

**BIG RED MINING CORP.
MANAGEMENT DISCUSSION AND ANALYSIS**

For the nine months ended May 31, 2024

(Unaudited - 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 July 26, 2024 provides an analysis of the operations and financial results of Big Red Mining Corp. (“the Company”) for the nine months ended May 31, 2024. This MD&A should be read in conjunction with the condensed interim financial statements of the Company and related notes thereto for the nine months ended May 31, 2024 and the annual audited financial statements for the year ended August 31, 2023, 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;

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- the Company's ability to continue to roll out its business plan which includes further development of its exploration and evaluation assets to develop a mineral producing project;
- 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

Big Red Mining 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 October 18, 2020. The address of the Company's registered and records office and principal place of business is Suite 100, 17565 58 Avenue, Surrey, British Columbia, V3S 4E3 Canada.

The Company entered into an option agreement dated February 25, 2021, as amended on June 3, 2021, (the "Option Agreement") to acquire a 100% interest in certain claims comprising the Dobie Lake Property (the "Property") located in Ontario, Canada. The Dobie Lake Property is subject to a 2% Net Smelter Return as payable to the Vendor.

The Company entered into a purchase agreement with a Vendor (the "Gryba Vendor") dated November 30, 2021, (the "Gryba Option Agreement") to acquire a 100% interest in certain claims comprising the Gryba Property (the "Gryba Property") located in Ontario, Canada. The Gryba claims are an expansion to the Dobie Lake Property.

The Company entered into an option agreement with an Optionor (the "Skead Vendor") dated November 30, 2021, (the "Skead Option Agreement") to acquire a 100% interest in certain claims comprising the Skead Copper Property (the "Skead Property") located in Ontario, Canada. The Skead claims are an expansion to the Dobie Lake Property.

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.

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b) Going Concern

The Company incurred a loss of \$195,982 (2023 - \$216,806) during the nine months ended May 31, 2024, and has an accumulated deficit as at May 31, 2024 of \$1,222,495 (August 31, 2023 - \$1,026,513). 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 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 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 ANNUAL RESULTS

a) Overall Performance and Discussion of Operations Selected Information

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

Statements of Loss	Nine months ended May 31, 2024	Nine months ended May 31, 2023
	\$	\$
Total Revenue	Nil	Nil
Total Operating Expenses	203,590	219,713
Net Loss and Comprehensive Loss	(195,982)	(216,806)
Net Loss per Share – Basic and Diluted	(0.01)	(0.01)

Statements of Financial Position Data	May 31, 2024	August 31, 2023
	\$	\$
Cash and Cash Equivalents	150,134	215,442
Total Assets	859,881	998,606
Total Liabilities	125,518	73,261

Shareholders' Equity	May 31, 2024	August 31, 2023
	\$	\$
Share Capital	1,608,361	1,603,361
Reserves	348,497	348,497
Total Equity	734,363	925,345

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b) Selected Quarterly Financial Information

The following is a summary of the Company's financial results for the most recently completed quarters ended May 31, 2024:

Period Ending	Net Loss	Net Comprehensive Loss	Basic and Diluted Loss per Share
	\$	\$	\$
May 31, 2024	(73,126)	(73,126)	(0.00)
February 29, 2024	(60,860)	(60,860)	(0.00)
November 30, 2023	(61,996)	(61,996)	(0.00)
August 31, 2023	(73,181)	(73,181)	(0.00)
May 31, 2023	(62,071)	(62,071)	(0.00)
February 28, 2023	(68,795)	(68,795)	(0.00)
November 30, 2022	(85,937)	(85,937)	(0.00)
August 31, 2022	(216,226)	(216,226)	(0.01)

For the nine months ended May 31, 2024, the loss was comparable to prior periods. The Company is not effected by seasonality and the main fluctuation in net loss is derived from vesting conditions of stock-based compensation.

c) Results of Operations

The table below outlines the expenses incurred during the nine months ended May 31, 2024:

	Nine months ended May 31, 2024
	\$
Management Fees	180,000
Office and Miscellaneous	495
Professional fees	6,193
Travel Expenses	-
Transfer agent and filing	16,902
Share-Based Compensation	-
Marketing	-
Total operating expenses	203,590
Other Income	
Interest	7,608
Total Other Income	7,608
Net loss and comprehensive loss	(195,982)

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Three months ended May 31, 2024

For the three months ended May 31, 2024, the Company had no revenue and a net loss of \$73,126 (2023 - \$62,071). Net loss primarily relates to management fees of \$60,000 (2023 - \$60,000), professional fees of \$4,943 (2023 - \$924), office expenses of \$480 (2023 - \$18), and transfer agent and filing fees of \$8,912 (2023 - \$2,400).

Nine months ended May 31, 2024

For the nine months ended May 31, 2024, the Company had no revenue and a net loss of \$195,982 (2023 - \$216,806). Net loss primarily relates to management fees of \$180,000 (2023 - \$180,000), professional fees of \$6,193 (2023 - \$1,847), office expenses of \$495 (2023 - \$6,545), travel expense of \$Nil (2023 - \$271), share-based compensation of \$Nil (2023 - \$15,342), transfer agent and filing fees of \$16,902 (2023 - \$15,474) and marketing fees of \$Nil (2023 - \$234).

Total liabilities at May 31, 2024, totaled \$125,518 (August 31, 2023 - \$73,261). This primarily consists of amounts due to an exploration vendor and related parties.

Shareholders' equity at May 31, 2024 consists of share capital of \$1,608,361 (August 31, 2023 - \$1,603,361), reserves of \$348,497 (August 31, 2023 - \$348,497) and a deficit of \$1,222,495 (August 31, 2023 - \$1,026,513) for net equity of \$734,363 (August 31, 2023 - \$925,345).

Working capital (defined as current assets less current liabilities) was \$65,994 at May 31, 2024 (August 31, 2023 - \$261,976).

The number of common shares outstanding at May 31, 2024 was 25,589,500 (August 31, 2023 – 25,489,500).

d) Summary of Mineral Property Interests

The Company entered into an option agreement with Rich Copper Exploration Corp. (the "Vendor") dated February 25, 2021, as amended on June 3, 2021, (the "Option Agreement") to acquire a 100% interest in certain claims comprising the Dobie Lake Property (the "Property") located in Ontario, Canada, subject to a 2% net smelter returns royalty payable to the Vendor.

Pursuant to the Option Agreement, to exercise the option the Company is required to:

- a) make a cash payment of \$5,000 to the Vendor within 30 days of signing of the Option Agreement (paid)
- b) issue a total of 350,000 common shares in the capital of the Company ("Shares") to the Vendor per the following schedule:
 - 50,000 Shares within 90 days of signing the Option Agreement (issued)
 - 100,000 Shares on or before the first anniversary date of the Option Agreement (issued)

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- 100,000 Shares on or before the second anniversary date of the Option Agreement (issued)
 - 100,000 Shares on or before the third anniversary date of the Option Agreement
- c) incur exploration expenditures totaling \$830,000 on the Property per the following schedule:
- \$80,000 on or before the first anniversary date of the Option Agreement
 - a further \$150,000 on or before the second anniversary date of the Option Agreement
 - a further \$250,000 on or before the third anniversary date of the Option Agreement
 - a further \$350,000 on or before the fourth anniversary date of the Option Agreement

The Company entered into a purchase agreement with a Vendor (the “Gryba Vendor”) dated November 30, 2021, (the “Gryba Option Agreement”) to acquire a 100% interest in certain claims comprising the Gryba Property (the “Gryba Property”) located in Ontario, Canada. The Gryba claims are an expansion to the Dobie Lake Property.

Pursuant to the Gryba Agreement, to acquire the claims the Company is required to:

- a) make a cash payment of \$4,500 to the Gryba Vendor on signing of the Gryba Option Agreement (paid)
- b) make a cash payment of \$4,500 to the Gryba Vendor within 6 months of signing of the Gryba Option Agreement

The Company has recognized the amounts due to towards the Gryba claims in accounts payable as it is currently renegotiating the terms of the agreement. As at November 30, 2023 the agreement is still in good standing.

The Company entered into an option agreement with an Optionor (the “Skead Vendor”) dated November 30, 2021, (the “Skead Option Agreement”) to acquire a 100% interest in certain claims comprising the Skead Copper Property (the “Skead Property”) located in Ontario, Canada. The Skead claims are an expansion to the Dobie Lake Property.

Pursuant to the Skead Option Agreement, to exercise the option the Company is required to:

- a) make a cash payment of \$12,000 to the Skead Vendor on signing of the Skead Option Agreement (paid)
- b) issue 300,000 common shares in the capital of the Company to the Skead Vendor per the following schedule:
 - 100,000 Shares on or before the first anniversary date of the Skead Option Agreement (issued)
 - 100,000 Shares on or before the second anniversary date of the Skead Option Agreement (issued)
 - 100,000 Shares on or before the third anniversary date of the Skead Option Agreement

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During the nine months ended May 31, 2024, the Company incurred a total of \$Nil in exploration expenditures and \$5,000 in acquisition costs.

	August 31, 2023	Additions	May 31, 2024
	\$	\$	\$
Acquisition costs	56,500	5,000	61,500
Exploration costs			
Field expenses	36,594	-	36,594
Geological consulting	240,448	-	240,448
Geophysical	16,309	-	16,309
Drilling	313,518	-	313,518
Total exploration costs	606,869	-	606,869
Total	\$663,369	5,000	\$668,369

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.

The Company expects that its cash position of \$150,134 as at the most recent month end being May 31, 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

As at May 31, 2024, the Company's share capital was \$1,608,361 representing 25,589,500 issued and outstanding common shares without par value.

During the nine months ended May 31, 2024, the Company issued:

- a) On October 11, 2023, the Company issued 100,000 shares with a fair value of \$5,000 in connection to its option to acquire the Skead property.

During the year ended August 31, 2023, the Company issued:

On February 21, 2023, the Company issued 100,000 shares with a fair value of \$9,000 in connection to its option to acquire 100% interest in the Dobie Lake Property.

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6. TRANSACTIONS WITH RELATED PARTIES

During the nine months ended May 31, 2024, the Company:

- Incurred \$112,500 (2023 - \$112,500) in management fees and recorded \$12,500 (2023 - \$12,500) in prepaid expenses relating to services rendered by a company controlled by the CEO;
- Incurred \$67,500 (2023 - \$67,500) in management fees relating to services rendered by a company controlled by the CFO;
- Recognized \$Nil (2023 - \$9,589) in share-based compensation expense due to the vesting of options granted to directors and officers of the Company.

Amounts due to or from related parties are unsecured and non-interest bearing and measured at the amount of consideration established and agreed to by the related parties. The amounts due to related parties as at May 31, 2024 are included in accounts payable and accrued liabilities:

	May 31, 2024	August 31, 2023
	\$	\$
Due to directors and officers of the Company	78,750	15,750
Other related parties	245	245
Total	\$78,995	\$15,995

As at May 31, 2024 \$2,781 (2023 - \$Nil) was due from a Company with related management in connection with the payment of expenses.

Officers and Directors

- Jag Sandhu, CEO and Director
- James Atkinson, Director
- Paul Grewal, CFO
- Rodney Stevens, Director

7. OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements at May 31, 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:

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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.

Fair-value of finder warrants

The Company measures the cost of finder warrants by reference to the fair value of the warrants at the date on which they are granted. Estimating the fair value of finder warrants requires applying the Black-Scholes valuation model to each grant based on the terms and conditions of such issuance.

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.

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. SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies are described in Note 3 of the audited financial statements for the year ended August 31, 2023 as referenced to in condensed interim financial statements for the nine months ended May 31, 2024.

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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 May 31, 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 and cash equivalents of \$150,134 at May 31, 2024. With cash and cash equivalents 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. As at May 31, 2024, the Company had current liabilities totaling \$125,518 and cash and cash equivalents of \$150,134 and is not 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.

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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 May 31, 2024 and the date of this MD&A, the following common shares, options and share purchase warrants were outstanding:

	Number issued and outstanding	
	May 31, 2024	July 26, 2024
Common Shares	25,589,500	32,404,500
Warrants	11,020,100	14,457,600
Options	1,680,000	1,680,000
Fully Diluted	38,189,600	48,542,100

Escrow Shares

Under the escrow agreement dated September 9, 2021, 10% of the escrowed common shares were to be released from escrow on the date of listing on the CSE. Subsequent to listing (November 5, 2021), an additional 15% are to be released every six months over a thirty-six-month period. As at May 31, 2024, a total of 2,572,500 shares and 911,250 warrants were held in escrow (August 31, 2023 – 7,717,500 shares and 2,733,750 warrants).

12. SUBSEQUENT EVENTS

On June 27, 2024, the Company closed its non-brokered private placement announced June 17, 2024. The private placement consisted of the issuance of 6,815,000 units of the company at a price of two cents per unit for gross proceeds of \$136,300 to the company. Each unit consisted of one common share in the capital of the company and one-half of one common share purchase warrant. Each warrant will entitle the holder thereof to purchase one common share at an exercise price of five cents for a period of 12 months from the issuance thereof. The company issued 6,815,000 common shares and 3,407,500 warrants expiring June 26, 2025. The Company paid a finder's fee of \$5,465 in connection with the financing.

13. APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A on July 26, 2024.

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14. ADDITIONAL INFORMATION

Head Office and Operations

Big Red Mining Corp.
100 – 17565 58th Avenue
Surrey, British Columbia, Canada
V3S 4E3

CAPITALIZATION

(as at July 26, 2024)
Shares Issued: 32,404,500

AUDITOR

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Vancouver, British Columbia
V6E 2K3