COLLECTIVE METALS INC.

Management Discussion and Analysis
For the year ended December 31, 2024
(Expressed in Canadian Dollars)

Introduction

The following Management Discussion and Analysis ("MD&A") of Collective Metals Inc. (the "Company" or "Collective") has been prepared by management, in accordance with the requirements of National Instrument 51-102 ("NI 51-102") as of April 16, 2025 and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2024 and the related notes contained therein which have been prepared under IFRS Accounting Standards. The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensivereview of all matters and developments concerning the Company. Additional information relevant to the Company'sactivities can be found on SEDARPLUS at www.sedarplus.ca.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian Dollars, the reporting and functional currency of the Company, unless specifically noted.

Overview

The Company was incorporated under the *Business Corporations Act* (Ontario) on March 23, 2018 under the name "Fish Purdy Holdings Corp." to operate as a resource exploration company focused on the acquisition and exploration of mineral properties. The Company changed its name to "Melius Capital Corp." on August 24, 2020. The Company changed its name to "Arctic Fox Minerals Corp." on July 8, 2021, and changed its name to Collective Metals Inc. on March 8, 2023. On June 21, 2022, the Company listed on the Canadian Securities Exchange ("CSE") under the ticker FOXY. Concurrent with the Company's change of name on March 8, 2023, the Company's ticker was amended to COMT. On April 27, 2023, the Company's shares were listed on the Frankfurt Stock Exchange ("FSE") under the symbol "TO1". The Company's head office is located at 409 – 22 LeaderLane, Toronto, Ontario, Canada, M5E 0B2, and its registered and records office is located at 409 – 22 Leader Lane, Toronto, Ontario, M5E 0B2. The Company is currently engaged in the business of mineral exploration of the Princeton Property and the Whitemud Property.

The Princeton Property, a copper-gold project located in south-central British Columbia covering 70,570 acres. The Property is approximately 10 kilometres west of Copper Mountain Corp.'s currently producing Copper Mountain mine, which hosts a proven and probable mineral reserve of 702 million tonnes (Mt) of 0.24 per cent copper (Cu). The Property hosts potential for identification of one (or more) copper-gold alkalic porphyry occurrences similar in age and deposit type to the Copper Mountain mine. The Property is easily accessible by road and is located immediately west of Highway 3 south of Princeton, B.C., in a well-established mining district with excellent infrastructure, a local work force and support services. British Columbia is known as a low-risk jurisdiction with high standards for environmental stewardship and community engagement.

Whitemud Property, a lithium project in Ontario consisting of 381 single cell mining claims totaling 7,775 hectares. The Project is located 53 kilometres east of Ear Falls, Ont., with good highway and logging road access, and is in an area where numerous lithium deposits have been delineated to host significant reserves of lithium.

Management Team Updates

On October 2, 2024, Mr. Amanuel Bein resigned as Director of the Company.

On November 15, 2024, Ms. Devienne Mok was appointed as CFO of the Company and Mr. Navin Sandhu resigned as CFO.

Exploration Summary

Princeton Property

The exploration targets for the Property are multiple Alkalic Cu-Au porphyry associated with Triassic age diorite intrusions similar to that being currently mined at Copper Mountain, located approximately 10 km east which represents the deposit model for the Property. Our exploration model resembles the model used at Kodiak Copper's MPD property, located approximately 30 km to the north-northeast. Documented mineralized occurrences are present within, and adjacent to, our Project, supported by a wealth of information acquired by previous operators, the BC Geological Survey Branch and Geoscience BC (see News Release dated July 5, 2023). During the year ended December 31, 2024, the Company completed Phase Two Exploration Program on the Property. This Program is a soil and program on two zones identified by the 2023 program, followed by a 3D IP survey.

Whitemud Lake Property
The Whitemud Lake property is a lithium project in Ontario consisting of 381 single cell mining claims totaling 7,775 hectares.

Significant Events and Overall Performance

On March 18, 2024, the Company issued 1,000,000 common shares in connection with the exercise of 1,000,000 options with an exercise price of $0.15 for gross proceeds of $150,000. The Company reclassified $92,375 from option reserve to share capital in connection to the exercise.

On March 23, 2024, the Company issued 575,000 common shares in connection with the exercise of 575,000 warrants with an exercise price of $0.20 for gross proceeds of $115,000.

On April 3, 2024, the Company issued 260,000 common shares in connection with the exercise of 260,000 warrants with an exercise price of $0.20 for gross proceeds of $52,000.

On April 25, 2024, the Company issued 775,000 common shares in connection with the exercise of 775,000 warrants with an exercise price of $0.20 for gross proceeds of $155,000.

On May 8, 2024, the Company issued 1,500,000 common shares with a fair value of $337,500 in connection with the Princeton property option agreement.

On May 22, 2024, the Company issued 150,000 common shares in connection with the exercise of 150,000 warrants with an exercise price of $0.20 for gross proceeds of $30,000.

Princeton Property
On May 9, 2023 (amended May 9, 2024), the Company signed an option agreement to acquire 70% of the Princeton Property a copper-gold project located in south-central BC covering 70,570 acres (the “Princeton Property”) from Tulmeen Resources Corporation (“Tulmeen”). The terms of the agreement are as follows:

a) paying Tulmeen an aggregate of $500,000 in cash as follows:
   i. $50,000 on or before the date that is ten (10) calendar days after May 9, 2023 (the Effective Date”) (*paid*);
   ii. $25,000 on or before: (A) the date that the Company consummates an equity investor financing providing not less than $200,000 in gross cash proceeds to the Company; or (B) December 1, 2023, whichever is earlier (*paid*);
   iii. $100,000 on or before (A) the date that the Company consummates an equity investor financing providing not less than $500,000 in gross cash proceeds to Company; or (B) September 15, 2024, whichever is earlier *(not paid as at December 31, 2024 – the Company is in discussions with Tulmeen on an amending agreement)*;
   iv. $162,500 on or before May 9, 2025; and
   v. $162,500 on or before May 9, 2026

b) issuing to Tulmeen an aggregate of 7,000,000 common shares ("Shares") as follows:
   i. 1,000,000 Shares on or before the date that is ten (10) calendar days after the Effective Date (*issued*);
   ii. 1,500,000 Shares on or before May 9, 2024 (*issued*);
   iii. 2,000,000 Shares on or before May 9, 2025; and
   iv. 2,500,000 Shares on or before May 9, 2026

c) incurring a minimum of $1,400,000 in exploration expenditures on the Princeton Property as follows:
   i. $300,000 on or before September 9, 2024, $85,000 of which must be incurred before June 30, 2023 (*complete*);
   ii. $300,000 on or before May 9, 2025(*complete*);
   iii. $300,000 on or before May 9 , 2026; and
   iv. $500,000 on or before May 9, 2027

Landings Lake Property

During the year ended December 31, 2024, the claims of the Landings Lake Property lapsed and the Company decided to no longer pursue the property and recorded an impairment of $1,121,238.

Mineral Property Costs Incurred

As at December 31, 2024 the carrying amount of exploration and evaluation assets is $2,683,158 (December 31, 2023 - $3,034,494). The following table is a reconciliation of exploration and evaluation assets for the years ended December 31, 2024 and 2023:

	Whitemud	**Landings Lake**	**Princeton**	**Up Town**	**Total**
	$	**$**	**$**	**$**	**$**
Balance December 31, 2022	-	-	-	945,048	945,048
Acquisition Costs - Cash	40,000	50,000	75,000	-	165,000
Acquisition Costs - Shares	1,240,000	1,059,793	220,000	-	2,519,793
Geological/Geophysical	6,353	11,445	272,897	45,498	336,193
Field Expenses	-	-	59,006	-	59,006
Impairment	-	-	-	(990,546)	(990,546)
Balance December 31, 2023	1,286,353	1,121,238	626,903	-	3,034,494
Acquisition Costs	-	-	337,500	-	337,500
Geological/Geophysical	12,657	-	372,760	-	385,417
Field Expenses	16,162	-	30,823	-	46,985
Impairment	-	(1,121,238)	-	-	(1,121,238)
Balance December 31, 2024	**1,315,172**	**-**	**1,367,986**	**-**	**2,683,158**

Selected Annual Financial Information

The following table summarizes selected financial data reported by the Company for the years ended December 31, 2024, 2023, and 2022. The information set forth should be read in conjunction with the consolidated audited financial statements, prepared in accordance with IFRS Accounting Standards, and the related notes thereon.

		Years ended December 31, 2024	2023	2022
Exploration and evaluation		$ 2,683,158	$ 3,034,494	$ 945,048
Taxes recoverable	(1)	$ 165,951	$ 88,781	$ 5,846
Flow-through liability		$ -	$ 135,484	$ -
Investor communications		$ 598,439	$ 1,174,939	$ 4,413
Share-based compensation		$ -	$ 228,629	$ -
Net loss and comprehensive loss	(1)	$ 1,912,681	$ 2,631,744	$ 879,630
Loss per share - basic and fully diluted		$ 0.05	$ 0.10	$ 0.11
Total assets	(1)	$ 2,952,885	$ 4,047,581	$ 1,048,577
Total liabilities		$ 711,884	$ 618,399	$ 489,055
Shareholders' equity	(1)	$ 2,241,001	$ 3,429,182	$ 559,522

(1) In the fiscal year 2024, management determined that GST input tax credits in the amount of $69,557 related to 2021 and 2022 should not have been recognized, as these amounts were not recoverable as determined by the Canada Revenue Agency.

This error has been corrected retrospectively in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. The effect of the restatement was a decrease in taxes recoverable of $69,557 and a corresponding increase in deficit of $69,557 as at December 31, 2023, and January 1, 2023. There was no impact on net and comprehensive loss or basic and diluted earnings per share for the year ended December 31, 2023.

Results of Operations

For the year ended December 31, 2024

During the year ended December 31, 2024 ("2024") the Company reported a net loss and comprehensive loss of $1,912,681 compared to net income and comprehensive loss of $2,631,744 for the year ended December 31, 2023 ("2023"), a decrease in net loss of $719,063. The net loss is primarily comprised of the following:

(a) Non-cash gain on fair value of shares issued to settle accounts payable of $Nil (2023 - $178,500). On February 6, 2023, the Company issued 510,000 common shares at a fair value of $76,500 to settle debt of $255,000 and recorded a gain of $178,500 on the settlement of accounts payable.
(b) Filing expenses in of $49,510 in 2024 (2023 - $35,255). The annual or transactional listing fees have increased.
(c) Investor communications expense of $598,439 (2023 - $1,174,939). The Company focused on raising awareness of the Princeton Property. Additionally, the Company did not conduct major financings in 2024, which led to a decrease in investor communication costs.
(d) Management fees of $Nil (2023 - $30,000). The Company paid or accrued fees from the former CEOs on a monthly basis which was terminated during the year ended December 31, 2023.
(e) Consulting fees of $154,300 (2023 - $152,700) which consists of fees paid to new management and board team.
(f) Professional fees of $120,093 in 2024 (2023 - $170,311). Professional fees are in relation to accounting and legal fees and decreased during the current period as the Company had completed a name change and share consolidation in the prior period.
(g) Office expenses of $4,585 in 2024 (2023 - $27,864). The Company actively reduced discretionary spending as part of broader expense control initiatives.
(h) Impairment of exploration and evaluation assets was $1,121,238 in 2024 due to the impairment of Landings Lake Property, compared to $990,546 in 2023 for the impairment of the Up Town project.

Cash Flow Analysis

Operating Activities

During the year ended December 31, 2024, cash used in operating activities was $803,629 (December 31, 2023 - $1,535,033).

Investing Activities

During the year ended December 31, 2024, cash used in investing activities was $300,112 (December 31, 2023 - $541,992). The use of funds during the period is attributed to the expenditure of cash for exploration and evaluation assets.

Financing activities

During the year ended December 31, 2024, cash provided by financing activities was $387,000 (December 31, 2023 - $2,778,759). The decrease is primarily attributed to the Company completing a private placement in the previous period.

Summary of Quarterly Results

	Three Months Ended December 31, 2024	Three Months Ended September 30, 2024	Three Months Ended June 30, 2024	Three Months Ended March 31, 2024
Total assets	$ 2,952,885	$ 4,109,827	$ 4,193,921	$ 4,042,024
Working capital (deficiency)	(442,157)	(200,995)	101,091	345,404
Income (loss) for the period	(1,098,686)	(185,354)	(386,212)	(242,429)
Income (loss) per share	(0.05)	(0.00)	(0.01)	(0.01)

	Three Months Ended December 31, 2023	Three Months Ended September 30, 2023	Three Months Ended June 30, 2023	Three Months Ended March 31, 2023
Total assets	$ 4,047,581	$ 4,309,042	$ 5,039,678	$ 2,030,940
Working capital (deficiency)	394,688	898,140	1,773,767	882,967
Income (loss) for the period	(628,738)	(1,621,287)	(470,338)	88,619
Income (loss) per share	(0.02)	(0.05)	(0.02)	0.01

For the quarter ended March 31, 2023, net assets increased due to the receipt of $1,018,817 from the issuance of common shares, net of share issuance costs. During the three months ended March 31, 2023, the Company had a net income of $88,619, compared to a loss of $342,322 in the previous quarter, which is primarily due to the gain of $178,500 on the settlement of accounts payable.

For the quarter ended June 30, 2023, net assets increased due to the receipt of $1,206,026 from the issuance of common shares, net of share issuance costs.

For the quarter ended September 30, 2023, net assets decreased due to cash used in operations. The net loss increased primarily due to a $990,546 impairment of the Up Town Project.

For the quarter ended December 31, 2023, net assets decreased due to cash used in operations. The net loss increased compared to the same period in the prior year, primarily due to higher marketing expenditures and share-based compensation recognized from the issuance of stock options.

For the quarter ended March 31, 2024, net assets decreased primarily due to the amortization of prepaid marketing costs and expenditures incurred in connection to operating activities. The net loss has decreased compared to previous periods as the Company aims to normalize operations.

For the quarter ended June 30, 2024, net assets decreased primarily due to the amortization of prepaid marketing costs and expenditures incurred in connection to operating activities.

For the quarter ended September 30, 2024, net assets decreased primarily due to the amortization of prepaid marketing costs and expenditures incurred in connection to operating activities. Furthermore, during the third quarter the Company reduced expenditures to focus resources on exploration leading to a reduction in investor relations and consulting fees.

For the quarter ended December 31, 2024, net assets decreased primarily due to the amortization of prepaid marketing costs, impairment of Landings Lake Project and expenditures incurred in connection to operating activities. Net loss increased compared to the comparative prior year primarily due the impairment of Landings Lake Project for $1,121,238.

Liquidity and Capital Resources

The Company is in the exploration stage and therefore has no cash flow from operations. Its only source of funds since incorporation has been from the sale of common shares and special warrants. During the year ended December 31, 2024, the Company raised a total of $150,000 from the exercise of stock options and $237,000 from the exercise of warrants. At December 31, 2024, the Company had current liabilities of $711,884 comprised mainly of accounts payable and accrued liabilities. At December 31, 2024, the Company had a working capital of $(442,157) comprised mainly of cash on hand of $55,099, $165,951 of taxes recoverable and prepaid expenses of $48,677 offset by $711,884 of current liabilities.

The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain mineral reserves that are economically recoverable. The recoverability of the amounts shown for resource properties and related deferred exploration costs are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves andupon future profitable production.

While the information included has been prepared in accordance with IFRS on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future, there are conditions that give rise to a material uncertainty which may cast significant doubt on the validity of this presumption. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. While the Company is making its best efforts in this regard, the outcome of these matters cannot be predicted at this time.

Risk, Uncertainties and Outlook

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. The following risk factors, as well as risks not currently known to the Company, could materially adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from the estimates described in forward-looking statements relating to the Company.

Limited Operating History

The Company has a limited operating history upon which an evaluation of the Company, its current business and its prospects can be based.

Uncertain Liquidity and Capital Resources

For the period from incorporation to December 31, 2024, the Company accumulated losses of $6,323,352. The Company will need to raise additional capital by way of an offering of equity securities, an offering of debt securities, or by obtaining financing through a bank or other entity. In particular, the Company will not have sufficient funds to complete the recommended exploration program on its exploration assets. The Company has not established a limit as to the amount of debt it may incur, nor has it adopted a ratio of its equity to debt allowance. If the Companyneeds to obtain additional financing, there is no assurance that financing will be available from any source, that it will be available on terms acceptable to the Company, or that any future offering of securities will be successful. If additional funds are raised through the issuance of equity securities, there may be a significant dilution in the value of the Company's Common Shares. The Company could suffer adverse consequences if it is unable to obtain additionalcapital which gives rise to a material uncertainty which may cast substantial doubt on its ability to continue its operations and growth.

No Known Economic Deposits

The Company is an exploration stage company and cannot give assurance that a commercially viable deposit, or "reserve," exists on any properties for which the Company currently has or may have (through potential future joint venture agreements or acquisitions) an interest. Therefore, determination of the existence of a reserve depends on appropriate and sufficient exploration work and the evaluation of legal, economic, and environmental factors. If the Company fails to find a commercially viable deposit on any of its properties, its financial condition and results of operations will be materially adversely affected.

Fluctuations in Metal Prices

Factors beyond the Company's control may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. The effect of these factors on the Company's exploration activities cannot be predicted. For example, gold prices are affected by numerous factors including central bank sales, producerhedging activities, the relative exchange rate of the U.S. dollar with other major currencies, global and regional demand and political and economic conditions. Worldwide gold production levels also affect gold prices. As well, the price of gold has on occasion been subject to rapid short-term changes due to speculative activities.

Title Risk

The Company cannot guarantee that title to its mineral properties will not be challenged. Title insurance is generally not available for mineral properties and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. The Company's mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. The Company has not conducted surveys of all of the claims in which it holds direct or indirect interests. A successful challenge to the precise area and location of these claims could result in the Company being unable to operate on its properties as permitted or being unable to enforce its rights with respect to its properties.

Land Use Approvals and Permits

The proposed exploration program described in the Technical Report is expected to include exploration work for which land use approvals or permits must be obtained from the British Columbia and Ontario government. The Company cannot guarantee that it will be able to obtain all such approvals or permits in a timely manner or at all, and any delay or failure to receive any required land use approvals or permits could negatively impact the Company's future exploration of the Whitemud Property and the Princeton Property.

Influence of Third-Party Stakeholders

The Properties or the roads or other means of access which the Company intends to utilize in carrying out its work programs or general business mandates on the Properties may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, the Company's work programs may be delayed even if such claims are not meritorious. Such delays may result in significant financial loss and loss of opportunity for the Company.

First Nations Land Claims

First Nations rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* markedthe first time in Canadian history that a court has declared First Nations title to lands outside of a reserve. The Company is not aware of any First Nations land claims having been asserted or any legal actions relating to native issues having been instituted with respect to any of the land which is covered by the Whitemud Property, and the Princeton Property. The legal basis of a land claim is a matter of considerable legal complexity and the impact of a land claim settlement and self- government agreements cannot be predicted with certainty. In the event that First Nations title is asserted and proved on any of the Company's projects, provincial and federal laws will continue to be valid provided that any infringementsof First Nations title, including mining and exploration, are either consented to by First Nations groups or are justified.

However, no assurance can be given that a broad recognition of First Nations rights by way of a negotiated settlementor judicial pronouncement would not have an adverse effect on the Company's activities. Such impact could be markedand, in certain circumstances, could delay or even prevent the Company's exploration or mining activities.

Uninsurable Risks

Exploration, development and production of mineral properties is subject to certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to insure fully against such risks and we may decide not to take out insurance against such risks as a result of high premiums or for other reasons. Should such liabilities arise, they could have an adverse impacton our operations and could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Exploration and Development Risk

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection, the combination of which factors may result in the Company notreceiving an adequate return of investment capital.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that funds required for development can be obtained on a timely basis. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short term factors relating to reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations andon the results of operations. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Environmental Laws and Regulations

The Company's operations are subject to environmental regulations in the 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 assurancethat future changes in environmental regulation, if any, will not adversely affect the Company's operations.

The operations of the Company including exploration and any development activities or commencement of productionon its properties, require permits from various federal, provincial and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production,exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. To the extent that such approvals are required and not obtained, the Company may be delayed or prohibited from proceeding with planned exploration or development of its mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or to 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 reasonof the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Exploration and mining operations involve a potential risk of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated, andthe risk of environmental contamination from present and past exploration or mining activities exists for mining companies. The Company may be liable for environmental contamination and natural resource damages relating to the Properties that occurred before the Company owned the Properties. No assurance can be given that potential liabilitiesfor such contamination or damages caused by past activities at these properties do not exist.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases incapital expenditures or require abandonment or delays in development of new mining properties.

Competition

Significant and increasing competition exists for the limited number of mineral acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire attractive mineral properties on terms it considers acceptable. The Company also competes with other companies for the recruitment and retention of qualified employees and other personnel.

Management

The Company's prospects depend in part on the ability of its senior management and directors to operate effectively and the loss of the services of such persons could have a material adverse effect on the Company. To manage its growth, the Company may have to attract and retain additional highly qualified management, financial and technical personnel and continue to implement and improve operational, financial and management information systems. TheCompany does not have key man insurance in place in respect of any of its directors or officers.

Option Agreement Obligations

The Amending Agreement provides that the Company must make a series of payments in cash over certain time periods and expend certain minimum amounts on the exploration of the Princeton Property. If the Company fails to make such payments or expenditures in a timely fashion, the Company may lose its interest in the Princeton Property.

Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions or investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

Litigation

The Company may become party to litigation from time to time in the ordinary course which could adversely affect its business. Should any such litigation be determined against the Company, such a decision could adversely affect its ability to continue operating and the market price for its securities. Even if successful, such litigation would require the Company to expend significant time and money.

Market Conditions

Share market conditions may affect the value of the Company's securities regardless of its operating performance. Share market conditions are affected by many factors, such as: general economic outlook; introduction of tax reform or other new legislation; interest rates and inflation rates; changes in investor sentiment toward particular market sectors; the demand for, and supply of, capital; social and political changes in Canada and elsewhere; and terrorism or other hostilities. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. The Company does not warrant the future performance of the Company or any return on an investment in the Company.

Dividends

The Company has not declared or paid any dividends on its common shares and does not currently have a policy on the payment of dividends. For the foreseeable future, the Company anticipates that it will retain future earnings and other cash resources for the operation and developments of its business. The payment of any future dividends will depend upon earnings and the Company's financial condition, current and anticipated cash needs and such other factors as the directors of the Company consider appropriate.

Estimates and Assumptions

Preparation of its financial statements requires the Company to use estimates and assumptions. Accounting for estimates requires the Company to use its judgment to determine the amount to be recorded on its financial statementsin connection with these estimates. If the estimates and assumptions are inaccurate, the Company could be required to write down its recorded values. On an ongoing basis, the Company re-evaluates its estimates and assumptions. However, the actual amounts could differ from those based on estimates and assumptions.

Costs and Compliance Risks

Legal, accounting and other expenses associated with public company reporting requirements are significant. The Company anticipates that costs may increase with corporate governance related requirements, including, without limitation, requirements under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, National Instrument 52-110 – *Audit Committees* and National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

The Company also expects these rules and regulations may make it more difficult and more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for the Companyto attract and retain qualified individuals to serve on its board of directors or as executive officers.

Contingencies

The Company has no contingencies as at the date of this MD&A.

Off-Balance Sheet Arrangements

The Company has no off-Balance Sheet arrangements as at the date of this MD&A.

Related Party Transactions

The officers and directors of the Company are as follows:

Christopher Huggins	CEO and Director
Devienne Mok	CFO
Navin Sandhu	Former CFO
Paul Chung	Director
Milos Masnikosa	Director and Former CEO
Amanuel Bein	Former Director

Included in promissory note at December 31, 2024 is $2,050 (December 31, 2022 - $2,050) owing to a shareholder and former Director of the Company.

On February 6, 2023, the Company issued 35,000 common shares with a fair value of $5,250 to settle accounts payable with the former CEO of $17,500. The Company recognized a gain on debt settlement of $12,250.

On February 6, 2023, the Company issued 100,000 common shares with a fair value of $15,000 to the former CEO pursuant to an employment agreement between the Company and the former CEO.

At December 31, 2024, amounts owing to the related parties of $57,990 (December 31, 2023 - $39,675) were included in accounts payable and accrued liabilities.

During the year ended December 31, 2024, and 2023, the Company entered into the following transactions with key management personnel, which include the officers and directors, of the Company.

For the period ended	**December 31, 2024 $**	**December 31, 2023 $**
Management fees paid/accrued to the former CEO, President and Corporate Secretary	**-**	30,000
Consulting fees paid to a company controlled by the CEO	**55,700**	50,000
Consulting fees paid to a company controlled by the CFO	**48,000**	39,000
Consulting fees paid to a company controlled by Director	**27,100**	18,000
Consulting fees paid to a Former Director	**1,000**	12,200
Share based compensation	**-**	132,750
Total	**131,800**	281,950

Proposed Transactions

There are no proposed transactions.

Critical accounting estimates

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to establish accounting policies and to make estimates that affect both the amount and timing of the recording of assets, liabilities and expenses. Some of these estimates require judgment about matters that are inherently uncertain.

Estimates and assumptions where there are significant risks of material adjustments to assets and liabilities in future accounting periods include share-based awards and payments and fair value measurements for financial instruments.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to the inputs used in accounting for share-based payments; and the inputs used in determining the recoverable amount of assets that are considered impaired.

Changes in Accounting Policies including Initial Adoption

New and revised standards and interpretations

The Company adopted the following amendment to IFRS Accounting Standards that was mandatorily effective for accounting periods beginning on or after January 1, 2024. Its adoption has not had a material impact on disclosures or amounts reported in these consolidated financial statements.

Amendments to IAS 1 - Presentation of Financial Statements

In October 2022, the IASB issued amendments to *IAS 1*, *Presentation of Financial Statements* titled non-current liabilities with covenants. These amendments sought to improve the information that an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within 12 months after the reporting period. These amendments to IAS 1 override but incorporate the previous amendments, Classification of liabilities as current or noncurrent, issued in January 2020, which clarified that liabilities are classified as either current or non-current depending on the rights that exist at the end of the reporting period. Liabilities should be classified as non-current if an entity has a substantive right to defer settlement for at least 12 months at the end of the reporting period.

Adoption of new and future accounting standards not yet effective

Below is new standard and amendment to existing standards and interpretations that have been issued and are not yet effective. The Company plans to apply the new standards or interpretations in the annual period for which they are effective.

IFRS 18 Presentation and Disclosure in Financial Statements
IFRS 18 will replace *IAS 1 Presentation of Financial Statements* and applies for annual reporting periods beginning on or after January 1, 2027. The new standard introduces the following key new requirements:

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.
- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Company is still assessing the impact of these amendments to its financial statements.

Financial Instruments and Other Instruments

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.

The Company's financial instruments include cash, accounts payable and accrued liabilities, and promissory note. The carrying values of accounts payable and accrued liabilities and the promissory note approximate their respective fair values due to the short-term to maturity of these financial instruments. Cash is measured based on Level 1 of the fair value hierarchy. There were no transfers between levels in the fair value hierarchy.

The following is an analysis of the Company's financial assets measured at fair value as at December 31, 2024 and December 31, 2023:

	As at December 31, 2024		
	Level 1	**Level 2**	**Level 3**
Cash	$ 55,099	$ -	$ -

	As at December 31, 2023		
	Level 1	**Level 1**	**Level 3**
Cash	$ 771,840	$ -	$ -

Risk factors
The Company is exposed through its operations to the following financial risks:

a. Market Risk
b. Credit Risk
c. Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks. Its objectives, polices and processes for managing those risks or the methods used to measure them from previous year have not changed.

General Objectives, Policies and Processes:
The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board of Directors receives quarterly reports from the Company's Chief Financial Officer through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

a) Market Risk
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of three types of risk: currency risk, interest rate risk, and other price risk.

Currency Risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates in Canada and, therefore, currently has limited exposure to foreign exchange risk arising from transactions denominated in foreign currencies. Other than Canadian dollar balances, the Company has accounts payable that are denominated in EURO, as outlined below. Accordingly, the Company is subject to foreign exchange risk relating to such balances in connection with fluctuations against the Canadian dollar. The Company has no program in place for hedging currency risk.

The Company held the following foreign currency-denominated balances as at December 31, 2024 and December 31, 2023:

		December 31, 2024		December 31, 2023
Accounts Payable (EURO €)	**€**	**250,000**	€	250,000
Foreign exchange rate		**1.4928**		1.4626
Equivalent in Canadian dollars	**$**	**373,200**	$	365,650

Based on the balances held as at December 31, 2024, a 10% change in the Canadian dollar per EURO exchange rate would have resulted in an increase or decrease in the net loss for the year of approximately $37,320 (December 31, 2023 - $36,565).

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to and management of interest rate risk has not changed materially during the year ended December 31, 2024. The Company does not have significant exposure to foreign exchange rate fluctuation.

Other Price Risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or foreign currency risk). The Company has limited exposure to other price risks. The Company's exposure to and management of other price risk for the year ended December 31, 2024, has not changed materially from the year ended December 31, 2023.

<u>b) Credit Risk</u>

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Financial instruments that potentially subject the Company to credit risk consists of cash and tax receivables. The carrying value of the Company's financial assets recorded in the consolidated financial statements represents the Company's maximum exposure to credit risk. At December 31, 2024, cash totaled $55,099 (December 31, 2023 - $771,840) and tax receivable due from the Government of Canada totaled $165,951 (December 31, 2023 - $88,781). Management believes that the credit risk remains low, and there have been no material changes in the Company's exposure to or management of credit risk during the year ended December 31, 2024. The Company manages credit risk by placing cash with major Canadian financial institutions.

<u>c. Liquidity Risk</u>

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's objective in managing liquidity risk is to maintain sufficient readily available cash reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash balances, and raising funds through the issuance of debt or equity when the Company does not have sufficient cash balances. As at December 31, 2024, the Company's exposure to liquidity risk had changed from that of the prior year as the Company had cash of $55,099 (December 31, 2023 - $771,840) and financial liabilities of $711,884 (December 31, 2023 - $482,915). The Company's management of liquidity risk has not changed materially during the year ended December 31, 2024.

As at December 31, 2024, the Company had the following contractual obligations:

	< 1 year	2 years	3-5 years	+5 years	Total
	$	$	$	$	$
Accounts payable and accrued liabilities	709,834	-	-	-	709,834
Promissory note	2,050	-	-	-	2,050
Flow Through Liability	-	-	-	-	-
Total	711,884	-	-	-	711,884

As at December 31, 2023, the Company had the following contractual obligations:

	< 1 year	2 years	3-5 years	+5 years	Total
	$	$	$	$	$
Accounts payable and accrued liabilities	480,865	-	-	-	480,865
Promissory note	2,050	-	-	-	2,050
Flow Through Liability	135,484	-	-	-	135,484
Total	618,399	-	-	-	618,399

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its exploration and evaluation assets, acquire additional exploration and evaluation interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes the components of shareholders' equity, which totaled $2,241,001 at December 31, 2024 (December 31, 2023 – restated $3,429,182).

The Company manages the capital structure and makes adjustments to 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, issue debt, acquire or dispose of assets or otherwise adjust the amount of cash held.
The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the year ended December 31, 2024.

Outstanding Share Data

As of the date of this MD&A,

a) 40,986,047 common shares outstanding;
b) 1,475,000 stock options outstanding; and
c) 6,756,932 share purchase and brokers' warrants outstanding.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which canbe accessed at www.sedarplus.ca. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Forward-Looking Statements

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words “anticipate”, “believe”, “estimate”, “expect” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, amongst other things, regulatory compliance and the sufficiency of current working capital. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties, and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

The Company does not have a history of earnings. These statements represent management’s expectations or beliefs concerning, among other things, future performance and financial results and various components thereof. Readers are cautioned not to place undue reliance on forward-looking information because it is possible that predictions, forecasts, projections and other forms of forward-looking assumptions will not be achieved by the Company. By itsnature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, including but not limited to: changes in business strategies; general economic and business conditions; the effects of competition; changes in laws and regulations, including environmental and regulatory laws; and various events that could disrupt operations. Actual performance and financial results in future periods may differ materially from any projections of future performance or results expressed or implied by forward-looking statements.

The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information, whether as a result of new information, future events or otherwise, or the foregoing list of factors affecting such information.