

BASIN URANIUM CORP.
(AN EXPLORATION STAGE COMPANY)

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024 AND 2023

(EXPRESSED IN CANADIAN DOLLARS)

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GENERAL

The following Management's Discussion and Analysis ("MD&A") is presented as at January 29, 2024 and provides an analysis of the financial results of Basin Uranium Corp. ("BASIN" or the "Company") for the three-months ended November 30, 2024 and 2023. This MD&A should be read in conjunction with the audited financial statements at May 31, 2024. The Company's financial statements and the financial information contained in this MD&A were prepared in accordance with IFRS. Additional information relating to the Company can be found on SEDAR at www.sedar.com.

The MD&A, particularly under the heading "Capital Resources", contains forward-looking statements that involve numerous risks and uncertainties. Forward-looking statements are not historical fact, but rather are based on the Company's current plans, objectives, goals, strategies, estimates, assumptions, and projections about the Company's industry, business and future financial results. The Company's actual results could differ materially from those discussed in such forward-looking statements.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute forward-looking statements and forward-looking information (collectively, "**forward-looking statements**"). Such forward-looking statements relate to possible events, conditions or financial performance of the Corporation based on future economic conditions and courses of action. All statements other than statements of historical fact are forward-looking statements. The use of any words or phrases such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe", "will likely result", "are expected to", "will continue", "is anticipated", "believes", "estimated", "intends", "plans", "projection", "outlook" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, assumptions, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes there is a reasonable basis for the expectations reflected in the forward-looking statements, however no assurance can be given that these expectations will prove to be correct, and the forward-looking statements included in this prospectus should not be unduly relied upon by investors. The forward-looking statements speak only as of the date of this prospectus and are expressly qualified, in their entirety, by this cautionary statement.

COMPANY OVERVIEW

Basin Uranium Corp. was incorporated in British Columbia, Canada on October 13, 2017. Basin Uranium Corp. is a Canadian junior exploration company focused on clean energy resources in North America. During the 2021 fiscal year, the Company acquired an option to acquire a 75% interest in the Mann Lake uranium project, located in the Athabasca basin in Northern Saskatchewan, Canada, and later acquired 100% of the issued and outstanding shares of 1290945 B.C. Ltd. pursuant to terms of an amalgamation agreement with 1353906 B.C. Ltd., a wholly owned subsidiary of the Company. 1290945 B.C. Ltd.'s principal asset is a 100% interest in the Wray Mesa uranium project located in San Juan County, Utah.

In February 2023 the Company acquired an option on the Chord uranium project located in Fall River County South Dakota and approximately 5.5 miles from enCore Energy Corporations Dewey-Burdock development project which is targeting production in 2025. The property has been the subject of extensive exploration since the 1970's with over 1,000 holes drilled by Union Carbide. Since acquiring Chord, the Company has increased the size of the project by acquiring additional state land located immediately south

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of the project. The project now encompasses 3,677 acres of continuous landholdings. Which are currently going through the federal and state permitting process respectively.

Additionally, the Company was able to stake the following land parcels throughout the fiscal year ended May 31, 2024:

- Wolf Canyon: 80 unpatented mineral lode claims covering 1,600 acres in Fall County, South Dakota.
- South Pass: 151 unpatented mineral lode claims covering 3,775 acres for the South Pass Property Uranium Project in Wyoming; and
- Great Divide Basin (GDB): 104 claims adjacent to Premier American Uranium's Cyclone project located south and west of Jeffrey City and north and west of Wamsutter, Wyoming

Finally, Basin holds claim to the CHG gold exploration project located approximately 15 kilometers northwest of the town of Clinton in south-central British Columbia. The CHG Project consists of seven contiguous mineral claims covering 3,606 hectares.

The registered and records office is 503-905 Pender St. W, Vancouver, British Columbia V6C 1L6.

During the 2024 fiscal year, the Company closed one equity offering:

On October 12, 2023, the Company announced that it had closed a non-brokered private placement of 5,416,667 units of the Company (the "Units") at a price of \$0.12 per Unit for gross proceeds of \$650,000 (the "Offering"). Each Unit is comprised of one common share in the capital of the Company (a "Share") and one Share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one additional Share (a "Warrant Share") at a price of \$0.25 per Warrant Share for a period of 30 months from the date of issuance. The Offering was completed with no significant transaction costs incurred. The Warrants were valued using the Black-Scholes option pricing model, taking into account the share price at issuance, exercise price, expected volatility, risk-free interest rate, and the 30-month expiration period.

GOING CONCERN

This MD&A and the Financial Statements have been prepared on the basis that the Company will remain a going concern which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the Company's next fiscal year. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

The Company has not advanced its property to commercial production and is not able to finance its day-to-day activities through operations. The Company's ability to continue as a going concern is dependent upon successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Therefore, this indicates a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

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As a result of the above, realization values may be substantially different from the carrying values shown and the Company's financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of the assets and liabilities should the Company be unable to continue as a going concern.

OVERALL PERFORMANCE

The following discussion of the Company's financial performance is based on the financial statements for the six-months ended November 30, 2024 and November 30, 2023.

The statement of financial position as of November 30, 2024, indicates a cash position of \$210,809 (May 31, 2024 - \$468,197), and total current assets of \$243,413 (May 31, 2024 - \$601,015). Total current assets comprise primarily of cash in bank accounts, GST receivables and prepaid expenses. The majority of the decrease in cash over the six-months ended November 30, 2024 resulted from continued work at the Company's Chord project in the Fall River County, South Dakota.

Current liabilities at November 30, 2024, totaled \$79,568 (May 31, 2024 - \$134,583), which was comprised entirely of trade payables, accrued liabilities and source deductions payable. The Company does not have any long-term liabilities as at November 30, 2024, and May 31, 2024.

Shareholders' equity, as of November 30, 2024, is comprised of capital stock of \$12,983,659 (May 31, 2024 - \$12,599,807) on 21,584,200 share issued and outstanding, reserves of \$1,400,770 (May 31, 2024 - \$1,446,970) and accumulated deficit of \$11,881,971 (May 31, 2024 - \$11,541,225).

As at November 30, 2024, working capital, which is current assets less current liabilities, was \$163,845 (May 31, 2024 - \$466,432). The decrease in working capital represents amounts capitalized primarily at the Chord and the Wray Mesa Project, over the quarter along with organization overhead.

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	Chord	Mann Lake	Wray Mesa	CHG	Wolf Canyon	South Pass	GDP	Total
Acquisition Costs:	\$	\$	\$	\$	\$	\$	\$	\$
Balance, May 31, 2023	144,109	1,372,059	1,401,074	29,000	-	-	-	2,946,242
Cash	-	-	-	-	52,571	162,037	45,080	259,687
Balance, May 31, 2024 & November 30, 2024	144,109	1,372,059	1,401,074	29,000	52,571	162,037	45,080	3,205,929
Exploration Costs:	\$	\$	\$	\$	\$	\$	\$	\$
Balance, May 31, 2023	4,115	3,223,124	115,304	375,000	-	-	-	3,717,543
Field expenses	342,180	1,805	43,013	70,702	-	-	-	457,700
Licensing	-	371	80,923	-	-	-	-	81,294
Balance May 31, 2024	346,295	3,225,300	239,240	445,702	-	-	-	4,256,537
Field expenses	119,026	-	-	3,227	-	6,432	-	128,685
Licensing	81,752	-	12,979	-	11,769	35,582	28,721	170,803
Balance November 30, 2024	547,073	3,225,300	252,219	448,930	11,769	42,044	28,721	4,556,056
Property payments and costs recoveries:	\$	\$	\$	\$	\$	\$	\$	\$
Balance, May 31, 2023	-	-	-	-	-	-	-	-
Impairment	-	(4,597,359)	(667,987)	-	-	-	-	(5,265,346)
Option payments received	-	-	(158,000)	-	-	-	-	(158,000)
Balance May 31, 2024 & November 30, 2024	-	-	(825,987)	-	-	-	-	(5,423,346)
Total, November 30, 2024	691,182	-	827,326	477,930	64,340	204,080	73,801	2,338,638
Total, May 31, 2024	490,404	-	814,327	474,702	52,571	162,037	45,080	2,039,120

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Chord Project (South Dakota, USA)

On February 28, 2023, the company entered an option agreement (the "Option Agreement") with Cowboy Exploration and Development LLC ("Cowboy Exploration"), St. Cloud Trading Corp. and Thomas Byrne pursuant to which Cowboy Exploration has granted the Company the right to acquire a 90% interest (the "Option") in the Chord property located in East Fall River County, South Dakota (the "Property").

Under the terms of the Agreement, the Company is required to make payments and issue shares in accordance with the following schedule in order to earn a 90% interest:

- paying to the Optionor \$50,000 on the Effective Date; (Paid)

- issuing:
 - (i) \$50,000 of Shares to the Optionor on the Effective Date; (Paid)
 - (ii) \$100,000 of Shares to the Optionor on the later of the First Anniversary or the receipt of the Phase 1 Permits,
 - (iii) \$200,000 of Shares to the Optionor on the second Business Day following the public announcement of the Phase 1 Drilling results;
 - (iv) \$100,000 of Shares to the Optionor on the Second Anniversary;
 - (v) \$200,000 of Shares to the Optionor on the receipt of the Phase 2 Permits;
 - (vi) \$100,000 of Shares to the Optionor on the second Business Day following the public announcement of the Phase 2 Drilling results; and
 - (vii) \$100,000 of Shares to the Optionor on the Third Anniversary; and

- incurring Exploration Expenditures on the Property in the following amounts:
 - (i) \$200,000 within one year of receipt of the Phase 1 Permits; and
 - (ii) a further \$1,000,000 within one year of receipt of the Phase 2 Permits. (The company is still in the process of obtaining Phase 1 and Phase 2 Permits).

Contingent Payments:

- Basin will issue to the Optionor:
 - (i) \$100,000 in Shares if the announcement of an aggregate 3,000,000- 3,999,999 lbs of U3O8 resource in the measured mineral resource or indicated mineral resource categories, as defined in the CIM Definition Standards (2014) is identified prior to the Third Anniversary Date;
 - (ii) \$200,000 in Shares if the announcement of an aggregate 4,000,000- 4,999,999 lbs of U3O8 resource in the measured mineral resource or indicated mineral resource categories, as defined in the CIM Definition Standards (2014) is identified prior to the Third Anniversary Date; or
 - (iii) \$300,000 in Shares if the announcement of an aggregate 5,000,000 lbs of U3O8 or greater resource in the measured mineral resource or indicated mineral resource categories, as defined in the CIM Definition Standards (2014) is identified prior to the Third Anniversary Date;
 - (iv) \$400,000 in Shares following the announcement of the completion of a positive "preliminary economic assessment", as defined in the CIM Definition Standards (2014), and in accordance with NI43-101 if such preliminary economic assessment is completed by Basin.

Wray Mesa Project (UTAH, USA)

On March 30, 2022, the Company announced that Basin's wholly-owned subsidiary, 1353906 B.C. Ltd., had completed a definitive agreement to amalgamate with 1290945 B.C. Ltd. 1290945 B.C. Ltd.'s principal asset is a 100% interest in the Wray Mesa project in San Juan County, Utah. The Property is comprised of 301 unpatented lode claims located in San Juan County, Utah. The acquisition had a completion date of May 10, 2022. Under the executed Definitive Agreement, Basin Uranium Corp. acquired all of the issued and outstanding securities of 1290945 B.C. Ltd. for 4,250,003 million shares of Basin Uranium Corp. as well as 250,000 shares to the original property vendor. The shares issued in conjunction to the acquisition will be subject to the following restrictions on transfer:

- 50% will be free trading on issuance with further tranches of 10% to be released monthly starting on the fifth month anniversary of closing. The property is subject to a 1.25% net smelter return (the "NSR") royalty on future production of which sixty percent of the royalty (being 0.75%) can be repurchased for \$500,000 and the remaining forty percent of the royalty (being 0.5%) can be repurchased for \$750,000.

On April 7, 2022, the Company entered into an option agreement to acquire a 100% interest in ten claims which lie inside of the Wray Mesa project in order to consolidate the land position.

On October 16, 2023 the company announced that it has entered into an option agreement (the "Option Agreement") with Nexus Uranium Corp. (CSE: NEXU) ("Nexus Uranium") for Nexus Uranium to acquire up to a 90%-interest in the Wray Mesa uranium project in Utah, USA.

Under the terms of the Option Agreement between Basin Uranium Corp. and Nexus Uranium Corp., Nexus Uranium is committed to the following:

Nexus Uranium will have the right to acquire up to a 90% interest in the project through staged cash, share, and work commitments, as follows:

- i) To earn an initial 51% interest in the project, Nexus Uranium must pay C\$50,000 in cash and issue 300,000 shares within five days of approval from the Canadian Securities Exchange and incur US\$250,000 in exploration expenses within the first year. (received)
- ii) Additionally, by the end of the second year, Nexus Uranium must pay C\$100,000 in cash, issue C\$250,000 worth of stock, and incur US\$500,000 in exploration expenses.
- iii) Once the 51% earn-in has been completed, Nexus Uranium has the option to earn an additional 20% interest (for a total of 71%) through an additional payment of C\$75,000 in cash, issuing C\$250,000 worth of stock, and incurring US\$1,000,000 in exploration expenses by the end of the third year.
- iv) Assuming the completion of a 71% earn-in, Nexus Uranium can earn a further 19% interest (for a total of 90%) through the payment of C\$75,000 in cash, issuing C\$250,000 worth of stock, and incurring US\$1,000,000 in exploration expenses by the end of the fourth year.

The Company entered into an option agreement with JL Energy LLC on April 7, 2022, to acquire a 100% interest in the Skeet Claims, which total ten claims within the Wray Mesa project. This agreement aimed to consolidate the broader Wray Mesa land package in San Juan County, Utah. However, during the year ended May 31, 2024, the Company determined that the Skeet Claims no longer align with its strategic objectives, leading to the decision not to renew the option agreement with JL Energy LLC.

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The decision was influenced by several factors, including a challenging economic climate and the Company's redirection of resources toward higher-priority claims, such as the Dylan, Ajax, Carlin & Whiskey claims. Out of 301 original claims only 47 claims were renewed in for 2025. The company was notified by Nexus Uranium of its decision not to meet the earn-in milestone, resulting in claims reverting back to the Company. This also played a factor in reducing the overall size of the Wray Mesa project while still holding the most prospective ground.

The Company recorded an impairment of exploration and evaluation assets of \$667,987 during the year ended May 31, 2024, including of \$132,188 on the Skeet portion of the Wray Mesa property and an additional impairment of \$535,799 as per the option agreement with Nexus Uranium reducing the capitalized cost of the project to \$814,327. The impairment of \$667,987 was recognized on the Company's statement of comprehensive loss for the year ended May 31, 2024.

CHG Project (BC, Canada)

On March 23, 2020, the Company entered into an option agreement (the "Agreement") with Cariboo Rose Resources Ltd. ("CRR"), an unrelated company. Under the terms of the Agreement, the Company can earn a 60% interest and up to 10% additional interest in CRR's carbonate hosted gold ("CHG") project.

Under the terms of the Agreement, the Company is required to make payments and incur the minimum required expenditures in accordance with the following payment schedule in order to earn a 60% interest:

Payment Period	Expenditures	Cash Payment	Status
	\$	\$	
Closing Date	-	20,000	<i>Paid</i>
On or before October 29, 2021	100,000	30,000	<i>Paid</i>
On or before October 29, 2022	200,000	30,000	<i>Amended</i>
On or before October 29, 2023	300,000	70,000	<i>Amended</i>
On or before October 29, 2024	400,000	70,000	<i>Amended</i>
On or before October 29, 2025	500,000	80,000	<i>Amended</i>
Total	1,500,000	285,000	

At the option of the Company, any of the cash payments noted above or below for the 10% additional interest may be satisfied by the issuance of common shares of the Company.

In order to obtain the 10% additional interest, the Company must do the following:

- pay \$100,000 within 60 days of exercising the option;
- commission a feasibility study within 60 days of exercising the option; the feasibility study is to be completed within 24 months following the exercise of the option;
- pay \$200,000 on or before October 29, 2026; and
- pay \$200,000 on or before October 29, 2027.

The CHG project is subject to a 0.5% net smelter royalty on commercial production from the mineral claims.

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On November 9, 2022, the Company amended the option terms noted above as follows:

Payment Period	Expenditures	Cash Payment	Shares	Status
	\$	\$	#	
Closing Date	-	20,000	-	<i>Paid</i>
On or before October 29, 2021	100,000	30,000	-	<i>Paid and incurred</i>
On or before November 15, 2022	-	15,000	100,000	<i>Paid and issued</i>
On or before March 30, 2023	100,000	-	-	<i>Incurred</i>
On or before September 30, 2023	100,000	70,000	-	<i>Only cash paid</i>
On or before September 30, 2024	500,000	70,000	-	<i>Not paid nor incurred</i>
On or before September 30, 2025	700,000	80,000	-	<i>Amended</i>
Total	1,500,000	285,000	100,000	

All other items in the agreement dated March 23, 2020 remain unchanged.

The Company is actively renegotiating the terms of the option agreement with the option holder for the CHG property. As of November 30, 2024, no default notice has been issued, and discussions with the option holder are ongoing to revise the terms of the agreement.

Wolf Canyon Project, (South Dakota)

On February 7, 2024, Basin Uranium staked 80 unpatented mineral lode claims on the Wolf Canyon Uranium Project, covering 1,600 acres in Fall River County, South Dakota. The Company is currently acquiring data and evaluating future exploration plans.

South Pass Project, (Wyoming)

The company expanded its portfolio by directly staking 151 unpatented mineral lode claims across 3,775 acres for the South Pass Uranium Project, acquired on December 6, 2023. These claims are part of the Company's ongoing exploration efforts to identify and develop potential mineral resources in the area. Permitting is currently ongoing at South Pass with BLM permits for exploration expected to be received in Q1 2025. All baseline biological, cultural and environmental studies have been completed and submitted to the appropriate regulators.

Great Divide Basin Project (GDB)(Wyoming)

On May 16, 2024, Basin Uranium staked 104 unpatented mineral lode claims comprising approximately 2,080 acres, located south and west of Jeffrey City and north and west of Wamsutter, Wyoming. The Project adjoins Premier American Uranium's Cyclone Project and is readily accessible by gravel and dirt roads maintained by the Bureau of Land Management (BLM). The Project has seen extensive historical drilling dating back to the 1970's with many of the pads identifiable on the western half of the project.

Mann Lake Project (SASK, Canada)

On October 14, 2021, the Company entered into an option agreement with Skyharbour Resources Ltd. ("Skyharbour"), an unrelated company, to acquire up to a 75-per-cent option of the Mann Lake uranium project, located in the Athabasca basin in Northern Saskatchewan, Canada.

Under the terms of the Option Agreement, the Company is committed to the following:

- paying to the Optionor a total of \$850,000 and issuing to the Optionor the total number of common shares ("Shares ") of the Company equivalent to a value of \$1,750,000 based on the 20 day VWAP at the time of issuance, as follows:
 - i) within five days of the signing of the Option Agreement, pay \$100,000 and issue Shares equivalent to \$250,000 at the 20 day VWAP at the time of issuance; the "First Option Payment" **(Paid)**
 - ii) on the first anniversary of the signing of the Option Agreement, pay \$250,000 and issue Shares equivalent to \$500,000 at the 20 day VWAP at the time of issuance; **(Amended see below)**
 - iii) on the second anniversary of the signing of the Option Agreement, pay \$250,000 and issue Shares equivalent to \$500,000 at the 20 day VWAP at the time of issuance; **(Amended see below)**
 - iv) on the third anniversary of the signing of the Option Agreement, pay \$250,000 and issue Shares equivalent to \$500,000 at the 20 day VWAP at the time of issuance; **(Amended see below)**
- incur a minimum of \$4,000,000 in exploration expenditures on the Property as follows:
 - \$1,000,000 in exploration expenditures on or before the first anniversary of the signing of the Option Agreement;
 - an additional \$1,000,000 in exploration expenditures on or before the second anniversary of the signing of the Option Agreement; and
 - an additional \$2,000,000 in exploration expenditures on or before the third anniversary of the signing of the Option Agreement.

On November 13, 2022, the agreement originally signed October 14, 2021, was amended and the following terms were agreed upon replacing ii to iv in the original agreement as stated above:

- i) on or before November 13, 2022, pay \$125,000 and issue shares equivalent to \$500,000 at a price being \$0.17 per share (the "Second Option Payment"); **(Paid)**
- ii) on the second anniversary of the signing of this Agreement, pay \$300,000 and issue Shares equivalent to \$500,000 at the 20 day VWAP at the time of issuance (the "Third Option Payment"); **(Amended see below)**
- iii) on the third anniversary of the signing of this Agreement, pay \$325,000 and issue Shares equivalent to \$500,000 at the 20 day VWAP at the time of issuance (the "Fourth Option Payment");

On August 15, 2024, the agreement was further amended and the following terms were agreed upon replacing ii to iv in the amended agreement above:

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- iv) Skyharbour's agreement with Basin Uranium to extend the due date on the \$300,000 cash payment and \$500,000 Share issuance, as set out in subsection 3.1(a)(ii) of the Agreement, from October 14, 2023 to September 30, 2024.

In the event that the Company spends, in any of the above periods, less than the specified sum, it may pay to the Optionor the difference between the amount it actually spent and the specified sum before the expiry of that period in full satisfaction of the exploration expenditures to be incurred. In the event that the Company spends, in any period, more than the specified sum, the excess shall be carried forward and applied to the exploration expenditures to be incurred in succeeding periods.

Immediately on the Company satisfying all of the conditions, the Company will be deemed to have exercised the Option and to have earned a 75% interest in and to the Property which will vest to the Company, subject to the net smelter returns royalty ("NSR Royalty"). A NSR Royalty of two and a half percent (2.5%) is payable to a third party of net smelter returns from minerals mined and removed from the Property (payable pro-rata based on ownership interest in the Property).

The Company recorded an impairment of exploration and evaluation assets of \$4,597,359 during the year ended May 31, 2024, reducing the capitalized cost of the project to \$Nil. The impairment was recorded based on management's decision to fully impair the asset due to current financial commitments and the Company's focus on other high-priority projects. The impairment of \$4,597,359 was recognized on the Company's statement of comprehensive loss for the year ended May 31, 2024.

Exploration and Outlook

The Company continues to be primarily focused on advancing its advanced stage Chord uranium project located in Fall River County South Dakota. The Chord currently hosts an inferred MRE (Mineral Resource Estimate) of 2.75 million lbs. of Uranium with a significant opportunity to increase the MRE. Currently the Company is engaged in the state and federal permitting process and plans to conduct a large-scale exploration program on the property once all permits have been secured. Current work on the property has been focused on environmental, biological and cultural studies as well as planning and data collection. The Company is hopeful it will be able to be significantly more active at Chord in 2025.

The recently acquired Wyoming projects (South Pass and GDB) provide diversification and a toe hold in one of the premier uranium districts in the USA. Both projects have seen significant historical exploration with uranium mineralization being observed. The Company is currently permitting its South Pass project and is anticipating final permits in Q1 2025. This will allow the Company to conduct a scalable, inexpensive drilling campaign to further delineate uranium mineralization on the project.

Basin is of the opinion that the uranium market is in the early stages of a long-term sustained bull market. With this opinion the Company will continue to search out and acquire undervalued uranium assets and add its exploration portfolio as it sees fit. The Company will also engage with existing and new entrants in the uranium industry to option, JV or sell its current non-core assets as the company sees fit from time to time.

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RESULTS OF OPERATIONS

Selected Quarterly Financial Data

The following table sets forth selected financial information for the Company for the eight most recently completed quarters. Such information is derived from unaudited financial statements and audited annual financial statements prepared by management in accordance with IFRS.

	Nov 30, 2024 (\$)	August 31, 2024 (\$)	May 31, 2024 (\$)	Feb 29, 2024 (\$)
Total Expenditures	340,747	212,974	6,463,576	233,867
Net Loss	(340,747)	(212,974)	(6,463,576)	(233,867)
Loss per Share	(0.02)	(0.00)	(0.36)	(0.01)
Total Assets	8,014,435	2,748,153	2,640,135	8,093,861
Working Capital	994,287	430,914	466,432	798,766

	Nov 30, 2023 (\$)	August 31, 2023 (\$)	May 31, 2023 (\$)	Feb 28, 2023 (\$)
Total Expenditures	241,121	202,277	331,204	122,078
Net Loss	(241,121)	(202,277)	(331,204)	(122,078)
(Gain) Loss per Share	(0.03)	(0.02)	(0.04)	(0.01)
Total Assets	2,582,051	7,545,307	7,618,743	7,804,721
Working Capital	163,845	596,150	2,734,081	1,285,991

Results for the Three Months ended November 30, 2024

During the three-month period ended November 30, 2024, the Company reported a net loss of \$127,773 (November 30, 2023- \$241,121). A summary of material expenditures included in the determination of operating loss is as follows:

Consulting fees – The Company incurred consulting fees in the three-months ended November 30, 2024, of \$53,200 (November 30, 2023- \$20,000). Management of the Company engaged strategic consultants during the current quarter to help advance permitting and staking efforts at its US properties. These properties were not under claim during the comparable period of 2023 which resulted in the increase of \$33,200 over the prior year.

Management fees – During the three-month period ended November 30, 2024, the Company paid management fees of \$54,000 (November 30, 2023- \$42,500) This cost represents fees paid to the Chief Executive Officer and Chief Financial Officer.

Professional fees – The Company incurred professional fees totaling \$5,418 during the three-months ended November 30, 2024 (November 30, 2023- \$29,566). The expense in the prior period consists of general legal maintenance throughout the quarter.

Advertising and promotion – The company incurred \$2,250 in total marketing spend during the quarter ended November 30, 2024 (November 30, 2023- \$178,644). This significant decrease is due to a strategic allocation of resources towards marketing initiatives which aligned with the company's expansion through the acquisition of new exploration land packages, underscoring its commitment to enhancing investor engagement and awareness in the prior period.

OUTLOOK

The Company has not yet determined whether its current exploration and evaluation assets have economically recoverable ore reserve. The Company aims to continue to build out mineral resources on its property portfolio and advance these properties from exploration to commercial production if feasible.

The Company intends to raise funds in order to develop its interests in Chord, Wolf Canyon, South Pass, GDB, CHG, Mann Lake, and Wray-Mesa project as well as actively seeking other properties. Ultimately, the Company anticipates creating shareholder value through the advancements of its current projects and other projects as they come along.

LIQUIDITY AND CAPITAL RESOURCES

The Company does not generate cash from operations and finances its activities by raising funds via issuance of the Company's common shares.

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

As of November 3, 2024, the Company's cash balance was \$210,809 (May 31, 2024, - \$468,197) and the Company had working capital of \$ 163,845 (May 31, 2024 - \$466,432).

Financing Activities

During the six-months ended November 30, 2024, the following share capital transactions occurred:

During the six months ended November 30, 2024, the company issued a total of 1,069,291 common shares as a result of the exercise of 1,069,291 warrants. This included 366,000 warrants exercised at \$0.25, generating proceeds of \$91,500, and 703,291 shares issued at \$0.35, generating proceeds of \$246,152. In total, this generated proceeds of \$337,652.

During the year ended May 31, 2024, the following share capital transactions occurred:

During the year ended May 31, 2024, a total of 4,085,114 warrants were exercised for gross proceeds of \$1,188,960.

On October 12, 2023, the Company announced that it had closed a non-brokered private placement of 5,416,667 units of the Company (the "Units") at a price of \$0.12 per Unit for gross proceeds of \$650,000 (the "Offering"). Each Unit is comprised of one common share in the capital of the Company (a "Share") and one Share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one additional Share (a "Warrant Share") at a price of \$0.25 per Warrant Share for a period of 30 months from the date of issuance. The Offering was completed with no significant transaction costs incurred. The finder warrants were valued using the Black-Scholes option pricing model, taking into account the share price at issuance, exercise price, expected volatility, risk-free interest rate, and the 30-month expiration period.

On June 26, 2023, the Company completed a consolidation of its issued and outstanding common shares on the bases of four (4) pre-consolidation common shares, options and warrants to one (1) post consolidation common share, option, and warrant (the "Share Consolidation"). The share consolidation has

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been presented throughout the financial statements retroactively and all equity related figures are presented on a post-consolidation basis the date of issuance was \$0.56 per common share, resulting in an increase in equity of \$14,000.

On March 14, 2023, the Company issued 141,760 common shares to Cowboy Exploration LLC in accordance with the option agreement (Note 9). The fair value on the date of issuance was \$0.48 per common share, resulting in an increase in equity of \$68,045.

Investing Activities

The Company is primarily engaged in the acquisition, exploration and development of mineral properties located in North America. To date, the Company has not earned significant revenues and is considered to be in the exploration stage. The Company's current active properties include the, Chord and Wolf Canyon Project in Fall River County, South Dakota, USA, South Pass and GDB Projects located in Wyoming USA, CHG Project in British Columbia, Wray Mesa Project in San Juan County, Utah, USA and Mann Lake Project in Saskatchewan, Canada, as described herein below.

During the six months ended November 30, 2024, the Company incurred \$299,518 (November 30, 2023 - \$220,282) in order to renew claims at the following projects: Chord, Wolf Canyon, Wray Mesa, South Pass and GDP as well as funding permitting and reporting initiatives at the Chord project in South Dakota.

CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the ability to continue as a going concern to support the Company's operations and growth strategies for the benefit of the Company's stakeholders. As the Company is in its development stage, the principal source of funds is from the issuance of common shares.

In the management of capital, the Company includes the components of equity as well as cash and restricted cash. The Company manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash and investments.

The Company is not subject to externally imposed capital requirements and the overall strategy with respect to capital risk management remains unchanged during the period presented.

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CAPITAL STRUCTURE

The Company had 21,584,200 shares issued and outstanding as of November 30, 2024. As of the date of issuance of this MD&A the Company has 26,414,199 shares issued and outstanding.

Details of financing activity during the quarter are listed above in the Financing Activity of this Management Discussion and Analysis.

Stock options

The Company has a stock option plan under which the Board of Directors may grant options to acquire common shares of the Company to qualified directors, officers, employees and other service providers. The stock options vest according to the provisions of the individual option agreements approved by the directors' resolutions and have a maximum life of 10 years. The plan allows for the issuance up to 10% of the number of issued and outstanding common shares of the Company at any time on a non-diluted basis.

The Company has 1,067,211 stock options outstanding on November 30, 2024 and as of the date of this MD&A report had 1,067,211 stock options outstanding.

Warrants

The Company had 2,708,866 warrants issued and outstanding as of November 30, 2024 and as of the date of this MD&A report had 7,373,865 warrants outstanding.

Restricted Share Units Plan

On September 30, 2021, the Company adopted a 10% rolling Restricted Share Units Plan (the "RSU Plan"). Under the RSU Plan, restricted shares units may be granted to directors, officers, employees, and consultants. The RSU plan permits the Company to either redeem RSU's for cash or issue common shares of the Company from treasury to satisfy all or any portion of a vested RSU award. The maximum number of common shares of the Company which are issuable upon the redemption of all RSU's is 10% of the issued and outstanding common shares of the Company on the date of issuance in accordance with the policies of the Canadian Securities Exchange.

The Company has 215,000 restricted stock units issued and outstanding as at November 30, 2024 and as of the date of issuance of this MD&A.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS

Refer to Note 11 of the Company's financial statements for the year ended May 31, 2024 and 2023.

RISK FACTORS

The Company's business is subject to the risks set out below. Please see the section titled "*Risk Factors*" in the Company's Prospectus for additional risk factors.

Financing of Existing and Future Operations

With no source of revenue, the Company has negative cash flow from operations and raises funds for operations through equity financings. The Company's ability to raise funds for existing and continuing operations and future exploration and development of its properties cannot be guaranteed.

Mining Industry

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that any exploration programs planned by the Company will result in a profitable commercial mining operation. Whether a mining deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of ore, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

The Company's mineral exploration activities are directed towards the exploration, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of commercially viable quantities of ore. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Government Regulation

The exploration activities of the Company are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration activities are also subject to various federal, provincial and local

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laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste.

Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations, 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 production or development. Amendments to current laws and regulations governing operations and activities of exploration, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

Permits and Licenses

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

Environmental Risks and Hazards

All phases of the Company's mineral exploration operations are subject to environmental regulation in jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees.

There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present, which have been caused, by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Reliance on Key Personnel

The senior officers of the Company are critical to its success. In the event of the departure of a senior officer, the Company believes that it will be successful in attracting and retaining qualified successors but there can be no assurance of such success. Recruiting qualified personnel as the Company grows is critical

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to its success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative, engineering, geological and mining personnel as well as additional operations staff. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have an adverse impact on future cash flows, earnings, results of operations and the financial condition of the Company. The Company is particularly at risk at this stage of its development as it relies on a small management team, the loss of any member of which could cause severe adverse consequences.

Conflicts of Interest

The Company's directors and officers are or may become directors or officers of other mineral resource companies or reporting issuers or may acquire or have significant shareholdings in other mineral resource companies and, to the extent that such other companies may participate in ventures in which The Company may, or may also wish to participate, the directors and officers of the Company may have a conflict of interest with respect to such opportunities or in negotiating and concluding terms respecting the extent of such participation. The Company and its directors and officers will attempt to minimize such conflicts. If such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which several directors, or officers, may have a conflict. In determining whether or not the Company will participate in a particular program and the interest to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

RELATED PARTY TRANSACTIONS

Key management personnel include the Company's Board of Directors and members of senior management. The Company's related parties include key management personnel, and companies related by way of directors or shareholders in common. Transactions with related parties for goods and services are made on normal commercial terms.

The remuneration of directors and key management personnel during the six-months ended November 30, 2024, and 2023 was as follows:

	November 30, 2024	November 30, 2023
	\$	\$
Management fees	108,000	78,500
Share based payments	-	71,175
Total	108,000	149,675

As at November 30, 2024, accounts payable includes \$8,400 (2023 - \$7,350) due to a company controlled by the CFO of the Company. The amounts owing are unsecured, non-interest bearing, have no fixed terms of repayment and are due on demand.

CRITICAL ACCOUNTING ESTIMATES

Please refer to Note 2 to the Company's consolidated financial statements for the year ended May 31, 2024 and 2023.

FUTURE CHANGES IN ACCOUNTING POLICIES

Refer to Note 3 to the Company's financial statements for the year ended May 31, 2024, and 2023.

COMMITMENTS

Exploration and Evaluation Assets Commitments

The Company is committed to certain periodic payments, share issuances and exploration expenditures, as described in Note 7.

SUBSEQUENT EVENTS

On January 22, 2025, the Company closed a non-brokered private placement of 4,664,999 units at a price of \$0.15 per unit, generating gross proceeds of \$699,749.85. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire an additional common share at an exercise price of \$0.20 per share until January 22, 2028. The warrants include an accelerated expiry provision, which allows the Company to accelerate the expiry date if the common shares trade at or above \$0.30 for ten consecutive trading days on the Canadian Securities Exchange. In such an event, the Company may issue a news release announcing the accelerated expiry, and the warrants will expire 30 calendar days from the date of the announcement.

On January 24, 2025, the Company signed an amendment to the Agreement dated October 14, 2021, as amended on November 7, 2022, February 12, 2024, July 15, 2024, and August 15, 2024, relating to the Mann Lake property. The amendment extends the due date for the \$300,000 cash payment and \$500,000 share issuance from September 30, 2024, to March 31, 2025. All other terms of the Agreement remain unchanged.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

During the quarter ended November 30, 2024, there has been no significant change in the Company's internal control over financial reporting since last year.

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. They are also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements for the six-months ended November 30, 2024.

The Chief Executive Officer and Chief Financial Officer of the Company have filed the Venture Issuer Basic Certificate with the Interim and Year End Filings on SEDAR at www.sedar.com.

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In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture 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.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A and the Company will be provide copies upon request.