a N-NE striking zone of favourable stratigraphy and structure with semi-continuous alteration and mineralization along the length of the property package (Fig4a and 4b.) These figures also show the position of a recently completed soil grid (results pending), and a planned ground magnetic grid, both of which are illustrate sampling lines perpendicular to the favorable N-NE striking stratigraphy and structure.

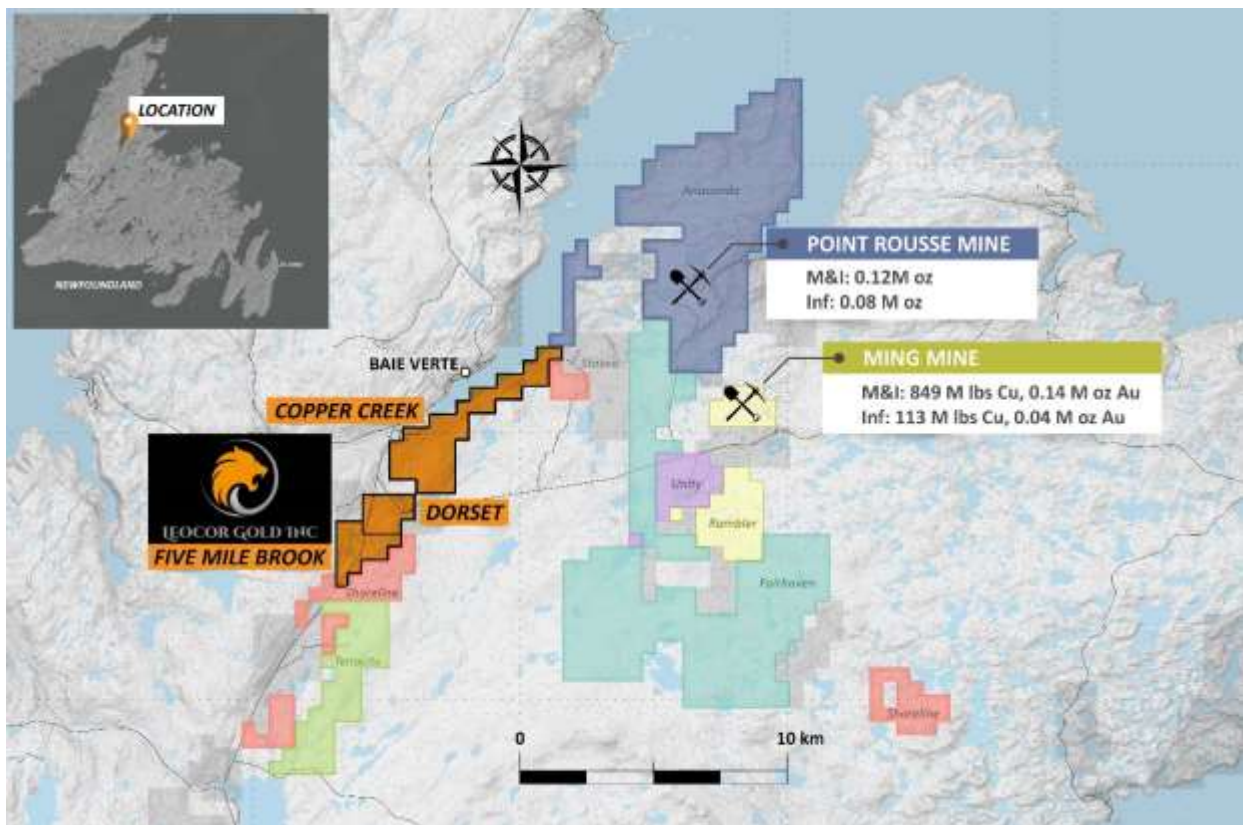


Figure 3: The Company holdings in the Baie Verte Peninsula, central Newfoundland, Canada

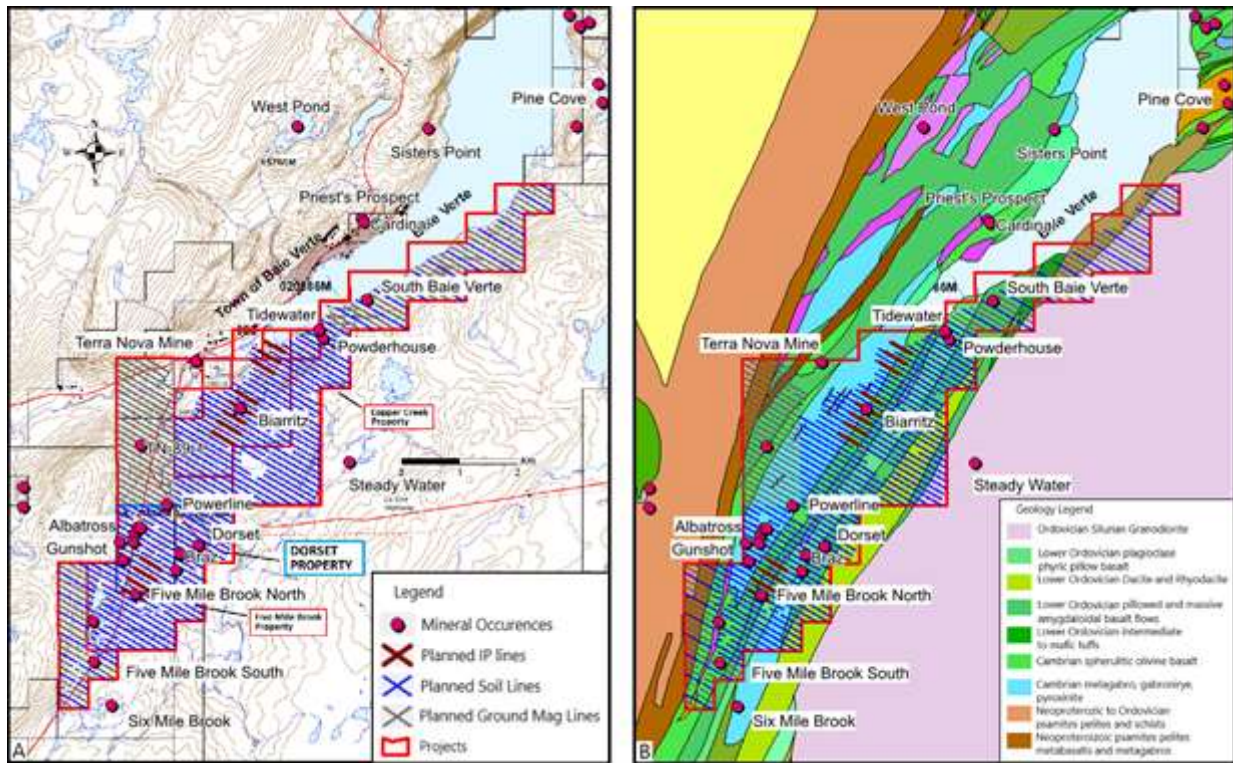


Figure 4a and 4b: Leacor Baie Verte Property position with planned work, mineral occurrences, and district geology.

### **DORSET PROPERTY**

In April 2020 the Company signed an option agreement to acquire 100% interest in two mineral claims located in the Province of Newfoundland and Labrador referred to as the “Dorset Gold Project”. To exercise the option, the Company must make cash payments to Nexus of \$1,250,000 over four years and incur work expenditures of \$1,500,000 over five years. The Dorset Project is subject to a 2% net smelter returns royalty on commercial production from the Dorset Project in favour of United Gold Inc. and Margaret Duffit, 50% of which may be purchased at any time for a cash payment of \$1,000,000. The Dorset option agreement is with a party related to the Company having a director in common.

The Dorset Gold Project is a 275-ha property, located south of the Pine Cove Gold Mine, in the Baie Verte Mining District, north central Newfoundland, Canada, with multiple zones of high-grade gold mineralization. The Main Zone includes three historic occurrences, with up to 409 grams-per-tonne (g/t) Au in grab samples, with channel sampling results of 177 g/t Au over 0.35 metre, 22 g/t Au over 1.5m, 17.2 g/t Au over 1.5m and 14.7 g/t Au over 1.5m. Historic drilling includes DDH 87-1, which intersected 9.5 g/t Au over 1.3m\* (MacDougall, 1990).

Historic select sampling at the Braz Zone returned values of 314 g/t Au, 40 g/t Au, 31.4 g/t Au, 21.2 g/t Au, 19.2 g/t Au and 14.8 g/t Au. Historic channel sampling across the vein returned 9.5 g/t Au over 0.4m, 5.7 g/t Au over 0.5m and 1.2 g/t Au over 0.65m. Weighted averages of historic rock sampling encompassing vein and mineralized wall rock returned values of 5.8 g/t Au over 1.9m, 3.1 g/t Au over 2m and 2.5 g/t Au over 1.5m (MacDougall, 1990).

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED OCTOBER 31, 2024

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Other zones include: The Albatross, where historic rock sampling of mineralized zones returned values up to 9.6 g/t Au and locally up to 30.3 g/t Au. Assay results from three 1987 diamond drill holes include 1.0 g/t Au over 7.3m, 1.81 g/t over 4.3m and 1.02 g/t over 2.2m; the Phoenix Zone, where grabs of altered gabbro assayed up to 5.8 g/t Au, 5.5 g/t Au and 3.3 g/t Au, and diamond drill hole intersection of 1.07 g/t Au over 5.45m; and the Gunshot Zone, where veins containing visible gold and pyrite returned grab samples that assayed up to 162 g/t Au and channel samples that assayed up to 18 g/t Au over 0.4m (MacDougall, 1989).

In May 2020 the Company began a comprehensive review of available data on the Dorset Gold Project. The Company is currently implementing the review as a preliminary step in formulating budgets and work plans for its 2020/2021 exploration programs. Phase one exploration is anticipated to concentrate in and around known quartz veins with strong historical showings, and may include additional prospecting, sampling, soil geochemistry, and channel sampling, in and around known quartz veins with strong historical showings.

The Dorset #1 vein is comprised of two narrow, discontinuous quartz veins, trenched for 60m along strike. The western vein varies from 2 to 15cms in width and contains visible gold, pyrite and galena. Grab samples collected from this vein assayed up to 409 grams-per-tonne ("g/t") gold ("Au") and channel samples of 177 g/t Au over 0.35m; 56 g/t Au over 2.5m, and 41.6 g/t Au over 1.5m (Noranda assessment reports).

The Dorset #2 vein system is located 37m west of the Dorset #1 vein. It is the most significant of the veins and has been trenched and tested by diamond drilling over a strike length of 110 m. Further trenching and limited diamond drilling have indicated a minimum strike length of 400m and may extend up to 900m (Dorset Extension).

Mineralization comprises of visible gold, pyrite, galena, chalcopyrite, bornite and minor sphalerite and arsenopyrite. Diamond drilling has confirmed the presence of high-grade gold grades.

In July 2020 the Company began field work at the Dorset project. Company's geologist Wilson Jacobs is overseeing the preliminary field work, with the initial focus directed at locating a number of historic trench sites from which high-grade gold assay results were reported by Noranda Exploration Co. Ltd, during 1997-1999.

A number of target areas have been delineated for follow-up, based on the historic work and these include:

**Dorset** – up to 408 grams-per-tonne ("g/t") gold ("Au") (grab samples), 41.6 g/t Au over 1.5m (channels) and 9.5 g/t Au over 1.3m in a diamond drill hole (ddh).

**Dorset Extension** – up to 56 g/t Au over 2.5m (channels) and 2.32 g/t Au over 0.5m (ddh).

**Braz** – up to 314 g/t Au & 40 g/t Au (grabs) and 5.8 g/t over 1.9m (channels).

**Gunshot** – up to 162 g/t Au (grabs), 18 g/t Au over 0.4m (channels) & 5.73 g/t over 0.55m (ddh).

**CCZ** – up to 5.5 g/t Au & 4.6 g/t Au (grabs) and 0.6 g/t Au over 5.5m (channels).

On February 8, 2022, the Company signed another agreement with Nexus Gold Corp. to amend the terms in the above-mentioned agreement in which the Company can acquire the Dorset Gold Project located in the province of Newfoundland. The new terms shall replace the original agreement which

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED OCTOBER 31, 2024

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was signed on April 22, 2020. To earn interest, the Company agreed to make cash payments to Nexus of \$550,000 over a three-year period – from April 22, 2020 to February 28, 2023. Additionally, the Company must issue a total of 1,000,000 common shares to Nexus Gold Corp from February 28, 2022 to February 28, 2024. The amended agreement is also subject to a 2% net smelter return royalty on commercial production from the Dorset Project in favour of United Gold Inc. and Margaret Duffit.

On October 25, 2022, the agreement was amended with respect to the cash payment. Under the amended agreement dated October 25, 2022, the Company agreed to pay total cash payment in the amount of \$530,000 (paid).

### ***COPPER CREEK AND FIVE MILE BROOK PROPERTIES***

In August 2020 (amended January 20, 2021 and August 26, 2024), the Company entered into an option agreement with Lai Lai Chan, pursuant to which the Company has the option to acquire a 100% interest in the Copper Creek and Five Mile Brook projects located north-central portion of the Baie Verte Peninsula, Newfoundland.

In order to exercise the Option, the Company must: (1) make cash payments to Ms. Chan of \$250,000 over four years; (2) issue a total of 600,000 common shares of the Company to Ms. Chan over four years; and (3) incur work expenditures of \$1,650,000 over four years. Upon exercise of the Option, Ms. Chan will retain a 2% NSR royalty. As of October 31, 2024, \$150,000 paid and 350,000 common shares issued pursuant to the payment schedule.

The acquisition of the Five Mile Brook (350 hectares) and Copper Creek claims (1025 hectares) brings give the Company a near contiguous land package that bridges the gap between Tenacity Gold to the south, and Anaconda Mining to the north (see figure 3).

Recent work has identified a significant zone of gold mineralization at the new Braz-NE trench site as well as an extensive gold-in-soil anomaly in the southwestern claims, from which a recent rock sample value of 1.23 grams-per-tonne (“g/t”) gold (“Au”) was obtained.

The most significant gold results, from the Braz-NE trench see Fig.5), were obtained from a 16.8 m wide section of a 57 m wide iron-carbonate alteration zone, where a total of 12 channel samples were collected. Eight of these, from 20304 to 20311, returned a continuous section of highly anomalous gold results having a combined (average) grade of 1.69 g/t Au over 8m; the latter section includes two subzones yielding 1.47 g/t Au over 4m and 2.49 g/t over 3m. Bounding this zone, to the northwest, is a 3.6m gap (of non-exposure) separating it from a 2.5m wide quartz vein rich zone where three channel samples 20301, 2 and 3 returned an average grade of 3.31 g/t Au over 2.5m. To the southeast of the 8m channel-sampled section, a 0.7m gap of non-exposure, separates the latter from a 1.6m wide bedrock exposure 20311 returning 1.34 g/t Au over 1.6m.

MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED OCTOBER 31, 2024

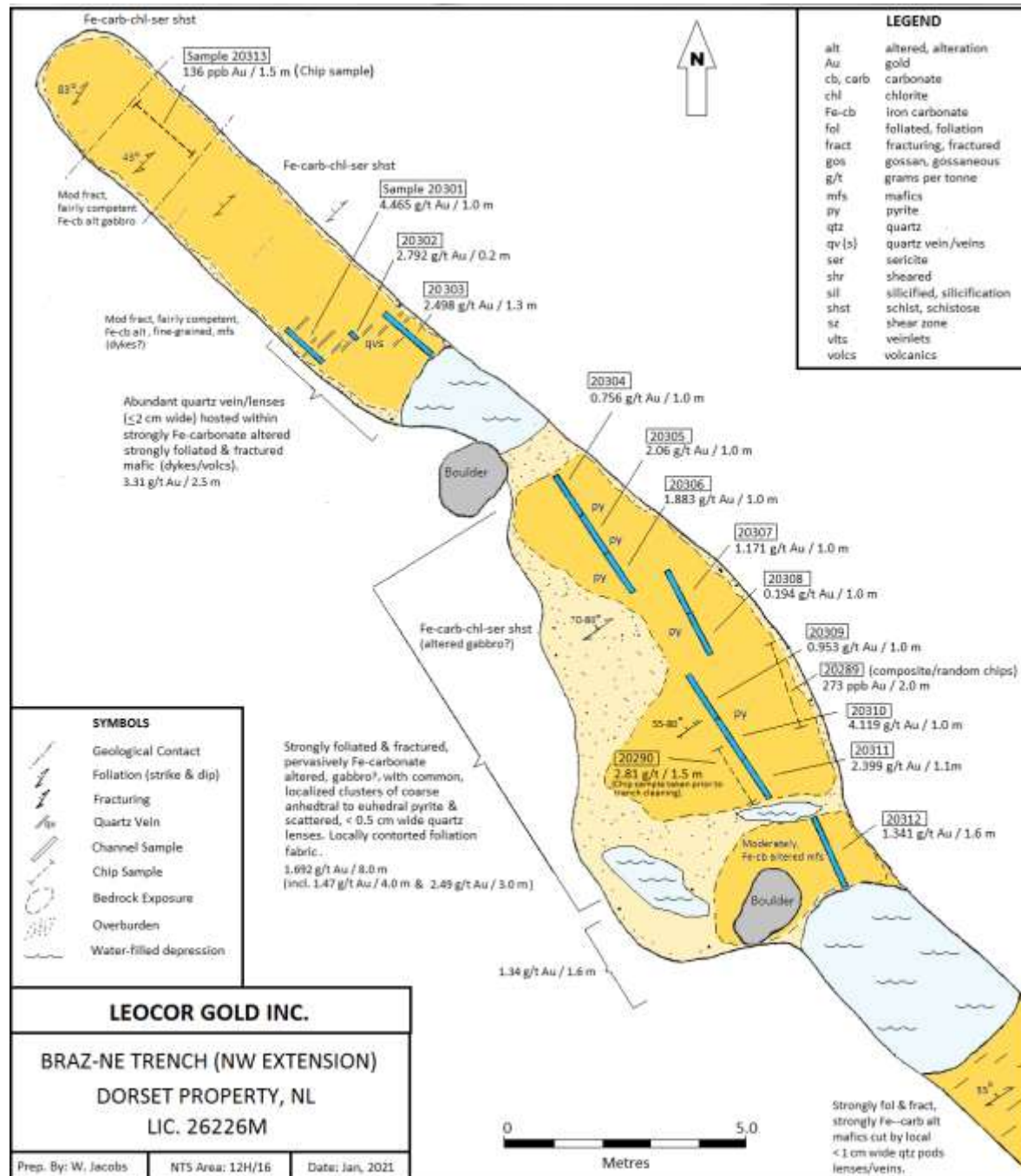


Figure 5: BRAZ-NE Trench

The Baie Verte Peninsula represents one of the more historically productive gold and base metal mining districts in Canada. The former Terra Nova base metal mine – one of several copper mines of the region, which operated during the late 1880's to early 1900's – lies 200 meters west of Leocor's Copper Creek claims. Former gold mining operations in the area include the Goldenville mine (of 1903-1906), located 8 km NE of the property, and the more recent Nugget Pond mine (1997-2000) of the eastern Baie Verte Peninsula area. Currently producing mines in the area include the Rambler

MANAGEMENT’S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED OCTOBER 31, 2024

base metal-gold mine (1961-present), located 14 km ESE of Baie Verte, and the Pine Cove and Stogertite mines (collectively, 2011-present) located 1.6 km and 5.4 km NE of the current property.

Copper Creek’s southwestern section is host to a number of gold prospects and copper occurrences associated with extensive alteration/shear zones developed within a thrust-faulted sequence of quartz-Fe-carbonate-fuchsite-altered gabbros, ultramafics and mafic volcanics, of the Advocate (ophiolite) Complex, and intermediate to silicic volcanoclastics & tuffs and microgabbroic dykes/sills, of the Flatwater Pond (cover sequence) Group.

Historical results at Copper Creek include 3.9 grams-per-tonne (“g/t”) gold (“Au”) over 4 meters in a channel sample, and 16 g/t Au, 11.35 g/t Au, 9.20 g/t Au, 8.23 g/t Au, 7.33 g/t in grab samples\* (Noranda, 1988; Anaconda Mining 2004; Chan 2013). Five Mile Brook has been subject to minimal exploration in the past but shows potentially important geological continuity to the Company’s Dorset Gold Project, which lies directly contiguous to the northern boundary. A complete outline of these targets is described below and locations are shown on fig.6

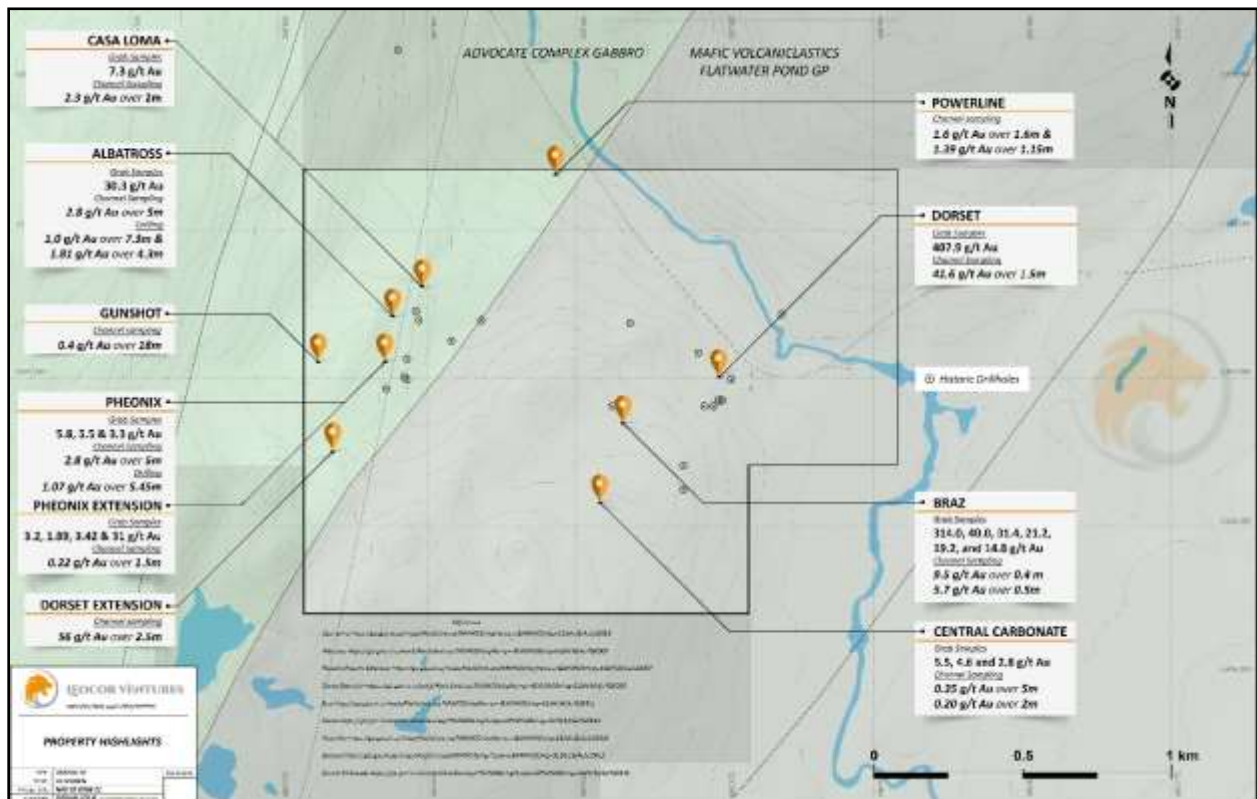


Figure 6: Known mineralized zones at the Dorset Gold Project, Newfoundland

\*(Note: the reader is cautioned that rock grab samples are selective by nature and may not represent the true grade or style of mineralization across the property).

The gold occurrences are associated mainly with quartz vein systems cutting strongly altered gabbroic and mafic volcanic host rock. Gold values have been obtained from the host mafic volcanic as well, as the Central Carbonate Zone (CCZ) which includes a 70m wide zone of iron-carbonate alteration



## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED OCTOBER 31, 2024

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with sporadic 1-2% pyrite and associated anomalous gold traceable over a 700m strike length (see gold results above).

With the exception of a small exposed section of quartz vein at the Dorset, the above described trenches are heavily concealed by infilled debris and significant vegetation regrowth. The various trench prospects - formerly mapped and plotted in relation to the early Noranda (cut-line) grid - are presently being documented by GPS and positioned in relation to a newer (2013) grid constructed by Tenacity Gold Mining Co. Ltd.

A compilation of all historical data involving geology, soil geochemistry, trenches and drill holes will be transferred to the newer grid map. This will aid the exploration strategy designed to follow up on yet-untested, favourable, geological and gold-in-soil geochemical trends. The latter grid, which is in fair to good condition, represents an excellent asset to the property by which a recommended Induced Polarization ("IP") survey can be implemented as well as follow-up soil geochemical surveys.

Exploration Approval for work on the Dorset showing has already been granted, and concurrent with the above work, an application for additional approvals was filed with government on July 14, 2020 to conduct retrenching of the remaining known sites. The trenching program is designed to confirm and expand on the earlier-reported gold-bearing zones.

### ***JOES LAKE PROPERTY***

On September 14, 2022, as amended on November 9, 2022, the Company entered into an option agreement with arm's-length party, pursuant to which it has been granted the right to acquire the Joes Lake property. The property consists of a 300-hectare exploration-stage parcel located in the province of Newfoundland.

Pursuant to the option agreement, the company can acquire the property by completing a series of cash payments and share issuances to the vendor and incurring exploration expenditures on the property over a six-year term, as below:

- (a) pay a total cash of \$100,000 and issue 655,000 shares as follows:
  - i. \$7,500 (paid) and issue 30,000 shares (issued) on closing date;
  - ii. \$10,000 (paid) and issue 50,000 (issued) shares on or before May 14, 2023;
  - iii. \$10,000 (paid) and issue 75,000 (issued) shares on or before May 14, 2024;
  - iv. \$15,000 and issue 100,000 shares on or before May 14, 2025;
  - v. \$25,000 and issue 150,000 shares on or before May 14, 2026; and
  - vi. \$32,500 and issue 250,000 shares on or before May 14, 2027.
  
- (b) incur exploration expenditures of no less than \$100,000 as follows:
  - i. \$10,000 on or before May 14, 2023 (not incurred, extended);
  - ii. \$10,000 on or before May 14, 2024 (not incurred, extended);
  - iii. \$15,000 on or before May 14, 2025;
  - iv. \$15,000 on or before May 14, 2026;
  - v. \$25,000 on or before May 14, 2027; and
  - vi. \$25,000 on or before May 14, 2028.

### ***HODGES HILL PROJECT - TERMINATED***

On March 23, 2021 the Company entered into an option agreement to acquire 100% interest in Hodge's Hill Project. To earn the interest the Company must pay a total cash of \$502,000 and issue 3,000,000 shares, and incur exploration expenditures of no less than \$2,725,000. Upon earning a 100% interest in the property, the Company shall grant the optionor a Net Smelter Returns Royalty of 2.5%.

Hodge's Hill project consists of nine mineral licenses totaling 1562 claims and covers 39,050 hectares (390 square km) in the southwest corner of the Western Exploit District. The claims are host to distinct magnetic high units (Gabbros) in settings indicative of known regional gold occurrences. These rocks are associated with continental volcanism. Gabbros have long been recognized as being directly associated with gold mineralization in the Baie Verte area in occurrences such as Anaconda Mines Pine Cove deposit and more recently, the 2014 discovery by Anaconda of the Stog'er Tight and Argyle showings. The project covers major regional NE and NNW structures outlined by the regional NFLD airborne magnetic surveys. Anomalous government till sampling programs have identified gold and arsenic anomalies associated with these regional structures.

It has recently come to light that the Central Newfoundland Gold Belt is prospective for high-grade gold associated with strong northeast trending regional structures. High-grade gold at New Found Gold's Keats showing and Labrador Gold's Big Vein target were originally discovered with regional and targeted lake, till and soil geochemical programs. Both of these showings are associated with linear 1st vertical derivative Magnetic anomalies. Much of the gold in Newfoundland appears to have been deposited in a fairly tight window of time between 437 and 375 Ma.

Very similar geophysical anomalies are present on the Leocor claims and are associated with regional till anomalies identified by historical exploration (Noranda and others) and Newfoundland Government geochemical surveys.

The phase 1 program is designed to follow up additional 1st derivative magnetic high linear anomalies that are associated with regional till anomalies on the claims. Detailed C-horizon soil geochemical grids will target prospective magnetic high anomalies. Samples will be collected below the oxidized B-horizon wherever possible as this layer has been identified as being a mask to underlying anomalous till sediments which are more reflective of source material. The Phase 1 and Phase 2 geochemical programs are budgeted at 5000 samples on 20 grids spread over the project. The samples will be collected at 25m spacing on lines 100m-300m apart for phase 1 soils and infilled to 100m line spacing if anomalies are discovered. Grids will be expanded, as necessary.

Any soil anomalies identified will be followed up with prospecting, additional geochemical, geophysical, and geological programs, and drilling in future exploration programs.

The Company reduced the size of the claim block related to the Hodge's Hill Project and, as a result, recorded an impairment loss of \$1,537,323 for the year ended October 31, 2023.

The Company terminated the option agreement for the Hodge's Hill Project and recorded an impairment loss of \$60,172 for the year ended October 31, 2024.

***LEAMINGTON PROJECT - TERMINATED***

Leamington targets an area measuring 30 kilometres east-west by 36 kilometres north-south that hosts the prospective rocks of the Exploits terrane, which the Newfoundland government regional till survey showed was anomalous in gold and arsenic. The target also has close to 100 km of various regional structures running through it, with approximately 50 to 60 square kilometres of prospective gabbros.

The claim block's northern boundary straddles 20 km of the Red Indian Line (RIL) suture zone, which is the main deep structural contact between the Laurentia and Gander terrane boundaries. The project is also flanked along the eastern side (30 km) by the Northern Arm fault, which is the same fault system that the Valentine Lake project straddles.

In order to exercise the option granted under the Leamington agreement, the Company must make cash payments to the optionor of \$562,000 and issue 4,000,000 common shares over five years (of which \$237,000 cash paid and 2,250,000 common shares issued as of October 31, 2024). The Company must also incur expenditures of at least \$3,625,000 by November 15, 2025. Upon earning a 100% interest in the property, the Company shall grant the optionor a Net Smelter Returns Royalty of 2.5%.

The Company reduced the size of the claim block related to the Leamington Project and, as a result, recorded an impairment loss of \$1,728,269 for the year ended October 31, 2023.

The Company terminated the option agreement for the Leamington Project and recorded an impairment loss of \$603,093 for the year ended October 31, 2024.

***ROBERT'S ARM PROJECT - TERMINATED***

Robert's Arm covers mainly mafic to siliciclastic marine volcanic rocks of late Cambrian to Middle Ordovician age, known as the Wild Bight group. Running through the Wild Bight unit is a distinct magnetic high gabbro sill unit known as the Gummy Brook gabbro. It is this unit that is related to the known gold mineralization in the area. The main highlight is that the property is straddling 38 km of the RIL suture zone and that it also has numerous linear magnetic high anomalies interpreted to be untested gabbro units.

In order to exercise the option granted under the Robert's Arm agreement, the Company must make cash payments to the optionor of \$511,000 and issue 4,000,000 common shares over five years (of which \$186,000 cash paid and 2,250,000 common shares issued as of October 31, 2024). The Company must also incur expenditures of at least \$3 million by November 15, 2025. Upon earning a 100% interest in the property, the Company shall grant the optionor a Net Smelter Returns Royalty of 2.5%.

The Company reduced the size of the claim block related to the Robert's Arm Project and, as a result, recorded an impairment loss of \$1,591,472 for the year ended October 31, 2023.

The Company terminated the option agreement for the Robert's Arm Project and recorded an impairment loss of \$309,446 for the year ended October 31, 2024.

MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED OCTOBER 31, 2024

**Selected Financial Information and Additional Disclosure**

The following financial data is derived from the Consolidated Financial Statements and should be read in conjunction with the Audited Consolidated Financial Statements.

	Year ended October 31, 2024	Year ended October 31, 2023	Year ended October 31, 2022
	\$	\$	\$
Total revenue	-	-	-
Loss from operations	(109,670)	(8,142,884)	(506,506)
Loss per share – basic and diluted (cents per share)	(0.00)	(0.14)	(0.01)
Total assets	9,550,866	7,252,215	15,438,324
Total current liabilities	339,598	215,294	525,685
Total non-current financial liabilities	-	-	-
Exploration and evaluation assets or expenditures	2,581,140	3,391,351	9,519,649

**Results of Operations and Quarterly Results**

	October 31, 2024	July 31, 2024	April 30, 2024	January 31, 2024
	\$	\$	\$	\$
Accounting and audit fee	6,500	5,000	20,075	5,000
Consulting	49,615	106,616	79,615	15,000
Filing fee	12,538	13,893	11,908	11,547
Foreign exchange	2	5	10	(190)
Geological consulting	2,550	-	500	-
Interest expense	35,110	-	-	-
Legal fees	2,761	18,383	9,071	7,838
Marketing	2,700	5,394	5,475	9,375
Office and administrative	20,021	18,216	17,947	17,997
Share based compensation	(50,422)	-	50,422	-
Other income	-	-	(21,000)	(28,984)
Unrealized (gain) loss on marketable securities	(1,551,529)	2,112,000	(1,056,000)	(828,000)
Impairment loss	972,711	-	-	-
Income (loss) for the period	497,443	(2,279,507)	881,977	790,417
Earnings (loss) per share – basic	0.01	(0.02)	0.01	0.01
Earnings (loss) per share - diluted	0.01	(0.02)	0.01	0.01

MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED OCTOBER 31, 2024

	October 31, 2023	July 31, 2023	April 30, 2023	January 31, 2023
	\$	\$	\$	\$
Audit fee	3,500	3,500	7,500	5,500
Consulting	15,000	15,000	40,625	30,000
Filing fee	12,328	11,913	15,821	10,186
Foreign exchange	194	(185)	13	938
Geological consulting	244	-	3,475	33,000
Interest expense	7,682	-	-	-
Legal fees	1,125	1,063	-	2,124
Marketing	3,375	6,975	11,125	3,600
Office and administrative	18,802	18,114	23,139	33,233
Stock based compensation	-	-	-	(35,174)
Other income	(12,789)	(68,709)	-	-
Unrealized (gain) loss on marketable securities	-	-	-	-
Impairment loss	8,004,715	-	-	-
Loss for the period	(8,054,176)	12,329	(17,630)	(83,407)
Income (loss) per share - basic	(0.14)	0.00	(0.00)	(0.00)
Income (loss) per share - diluted	(0.14)	0.00	(0.00)	(0.00)

**Three months ended October 31, 2024**

The Company had a net income of \$497,443 for the three months ended October 31, 2024 compared to the net loss of \$8,054,176 for the three months ended October 31, 2023. The net income resulted from an unrealized gain on marketable securities.

During the three months ended October 31, 2024, the audit and accounting expenses increased by \$3,000 to \$6,500 compared to the three months ended October 31, 2023. The audit and accounting expenses represent the accrued audit fee for FY2024.

During the three months ended October 31, 2024, the Company spent \$49,615 for consulting services while the Company spent \$15,000 during the three months ended October 31, 2023. The significant increase of \$34,615 is due to business advisory fee paid to an arm's length party during the three months ended October 31, 2024.

Filing fee slightly increased by \$210 from \$12,328 during the three months ended October 31, 2023 to \$12,538 during the three months ended October 31, 2024.

Geological expense increased by \$2,306 from \$244 during the three months ended October 31, 2023 to \$2,550 during the three months ended October 31, 2024.

Interest expense increased by \$27,428 from \$7,682 during the three months ended October 31, 2023 to \$35,110 during the three months ended October 31, 2024. The interest expense was related to an amount payable to a non-arm's length party.

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED OCTOBER 31, 2024

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During the three months ended October 31, 2024, the legal expenses increased by \$1,636 to \$2,761, compared to \$1,125 during the three months ended October 31, 2023.

During the three months ended October 31, 2024, the marketing expenses decreased by \$675 to \$2,700 compared to the same period in 2023.

The office and administration expenses increased by \$1,219 from \$18,802 during the three months ended October 31, 2023 to \$20,021 during the three months ended October 31, 2024. Most of the office and administration expenses is related to administrative services.

The impairment expense decreased by \$7,032,004 from \$8,004,715 during the three months ended October 31, 2023 to \$972,711. The Company impaired Hodge Hill, Leamington and Robert's Arm properties during the same period in 2024.

The unrealized gain on marketable securities increased by \$1,551,529 from \$Nil during the three months ended October 31, 2023 to \$1,551,529 during the three months ended October 31, 2024. This is related to the Company's strategic investment in 2024.

### **Year ended October 31, 2024**

The Company had a net loss of \$109,670 for the year ended October 31, 2024 compared to \$8,142,884 for the year ended October 31, 2023.

During the year ended October 31, 2024, the audit and accounting expenses increased by \$16,575 to \$36,575 compared to the year ended October 31, 2023. The audit and accounting expenses represent the accrued audit fee for FY2024, which may be subject to change upon the actual audit, and the additional CFO fee for extra audit support.

During the year ended October 31, 2024, the Company spent \$250,846 for consulting services while the Company spent \$100,625 during the year ended October 31, 2023. The significant increase of \$150,221 is due to a one-time consulting fee paid to an external consultant and the business advisory fee paid to a non-arm's length firm during the year ended October 31, 2024.

Filing fee was slightly decreased by \$362 from \$50,248 during the year ended October 31, 2023 to \$49,886 during the year ended October 31, 2024.

During the year ended October 31, 2024, the Company's geological consulting expenses were \$3,050, compared to \$36,719 during the year ended October 31, 2023. The Company mainly concentrated on the existing properties during the year ended October 31, 2024.

Interest expense increased by \$27,428 from \$7,682 during the year ended October 31, 2023 to \$35,110 during the year ended October 31, 2024. The interest expense was related to an amount payable to a non-arm's length party.

During the year ended October 31, 2024, the legal expenses increased by \$33,741 to \$38,053, compared to \$4,312 during the year ended October 31, 2023.

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED OCTOBER 31, 2024

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During the year ended October 31, 2024, the marketing expenses slightly decreased by \$2,131 to \$22,944 compared to the same period in 2023.

The office and administration expenses decreased by \$19,107 from \$93,288 during the year ended October 31, 2023 to \$74,181 during the year ended October 31, 2024. Most of the office and administration expenses is related to administrative services.

The impairment expense decreased by \$7,032,004 from \$8,004,715 during the year ended October 31, 2023 to \$972,711 during the year ended October 31, 2024. The Company impaired Hodge Hill, Leamington and Robert's Arm properties during the FY2024.

The interest income decreased by \$126,306 from \$155,290 during the year ended October 31, 2023 to \$28,984 during the year ended October 31, 2024. The interest income was due to fund in the investment account as the Company had lower balance in 2024.

Other income decreased by \$45,450 from \$45,450 during the year ended October 31, 2023 to \$Nil during the year ended October 31, 2024. The Company did not receive any rebate from Government in 2024.

The unrealized gain on marketable securities increased by \$1,323,529 from \$Nil during the year ended October 31, 2023 to \$1,323,529 during the year ended October 31, 2024. This is related to the Company's strategic investment in 2024.

### **Liquidity and Capital Resources**

As at October 31, 2024, the Company had a working capital balance of \$6,630,128, (October 31, 2023 - 3,645,570) including cash and cash equivalents of \$2,543,212 (October 31, 2023 - \$3,805,209) which is considered adequate to meet its requirements for the ensuing 12 months based on current budgeted expenditures for operations and exploration of its mineral property interests. Working capital is held almost entirely in cash and cash equivalents, significantly reducing any liquidity risk of financial instruments held by the Company. As a result, the Company has minimal liquidity risk.

The Company has no revenue-producing operations. As at October 31, 2024, the Company had an accumulated loss of \$12,438,994 (October 31, 2023 - \$12,329,324).

The Company does not have any commitments for capital expenditures.

The Company is dependent on external financing, including equity issuances and debt financing, to fund its activities. Management of the Company will determine whether to accept any offer to finance weighing such things as the financing terms, the results of exploration, share price at the time and current market conditions, among others. Circumstances that could impair the Company's ability to raise additional funds include general economic conditions, metal prices and the other factors set forth below under "*Risk Factors*".

On an ongoing basis, and particularly in light of current market conditions for mineral exploration, management evaluates and adjusts its planned level of activities, including planned, exploration and committed administrative costs, to maintain adequate levels of working capital.

## MANAGEMENT’S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED OCTOBER 31, 2024

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### Off-Balance Sheet Arrangements

The Company has not participated in any off-balance sheet or income statement arrangements.

### Key Management Compensation and Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”). Amounts paid and accrued to key management are included in general expenses for the years ended October 31, 2024 and 2023, as follows:

	2024	2023
	\$	\$
Accounting fees	10,000	-
Consulting fees and management fees	60,000	80,000
<b>Total key management compensation</b>	<b>70,000</b>	<b>80,000</b>

There were no payables to related parties as at October 31, 2024 or October 31, 2023.

### Financial Instruments

As at October 31, 2024, the Company’s financial instruments consisted of cash, marketable securities and accounts payable.

The fair values of the Company’s financial instruments approximate their carrying value, due to their short-term maturities or liquidity.

As at October 31, 2024, the Company’s risk exposure and the impact on the Company’s financial instruments are summarized below.

### Risks and Uncertainties

The operations of the Company are speculative due to the high-risk nature of its business, which is the acquisition and exploration of mining properties. Below is a description of the risk factors that could materially affect the Company’s future operating results and could cause actual events to differ materially from those described in forward-looking statements.



## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED OCTOBER 31, 2024

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### *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. As at October 31, 2024, the Company holds cash balances at a chartered bank. The Company has assessed the credit risk to be low.

### *Liquidity Risk*

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity risk by maintaining sufficient cash balances and to ensure that there is sufficient capital to meet short-term obligations. As at October 31, 2024, the Company had a working capital balance of \$6,630,128, including cash and cash equivalents of \$2,543,212.

### *Market Risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices.

### *Interest Rate Risk*

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company does not have any interest-bearing debt, however it does hold cash balances in an interest-bearing bank account.

### *Foreign Currency Risk*

The functional currency of the Company is the Canadian dollar. As of October 31, 2024, the Company had no financial assets and liabilities that were subject to currency translation risk.

### *Price Risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatility. Future declines in commodity prices may impact the valuation of long-lived assets.

### **Outstanding share data**

As of October 31, 2024 and the date of this MD&A, the Company had 98,082,402 and 118,082,402 shares issued and outstanding, respectively.

As of October 31, 2024 and the date of this MD&A, the Company had 20,018,000 and 30,018,000 warrants exercisable and outstanding, respectively.

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED OCTOBER 31, 2024

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As of October 31, 2024 and the date of this MD&A, the Company had totaling 925,000 stock options outstanding.

### **Subsequent events**

On November 8, 2024, the Company completed its private placement for gross proceeds of \$1,000,000 by issuing 20,000,000 units at a price of \$0.05 per unit. Each unit consists of one common share of the Company and one-half of one transferable common share purchase warrant, with each warrant entitling the holder thereof to purchase one additional share at a price of \$0.10 per share until November 8, 2027.

In connection with the completion of the offering, the Company paid finders' fees of \$21,175 and issued 423,500 finders' warrants to certain eligible third parties which assisted in introducing subscribers. All securities issued in connection with the offering are subject to a statutory period until March 9, 2025, in accordance with applicable Canadian securities laws.

As of October 31, 2024, the Company received \$378,000 which is equivalent to 7,560,000 units to be issued upon the closing of the private placement.

On January 21, 2025, the Company changed its name to Leocor Mining Inc.