INFLECTION RESOURCES LTD.

(An exploration stage company)

FOURTH QUARTER REPORT

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEARS ENDED SEPTEMBER 30, 2024 AND 2023

The Management's Discussion and Analysis of Financial Condition and Results of Operations (the "MD&A"), dated January 28, 2025, provides an analysis of, and should be read in conjunction with the accompanying consolidated financial statements and related notes thereto for the years ended September 30, 2024 and 2023 (the "Financial Statements"), and other corporate filings available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Financial statement information presented herein was prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board. The Company's reporting currency is the Canadian dollar ("$"), and all amounts in this MD&A are expressed in Canadian dollars, unless otherwise stated. Amounts in Australian dollars are expressed as "AUD". As at September 30, 2024, the indicative rate of exchange, per $1.00 as published by the Bank of Canada, was AUD 1.0715 (AUD 1.1464 at September 30, 2023). Amounts in United States dollars are expressed as "USD".

NOTES REGARDING FORWARD LOOKING STATEMENTS

Certain information contained or incorporated by reference in this MD&A, including any information as to our future financial or operating performance, constitutes "forward-looking statements". These statements are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well an indication of the Company's potential future performance. All statements, other than statements of historical fact, are forward-looking statements. The words "believe", "expect", "anticipate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule" and similar expressions identify forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by us, are inherently subject to significant business, economic and competitive risks, uncertainties, and contingencies. Such factors include, but are not limited to: fluctuations in the currency markets; fluctuations in the spot and forward price of gold or other commodities; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Australia, Canada, and in other countries; business opportunities that may be presented to, or pursued by us; operating or technical difficulties in connection with mining or development activities; employee relations; litigation; the speculative nature of exploration and development, including the risks of obtaining necessary licenses and permits; and contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and the risk of inadequate insurance, or inability to obtain insurance, to cover these risks. Many of these uncertainties and contingencies can affect our actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, us. Readers are cautioned that forward-looking statements are not guarantees of future performance, and they should not place undue reliance on these forward-looking statements, which speak only as of the date the statements were made. These statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements; accordingly, readers are advised to consider such forward-looking statements in light of the risks as set forth below.

All of the forward-looking statements made in this MD&A are qualified by these cautionary statements, and we disclaim 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 laws.

Furthermore, the Company continually seeks to minimize its exposure to business risks, but by the nature of its business, activities, and size, will always have some risk. These risks are not always quantifiable due to their uncertain nature. Should one or more of these risks and uncertainties, or those described in this MD&A under the heading "Risks and Uncertainties" materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in forward-looking statements.

USE OF TERMS

Except as otherwise indicated by the context and for the purposes of this report only, references in this MD&A to "we," "us," "our," or "the Company", refer to Inflection Resources Ltd. (the "Company"), a British Columbia corporation.

Overview

The Company is a junior resource company engaged in the exploration and evaluation of mineral properties for gold and copper in New South Wales and previously in Queensland, Australia.

The Company was incorporated under the Business Corporations Act (British Columbia) on May 9, 2017 and is a reporting issuer in British Columbia, Alberta, and Ontario. The Company's common shares (the "Common Shares") trade on the Canadian Securities Exchange (the "CSE") under the symbol "AUCU", and are listed on the OTCQB under symbol "AUCUF".

The Financial Statements include the accounts of the Company and its 100% wholly owned subsidiary in Australia: Australian Consolidated Gold Holdings Pty Ltd ACN 619 975 405 ("ACGH"). ACGH II Pty Ltd ACN 623 704 898 ("ACGHII") and Romardo Copper (NSW) Pty Ltd ACN 605 976 565 ("Romardo Copper") were dissolved in fiscal 2024. Inter-company balances and transactions are eliminated on consolidation.

Mr. Carl Swensson (FAusIMM) is the "Qualified Person" ("QP"), as defined in National Instrument 43-101 – Standards of Disclosure for Mineral Projects, who reviewed and approved any technical information in this MD&A.

Highlights from fiscal 2024 and recent developments

- In December 2023, exploration grant funding of AUD 145,500 under the Government of NSW's New Frontiers Exploration Program for expenditures at the NSW Project's Duck Creek target was received. Also exploration grant funding of AUD 181,818 was received for the drilling program for Carron project.
- In March 2024, Mr. Fraser MacCorquodale was appointed to the Board of Directors and Dr. Neil Adshead was appointed as an Advisor.
- In May 2024, AngloGold elected to designate the Company's Duck Creek project as a Phase II project pursuant to the terms of the AngloGold Farm-In Agreement. AngloGold has requested that the Company operate the Duck Creek Phase II exploration program for a 10% management fee, although AngloGold retains the right to take over as project manager at any time. AngloGold continues to retain the right to designate four additional projects in addition to Duck Creek upon completion of Phase I which continues with exploration programs on the Company's tenements.

Mineral Properties

The Company's mineral property interests encompass a large portfolio of exploration licenses and applications in New South Wales, and previously in Queensland Australia.

Expenditures directly attributable to the acquisition of mineral property interests have been capitalized; staking costs, related land claims fees paid, and ongoing exploration expenditures, have also been capitalized. Exploration grants awarded are applied against the carrying value of the particular mineral property. Details of exploration and evaluation expenditures incurred by the Company at its mineral property interests are summarized in this MD&A under heading "*Selected Financial Information - Financial Position - Assets*".

The Company holds interests in, and has been actively working on, the following mineral resource projects:

a) New South Wales ("NSW") Project

The Company is targeting gold and copper-gold deposits in the interpreted northern extension of the Macquarie Arc, part of the Lachlan Fold Belt region of New South Wales, Australia (the "LFB"). The Macquarie Arc is widely considered Australia's premier porphyry gold-copper province, host to Newmont's Cadia Valley deposits, the Evolution Mining Northparkes and Cowal deposits and numerous active exploration prospects.

The NSW project is the Company's principal project, and as of the date of this MD&A consists of a large portfolio of 100% owned non-surveyed non-contiguous ELs located in the LFB. Eleven of the ELs were acquired in 2018 (the "Acquired NSW licenses"); a further two ELs (the "Romardo Licenses") were acquired pursuant to the February 2020 acquisition of Romardo Copper. All other ELs were staked by the Company.

There is a 2% net smelter return royalty ("NSR") on the Acquired NSW licenses payable on production from these ELs, of which the Company may purchase 1% for AUD 3 million at any time. The two "Romardo Licenses" are subject to a 2% NSR of which the Company may purchase 1% for AUD 2 million at any time, and the Company has the right of first refusal to purchase any royalty interest offered for sale by consideration payable in cash.

In addition, the Company has the following contingent payments payable at its discretion upon attainment of certain milestones relating to the two Romardo ELs:

i. AUD 500,000 payable in cash or common shares upon completion of a pre-feasibility study.
ii. AUD 2 million payable in cash or common shares upon completion of a feasibility study.
iii. AUD 6 million payable upon the Company's decision to commence construction of a commercial mine.

Definitive Farm-In Agreement with AngloGold Ashanti Australia Limited ("AngloGold")

In June 2023, the Company signed a Definitive Farm-in Agreement (the “AngloGold Farm-In Agreement”) with AngloGold that outlines the terms under which AngloGold may earn into a number of the Company's copper-gold projects in New South Wales, Australia. Summary highlights of the AngloGold Farm-In Agreement are as follows:

Phase I:

AngloGold will retain the right to sole fund up to AUD 10 million on exploration expenditures across a wide range of different intrusive related exploration targets within a 36-month period following the execution of the AngloGold Farm-In Agreement. AngloGold has committed to fund minimum expenditures of AUD 6 million which was satisfied in February 2024. If Phase I expenditures of AUD 10 million are not incurred within the required time frame, then the AngloGold Farm-In Agreement shall terminate and no interest in any of the properties will be earned by AngloGold. The Company will receive a 10% management fee for being the operator of Phase I. As at September 30, 2024, cumulative cash calls for AUD 9.09 million have been received from AngloGold.

Upon completion of Phase I exploration expenditures of AUD 10 million, AngloGold retains the option to convert the expenditures into common shares of the Company equal to a maximum of 9.9% of the then issued outstanding common shares of the Company, post share issuance, at the time of completion of Phase I. The deemed price of the shares shall be calculated using the 30-day VWAP and the number to be issued shall be capped at the Canadian dollar equivalent of AUD 10 million.

If the number of shares issued equals less than 9.9% of the Company's outstanding shares, then AngloGold shall retain the further option to purchase additional common shares from the treasury of the Company at a 10% premium to the 30-day VWAP, up to a combined maximum ownership interest of 9.9% of the then-outstanding common shares.

Phase II:

AngloGold may elect to earn an initial 51% interest in up to five Designated Projects individually by sole funding expenditures of AUD 7 million on each project within 36 months. If AngloGold fails to complete the Phase II earn-in expenditure for a given Designated Project, the Company will retain 100% ownership with no interest earned by AngloGold.

Phase III:

AngloGold may elect to earn an additional 14% interest in each Designated Project individually, for a total 65% interest, by sole funding additional expenditures of AUD 20 million per Designated Project within 24 months following completion of Phase II. If AngloGold initiates but does not complete Phase III, then its ownership interest in the Designated Project will revert to 49%, which the Company retains the right to purchase at a mutually agreed price or for fair value if a price cannot be mutually agreed within a specified period.

Phase IV:

AngloGold retains an additional right to earn a further 10% interest in each Designated Project, bringing its potential ownership interest to 75%, by completing the following:

- Delivering to the Company a Pre-Feasibility Study in accordance with the CIM Definition Standards on Mineral Resources and Ore Reserves based on a minimum 2,000,000 ounces of gold or gold-copper equivalent Measured and Indicated resources within 36 months after AngloGold provides notice to move to Phase IV; and,
- Granting to the Company a 2% NSR on the applicable Designated Project; provided, however, that if the applicable Designated Project has any existing underlying royalties, the Company will be granted a 1% NSR. AngloGold will have the right to buy back 0.5% of any 2% NSR and 0.25% of any 1% NSR in respect of all or a portion of the respective Designated Project for fair value at any time.

All expenditure timelines can be accelerated.

In May 2024, AngloGold elected to designate the Company's Duck Creek project as a Phase II project pursuant to the terms of the AngloGold Farm-In Agreement. AngloGold has requested that the Company operate the Duck Creek Phase II exploration program for a 10% management fee, although AngloGold retains the right to take over as project manager at any time. As part of Phase II at Duck Creek, AngloGold retains the right to earn an initial 51% interest in the project by investing AUD 7 million in exploration expenditures. Upon completion of Phase II, AngloGold retains the additional right, as part of a Phase III program, to earn up to a 65% interest by investing a further AUD 20 million in expenditures. Upon completion of Phase III, AngloGold retains the right to earn up to a 75% interest by completing a pre-feasibility study with a minimum two-million-ounce gold or copper-gold equivalent resource (Measured & Indicated category) and granting a 2% or 1% net smelter return ("NSR") royalty to the Company. AngloGold retains the right to designate four additional projects in addition to Duck Creek upon completion of Phase I which continues with exploration programs for the Company's tenements. As at September 30, 2024, cumulative cash calls for AUD 1.75 million have been received from AngloGold for Phase II.

Cash call receipts, exploration expenditures and management fees earned for Phases I and II during the years ended September 30, 2023 and 2024 along with the unspent funds at the end of each period are as follows:

	Phase I	Phase II	Total
Balance, September 30, 2022	$ -	$ -	$ -
Add:			
Cash call receipts	2,311,674	-	2,311,674
Less:			
Exploration expenditures	(1,906,451)	-	(1,906,451)
Management fees	(190,645)	-	(190,645)
Foreign exchange	(6,145)	-	(6,145)
Balance, September 30, 2023	208,433	-	208,433
Add:			
Cash call receipts	5,847,281	1,572,312	7,419,593
Less:			
Exploration expenditures	(5,484,461)	(1,341,047)	(6,825,508)
Management fees	(548,446)	(134,105)	(682,551)
Foreign exchange	7,102	3,912	11,014
Balance, September 30, 2024	$ 29,909	$ 101,072	$ 130,981

In July 2023, the Company initiated a drilling program with a budget of up to AUD 10 million which is funded by AngloGold for the Phase I exploration program, pursuant to the AngloGold Farm-In Agreement. This program includes a 10% management fee payable to the Company. Phase I drilling focused on eleven target areas: Duck Creek, Canonba, Longstowe, Canonba North, Whiskey Creek, Brewon, Wombat Creek, Boorooma, Warrawing, Minoru and Merri Merri.

In May 2024, Duck Creek was designated as a Phase II project by AngloGold and drilling was mobilized in June 2024.

By the end of July 2024, the Company completed 9,180 metres of additional drilling comprising 17 holes have been drilled, bringing the total to 22,486 metres and 47 holes completed under Phase I of the AngloGold Farm-In Agreement.

Duck Creek Project:

The Duck Creek project is considered by the Company to be prospective to potentially host large alkalic porphyry-related copper-gold style mineral systems. The principal 4.5 x 5.0 kilometre target area covers favourable magnetic and gravity features, which the Company interprets to be part of the prospective Macquarie Arc volcanic sequence. The broader target area comprises a large 10 x 15 kilometre gravity low embayment within the large regional magnetic high. The Company considers the geological setting highly analogous to Evolution's Northparkes mine located approximately 200 kilometres to the south. Specifically, the Company is drill testing high-amplitude, complex, curvilinear magnetic patterns very similar to those typical of the intrusion-related signatures of the Macquarie Arc mineralized districts. Furthermore, drilling has intersected strongly hydrothermally altered rocks distinctly characteristic to those adjacent to mineralized alkalic copper–gold systems.

Three separate geophysical surveys have been completed on the Duck Creek exploration license including Ambient Noise Tomography (ANT), an Induced Polarisation/Magnetotellurics (IP/MT) survey and a ground gravity study. The principal objective of these surveys was to enable the more accurate positioning of further drill holes, which when combined with geochemical data and alteration mapping collected from earlier drilling, would assist with vectors toward alkalic porphyry-related copper-gold mineralisation at depth. Multiple high priority targets have been identified from this survey which include zones of high seismic velocity, suggestive of intrusions at depths and zones of low seismic velocity suggestive of hydrothermal alteration in the basement sequence. These targets are also associated with large, previously unrecognised, regional-scale structures which may have influenced the emplacement of intrusions in the basement sequence.

In May 2024, AngloGold elected to designate Duck Creek as a Phase II project pursuant to the AngloGold Farm-In Agreement. The Duck Creek Phase II exploration program will initially comprise approximately eight deep holes testing a variety of step-out and geophysical targets, including those defined by the completed geophysical survey.

Four drill holes totalling 2,822 m were completed for Duck Creek under Phase II in fiscal 2024.

Drill holes DCKDH018, 019 and 020 were drilled to test ambient noise tomography (ANT) anomalies and hole DCKDH021 tested a separate large gravity anomaly.

Hole DCKDH020 intersected the strongest hydrothermal alteration of all holes at Duck Creek and the entire New South Wales exploration program, with large intervals of intense pyrite mineralization associated with a monzodiorite intrusion which coincides with a velocity high in the ANT data. Hole DCKDH020 intersected significant magnetite alteration and veinlets along with elevated arsenic geochemical values (>40ppm As), which are considered highly significant by the Company as similar levels of anomalism are reported in close proximity to other alkalic porphyry systems in New South Wales and elsewhere. Drill hole DCKDH020 was drilled to the east with a dip of -70° to a depth of 850m and tested an approximate 300m x 420m zone of elevated seismic velocity evident in the ANT data interpreted to represent an intrusion at depth. DCKDH020 intersected 2 the strongest hydrothermal alteration of all holes at Duck Creek and the entire New South Wales program since inception. Assay results returned for the hole indicate a broad zone of elevated Cu (max 788ppm) with values generally increasing downhole. Intervals of elevated Au (max 0.051 ppm) and pathfinder elements including Mo (max 29.8ppm), As (max 212ppm) and Bi (max 16.2ppm) suggest fertile hydrothermal fluids.

Drill hole DCKDH018 was drilled to a depth of 740m to test a discreet, finger-like zone of elevated seismic velocity evident in the ANT data. The hole was drilled at a dip of -70º toward 295º and intersected basement at 431m which comprised an intercalated sequence of volcaniclastic sediments with andesites. The sequence exhibits weak chlorite alteration and does not satisfactorily explain the feature identified in the ANT data.

Drill hole DCKDH019 was drilled to a depth of 564m at a dip of -70º toward 264º to test a northeast trending zone of reduced seismic velocity evident in the ANT data. The ANT target was interpreted to be indicative of alteration associated with a large fault zone. The hole intersected basement at 398m which comprised volcaniclastic conglomerate and andesite intruded by monzonite intrusions.

Drill hole DCKDH021 was drilled to a depth of 666m at a dip of -70º toward 180º to test a northeast trending gravity low, interpreted to represent an intrusion at depth. The hole intersected basement rocks at 407m which comprise an intercalated sequence of volcaniclastic conglomerate with andesite, intruded by small monzonite dykes. The hole did not intersect a large intrusion as modelled, which would have explained the gravity low.

Drilling continued subsequent the end of fiscal 2024.

Canonba

Three widely spaced holes were drilled into the Canonba targets totalling 1,845 metres to test three distinct magnetic anomalies over an approximate distance of 12.5 kilometres. Hole CANDH004 intercepted basement at 414 m and was drilled to a total depth of 802 m to test an approximate 500 x 900 m discrete aeromagnetic high located approximately 5 km north-northwest of the northern Duck Creek complex. Hole CANDH003 drilled to a depth of 489 m after intercepting basement at 416 m was also drilled to test a similar sized aeromagnetic high 4.5 km north-east of the Duck Creek project. Hole CANDH006 intercepted intercalated volcaniclastic sediments and lesser andesites with minor hematite-sericite alteration and cut by quartz-carbonate veins which are interpreted to be more distal to any potential mineral system.

Longstowe

Hole LONDH001 was drilled to a depth of 375 m after intercepting basement at 312 m to test an approximate 1,000 x 500 m zone of elevated aeromagnetic data suggestive of a possible porphyry at depth. The hole intersected altered volcanics cut by minor (1 to 2 veins/m) quartz veins with minor chalcopyrite. Hole LONDH002 located 620 m southwest of LONDH001 intercepted weak to moderately epidote altered conglomerate and minor sandstone. Assay results report best results of 2 m at 0.15% Cu and 0.02 g/t Au from 320 m.

Brewon

Two holes were drilled into a large approximately 3 x 3 km aeromagnetic low and an approximate 3.5 x 2.5 km aeromagnetic high. Hole BREDH001 drilled to a depth of 760 m to test the magnetic low intersected a granodiorite with minor magmatic breccia, which consists of a quartz-rich granite and hematite altered tonalite. Hole BREDH002 tested the magnetic high and intersected at 484 m a muscovite bearing granite with minor small pegmatite dykes which is interpreted to represent a peraluminous, S-type granite not typically associated with porphyry-related copper-gold mineralisation.

Boorooma

Two holes were drilled into discreet magnetic lows within a broader 10 x 20 km aeromagnetic high complex. Drill hole BOODH002 intersected minor quartz veins with albite-hematite alteration selvages in a diorite. Hole BOODH001 intercepted 41.1 m of a magnetic hornblende diorite and rare carbonate veining was observed with weak hematite staining which contained minor pyrite.

Other target areas

Holes drilled in Canonba North, Whiskey Creek, Wombat Creek, Warrawing, Minoru and Merri Merri targets tested a wide variety of large geophysical features for the first time. Drilling in these targets generally returned little or no favourable alteration and therefore have been downgraded. Assay results for Whiskey Creek and Wombat Creek are of a low tenor and results for Canonba North, Warrawing, Minoru and Merri Merri are pending.

In fiscal 2023, the Company was eligible to receive up to AUD 145,500 in exploration grant funding under the New Frontiers Exploration Program. The grant was received in December 2023.

The Company recognized an impairment of $281,242 for a certain claim which the Company did not renew and no further exploration programs were planned.

b) Carron gold project ("Carron")

Located approximately 400 kms west of Cairns in Northern Queensland, Carron comprised approximately 30 kms of northwest trending structures with a large number of high-priority drill targets along strike from the adjacent historic Croydon Goldfields ("Croydon"), one of Queensland's significant historical gold mining districts.

The Company's interest in Carron was held through a farm-in agreement (the "Carron Agreement") with Oakland Gold Pty Ltd. (the "Optionor"). The Carron Agreement, as amended, provided the Company with an option to earn up to a 100% interest in the property.

The Company earned an initial 50% interest (the "Initial Earn-in") in Carron further to an amending agreement, dated November 22, 2019 (the "Initial Earn-in Date"), whereby the Company and the Optionor agreed to recognize i) expenditures incurred as of September 30, 2019 of AUD 297,172 (plus GST of AUD 16,293), including the completion of an airborne magnetics survey, and (ii) the reimbursement to the Optionor of an amount of AUD 50,000 for costs incurred by the Optionor, as satisfying the Initial Earn-in.

The Carron Agreement also provided for incremental farm-in levels by incurring additional expenditures at the discretion of the Company, as follows:

1. The Company may earn a further 20% interest to bring its participating interest to 70% by March 31, 2024 further to an amending agreement dated to incur a further AUD 1 million in mineral exploration expenditures (the "Stage 2 Earn-in").

   By December 31, 2023, the Company incurred the AUD 1 million in exploration expenditures for the Carron project and had earned a 70% interest in the project.

2. Following the Stage 2 Earn-in, the Company had the right, at its sole discretion, to elect to complete a further earn-in (the "Stage 3 Earn-in"), as either:
   i) Acquire a further 30% interest to bring its interest to 100% by issuing a number of common shares to the Optionor based on a formula determined by an independent valuator; or
   ii) Acquire a further 20% interest to bring its participation interest to 90% by completing a feasibility study. Where the Company achieved a Stage 3 Earn-in to a 90% interest, the Company would have entered into a royalty agreement with the Optionor.

   Within 60 days of the Stage 3 Earn-in Date, the Optionor may elect to contribute to expenditures in proportion to its 10% participating interest in a bankable feasibility study, and if the Optionor does not make such election, then its 10% interest shall be converted into a 2% NSR royalty.

A four hole, 1,055 metre drilling program was mobilized for the Carron project in October 2023. Drilling tested a variety of different aeromagnetic targets, three of which were interpreted to represent structures mostly defined by north and northwest trending magnetic lows which are considered to have the potential to host Croydon style vein mineralisation.

A portion of the drilling was funded by a AUD 181,818 grant awarded by the Government of Queensland as part of the Government's Collaborative Exploration Initiative. The grant was received in April 2024.

In the third quarter of fiscal 2024, the Company decided not to pursue the Carron project and accordingly wrote off the project.

SELECTED FINANCIAL INFORMATION

Management is responsible for, and the Board approved, the Financial Statements. Except as noted, the Company followed the significant accounting policies presented in Note 3 - Significant Accounting Policies, contained in the Financial Statements consistently throughout all periods summarized in this MD&A.

The Company operates in one segment – the exploration of mineral property interests. The Company has two geographic segments – the exploration activities occur in Australia, while head office, finance, marketing and administration activities occur in Canada.

Selected Annual Financial Information

The following tables and discussion provide selected financial information from, and should be read in conjunction with, the Financial Statements:

	Years ended September 30,		
	2024	2023	2022
Total revenues	$ -	$ -	$ -
Net loss:			
(i) Total	$ (2,899,293)	$ (1,431,779)	$ (1,069,837)
(ii) Basic per share	$ (0.03)	$ (0.02)	$ (0.01)
(iii) Diluted per share	$ (0.03)	$ (0.02)	$ (0.01)
Total assets	$ 10,081,275	$ 12,069,243	$ 10,503,484
Total long-term liabilities	$ -	$ -	$ -
Dividends per share	$ -	$ -	$ -

Because the Company is in the exploration stage, it did not earn any revenues or cash flows from operations and will not for the foreseeable future. The comparative net loss and comprehensive loss in each period illustrate the level and nature of exploration activity undertaken at the Company's mineral property interests which may vary based on results received, weather conditions, market factors and available financings.

Selected Statement of Comprehensive Loss data

The Company's operating expenses are summarised as follows:

		Years ended September 30,		
		2024		2023
Expenses:				
Accounting and audit	**$**	**96,884**	$	107,507
Amortization		**15,003**		14,006
Legal		**4,519**		13,240
Office and sundry		**77,517**		77,609
Project generation		**13,368**		-
Regulatory		**44,115**		41,729
Salaries and benefits		**434,421**		622,331
Shareholder relations		**287,509**		250,219
Share-based payments		**461,109**		172,927
Other (expense) income items:				
Write off of mineral property interests		**(1,719,946)**		-
Derivative option gain (cost)		**138,487**		(171,937)
Interest income		**100,212**		27,667
Foreign exchange gain		**16,399**		12,059

Discussion of results for the fourth quarter of fiscal 2024 – Years ended September 30, 2024 and 2023

The Company incurred a net loss of $2.90 million for the year ended September 30, 2024 which is significantly higher than the net loss of $1.43 million for fiscal 2023, with the former having conversely lower operating expenses. Net losses were impacted by different functional expense items. The higher net loss in the third quarter of fiscal 2024 was primarily attributable to the write off of $1.44 million for the Carron property and then the write-off of $281,242 for claim in the New South Wales project which was not renewed and no further exploration program was planned.

Accounting and audit fees were nominally lower in fiscal 2024 (September 30, 2024 - $96,884) than in fiscal 2023 (September 30, 2023 - $107,507). Any accounting services rendered related to mineral property interests were accordingly charged to the exploration project. In July 2023, the Company mobilized the Phase I AUD 10 million exploration program for the AngloGold Farm-In Agreement which continued into fiscal 2024, and Phase II Duck Creek was mobilized in July 2024, resulting in Australia accounting fees being capitalized in mineral property exploration expenditures. Independent valuation fees were incurred in the second quarter of fiscal 2024 for the modelling and valuation of the embedded derivative for AngloGold's option to convert exploration expenditures into common shares of the Company equal to a maximum of 9.9% of the Company, which modelling and valuation were further updated at year end. Actual audit fees for fiscal 2023 were slightly higher than expected.

Amortization of capital assets were slightly higher for fiscal 2024 (September 30, 2024 - $15,003 and September 30, 2023 - $14,006) from equipment acquisitions in fiscal 2024, resulting in increased amortization in subsequent periods.

Legal fees were $4,519 for fiscal 2024 compared to $13,240 in fiscal 2023. In fiscal 2023, higher legal fees were attributable to Canadian securities lawyers reviewing the AngloGold Farm-In Agreement and Canadian securities implications and compliance affecting the Company especially given the possibility of converting the AUD10 million in exploration expenditures into share issuances to AngloGold for a potential 9.9% interest in the Company. Legal services in the current year relate to general corporate securities and continuous disclosure matters.

Office and sundry expenses of $77,517 for fiscal 2024 were similar to fiscal 2023 (2023 - $77,609). Office and miscellaneous expenses consist of bank fees, computer and internet, D&O insurance, office supplies, telecommunications and rent. Nominal decreases in expenses for IT support and directors and officers insurance along with allocation of certain expense items in Australia to the mineral projects contributed to slightly lower comparative expenses in the current period. Such reductions were offset by higher office rent charges in fiscal 2024 with expanded office facilities. Office and sundry expenses tend to be more fixed.

Project generation expenses of $13,368 were incurred in fiscal 2024 (2023 - $Nil). Project generation activities involved identifying properties of merit and identifying which claims to stake to expand the Company's portfolio of land holdings. There were no project generation activities in fiscal 2023. Between February 2023 and June 2023, the Company was active with the due diligence with AngloGold regarding the earn in agreement. Prior to that the Company completed a drilling program for NSW project in November 2022, and subsequently implementing an AUD 10 million exploration program for the Phase I of the AngloGold Farm-In Agreement which was mobilized in July 2023. In the latter part of fiscal 2023, a drilling program was being developed and then mobilized in October 2023 for the Carron property which was completed in December 2023.

Regulatory fees of $44,115 incurred in fiscal 2024 which are nominally higher than in fiscal 2023 (2023 - $41,729). The fees were paid in connection with the Company's ongoing listing on the CSE, and related ongoing continuous disclosure requirements, listing maintenance costs and filing fees. Listing fees on the OTC QB slightly increased for fiscal 2024. Accruals were also recognized for regulatory filing fees for the fourth quarters.

Salaries and benefits of $434,421 were incurred in fiscal 2024 which is comparatively lower than the $622,331 in fiscal 2023 and reflects amounts earned by individuals employed directly by the Company that are not attributable to exploration activities. Conversely, technical personnel costs are allotted to exploration activities for each mineral project. Phase I of the AngloGold Farm-In Agreement was mobilized in July 2023 and continued into fiscal 2024, whereby salaries of technical personnel were allotted to the mineral projects resulting in lower salaries being recorded in operating expenses unlike the earlier quarters in fiscal 2023. These costs were higher in the fourth quarter of fiscal 2023 due to a bonus awarded to a senior officer for negotiating and closing the AngloGold Farm-In Agreement, executive search fees for employment of a new senior officer with higher remuneration, and severance pay. In the second quarter of fiscal 2024, the expense ($107,451) was similar to the first quarter but remained lower than the second quarter of fiscal 2023 ($138,458) due to ongoing allocations to the mineral projects. This is also similar for the remaining quarters of fiscal 2024 as technical personnel costs are allocated to mineral property expenditures. Phase II of the AngloGold Farm-In Agreement was implemented for the Duck Creek project in the third quarter of fiscal 2024 with the drill program mobilized in July 2024.

Shareholder relations were higher in the first quarter of fiscal 2024 ($63,776) than in the first quarter of fiscal 2023 ($49,791). The AngloGold Farm-In Agreement and the mobilization and implementation of the Phase I of the exploration program for AUD 10 million in July 2023 were organic milestones for the Company in advancing the exploration potential of its mineral properties which remain ongoing, all of which necessitated greater market awareness. Participation at various conferences and marketing campaigns in the second quarter of fiscal 2024 resulted in expenses of $112,416, an increase of $48,773. Shareholder relations expenses in the remaining quarters of fiscal 2024 remained higher than comparative quarters in fiscal 2023 as the Company entered into Phase II for one of its mineral projects with AngloGold whereby the drilling program was mobilized in June 2024.

Share based payments are for the granting or vesting of stock options, which are comparatively similar for both first quarters in fiscals 2024 and 2023 ($11,582 and $10,537, respectively). On December 21, 2022, the Company granted 1,975,000 stock options which fully vested in six months. Share based payments in the first quarter of fiscal 2024 were attributable to the 200,000 stock options granted on June 1, 2023 which fully vested in December 2023. In late March 2024 the Company granted 2,950,000 stock options which fully vest in six months resulting in the recognition of lower share based payments expense in the current quarter ($9,285) than other comparative quarters. The vesting provisions from the March 2024 stock option grant resulted in share based payments of $211,239 in the third quarter of fiscal 2024 which is higher than the $72,111 for the comparative quarter in fiscal 2023. The final vesting provision in the fourth quarter of fiscal 2024 was for $206,596 for the March 2024 stock option grant. In July 2024, further 200,000 stock options were granted to a consultant with no vesting provisions, contributing to comparatively higher share-based payments in the fourth quarter of fiscal 2024.

In the third quarter of fiscal 2024, the Company decided not to purse the Carron property and accordingly wrote off the project resulting in write off of $1.44 million which contributed significantly to the net loss of $2.90 million in fiscal 2024. In the fourth quarter of fiscal 2024, an impairment of $281,242 was recognized for a mineral claim within the New South Wales project which was not renewed and no further exploration program was planned. There were no mineral project write offs or impairments in fiscal 2023.

In fiscal 2024, the Company recognized an incremental derivative option gain of $138,487 as opposed to the derivative option cost of $171,937 in fiscal 2023. The derivative option gain/loss is attributable to the option held by AngloGold to acquire a 9.9% interest in the Company upon completion of Phase I of the AngloGold Farm-In Agreement. The derivative valuation liability decreased from $171,937 at September 30, 2023 to $33,450 at September 30, 2024 as the expected life of the derivative decreases.

Interest and other income are earned from interest bearing savings account and GIC holdings and from rental truck charge out to Phases I and II exploration activities resulted in higher income for fiscal 2024 ($138,487) than for fiscal 2023 ($27,667). The closing of $1.78 million equity financing in August 2023 and proceeds of $891,375 from the exercise of warrants coupled with higher interest rates contributed to more interest earned during the current period. The balance of cash or GICs held will vary period-to-period depending on the timing of financings, and the level and timing of exploration activities.

Foreign exchange fluctuations in the Canadian dollar relative to the Australian dollar would result in the recognition of foreign exchange gain (loss) (2024 – foreign exchange gain of $16,399; 2023 – foreign exchange gain of $12,059). The Company's functional and reporting currencies are the CAD dollar. Depending on the volatility of the exchange rate from period-to-period, the impact on the statement of comprehensive loss could be significant.

Segment information

The Company undertakes administrative activities in Canada, and is engaged in the acquisition, exploration, and evaluation of certain mineral property interests in New South Wales and previously Queensland Australia. Accordingly, the Company's operations are in one commercial and two geographic segments.

The Company is in the exploration stage and accordingly, has no reportable segment revenues. Net loss is distributed by geographic segment per the table below, for the periods ended:

	Years ended September 30,	
	2024	2023
Canada	$ 1,157,796	$ 1,370,623
Australia	1,741,497	61,156
	$ 2,899,293	$ 1,431,779

The write off of $1.44 million for the Carron property and an impairment of $281,242 for a claim within the New South Wales project contributed to the net loss of $1.74 million in Australia.

Mineral property interests and refundable security deposits are held in Australia, and cash is held in Canada and Australia with the latter reflecting funds for Phase I and Phase II exploration received from AngloGold along with management fees earned by the Company. The Company's assets are distributed by geographic segment, as per the tables below:

	September 30, 2024		
	Canada	Australia	Total
Current assets	$ 2,057,045	$ 1,112,170	$ 3,169,215
Refundable security deposits	-	255,847	255,847
Exploration and evaluation assets	-	6,656,213	6,656,213
Total assets	$ 2,057,045	$ 8,024,230	$ 10,081,275
	September 30, 2023		
	Canada	Australia	Total
Current assets	$ 1,999,049	$ 1,029,994	$ 3,029,043
Refundable security deposits	-	251,361	251,361
Exploration and evaluation assets	-	8,788,839	8,788,839
Total assets	$ 1,999,049	$ 10,070,194	$ 12,069,243

Summary of Quarterly Results and Fourth Quarter of Fiscal 2024

The following table sets out selected quarterly financial information derived from the Company's unaudited quarterly financial statements prepared by management.

	Sept 30, 2024	June 30, 2024	Mar 31, 2024	Dec 31, 2023
Total revenue	$ -	$ -	$ -	$ -
Net loss and comprehensive loss for the period	(612,998)	(1,775,981)	(309,819)	(200,495)
Loss per share, basic and diluted	(0.01)	(0.02)	-	-
Total assets	10,081,275	10,003,688	12,036,418	11,345,252
Total long term liabilities	-	-	-	-
Dividends per share	-	-	-	-
	Sept 30, 2023	**June 30, 2023**	**Mar 31, 2023**	**Dec 31, 2022**
Total revenue	$ -	$ -	$ -	$ -
Net loss and comprehensive loss for the period	(556,486)	(237,699)	(370,712)	(266,882)
Loss per share, basic and diluted	(0.01)	-	(0.01)	-
Total assets	12,069,243	9,950,321	9,935,399	10,274,586
Total long term liabilities	-	-	-	-
Dividends per share	-	-	-	-

Because the Company is in the exploration stage, it does not earn any revenues nor realized any operating cash inflows. The Company's expenditures and cash requirements may fluctuate and lack a degree of comparability from period to period as a result of a number of factors including seasonal fluctuations, the write-off of capitalized amounts, tax recoveries and other factors that may affect the Company's activities. In addition, the non-cash flow related impacts from foreign exchange, and vesting of share-based payments may give rise to variability in results from one period to the next comparable period.

The Company's primary source of funding is through the issuance of share capital; accordingly, the Company's activity level and the size and scope of planned exploration projects may also fluctuate depending upon the availability of equity financing with favourable terms. When capital markets strengthen, and the Company is able to secure equity financing with favourable terms, the Company's activity levels and the size and scope of planned exploration may increase.

Since July 2023, certain mineral property expenditures were funded by the AUD 10 million Phase I exploration program of the AngloGold Farm-In Agreement. Phase II for Duck Creek project was funded by AngloGold since May 2024. The Company earns a 10% management fee which is applied as a recovery to exploration expenditures.

Fourth quarter of fiscal 2024

The Company's comprehensive loss of $2.90 million for fiscal 2024 was primarily attributed to the write off of $1.44 million for the Carron property in the third quarter of fiscal 2024 and an impairment of $281,242 for a claim within the New South Wales project in the fourth quarter of fiscal 2024. The loss also reflects wages and salaries; professional fees, shareholder relations, general office and administrative costs, and regulatory costs to administer the Company generally incurred on an ongoing basis, net of a foreign exchange gain or losses arising on the relative appreciation or depreciation of the Canadian dollar compared to the Australian dollar over the period.

Fourth quarter losses in fiscal 2023 were higher than prior comparative quarters due to the derivative option cost of $171,937 and due to year end accruals and adjustments.

Financial position

The following select financial data is derived from the Financial Statements.

	September 30,	
	2024	2023
Total current assets	$ 3,169,215	$ 3,029,043
Total assets	10,081,275	12,069,243
Total current liabilities	675,287	1,146,720
Total liabilities	675,287	1,146,720
Total shareholders equity	9,405,988	10,922,523
Weighted average number of common shares outstanding	96,362,428	88,645,843
Basic and fully diluted loss per weighted average number of common shares for the period	(0.03)	(0.02)

Assets

Cash and cash equivalents

Cash and cash equivalents held at September 30, 2024 ($3.07 million) were slightly higher than at September 30, 2023 ($2.83 million). At September 30, 2024, restricted funds of $447,899 were held for the Phase I and Phase II AngloGold exploration programs whereas at September 30, 2023 restricted funds were $738,277. During the year ended September 30, 2024, funds of AUD 6.52 million were received from AngloGold for Part I exploration program and funds of AUD 1.75 million for Phase II. During 2024 fiscal year, funds of AUD 145,000 were received for the government grant for Duck Creek drilling and for geophysics and AUD 181,800 for Carron drilling. Also proceeds of $891,375 from exercise of warrants and $39,000 from exercise of stock options were received during fiscal 2024.

Receivables, receivable for exploration projects, and prepaid expenses and deposits

The balance of receivables and prepaid expenses will fluctuate period over period depending on the level of activity in the Company. At September 30, 2023, receivables of $140,277 was recognized for the New South Wales exploration program which was received in December 2023. Other receivables are for recoverable amounts of GST, and prepaid expenses are generally held in connection with services paid for in advance or expenses which are allotted to future periods.

Exploration and evaluation assets:

Expenditures directly attributable to the acquisition of mineral property interests have been capitalized; staking costs, related land claims fees paid, and ongoing exploration expenditures, have also been capitalized. Exploration grants awarded (received or receivable) are applied against the carrying value of the particular mineral property as recoveries.

The value of the Company's exploration and evaluation assets, including cumulative expenditures incurred, net of Phase I and Phase II exploration receipts from AngloGold including management fees earned, impairment charges, depreciation and government grant benefits, is as follows:

	NSW Project	Carron Project	Total
Acquisition Costs:			
Balance, September 30, 2022 and 2023	$ 525,413	$ 95,214	$ 620,627
Deferred Exploration Expenditures:			
Balance, September 30, 2022	6,658,836	1,041,008	7,699,844
Drilling and assays	1,520,981	-	1,520,981
Geological services	593,555	37,569	631,124
Claim maintenance fees	249,608	11,418	261,026
Administration and maintenance	153,329	10,037	163,366
Geophysics	99,364	-	99,364
Depreciation of equipment	(14,006)	-	(14,006)
Recovery from government grants	(96,391)	-	(96,391)
Recovery from farm in agreement	(1,906,451)	-	(1,906,451)
Recovery from management fee receipts	(190,645)	-	(190,645)
Balance, September 30, 2023	7,068,180	1,100,032	8,168,212
Drilling and assays	4,992,576	319,213	5,311,789
Geological services	882,180	70,850	953,030
Claim maintenance fees	664,333	15,110	679,443
Administration and maintenance	175,333	1,674	177,007
Geophysics	194,221	-	194,221
Equipment	1,515	-	1,515
Depreciation of equipment	(15,003)	-	(15,003)
Foreign exchange	(2,412)	(265)	(2,677)
Recovery from government grants	(40,822)	(163,124)	(203,946)
Recovery from farm in agreement	(6,825,508)	-	(6,825,508)
Recovery from management fee receipts	(682,551)	-	(682,551)
Balance, September 30, 2024	6,412,042	1,343,490	7,755,532
Write-Off of Mineral Property Interests:			
Write-offs	(281,242)	(1,438,704)	(1,719,946)
Total write off during the year	(281,242)	(1,438,704)	(1,719,946)
Exploration and evaluation assets:			
Balance, September 30, 2023	$ 7,593,593	$ 1,195,246	$ 8,788,839
Balance, September 30, 2024	$ 6,656,213	$ -	$ 6,656,213

Exploration for NSW project was mobilized in July 2023 from the Phase I exploration program of the AngloGold Farm-In Agreement. For fiscal 2024, exploration expenditures of $6.83 million were incurred for Phase I and Phase II which were funded from cash calls from AngloGold. Also the Company earned a 10% management fee of $682,551 from Phase I and Phase II during the current period. Pro rata government grants of AUD 107,338 were recognized in fiscal 2023 which were fully received for AUD 145,500 in December 2023. Exploration for NSW project continues in fiscal 2024 under the Phases I and II of the AngloGold Farm-In Agreement. An impairment of $281,242 was recognized from the non-renewal of a claim and no further exploration programs were planned for that claim.

Expenditures of $406,847 for the Carron property were incurred in fiscal 2024 for a drilling program which mobilized in October 2023 and completed in December 2023. The Company also earned a 70% interest in the property. A government grant of $162,134 which was approved by the government was received in April 2024. In the third quarter of fiscal 2024, the Company decided not to pursue the Carron project and accordingly wrote off the project for $1.44 million.

The Company has posted refundable security deposits, each representing a mineral property EL and permitted disturbance thereon, held with the Governments of New South Wales and previously with Queensland as follows:

		Total
Balance, September 30, 2022	$	358,833
Recoveries		(107,472)
Balance, September 30, 2023		251,361
Additions		4,486
Balance, September 30, 2024	$	255,847

Refundable security deposits consist of the basic security deposit required on issuance of each EL, as well as additional deposits for environmental related bonding amounts. Environmental related bonding amounts are based on the respective EL size and levels of disturbance contemplated under the specific exploration permit.

Liabilities

Current liabilities

The balances of payables and accruals are unsecured and will generally vary dependent upon the level of activity at the Company, and the timing at period end of invoices and when the invoices are actually paid. Invoices are generally paid within 30 days. The Company's liabilities at September 30, 2024 and 2023 include obligations due to service providers and vendors arising in the normal course of operations including certain year end accruals.

Current liabilities of $675,287 as at September 30, 2024 were lower than the $1.15 million at September 30, 2023. In the fourth quarter for fiscal 2024, Phase I exploration activities were paused pending assay results, thereby causing operating payables to be comparatively lower (2024 - $510,856 and 2023 - $766,350). Cash calls from AngloGold in excess of exploration expenditures were $130,981 at September 30, 2024 which is lower that excess of $208,433 at September 30, 2023. In fiscal 2023, a derivative liability of $171,937 was recognized from the AngloGold's option to acquire 9.9% of the Company upon completion of Phase I of the AngloGold Farm-In Agreement but was reduced to $33,450 at September 30, 2024 as the derivative's expected life reduced.

Cash Flows

The Company is still considered to be in the exploration stage and as such does not earn any revenues or cash inflows from operations.

Total cash used in operating activities was $1.15 million for fiscal 2024 which is higher than the $408,470 in fiscal 2023 due to reduction in operating payables as Phase I exploration activities comparatively reduced in the fourth quarter of fiscal 2024. Phase II exploration program was mobilized in July 2024.

Total cash flows provided from investing activities were $402,969 for fiscal 2024 in contrast to cash flows used by investing activities of $268,823 for fiscal 2023. The Company mobilized an AUD 10 million exploration program in July 2023 which continued into fiscal 2024 pursuant to the AngloGold Farm-In Agreement in which the Company receives a 10% management fee. Monthly cash calls for the Phase I and Phase II exploration programs along with management fees earned of $682,551 and receipt of government grants of $291,176 resulted in net cash inflow from investing activities in the current period. In the first quarter of fiscal 2024, the Company mobilized and completed a drilling program for the Carron project. Investing cash flows are also affected by cash paid or recovered for refundable security deposits. Following AngloGold designating Duck Creek project as a Phase II project, in the third quarter of fiscal 2024, the Company mobilized the Phase II exploration drilling program in July 2024. Exploration expenditures on non AngloGold mineral properties were $498,086 in fiscal 2024 and $775,373 in fiscal 2023.

Total cash flows provided by financing activities were $921,649 for fiscal 2024 and $1.75 million in fiscal 2023. Exercise of warrants provided proceeds of $891,375 in the current period whereas proceeds of $1.78 million were from an equity financing in the prior fiscal period. Nominal proceeds from exercise of stock options were received in both fiscal periods. Although it is generally foreseeable that there will likely be new capital raised by the Company each successive period, the amount and terms of such financing will vary depending upon a number of circumstances, many of which are outside the control of the Company.

Going concern, liquidity, capital management, and contractual obligations

Going Concern and liquidity

The properties in which the Company currently holds an interest are in the exploration stage. The Company has not generated revenues or cash flows from operations since inception and does not expect to do so for the foreseeable future. As at September 30, 2024, the Company has approximately $2.49 million in working capital (2023 - $1.88 million). The Company's financial liabilities of payables and accrued liabilities are generally payable within a 90-day period. In August 2023 a private placement closed for gross proceeds of $1.78 million. In fiscal 2024, proceeds of $891,375 were received from the exercise of warrants.

The Financial Statements have been prepared on a going concern basis that contemplates the realization of assets and discharge of liabilities at their carrying values in the normal course of business for the foreseeable future; and do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. The Company's continuation as a going concern depends on its ability to successfully raise financing through the issuance of debt or equity.

Although the Company has been successful in the past in obtaining financing, there is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on acceptable terms, therefore giving rise to a material uncertainty, which may cast significant doubt as to whether the Company's cash resources and working capital will be sufficient to enable the Company to continue as a going concern for the 12-month period after the date of the Financial Statements. A number of the circumstances that could impair management's ability to raise additional funds, or their ability to undertake transactions, are discussed in this MD&A under heading "*Risks and Uncertainties*". In particular, the Company's access to capital and its liquidity will be impacted by global macroeconomic trends, fluctuating commodity prices, and investor sentiment.

Consequently, management pursues various financing alternatives to fund operations and advance its business plans.

Capital Management

The Company manages its capital in order to meet short term business requirements, after taking into account cash flows from operations, expected capital expenditures and the Company's holdings of cash. To facilitate the management of its capital requirements, management prepare annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. On an ongoing basis, management evaluates and adjusts its planned level of activities, including planned exploration, development, permitting activities, and committed administrative costs, to ensure that adequate levels of working capital are maintained. The Company believes that this approach is reasonable, given its relative size and stage.

There may be circumstances where, for business reasons, funds may be re-allocated at the Company's discretion. While the Company remains focused on the continued exploration and advancement of its mineral property interests, management may (i) conclude to curtail certain operations; or (ii) should management enter into agreements in the future on new properties it may be necessary to make cash payments and complete work expenditure commitments under those agreements, which would change planned expenditures.

There are no known restrictions on the ability of the Company's affiliates to transfer or return funds amongst the group.

Contractual obligations

In addition to normal course operating contracts and agreements relating largely to exploration activities and for the retention of exploration personnel, the Company is also party to agreements to acquire mineral properties that are disclosed in the accompanying Financial Statements, and in this MD&A.

In connection with a non-brokered private placement which closed on May 14, 2021 (the "2021 Private Placement"), the Company entered into an agreement providing Crescat Portfolio Management LLC ("Crescat") the right to purchase additional Inflection securities (the "Participation Right") up to its then proportional percentage. The Participation Right terminates on the date on which Crescat's ownership of common shares falls below 1% of the then outstanding common shares. The Company and Crescat also entered into a strategic shareholder agreement, dated July 20, 2022, whereby Crescat have agreed to share geologic and technical expertise with the Company from time to time.

Crescat participated in the fiscal 2022 financing, increasing its proportional percentage over that which it held prior to that financing, and again the fiscal 2023 financing which increased its proportional percentage.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates, and assumptions that affect the reported amounts of assets, liabilities, and expenses. A detailed presentation of all of the Company's material accounting policies and the estimates derived therefrom, along with discussion as to judgments and estimates made by management which might impact the financial information, and a summary of new accounting pronouncements, please refer to Note 3 of our disclosures in the Financial Statements.

Related Party Transactions

In addition to the officers and directors of the Company, Inflection's related parties include (i) its subsidiaries; (ii) OCP Holdings Ltd. ("OCP"), as a reflection of its approximate 14.6% ownership interest in the Company at September 30, 2024; and (iii) those legal entities noted under the table below.

Key management personnel compensation is comprised of the following:

	Year ended September 30,		Net balance payable September 30,	
	2024	2023	2024	2023
Key management compensation:				
Executive salaries and benefits [1]	$ 307,400	$ 366,300	$ -	$ 50,500
Geological consulting [1]	247,622	220,912	20,635	23,903
Directors fees	207,532	156,000	39,001	43,737
Share-based payments	365,731	141,058	-	-
	$ 1,128,285	$ 884,270	$ 59,636	$ 118,140
Net office, sundry, rent and salary allocations reimbursed to companies sharing certain common directors [2]	$ 144,171	$ 13,631	$ 8,535	$ 1,179

(1) Includes key management compensation and geological consulting which are included in exploration and evaluation assets, employee remuneration and property investigation, if any.

(2) These companies include Headwater Gold Inc., NewQuest Capital Inc. and Red Canyon Resources Ltd.

The above related party transactions are incurred in the normal course of business and on a cost recovery basis.

Outstanding Securities

Common shares

The Company's authorized share capital consists of unlimited number of common shares without par value.

Changes in the Company's share capital for the year ended September 30, 2024 are as follows:

	Number of Shares	Amount
Balance at September 30, 2023	95,057,670	$ 15,724,411
Issued:		
Exercise of stock options	325,000	63,336
Exercise of warrants	5,942,500	891,375
Share issue expenses	-	(8,726)
Balance at September 30, 2024	101,325,170	$ 16,670,396

In fiscal 2024, stock options for 325,000 common shares were exercised for gross proceeds of $39,000 and warrants for 5.94 million common shares were exercised for gross proceeds of $891,375.

As at January 28, 2025, there were 101,125,170 common shares issued and outstanding.

Stock options

The Company has a stock option plan under which it is authorized to grant stock options of up to a maximum of 10% of the issued and outstanding common shares to executive officers, directors, employees and consultants enabling the holder to acquire common shares. Vesting is at the discretion of the Board of Directors. In the absence of a vesting schedule, such stock options shall vest immediately.

The continuity of stock options for the year ended September 30, 2024 is as follows:

	September 30, 2024	
	Number of Shares	Weighted average exercise price
Outstanding balance, beginning of year	8,350,000	$0.20
Granted	3,150,000	$0.20
Exercised	(325,000)	$0.12
Cancellations	(700,000)	$0.25
Expired	(1,810,000)	$0.20
Outstanding balance, end of year	8,665,000	$0.20

At January 28, 2025, stock options for 8,665,000 common shares remain outstanding, all of which are exercisable.

Warrants

At September 30, 2024, the Company had outstanding warrants as follows:

Exercise Prices	Expiry Dates	Outstanding at September 30, 2023	Issued	Exercised	Expired	Outstanding at September 30, 2024
$0.15	August 10, 2024	16,270,000	-	(5,942,500)	(10,327,500)	-
$0.40	February 17, 2025	3,553,500	-	-	-	3,553,500
$0.40	February 17, 2025 (1)	214,800	-	-	-	214,800
		20,038,300	-	(5,942,500)	(10,327,500)	3,768,300

At January 28, 2025, warrants for 3,768,300 common shares remain outstanding.

FINANCIAL 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.

Cash is carried at fair value using Level 1 fair value measurement. The carrying value of receivables and accounts payable approximate their fair value because of the short-term nature of these instruments.

The security deposits are refundable at a fixed amount in AUD and are carried at fair value using Level 1 fair value measurement, which is based on the Canadian dollar equivalent at the date of each statement of financial position.

Financial Risk Factors

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors is provided with updates from management as to changes in perceived risks, and is responsible for approving and monitoring risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

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 majority of cash is deposited in bank accounts held with major banks in Canada and Australia. The risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The Company has secondary exposure to credit risk on its receivables. This risk is minimal as receivables consist primarily of refundable goods and services taxes.

Foreign Exchange Risk

The significant market risk to which the Company is exposed is foreign exchange risk. The results of the Company's operations are exposed to currency fluctuations. To date, the Company has raised funds entirely in Canadian dollars. The majority of the Company's mineral property expenditures will be incurred in Australian dollars. The fluctuation of the Canadian dollar relation to the AUD will consequently have an impact upon the financial results of the Company.

The Company has not entered into any derivative contracts to manage foreign exchange risk at this time. A significant portion of the Company's cash balance may be held in AUD in any given period.

At September 30, 2024, the Company was exposed to currency risk for its Canadian dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars as follows:

	Stated in Canadian Dollars		
	Held in		Total
	Australian Dollars	United States Dollars	
Cash	$ 1,107,550	$ 2,158	$ 1,109,708
Receivables	1,845	-	1,845
Accounts payable and accrued liabilities	(403,312)	-	(403,312)
Advance for exploration projects	(130,981)	-	(130,981)
Net financial assets, September 30, 2024	$ 575,102	$ 2,158	$ 577,260

Based upon the above net exposure as at September 30, 2024 and assuming all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar relative to the Australian dollar could result in a decrease/increase of approximately $57,700 in the Company's net losses.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company assessed its liquidity risk as high.

Interest rate risk

Interest rate risk is the risk that fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. As the only interest-bearing financial instruments held by the Company consist of either higher-interest savings accounts, short-term Government Investment Certificates held with major bank in Canada, the Company is not exposed to interest rate risk.

Risks and Uncertainties

Exploration and mining companies face many and varied kinds of risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practical.

The principal activity of the Company is mineral exploration, which is inherently risky. Exploration is also capital intensive, and the Company currently has no source of income and must depend on equity financings as its main source of capital. Only the skills of its management and staff in mineral exploration and exploration financing serve to mitigate these risks and therefore are one of the main assets of the Company.

The following are the risk factors which the Company's management believes are most important in the context of the Company's business. It should be noted that this list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

The Company has Limited History of Operations

The Company has limited history of operations and is in the early stages of exploration on its mining properties. The Company may experience higher costs than budgeted and delays which were not expected. The Company must also locate and retain qualified personnel to conduct exploration work. Further adverse changes in any one of such factors or the failure to locate and retain such personnel will have an additional adverse effect on the Company, its business and results of operations.

The Mining Industry is Speculative and of a Very High-Risk Nature

Mining activities are speculative by their nature and involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The Company's activities are in the exploration stage and such exploration is subject to the risk that previously reported inferred mineralization is not economic. If this occurs, the Company's existing resources may not be sufficient to support a profitable mining operation. The Company's activities are subject to a number of factors beyond its control including intense industry competition and changes in economic conditions, including some operating costs (such as electrical power). Its operations are subject to all the hazards normally incidental to exploration, development and production of precious metals, any of which could result in work stoppages, damage to or loss of property and equipment and possible environmental damage. An adverse change in any one of such factors, hazards and risks would have a material adverse effect on the Company, its business and results of operations. This might result in the Company not meeting its business objectives.

The Company is Dependent on Various Key Personnel

The Company's success is dependent upon the performance of key personnel. The Company does not maintain life insurance for key personnel and the loss of the services of senior management or key personnel could have a material and adverse effect on the Company, its business and results of operations.

Title Matters

Title to and the area of mining claims may be disputed. Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current state of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Competition

The Company competes with many companies that have substantially greater financial and technical resources than the Company for the acquisition of mineral properties as well as for the recruitment and retention of qualified employees.

The Company's Activities might suffer Losses from or Liabilities for Risks which are not Insurable

The Company does not currently carry any form of political risk insurance, insurance for loss of or damage in respect of its equipment and property or any form of environmental liability insurance, since insurance is prohibitively expensive. The payment of any such liabilities would reduce the funds available to the Company. If the Company suffers damage to its equipment, it might be required to suspend operations or enter into costly interim compliance measures pending completion of a permanent remedy.

The Company is Subject to Substantial Environmental Requirements which Could Cause a Restriction or Suspension of our Operations

The current and anticipated future operations and exploration activities of the Company on its projects in Australia require permits from various governmental authorities and such operations and exploration activities are and will be governed by Federal, State and local laws and regulations governing various elements of the extractive industry. It is the Company's intention to ensure that the environmental impact on areas where it operates is mitigated by restoration and rehabilitation of affected areas.

As the Company is presently at the early exploration stage with all of our properties, the disturbance of the environment is limited and the costs of complying with environmental regulations are minimal. However, if operations result in negative effects upon the environment, government agencies will likely require Inflection to provide remedial actions to correct the negative effects. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory authorities curtailing the Company's operations or requiring corrective measures, any of which could result in the Company incurring substantial expenditures. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration or development.

Conflicts of interest

Certain of our directors and officers are also directors and/or officers and/or shareholders of other natural resource companies. While we are engaged in the business of exploring for and, if appropriate, exploiting mineral properties, such associations may give rise to conflicts of interest from time to time. Our directors are required by law to act honestly and in good faith with a view to uphold the best interests of the Company and to disclose any interest that they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of our board of directors, any director in a conflict must disclose his interest and abstain from voting on the matter. In determining whether or not we will participate in any project or opportunity, our directors will primarily consider the degree of risk to which we may be exposed and our financial position at the time.

Information Systems Security Threats

The Company's operations depend upon information technology systems which may be subject to disruption, damage or failure from different sources, including, without limitation, installation of malicious software, computer viruses, security breaches, cyber-attacks and defects in design.

Although to date, the Company has not experienced any material losses related to cyber-attacks or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attacks, damage or unauthorized access remain a priority. As the threat landscape is ever-changing, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Weather Events

The Company is exposed to physical risks related to climate change including extreme weather events such as floods, longer wet or dry seasons, increased temperatures and drought, increased precipitation and snowfall and wildfires. Such events can temporarily slow or halt operations due to physical damage of assets, shortage of resources and route disruptions that may limit the transportation of materials and personnel. Additionally, regulations and taxes developed to regulate the transition to a low-carbon economy and energy efficiency may result in increased operation costs including environmental monitoring, increased reporting and other costs to comply with such regulations.

Additional disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses and mineral exploration property costs are provided in the statements of loss and comprehensive loss and notes to the Financial Statements. These financial statements are available on the Company's SEDAR+ profile accessed through www.sedarplus.ca.

Proposed Transactions

There are no proposed material transactions. However, as is typical of the mineral exploration and development industry, management of the Company continually review potential merger, acquisition, investment, joint venture transactions, and opportunities that could enhance shareholder value. The Company also notes that in order to satisfy its capital requirements and continue to undertake planned exploration programs it will be necessary to raise funds, likely through the issuance of common shares, or units including warrants, from time to time. There is no guarantee that any contemplated transaction will be concluded.

Off Balance Sheet Arrangements and Legal Matters

The Company has no off-balance sheet arrangements, and there are no material outstanding legal matters of which management is aware except as disclosed in its continuous disclosure filings.

Disclosure Controls and Procedures

Disclosure Controls and Procedures Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

CSE-listed companies are not required to provide representations in the annual filings relating to the establishment and maintenance of DC&P and ICFR, as defined in National Instrument 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a CSE issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Scientific and Technical Disclosure

The Company's mineral property interests are all early stage and do not contain any mineral resource estimates as defined by NI 43-101. The potential quantities and grades disclosed herein are conceptual in nature and there has been insufficient exploration to define a mineral resource for the targets disclosed herein. It is uncertain if further exploration will result in targets on any of Company's mineral property interests being delineated as a mineral resource.

The Company's exploration program is directed by Mr. Douglas Menzies (BSc, MAIG, RPGeo), the Company's Vice President Exploration. Carl Swensson (FAusIMM), a consultant to the Company is a "Qualified Person" ("QP") as defined in National Instrument 43-101 and has reviewed and approved the scientific and technical information contained in this MD&A.

Subsequent Events Not Otherwise Described Herein

With the exception of transactions and activities described in this MD&A and in the Financial Statements and in the Company's other continuous disclosure filings, there were no undisclosed material subsequent events.

Board of Directors and Officers of the Company

As at the date of this report, the directors of the Company are Alistair Waddell (President and Chief Executive Officer), Wendell Zerb (Chair), Fraser MacCorquodale, Cecil R. Bond, Tero Kosonen, and Stuart Smith. Douglas Menzies is Vice President, Exploration, Sandra Wong is Corporate Secretary, and Philip Yee is Chief Financial Officer.

The Board has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it, and links to it will be posted to the Company's website.

(signed) Alistair Waddell
Alistair Waddell
President and Chief Executive Officer