NSJ GOLD CORP.
MANAGEMENT DISCUSSION AND ANALYSIS

For the year ended November 30, 2024
(Expressed in Canadian Dollars, except where noted)

1. EFFECTIVE DATE AND FORWARD-LOOKING STATEMENTS

a) Reporting Period and Effective Date

This management discussion and analysis of financial position and results of operations ("MD&A"), prepared as of March 20, 2025 provides an analysis of the operations and financial results of NSJ Gold Corp. ("the Company") for the year ended November 30, 2024. This MD&A should be read in conjunction with the financial statements of the Company and related notes thereto for year ended November 30, 2024 which have been prepared in accordance with International Financial Reporting Standards ("IFRS" or "GAAP") as issued by the International Accounting Standards Board ("IASB"). All dollar amounts presented in this MD&A are Canadian dollars unless otherwise stated.

b) Forward-looking Statements

This MD&A contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and US securities legislation. These statements relate to future events or the future activities or performance of the Company. All statements, other than statements of historical fact are forward-looking statements. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate, and similar expressions, or which by their nature refer to future events. These forward-looking statements include, but are not limited to, statements concerning:

- the Company's strategies and objectives, both generally and in respect of its existing business and planned business operations;
- the Company's future cash requirements;
- general business and economic conditions;
- the Company's ability to meet its financial obligations as they come due, and to be able to raise the necessary funds to continue operations;
- the timing, pricing, completion, regulatory approval of proposed financings if applicable;

Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Inherent in forward looking statements are risks and uncertainties beyond the Company's ability to predict or control, including, but not limited to, risks related to the Company's ability to raise the necessary capital or to be fully able to implement its business strategies, and other risks identified herein under "Risk Factors".

The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results are likely to differ, and may differ materially, from those expressed or implied by forward looking statements contained in this MD&A. Such statements are based on a number of assumptions, which may prove incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- conditions in the financial markets generally, and with respect to the prospects for junior exploration companies specifically;

- the Company's ability to continue to roll out is business plan which includes further development of its exploration and evaluation assets to develop a mineral producing project; and
- the Company's ability to secure and retain employees and contractors to carry out its business plans.

These forward-looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation, to update these forward-looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

Historical results of operations and trends that may be inferred from the following discussion and analysis may not necessarily indicate future results from operations. In particular, the Company has moved from a private corporation operating with very limited capital and therefore with very restricted operations, to a publicly traded venture issuer. Accordingly, drawing trends from the Company's limited operating history is difficult.

2. DESCRIPTION OF THE BUSINESS

NSJ Gold Corp. (the "Company") is in the business of the exploration and evaluation of mineral properties. The Company was incorporated under the Business Corporations Act of British Columbia on May 22, 2020. On March 8, 2021, the Company listed its shares on the Canadian Securities Exchange ("CSE") and trades under the symbol NSJ. The address of the Company's registered and records office is Suite 101, 17565 58 Avenue, Surrey, British Columbia, V3S 4E3 Canada.

The Company entered into an option agreement dated August 14, 2020, as amended on November 25, 2020 and August 13, 2023 (the "Option Agreement") to acquire a 100% interest in certain claims comprising the Golden Hills Project (the "Golden Hills Property") located in Arizona, USA. The Golden Hills Property is subject to a 3% Net Smelter Return as payable to the Vendor.

On April 4, 2023, the Company staked new grounds near Dunn Peak, British Columbia. The Company staked a total of 1,528 hectares which is comprised of 19 claims. The Company owns 100% of the claims and is not required to make any additional payments aside from those required by local mining regulations to keep the claims in good standing. During the period ended November 30, 2024 the Company terminated its ownership in the Honeymoon claims and fully impaired the asset.

3. OUTLOOK AND GOING CONCERN

a) Outlook

The Company's primary business is the acquisition and exploration of mineral properties. The Company's exploration and evaluation assets do not presently host any known mineral deposits nor, given the high degree of risk involved, can there be any assurance that its exploration activities will result in such deposits being located or, ultimately, a profitable mining operation in the future.

In 2020, there was a global outbreak of coronavirus that has resulted in changes in global supply and demand of certain mineral and energy products. These changes, including a potential economic downturn and any potential resulting direct and indirect negative impact to the Company cannot be determined, but they could have a prospective material impact to the Company's project exploration activities, cash flows and liquidity. Various restrictions on gatherings, work and access to remote communities near the Company's project may also impact the Company's ability to perform exploration activities at the project.

(all figures in Canadian dollars – unless otherwise noted)

b) Going Concern

The Company incurred a loss of $281,406 during the year ended November 30, 2024, and had an accumulated deficit as at November 30, 2024 of $1,948,644. Further, the Company has no source of operating cash flows, and there is no assurance that sufficient funding (including adequate financing) will be available to conduct the required exploration and development of its mineral property projects. These factors indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The application of the going concern concept is dependent upon the Company's ability to generate future profitable operations and receive continued financial support from its creditors and shareholders. The condensed interim financial statements do not give effect to any adjustments that might be required should the Company be unable to continue as a going concern.

4. REVIEW OF FINANCIAL RESULTS

a) Overall Performance and Discussion of Operations Selected Information

The selected financial information set out below is based on and derived from condensed interim financial statements which have been prepared in accordance with IFRS.

Statements of Loss	**Year ended November 30, 2024**	**Year ended November 30, 2023**	**Year ended November 30, 2022**
	$	$	$
Total Revenue	Nil	Nil	Nil
Total Operating Expenses	278,732	315,639	381,585
Net Loss	(281,406)	(315,639)	(379,702)
Net Loss per Share – Basic and Diluted	(0.01)	(0.01)	(0.02)

Statements of Financial Position Data	**As at November 30, 2024**	**As at November 30, 2023**	**As at November 30, 2022**
	$	$	$
Cash	93,150	246,511	503,242
Total Assets	684,079	855,671	1,135,732
Total Liabilities	170,866	63,302	38,477

(all figures in Canadian dollars – unless otherwise noted)

Shareholders' Equity	As at November 30, 2024	As at November 30, 2023	As at November 30, 2022
	$	$	$
Share Capital	2,071,500	2,069,250	2,069,250
Reserves	390,357	390,357	379,604
Total Equity	513,213	792,369	1,097,255

b) Selected Quarterly Financial Information

The following is a summary of the Company's financial results for the last eight quarters:

Three Months Ended	Net Loss	Net Comprehensive Loss	Basic and Diluted Loss per Share
	$	$	$
November 30, 2024	(81,378)	(81,378)	(0.00)
August 31, 2024	(65,127)	(65,127)	(0.00)
May 31, 2024	(72,430)	(72,430)	(0.00)
February 29, 2024	(62,471)	(62,471)	(0.00)
November 30, 2023	(104,652)	(104,652)	(0.00)
August 31, 2023	(70,576)	(70,576)	(0.00)
May 31, 2023	(63,434)	(63,434)	(0.00)
February 28, 2023	(76,977)	(76,977)	(0.00)

c) Results of Operations

The table below outlines the expenses incurred during the year ended November 30, 2024:

	Year ended November 30, 2024
	$
Management fees	240,000
Professional fees	20,722
Office and miscellaneous	(245)
Transfer agent and filing fees	18,255
Total operating expenses	278,732
Other Income	
Impairment	(2,674)
Net loss	$(281,406)

Three months ended November 30, 2024

For the three months ended November 30, 2024, the Company had no revenue and a net loss of $81,378 compared to a loss of $104,652 for the three months ended November 30, 2023. Net loss primarily relates to management fees of $60,000 (2023 - $60,000), professional fees of $15,000 (2023 - $12,000), office and miscellaneous expenses of $42 (2023 – $255), transfer agent and filing fees of $2,625 (2023 - $3,334), travel expenses $Nil (2023 - $26,757) and stock-based compensation of $Nil (2023 - $2,306).

Year ended November 30, 2024

For the year ended November 30, 2024, the Company had no revenue and a net loss of $281,406 compared to a loss of $315,639 for the year ended November 30, 2023. Net loss primarily relates to management fees of $240,000 (2023 - $240,000), professional fees of $20,722 (2023 - $18,369), office and miscellaneous expenses of $(245) (2023 – $1,713), transfer agent and filing fees of $18,255 (2023 - $18,047), and stock-based compensation of $Nil (2023 - $10,753).

Total liabilities at November 30, 2024, totaled $170,866 (November 30, 2023 - $63,302). This amount consists of accounts payable and accrued liabilities.

Shareholders' equity as at November 30, 2024 consists of share capital of $2,071,500 (November 30, 2023 - $2,069,250), reserves of $390,357 (November 30, 2023 - $390,357) and a deficit of $1,948,644 (November 30, 2023 - $1,667,238) for net equity of $513,213 (November 30, 2023 - $792,369).

Working capital (defined as current assets less current liabilities) was $(67,928) as at November 30, 2024 (November 30, 2023 - $210,804).

The number of common shares outstanding at November 30, 2024 and November 30, 2023 was 23,609,000 and 23,459,000.

d) Summary of Mineral Property Interests

Golden Hills Project

The Company entered into an option agreement dated August 14, 2020, as amended November 25, 2020 and August 13, 2023 (the "Option Agreement") to acquire a 100% interest in certain claims comprising the Golden Hills Project (the "Golden Hills Property") located in Arizona, USA. Pursuant to the Option Agreement, to exercise the option the Company is required to pay a total of USD269,000 over a five year period with the first payment of USD24,000 due on or before March 28, 2021 (paid) and pay annual claim maintenance fees totaling USD15,510. The Company is also obligated to complete an exploration development program totaling USD4,635,000 per the following schedule:

- USD85,000 on or before the first anniversary date of the original agreement (completed)
- USD150,000 on or before the second anniversary date of the original agreement (completed)
- USD400,000 on or before the fifth anniversary date of the original agreement
- USD1,000,000 on or before the sixth anniversary date of the original agreement

(all figures in Canadian dollars – unless otherwise noted)

- USD3,000,000 on or before the seventh anniversary date of the original agreement

On August 14, 2024, the Company amended the option agreement whereby the deadline for all outstanding commitments will be extended 1 year through the issuance of 150,000 shares in the Company.

During the year ended November 30, 2024, and November 30, 2023, the Company incurred $2,250 (2023 - $Nil) in exploration expenditures.

For the year ended November 30, 2024:

	November 30, 2023	Additions	**November 30, 2024**
	$	$	**$**
Acquisition costs	142,274	2,250	**144,524**
Exploration costs			
Field expenses	19,571	-	**19,571**
Geological consulting	143,173	-	**143,173**
Geophysical	102,821	-	**102,821**
Drilling	171,052	-	**171,052**
Staking	-	-	**-**
Total exploration costs	436,617	-	**436,617**
Total	578,891	2,250	**581,141**

For the year ended November 30, 2023:

	November 30, 2022	Additions	**November 30, 2023**
	$	$	**$**
Acquisition costs	142,274	-	**142,274**
Exploration costs			
Field expenses	19,571	-	**19,571**
Geological consulting	143,173	-	**143,173**
Geophysical	102,821	-	**102,821**
Drilling	171,052	-	**171,052**
Total exploration costs	436,617	-	**436,617**
Total	578,891	-	**578,891**

Honeymoon Project

On April 4, 2023 the Company staked new ground near Dunn Peak, British Columbia. The Company staked a total of 1,528 hectares which is comprised of 19 claims. The Company owned 100% of the claims and was not required to make any additional payments aside from those required by local mining regulations to keep the claims in good standing.

(all figures in Canadian dollars – unless otherwise noted)

During the year ended November 30, 2024, the Company incurred $Nil (2023 - $2,674) in exploration expenditures. As of November 30, 2024 the Company recorded an impairment loss of $2,674 as it dropped the Honeymoon claims.

For the year ended November 30, 2024:

	November 30, 2023	Additions	**November 30, 2024**
	$	$	**$**
Acquisition costs	2,674	-	**2,674**
Exploration costs			
Field expenses	-	-	**-**
Geological consulting	-	-	**-**
Geophysical	-	-	**-**
Drilling	-	-	**-**
Impairment	-	(2,674)	**(2,674)**
Total exploration costs	-	-	**-**
Total	2,674	(2,674)	**-**

5. LIQUIDITY AND CAPITAL RESOURCES

a) Liquidity

Since incorporation, the Company's capital resources have been limited. The Company has had to rely upon the sale of equity securities for the cash required for property acquisition payments, office and miscellaneous expenses and accounting, audit and legal fees, among other expenses.

During the year ended November 30, 2024, the Company issued the following:

a) On February 23, 2024 the Company issued 150,000 shares with a fair value of in connection to the amended option agreement for the Golden Hills Project to extend the work commitment deadline by 1 year.

The Company expects that its cash position of $93,150 as at the most recent month end being November 30, 2024, will be sufficient for the Company to become operational to begin meeting its objectives and milestones. Once the Company is operational, it will require additional working capital in order to increase its growth rate and may seek to raise additional funds via one or more private placements.

b) Capital Resources

(all figures in Canadian dollars – unless otherwise noted)

As at November 30, 2024, the Company's share capital was $2,071,500 (November 30, 2023 - $2,069,250) representing 23,609,000 (November 30, 2023 – 23,459,000) issued and outstanding common shares without par value.

During the year ended November 30, 2024, the Company issued the following:

b) On February 23, 2024 the Company issued 150,000 shares with a fair value of in connection to the amended option agreement for the Golden Hills Project to extend the work commitment deadline by 1 year.

During the year ended November 30, 2023, the Company did not issue any additional shares.

During the year ended November 30, 2024, the Company recognized $Nil (2023 - $8,447) in stock-based compensation for the vesting of options granted in a prior year.

6. TRANSACTIONS WITH RELATED PARTIES

During the year ended November 30, 2024 and November 30, 2023, the Company incurred the following transactions with key management personnel:

- $150,000 (2023 - $150,000) in management fees to a company controlled by the CEO and recognized $Nil (November 30, 2023 - $12,500) in prepaid expenses;
- $90,000 (2023 - $90,000) in management fees to a company which the CFO of the Company is a partner of.

During the year ended November 30, 2024, the Company recognized $Nil (2023 - $7,607) for the vesting of options granted to related parties.

As at November 30, 2024 and November 30, 2023, the Company had the following balances with related parties:

	November 30, 2024	November 30, 2023
	$	$
Due from a related party	1,118	1,118
Prepaid management fees	-	12,500
Due to related parties, included in accounts payable	110,050	46,800

Amounts due to related parties are unsecured and non-interest bearing and measured at the amount of consideration established and agreed to by the related parties.

Officers and Directors

- Jag Sandhu, CEO and Director
- Paul Grewal, CFO and Director
- Rodney Stevens, Vice President of Corporate Development and Director
- Chris Zerga, Director

- Kim Eckhof, Director

7. OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements as at November 30, 2024 and to the date of this MD&A**.**

8. CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial period and include, but are not limited to, the following:

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

Environmental rehabilitation obligation

The Company recognizes statutory, contractual or other legal obligations related to the retirement of its exploration and evaluation assets and its tangible long-lived assets when such obligations are incurred, if a reasonable estimate of fair value can be made. These obligations are measured initially at fair value and the resulting costs are capitalized to the carrying value of the related asset. In subsequent periods, the liability is adjusted for any changes in the amount or timing and for the discounting of the underlying future cash flows. The capitalized asset retirement cost is amortized to operations over the life of the asset.

Share-based compensation

The fair value of stock options issued are subject to the limitations of the Black-Scholes Option Pricing Model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes Option Pricing Model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

a) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the following:

- the assessment of the Company’s ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the classification / allocation of expenditures as exploration and evaluation expenditures or operating expenses.

9. MATERIAL ACCOUNTING POLICIES

The Company's material accounting policies are described in Note 3 of the audited financial statements for the year ended November 30, 2024, as available on www.sedarplus.ca.

a) Recent accounting pronouncements

Certain other accounting pronouncements were issued but the Company anticipates that the application of these standards, amendments and interpretations in future periods will have no material impact on the results and financial position of the Company except for additional disclosures. The Company is assessing the impact of the new or revised IFRS standards on its financial position and financial performance.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company provides disclosures that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the date of the statement of financial position, and how the entity manages these risks.

The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash, receivables, and accounts. The carrying values of these financial instruments approximate their respective fair values due to the term of these instruments.

As at November 30, 2024, the fair value of cash held by the Company was based on level 1 inputs of the fair value hierarchy.

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

Credit risk

The Company's primary exposure to credit risk is its cash of $93,150 at November 30, 2024. With cash on deposit with reputable financial institutions, it is management's opinion that the Company is not exposed to significant credit risks arising from the financial instruments.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

(all figures in Canadian dollars – unless otherwise noted)

As at November 30, 2024, the Company had current liabilities totaling $170,866 and cash of $93,150 and is exposed to significant liquidity risk at this time. However, since the Company is in the exploration stage, it will periodically have to raise funds to continue operations and intends to raise further financing through private placements.

Market risk

Market risk is the risk that changes in market prices such as commodity prices, foreign exchange rates and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposure within acceptable parameters. The Company does not use derivative instruments to reduce its insignificant exposure to market risks.

11. OUTSTANDING SHARE DATA

The Company's authorized capital is unlimited common shares without par value. As at November 30, 2024 and March 20, 2025, the following common shares, options and share purchase warrants were outstanding:

	As at November 30, 2024	**As at March 20, 2025**
Common Shares	23,609,000	23,759,000
Warrants	5,000,000	5,000,000
Stock Options	1,640,000	1,640,000
Fully Diluted	30,249,000	30,399,000

12. SUBSEQUENT EVENTS

On February 4, 2025, the Company issued 150,000 shares to the optionor of the Golden Hills project in connection to extending the option commitments by one year.

13. APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A on March 20, 2025.