CLARITY METALS CORP.

FORM 51-102F1
MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2024

OVERVIEW

The following management's discussion and analysis ("MD&A") takes into account information available up to and including April 15, 2025 and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2024. All amounts are stated in Canadian dollars unless otherwise indicated. These consolidated financial statements together with this MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of Clarity Metals Corp. (the "Company") including its subsidiaries.

FORWARD LOOKING STATEMENTS

Information contained in this MD&A that is not historical fact may be considered "forward looking statements". These forward-looking statements sometimes include words to the effect that management believes or expects a stated condition or result. All estimates and statements that describe the Company's objectives, goals or plans are forward-looking statements. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors, including such variables as new information, changes in demand for commodity prices, legislative, environmental and other regulatory or political changes, competition in areas where the Company operates, and other factors discussed herein. Readers are cautioned not to place undue reliance on this forward-looking information.

DESCRIPTION OF BUSINESS

Clarity Metals Corp. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on September 11, 2019. The Company's head office and registered office are located at Suite 1680, 355 Burrard St, Vancouver, BC, V6C 2G8.

The Company's common shares trade on the Canadian Securities Exchange ("CSE") under the symbol "CMET" and on the OTC Pink Sheets Market under the trading symbol "CLGCF".

The Company is a Canadian mineral exploration company focused on the acquisition, exploration and development of mineral projects in Canada. The Company's principal focus is the exploration and evaluation of the Fecteau Project located in the province of Quebec. Please refer to the "*Exploration and Evaluation Assets*" section below for the acquisition and project details.

The Company is currently evaluating its exploration and evaluation assets and has not determined whether its projects contain reserves that are economically recoverable. The recoverability of amounts recorded for the exploration and evaluation assets are dependent upon the discovery of economically recoverable reserves. The Company's future capital requirements depend on many factors, including costs of exploration and development of the exploration and evaluation assets, cash flow from operations, costs to complete additional exploration, competition and global market conditions.

There are many external factors that can adversely affect general workforces, economies and financial markets globally. Examples include, but are not limited to, the COVID-19 global pandemic and political conflict in other regions. It is not possible for the Company to predict the duration or magnitude of adverse results of such external factors and their effect on the Company's business or ability to raise funds.

SUMMARY OF BUSINESS ACTIVITIES

The following financial and operational highlights occurred during the year ended and subsequent to December 31, 2024:

- On March 28, 2024, the Company announced that it closed a previously announced units for debt settlement with two creditors, pursuant to which an aggregate of 5,977,033 units of the Company, valued at $0.06 per common share and $0.039 per common share purchase warrant, were issued to settle an aggregate of $239,082 in professional services and advisory fees.

  Each unit consists of one common share in the capital of the company and one common share purchase warrant, with each warrant entitling the holder thereof to acquire one additional common share on or before March 27, 2025 at an exercise price of $0.05 per warrant share.

- On June 5, 2024, the Company announced that it has engaged Integral Wealth Securities Limited ("Integral") to provide market making services to the Company for a minimum term of three (3) months, following which the Company may terminate the arrangement on thirty (30) days' notice.

  In consideration for Integral's assistance in maintaining an orderly market and improving the liquidity of the Company's common shares (collectively, the "Services"), the Company agreed to pay Integral a cash fee of $6,000 per month. The Company has also agreed to cover all reasonable costs and expenses incurred in connection with the performance by Integral of the services. In September 2024, the Company provided notice to Integral to terminate the arrangement.

- On August 8, 2024, the Company announced it had accelerated the expiry of 10,000,000 warrants with an exercise price of $0.06 pursuant to the acceleration terms contained in the warrant certificates respecting the warrants. 2,020,000 warrants were exercised for gross proceeds of $121,200. The remaining 7,980,000 expired unexercised on September 7, 2024, such date being 30 days following the date on which the Company provided notice to the holders of the warrants of the acceleration. The warrants were originally issued on December 28, 2022 with an exercise price of $0.12, and on December 4, 2023 the exercise price was repriced to $0.06.

  The Company also announced that it has entered into an investor relations agreement with Equitrend Data Inc. ("Equitrend"), pursuant to which Equitrend has agreed to provide certain investor relations and communications services to the Company in exchange for consideration of $250,000 (U.S.), payable in three instalments. The term of the agreement is for an initial period of up to six months ending on February 7, 2025. The Company has the option to extend the term for an additional six months for additional aggregate consideration of $250,000 (U.S.).

- On October 8, 2024, the Company provided an update on the Fecteau Project, please refer to the "Exploration and Evaluation Assets" section below for more information.

- On December 19, 2024, the Company announced that it has elected to terminate the option agreement with Genius Metals Inc to acquire a 50% interest in the Lithium381 property. The termination was effective on December 30, 2024. Please refer to the "Exploration and Evaluation Assets" section below for more information.

- On February 26, 2025, the Company extended the expiry date of 5,977,033 warrants from March 27, 2025 to March 27, 2026.

EXPLORATION AND EVALUATION ASSETS

Fecteau Project

Acquisition

On November 21, 2022, and subsequently amended on February 1, 2023, the Company entered in an assignment and assumption agreement (the "Fecteau Agreement") among Opus One Resources Corp. ("Opus") and the two original optionors (the "Optionors"), to acquire a 100% interest in the Fecteau property (the "Fecteau Project") located in the Province of Québec.

The Fecteau Project consists of one claim block containing 93 claims for a total of 5,247.47 hectares in the Urban-Barry Windfall mining district.

As consideration for this acquisition, the Company paid $60,000 as cash to Opus, $35,000 as cash to the Optionors and issued 185,185 common shares to the Optionors with a fair value of $46,296.

In addition, the Company has entered into a royalty agreement with the Optionors pursuant to which the Company granted:

(a) a 2.0% net smelter return royalty (the “Full Royalty”) to the Optionors with respect to production of all precious metals from the mineral claims comprising the Fecteau Project, other than from certain excluded claims (the “Excluded Claims”); and

(b) a 1.0% net smelter return royalty to the Optionors with respect to production of all precious metals from the Excluded Claims. At any time and at the sole discretion of the Company, the Company may reduce the Full Royalty from 2.0% to 1.0% by paying the Optionors or their permitted assign(s) a cash payment of $1,500,000.

In connection with the execution of the Fecteau Agreement, the Company issued an arm’s length finder an aggregate of 250,000 common shares as finder’s fee with a fair value of $41,250 during the year ended December 31, 2022.

Geology

The Fecteau Project extends in an east-west direction for approximately 12km and in a north-south direction for ±4km. It comprises a thick east-west striking felsic-intermediate volcanic sequence within a sea of mafic volcanics. The sub-vertically dipping volcanics are folded at both ends of the sequence. The structural fabric of the region is characterized by a series of late NE striking faults related to the Grenville Front, itself located a short distance to the east of the Fecteau Project.

The Fecteau Project hosts two types of mineralization:

- mesothermal gold veins related to fold axis at both ends of the volcanic sequence and
- VMS type mineralization observed near the (presumed) summit of the felsic-intermediate volcanic sequence. This mineralization is almost continuous over the entire length of the sequence and gives a strong geophysical signature (Input, IP, EM). The main mineral in this environment is pyrrhotite.

2022 Exploration:

On January 19, 2023 the Company announced results from a triaxial magnetometer survey over the Fecteau Project.

On December 4, 2023 the Company announced final results for the 2022 drill program. A total of 15 drill holes, totaling 5,833 m, were completed using two drill rigs. All targets were tested except the Marceau showings. Target 6 and the “Porphyre” showing in particular intersected prospective mineralization, including:

- FEC-22-05 from 149.4 m 14.91 g/t Au over 1.0 m
- FEC-22-13 from 168.8 m 5.98 g/t Au over 0.6 m

The 2022 drill campaign also confirmed the prospectivity of VMS stratigraphy and targets on the Fecteau Project. The table below shows the results for the drilling conducted in the other target areas, summarized here:

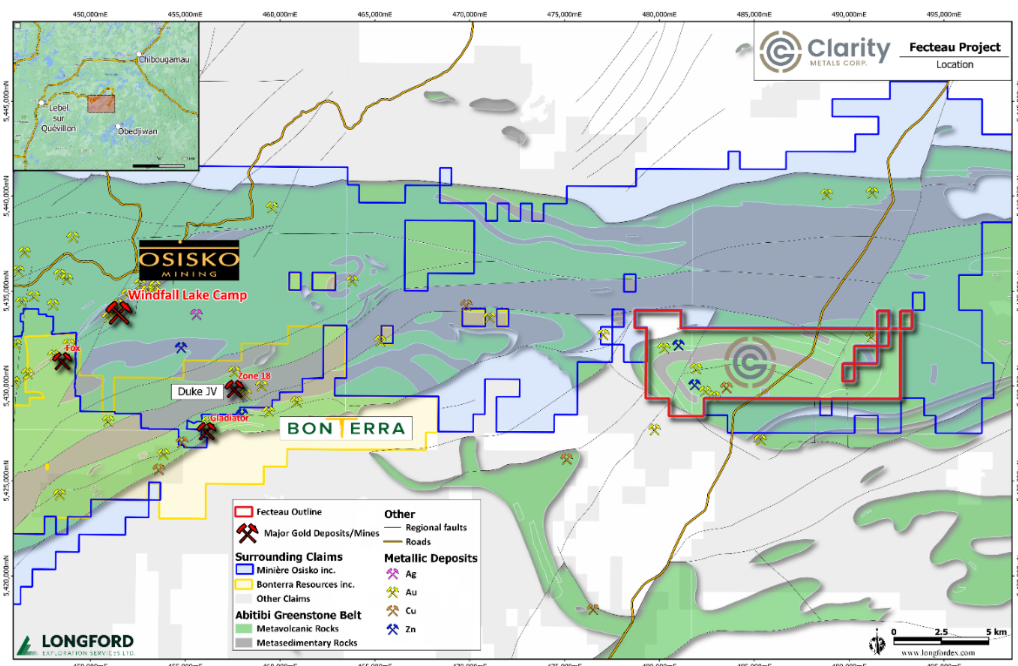
- FEC-22-01 and 02 tested Target 1B (Au and base metals)
- FEC-22-03, 05, 07, 13, and 15 tested Target 6 (Fecteau East or Soquem gold showing)
- FEC-22-04 tested Target 1D (Au and base metals)
- FEC-22-06 tested the Plunge base metal showing
- FEC-22-08 and 10 tested Target area 1A (Au and base metals)
- FEC-22-09 and 11 tested Fecteau Nord or Noranda base metal showing
- FEC-22-12 and 14 tested the “Porphyre” gold showing

2022 Fecteau Drill Intercepts

Hole ID	Target	From (m)	To (m)	Length (m)	Au (ppm)	Cu (ppm)	Zn (ppm)
FEC-22-01	IP Target B	252.2	253.5	1.3	0.07	651	2945
FEC-22-01		253.5	254.8	1.3	0.02	384	487
FEC-22-02	IP Target B	359.4	360.2	0.8	0.03	307	330
FEC-22-03	Lac Fecteau Est	21.7	23.2	1.5	0.03	148	85
FEC-22-03		23.2	24.6	1.4	0.04	178	106
FEC-22-03		24.6	25.6	1.0	0.04	104	86
FEC-22-04	IP Target D	265	265.8	0.8	0.04	461	266
FEC-22-04		265.8	267	1.2	0.07	684	1975
FEC-22-04		267	268	1.0	0.12	1018	8202
FEC-22-05	Lac Fecteau Est	85.7	86.7	1.0	0.15	45	35
FEC-22-05		86.7	87.7	1.0	1.66	30	28
FEC-22-05		87.7	88.7	1.0	0.03	29	72
FEC-22-05		88.7	90	1.3	1.14	39	70
FEC-22-05		90	91.5	1.5	0.06	27	46
FEC-22-05		149.4	150.4	1.0	14.91	658	58
FEC-22-06	Plunge	70	71.5	1.5	0.01	342	103
FEC-22-06		71.5	73	1.5	0.01	144	82
FEC-22-06		73	74.5	1.5	0.01	268	79
FEC-22-07	Lac Fecteau Est	254.7	256.2	1.5	0.13	26	219
FEC-22-07		256.2	257.7	1.5	0.29	54	220
FEC-22-08	IP Target A	253.7	255	1.3	0.11	219	55
FEC-22-08		255	256	1.0	0.71	254	74
FEC-22-08		256	257	1.0	0.19	404	62
FEC-22-09	Lac Fecteau NE	197.4	198.8	1.4	0.04	1745	1805
FEC-22-09		198.8	199.6	0.8	0.02	1182	224
FEC-22-09		199.6	200.7	1.1	0.02	1108	18
FEC-22-09		200.7	201.8	1.1	0.01	862	5767
FEC-22-09		201.8	202.9	1.1	0.02	1246	345
FEC-22-10	IP Target A	No significant results					
FEC-22-11	Lac Fecteau NE	No significant results					
FEC-22-12	Porphyre	No significant results					
FEC-22-13	Lac Fecteau Est	168.8	169.4	0.6	5.98	8683	801
FEC-22-13		169.4	170.8	1.4	0.17	43	373
FEC-22-14	Porphyre	262	262.8	0.8	1.08	35	662
FEC-22-14		262.8	263.7	0.9	0.34	41	285
FEC-22-14		263.7	265.1	1.4	0.19	123	62
FEC-22-15	Lac Fecteau Est	84.1	85.4	1.3	0.13	45	49
FEC-22-15		85.4	86	0.6	0.1	276	7518

EXPLORATION AND EVALUATION ASSETS (continued)

During the year ended December 31, 2024, the Company undertook a desktop compilation and targeting exercise to incorporate the 2022 drilling and further integrate the geophysical data into the Fecteau Project's geologic picture. Several previously untested, some previously identified, targets, like Marceau, continue to be prospective for drilling. Lithological boundaries and structures associated with regional folding remain high priority targets and based on the greater Abitibi Greenstone belt and the drilling to date on the Fecteau Project, represent several of the current drill targets. The Company intends to execute a 3,500 metre drill program on high-priority drill targets. This program aims to test a number of targets favourable for both gold and base metal mineralization. In particular, the proposed program intends to take substantial steps out on mineralized trends and test at least two known trends and look to investigate two new areas not previously drill tested. Execution of the drill program is currently on hold until such time that sufficient funds are available to the Company to complete this program.



Newfoundland Properties

Acquisition

On August 23, 2022, the Company entered into an agreement (the "Newfoundland Agreement") with two arm's length vendors, to acquire the Eddies Cove MVT Project ("Eddies Cove"), the Harp Lake Nickel Project ("Harp Lake"), and the Hare Bay Nickel Project ("Hare Bay"), together (the "Newfoundland Properties").

As consideration for this acquisition, the Company paid $15,000 as cash and issued 4,000,000 common shares with a fair value of $520,000 which was allocated proportionally among the three properties based on the total hectares. The Newfoundland Properties operate in different geographic locations and are therefore considered to be different CGU's.

Harp Lake Nickel Project

Harp Lake comprises of 3,452.5 hectares of mineral claims and is located in the Central Northern Labrador, 100 kilometres West of Hopedale and 100 kilometres South-West of Natuashish and 210 kilometres Northwest of Goose Bay.

The Company elected to abandon Harp Lake and consequently, wrote-off all capitalized acquisition costs of $397,009 at December 31, 2023.

Eddies Cove MVT Project

Eddies Cove comprises of 450 hectares of mineral claims and is located in northwestern Newfoundland, 57 kilometres west of the town of Saint Anthony, northwestern Newfoundland

The Company elected to abandon Eddies Cove and consequently, wrote-off all capitalized acquisition costs of $51,747 at December 31, 2024.

Hare Bay Nickel Project

Hare Bay comprises of 750 hectares of mineral claims and is located in northwestern Newfoundland, 15 kilometres west of St. Anthony, northwestern Newfoundland.

The Company elected to abandon Hare Bay and consequently, wrote-off all capitalized acquisition costs of $86,244 at December 31, 2024.

Tyber Project

On July 5, 2020, the Company acquired the Tyber Project which is comprised of one mineral claim located 1.4 kilometres south of Arrowsmith Lake, British Columbia. As consideration for the acquisition, the Company paid $3,333 cash and issued 416,667 common shares with a fair value of $158,333 to an arm's length private company. The Company elected to abandon the Tyber Project and wrote-off capitalized costs of $161,666 at December 31, 2024.

Gretna Green Project

On July 5, 2020, the Company acquired the Gretna Green Project, which is comprised of one mineral claim located 24 kilometres southwest of Port Alberni, British Columbia. As consideration for the acquisition, the Company paid $3,333 cash and issued 416,666 common shares with a fair value of $158,333 to an arm's length private company. The Company elected to abandon the Gretna Green Project and wrote-off capitalized costs of $161,666 at December 31, 2024.

Lithium381 Project

On December 6, 2022, the Company entered into an option agreement (the "Lithium Agreement") with Genius Metals Inc. ("Genius"), an arm's length public company listed on the TSX Venture Exchange, to earn an undivided 50% right, title, ownership and beneficial interest in the Lithium381 Property ("Lithium381") located in the Province of Quebec.

Lithium381 comprises 21 mineral claims covering approximately 1107 hectares located in the James Bay Region of Northern Quebec.

As consideration for the acquisition, the Company issued 720,000 common shares to Genius with a fair value of $126,000 and issued 250,000 common shares as a finders' fee with a fair value of $50,000.

During the year ended December 31, 2024, the Company provided notice of termination of the Lithium Agreement to Genius and elected to abandon Lithium381. Consequently, the Company wrote-off all capitalized acquisition costs of $176,000 at December 31, 2024.

Empirical Project

The Empirical Project ("Empirical") consists of six unpatented mineral claims totaling 10,518.58 hectares which are located in the Lillooet Mining Division of British Columbia, Canada, of which, 3 were staked.

As consideration for the acquisition, the Company paid an aggregate of $53,334 cash, issued an aggregate of 2,416,667 common shares with an aggregate fair value of $168,334. The Company also paid $7,013 in staking fees.

The Company elected to abandon the Empirical Project and wrote-off capitalized costs of $228,681 at December 31, 2023.

EXPLORATION AND EVALUATION ASSETS (continued)

The following table is a reconciliation of exploration and evaluation assets for the year ended December 31, 2024.

	Acquisition costs December 31, 2023	Impairment	Acquisition costs December 31, 2024
Fecteau Project	$ 182,546	$ -	$ 182,546
Lithium381	176,000	(176,000)	-
Gretna Project	161,666	(161,666)	-
Tyber Project	161,666	(161,666)	-
Eddies Cove Project	51,747	(51,747)	-
Hare Bay Project	86,244	(86,244)	-
	$ 819,869	$ (637,323)	$ 182,546

The following table is a reconciliation of exploration and evaluation assets for the year ended December 31, 2023.

	Acquisition costs December 31, 2022	Additions Cash	Additions Shares	Impairment	Acquisition costs December 31, 2023
Lithium381	$ 176,000	$ -	$ -	$ -	$ 176,000
Fecteau Project	101,250	35,000	46,296	-	182,546
Empirical Project	228,681	-	-	(228,681)	-
Gretna Project	161,666	-	-	-	161,666
Tyber Project	161,666	-	-	-	161,666
Eddies Cove Project	51,747	-	-	-	51,747
Harp Lake Project	397,009	-	-	(397,009)	-
Hare Bay Project	86,244	-	-	-	86,244
	$ 1,364,263	$ 35,000	$ 46,296	$ (625,690)	$ 819,869

During the year ended December 31, 2024, the Company incurred exploration costs as follows:

Exploration Expenditures	**Harp Lake Project**	**Lithium381**	**Fecteau Project**	**Total**
Administration	$ -	$ -	$ 2,911	$ 2,911
Geological consulting	-	-	19,530	19,530
Licenses and permits	19,200	7,000	7,108	33,308
	$ 19,200	$ 7,000	$ 29,549	$ 55,749

EXPLORATION AND EVALUATION ASSETS (continued)

During the year ended December 31, 2023, the Company incurred exploration costs as follows:

Exploration Expenditures	Gretna Green Project	Tyber Project	Lithium381	Fecteau Project	Total
Administration	$ 2,614	$ 2,204	$ -	$ -	$ 4,818
Database maintenance	-	-	960	4,200	5,160
Drilling	-	-	-	18,018	18,018
Geological consulting	18,275	10,225	-	480	28,980
Licenses and permits	-	-	9,352	12,184	21,536
Meals and lodging	840	710	-	-	1,550
Mobilization/Demobilization	3,000	3,000	-	-	6,000
Survey	-	-	-	26,586	26,586
Transportation	490	3,669	-	-	4,159
	$ 25,219	$ 19,808	$ 10,312	$ 61,468	$ 116,807

QUALIFIED PERSON STATEMENT

All scientific and technical information contained in this MD&A was reviewed by Rory Kutluoglu, P. Geo., who is a Qualified Person as defined in NI 43-101. The Qualified Person visited the Company's projects.

SELECTED ANNUAL INFORMATION

	For the year ended December 31, 2024	For the year ended December 31, 2023	For the year ended December 31, 2022
Interest income	$ -	$ -	$ -
Loss and comprehensive loss	$ 1,521,102	$ 2,255,810	$ 2,771,748
Loss per share, basic and diluted	$ (0.03)	$ (0.05)	$ (0.09)
Total assets	$ 196,836	$ 872,352	$ 2,639,556
Working capital (deficiency)	$ (675,419)	$ (556,865)	$ 754,910
Total non-current liability	$ -	$ -	$ 520,383
Cash dividends	$ -	$ -	$ -

The data in the audited consolidated financial statements for the year ended December 31, 2024 ("2024"), and the comparative year ended December 31, 2023 ("2023"), respectively, were prepared in accordance with IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

During 2024, the Company had a loss and comprehensive loss of $1,521,102 (2023 - $2,255,810). The 2024 loss is primarily attributed to $71,639 (2023 - $20,340) of investor relations, $236,819 (2023 - $303,221) of professional fees, and consulting fees of $136,240 (2023 - $268,903) as the Company and management have been actively investigating and acquiring exploration and evaluation assets which could potentially hold economically recoverable resources. The Company also recognized a loss on settlement of debt of $338,217 (2023 – Gain of $8,924) and a loss on impairment of exploration and evaluation assets of $637,323 (2023 - $625,690) which resulted in the lower total assets in 2023 and 2024. The Company did not complete any equity financings in 2023 or 2024. In order to attract investors and obtain financing to seize resource project opportunities, the Company's management entered into various agreements to help raise awareness of the Company through domestic and international investor relations and marketing campaigns.

RESULTS OF OPERATIONS

Three-month period ended December 31, 2024

During the three-month period ended December 31, 2024 ("Q4-2024"), the Company recorded a loss and comprehensive loss of $727,266 ("Q4-2024"), compared to a loss and comprehensive loss of $631,026 for the three-month period ended December 31, 2023 ("Q4-2023") which is mainly attributed to:

i) Consulting fees in Q4-2024 of $18,750 (Q4-2023 - $49,479), decreased to due the termination of several consulting agreements as the company focuses on cost cutting measures.

ii) Exploration costs in Q4-2024 of $24,041 (Q4-2023 – Recovery of $14,185) increased as the performed desktop review and compilation of geological data in order to generate high-priority drill targets on the Fecteau Project.

iii) Office and administration expenses in Q4-2024 of $294 (Q4-2023 - $7,053) decreased as the Company terminated its office rent agreement and decreased corporate activity.

iv) Professional fees in Q4-2024 of $58,847 (Q4-2023 - $63,358) decreased due to reduced corporate activity during the year.

v) Investor relations recovery in Q4-2024 $31,418 (Q4-2023 - $nil) increased due the termination of the Equitrend Agreement and refund for unused investor relations services.

vi) Loss on settlement of debt in Q4-2024 of $218,676 (Q4-2023 - $nil). During the three-month period ended December 31, 2024, the Company entered into a debt settlement agreement with a creditor whereas $27,027 of debt was settled for a payment of $13,000 and the Company recognized $232,703 as a loss on settlement of debt as a result of the fair value of the warrants issued in the units for debt settlement.

vii) BCMETC recovery of $8,810 in Q4-2024 (Q4-2023 - $3,516) increased as the Company recovered exploration expenditures performed on the Companys B.C. projects during the year ended December 31, 2023.

viii) Recovery of accounts payable in Q4-2024 of $30,836 (Q4-2023 - $100,000) due to the recovery of expenses from certain vendors.

ix) Impairment expense in Q4-2024 of $475,657 (Q4-2023 - $625,690). During the three month period ended December 31, 2024, the Company elected to abandon several exploration and evaluations assets and wrote off all capitalized acquisition costs. See "Exploration and Evaluation Assets" above.

Year ended December 31, 2024

During the year ended December 31, 2024 ("2024"), the Company recorded a loss and comprehensive loss of $1,521,102 compared to a loss and comprehensive loss of $2,255,810 for the year ended December 31, 2023 ("2023") which is mainly attributed to:

i) Consulting fees in 2024 of $136,240 (2023 - $268,903), decreased to due the termination of several consulting agreements as the company focuses on cost cutting measures.

ii) Exploration costs in 2024 of $55,749 (2023 – $116,807) decreased as the Company focused on desktop review and target generation on the Fecteau Project.

iii) Office and administration expenses in 2024 of $7,843 (2023 - $84,806) decreased as the Company terminated its office rent agreement and focused on cost cutting measures.

iv) Professional fees in 2024 of $236,819 (2023 - $303,221) decreased due to the decreased corporate activity as the Company focused on cost cutting measures.

v) During 2024, the Company recognized a total of $52,700 (2023 - $353,345) of share-based compensation relating to the vesting of 1,700,000 RSU's granted during the year ended December 31, 2023.

RESULTS OF OPERATIONS

vi) Investor relations expense in 2024 of $71,639 (2023 - $20,340) which included the first installment paid to Equitrend to increase market awareness for the Company and its portfolio of projects.

vii) Marketing expenses in 2024 of $nil (2023 - $554,214) decreased as the Company focuses on conserving working capital.

x) Impairment expense in 2024 of $637,323 (2023 - $625,690) as the Company elected to abandon several exploration and evaluations assets and wrote off all capitalized acquisition costs. See "Exploration and Evaluation Assets" above.

viii) Loss on settlement of debt of $338,217 (2023 – Gain of $8,924) increased due to the debt settlement agreements entered into with certain creditors. The Company settled $239,082 of debt pursuant to which 5,977,033 units were issued with a fair value of $591,325. The Company also settled $27,027 in debt by paying $13,000 and recognized a gain on settlement of debt of $14,027 during the year ended December 31, 2024.

ix) Recovery of accounts payable in 2024 of $30,836 (2023 - $100,000) due to the recovery of expenses from certain vendors.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

The following is a summary of selected financial information compiled from the interim and audited consolidated financial statements:

	December 31, 2024 ($)	September 30, 2024 ($)	June 30, 2024 ($)	March 31, 2024 ($)
Total assets	196,836	702,574	851,957	853,709
Total liabilities	689,709	700,884	595,231	433,104
Working capital (deficiency)	(675,419)	(656,513)	(563,143)	(399,264)
Shareholders' equity (deficiency)	(492,873)	1,690	256,726	420,605
Loss and comprehensive loss	(727,266)	(376,236)	(165,579)	(252,021)
Loss per share	(0.01)	(0.01)	(0.00)	(0.01)
	December 31, 2023 ($)	**September 30, 2023 ($)**	**June 30, 2023 ($)**	**March 31, 2023 ($)**
Total assets	872,352	1,518,187	1,587,081	1,727,426
Total liabilities	609,348	652,502	541,285	419,625
Working capital (deficiency)	(556,865)	(579,874)	(399,763)	(137,758)
Shareholders' equity (deficiency	263,004	865,685	1,045,796	1,307,801
Loss and comprehensive loss	(631,026)	(180,111)	(399,505)	(1,045,168)
Loss per share	(0.01)	(0.00)	(0.01)	(0.02)

LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operations to date through the issuance of common shares. The Company may continue to seek capital through various means including the issuance of equity and/or debt. As at December 31, 2024, the Company had no continuing source of operating revenues.

The Company has not paid any dividends on its common shares and has no present intention of paying dividends, as it anticipates that all available funds for the foreseeable future will be used to finance its business and exploration activities.

Net cash used in operating activities was $137,530 during the year ended December 31, 2024. Cash flows for operating activities were primarily comprised of exploration expenses, investor relations expenses as well as office and administration costs.

Net cash provided by financing activities was $121,200 from the exercise of 2,020,000 warrants at $0.06 per warrant during the year ended December 31, 2024.

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 operation 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 resource or obligations between related parties.

Amounts due to related parties consist of charges accrued for accounting fees, consulting fees, corporate advisory fees, and capitalized exploration and evaluation costs. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

As at December 31, 2024, $516,914 (December 31, 2023 - $264,734) were included in accounts payable and accrued liabilities which were payable to directors and officers of the Company.

The Company has identified all directors/officers as its key management personnel. The following are the transactions with related parties during the years ended December 31, 2024 and 2023.

For the year ended December 31,		2024		2023
Consulting fees to a company controlled by James Rogers, a Director and CEO of the Company	$	120,000	$	120,000
Director fees to a company controlled by Rose Zanic, a Director of the Company		27,000		19,500
Director fees paid to Andrew Male, a former Director of the Company		-		12,000
Director fees paid to Ron Schmitz, a Director of the Company		24,000		13,500
Accounting fees to a company associated to Stephen Sulis, the CFO of the Company		60,000		60,000
Rent costs to a company controlled by James Rogers, a Director and CEO of the Company		-		32,000
Exploration expenditures charged by a company controlled by James Rogers, a Director and CEO of the Company		-		3,000
Share-based payments to officers and directors of the Company		6,244		242,716
	$	237,244	$	502,716

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting year. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances; however, actual outcomes can differ from these estimates.

Information about critical judgments and estimates in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities included in the preparation of the consolidated financial statements are discussed below:

Impairment of Exploration and Evaluation assets - Assets or cash-generating units ("CGUs") are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's mineral properties.

In respect of costs incurred for its remaining exploration and evaluation assets, management has determined that the acquisition costs, which have been capitalized, continue to be appropriately recorded on the statements of consolidated position at its carrying value as management has determined there are no indicators of impairment for its remaining exploration and evaluation assets as at December 31, 2024.

CRITICAL ACCOUNTING ESTIMATES (continued)

Fair value of common shares issuance - The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining the fair value of assets received when common shares are issued as consideration. If the fair value of assets received or services rendered cannot be reliably measured, the transaction will be recorded at the fair value of common shares issued on the date of issuance.

CHANGES IN ACCOUNTING POLICIES

New standards adopted

Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance.

The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2024.

The adoption of this amendment did not have a material impact on the consolidated financial statements.

New Standards Not Yet Adopted

Presentation and Disclosure in Financial Statements (IFRS 18) - IFRS 18 will replace IAS 1, Presentation of Financial Statements which aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date. The Company is not yet able to determine the impact to the consolidated financial statements from the adoption of this standard.

Certain pronouncements were issued by the IASB but are not yet effective as at December 31, 2024. The Company intends to adopt these standards when they become effective but does not expect these amendments to have a material effect on its consolidated financial statements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

As at December 31, 2024, the Company believes that the carrying values of receivables, accounts payable and accrued liabilities approximate their fair values because of their nature and relatively short maturity dates or durations. The fair value of cash and cash equivalents is based on level 1 inputs of the fair value hierarchy.

The Company is exposed to minimal financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company's cash is deposited in bank account held with major banks in Canada. As most of the Company's cash is held by a bank there is a concentration of credit risk. This risk is managed by using major banks that are high-quality financial institution as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

As at December 31, 2024, the Company had $4,230 (December 31, 2023 - $20,560) cash to settle $689,709 (December 31, 2023 - $609,348) in accounts payable and accrued liabilities.

Currency risk

The Company may at times be exposed to foreign currency risk on fluctuations related to cash, and accounts payable and accrued liabilities that are denominated in a foreign currency. As at December 31, 2024, the Company did not have any accounts in foreign currencies and considers foreign currency risk insignificant.

Interest rate risk

The Company is not currently exposed to significant interest rate risk.

Capital Management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities or return capital to its shareholders. The Company is not exposed to externally imposed capital requirements.

ADDITIONAL INFORMATION

Off-balance sheet arrangements

As at the date of this MD&A, the Company has no off-balance sheet arrangements.

Legal proceedings

As at the date of this MD&A, management was not aware of any legal proceedings involving the Company.

Outstanding share data

As at the date of this MD&A, the Company has 55,744,810 common shares and no preferred shares outstanding.

There are 1,950,000 options, 51,000 agent options, and 5,977,033 warrants outstanding as of the date of this MD&A.

Contingent liabilities

As at the current date, management was not aware of any outstanding contingent liabilities relating to the Company's activities.

ADDITIONAL INFORMATION (continued)

Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the company, and other factors.

CAPITAL DISCLOSURE

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition of a new business. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to acquire and sustain future development of a business. The Company's Fecteau Project will require exploration work and financial resources. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the current year. The Company is not subject to externally imposed capital requirements.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's consolidated financial statements and the other financial information included in this management report are the responsibility of the Company's management and have been examined and approved by the Board of Directors. The consolidated financial statements were prepared by management in accordance with IFRS and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.

Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities. The Board of Directors supervises the consolidated financial statements and other financial information through its audit committee.

This committee's role is to examine the consolidated financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any directors in a conflict will disclose their interests and abstain from voting in such matters. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

As at the date of this MD&A, the directors of the Company are James Rogers, Ron Schmitz, and Rose Zanic.