CARSON RIVER VENTURES CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the Year Ended September 30, 2024

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This Management's Discussion and Analysis ("MD&A") of Carson River Ventures Corp. (the "Company" or "Carson"), is dated January 27, 2025, and should be read in conjunction with the financial statements for the year ended September 30, 2024, and notes thereto, which were prepared in accordance with International Financial Reporting Standards ("IFRS").

Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars.

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

CORPORATE PROFILE AND OVERVIEW

The Company is an exploration stage company engaged in the acquisition and exploration of mineral properties. The Company is a reporting issuer in British Columbia, Alberta, and Ontario, and its common shares are trading on the Canadian Securities Exchange (the "CSE") under the symbol **CRIV**. Additional information about the Company can be found at www.sedarplus.ca.

As at the date of this MD&A, the Company holds an exploration lease with an option to acquire a 100% interest in the Chucker Property, subject to a 1.5% net smelter returns royalty (the "NSR"). The Chucker Property is located in the Silver Star Mining District, within Mineral County, Nevada, in the Walker Lane gold trend.

OVERALL PERFORMANCE FOR THE PERIOD COVERED BY THIS MD&A

Acquisition of 2514870 Alberta Ltd., SRL

On December 11, 2023, the Company entered into the Purchase Agreement to acquire all of the issued and outstanding common shares of 2514870 Alberta Ltd. ("Novcorp"). The initial deadline to complete the transaction was March 31, 2024, the Company and Novcorp executed amendments to the agreement, extending the deadline to July 31, 2024 (Amendment #1) and then to September 30, 2024 (Amendment #2). On October 2, 2024, the Company terminated the Purchase Agreement in accordance with the terms of the agreement.

The Transaction, if completed, would have required approval from the CSE, as it may result in a reverse takeover. The resulting issuer that would exist upon completion of the Transaction would carry on the current business of Novcorp.

Novcorp, owns 100% of the voting and substantially all of the equity interests of Novcorp Inc., a company existing under the Canada Business Corporations Act, which through its wholly owned subsidiary Novcorp SARLU, is a licensed and regulated trader of ethically sourced tin ore with operations in the Democratic Republic of Congo (the "DRC"). The head office of Novcorp is located in Toronto, Canada, while its operating subsidiary Novcorp SARLU is based in Kinshasa, DRC and is licensed to trade tin, tantalum and tungsten throughout the DRC.

Novcorp established its operations in 2020 when it began purchasing tin ore in the Maniema region of DRC. The operation involves purchasing tin ore from local cooperatives, processing the ore to remove impurities and then exporting the higher-grade ore to offtake partners.

The Transaction

Under the terms of the initial Purchase Agreement, the Company would be required to complete a 1 for 3 share consolidation prior to the completion of the Transaction, reducing its issued and outstanding common shares from 27,895,000 to approximately 9,298,333 common shares. The Company had agreed to acquire all of the issued and outstanding common shares of Novcorp in consideration for the issuance of 78,250,010 common shares of the Company (the "Consideration Shares"), 37,900,000 share purchase warrants of the Company at an exercise price between $0.15 and $0.40 per common share (the "Consideration Warrants") and 7,400,000 stock options of the Company at an exercise price of $0.15 per common share (the "Consideration Options"), all on a post-consolidation basis. It was expected that on completion of the Transaction, the Company would have had 87,548,343 common shares outstanding, of which 78,250,010, or 89.4% would have been held by then current Novcorp shareholders, and approximately 9,298,333, or 10.6%, would have been held by existing shareholders of the Company.

In connection with the Transaction, the Company and Novcorp entered into a credit facility for the provision of a $400,000 bridge loan to Novcorp (the "Loan"), which was to be used for working capital purposes while the Transaction was being negotiated. The Company advanced the $400,000 to Novcorp on December 12, 2023. The Loan bears interest at 10% per annum, matures in 12 months, is secured against Novcorp, and is guaranteed by its subsidiaries. Upon closing of the Transaction, the Loan would be collapsed on consolidation. As at September 30, 2024, the Company has accrued $32,022 in interest on the loan issued to Novcorp (2023 - $Nil).

Subsequent to September 30, 2024, the Company terminated the Purchase Agreement in accordance with the terms of the agreement. As of the date of the approval of these financial statements, the loan issued under the credit facility is in default and continues to accumulate interest at a default rate of interest of 15% per annum.

As at September 30, 2024, the Company set up a 100% allowance on the full amount receivable from Novcorp, being $432,022, as it was determined that the collectability of the amounts advanced to Novcorp was uncertain due to the delay in deliverables required to close the Transaction and the current financial condition of Novcorp.

The Company may revisit discussions with Novcorp in the future subject to Novcorp making sufficient progress on meeting the required listing requirements.

RESULTS OF OPERATIONS

Summary of exploration activities

Chucker Property

On January 20, 2021, the Company entered into an Exploration Lease with an Option to Purchase Agreement, whereby the Company has been granted an exploration lease with the exclusive Option to acquire a 100% interest in the Chucker Property, subject to a 1.5% NSR, for consideration to be satisfied by a combination of cash payments and the issuance of common shares. The Chucker Property is located in the Silver Star Mining District, within Mineral County, Nevada, in the Walker Lane gold trend.

In exchange for the exploration lease, the Company issued 250,000 Common Shares to the MSM Resource, L.L.C. on the Company's commencement of trading on the CSE. In addition, the Company paid the sum of $12,219 (US$10,000) representing the lease payment for the first year and must continue making annual lease payments of US$10,000 to the Optionor thereafter. On February 3, 2023, the Company paid the sum of $13,533 (US$10,000) representing the lease payment for the second year (2022) and accrued a further $27,103 (US$20,000) representing the lease payments due in 2023 and 2024. The property optionor agreed to defer the 2023 and 2024 lease payments until 2025.

The option to acquire 100% of the Chucker Property is exercisable by the Company by making a one-time cash payment in the amount of US$200,000.

Should the Company elect to exercise the option to purchase the Chucker Property, the annual lease payments paid will not be credited against the purchase price. Further, the Company will not be obligated to pay any lease payments subsequent to the exercise and closing of the purchase of the Chucker Property from the Optionor.

Upon exercise of the option and the payment of US$200,000, the Company shall own the Chucker Property, subject to the 1.5% NSR payable to the optionor, one-half of a percent (0.5%) of the NSR may be purchased by the Company from the optionor at any time prior to commencement of commercial production for a cash payment of US$200,000.

The Chucker Property is located in west-central Nevada in Mineral County, Nevada, Township 4 North, Range 32 East, Sections 10, 11, 14 and 15. The Property is found on the U.S.G.S. "Little Huntoon Valley Quadrangle" Nevada - Mineral Co., 7.5-minute series topographic map. Geographically, the Chucker Property is located in the eastern foothills of the Excelsior Mountain Range due west of Teels Marsh, Nevada.

The Chucker Property consists of 11 unpatented mining claims 290 km south east of the city of Reno, Nevada. The unpatented lode mining claims cover a total area of slightly more than 91 hectares and are located on federal land and managed by the Carson City District Office of the Bureau of Land Management ("BLM").

The Chucker Property is a grass roots property and, therefore, historical data and information is limited. The Property is located in the Marietta Historic Mining District, according to the Nevada Division of Minerals Open Data Site, and a variety of commodities are known to exist in this district, but not necessarily on the Chucker Property, including Au, Ag, Pb, W, Cu, U, Be.

Exploration Activities

The Chucker Property contains numerous prospect pits, two shafts and a 55-foot drift. These workings are generally located on mineralized quartz vein exposures within the granite host rock. From previous observations and assay values, gold, silver, lead, zinc and copper are found in amounts large enough to pique interest and generate further exploration.

Initial prospecting of the Chucker Property by the Company returned up to 16.9 g/t Au from old workings (shaft). The sampling program focused on mineralized shear zones and associated quartz veins. Samples were collected from outcrops, trenches, old workings, and mine dumps.

In 2022 the Company completed its initial exploration program on the Chucker Property. The exploration program consisted of air-borne and ground-based geophysical surveying, reconnaissance prospecting, geological mapping, surface trenching, and relocating historical workings.

The results from the above exploration program were compiled, providing accurate modern data to assist in the planning of a follow-up exploration program. However, due to the previously pending Novcorp transaction the Company decided to defer any additional exploration programs in 2024, The Company intends to resume exploration programs at the Chucker Property later in 2025, once overall market conditions improve in order to obtain additional financing.

The following table shows the acquisition and exploration costs associated with the Chucker Property:

	Year ended September 30, 2024	**Year ended September 30, 2023**
Acquisition costs, beginning	$ 51,959	$ 38,426
Annual lease	13,550	13,533
Acquisition costs, ending	65,509	51,959
Deferred exploration and evaluation, beginning	113,694	100,293
Geologist fees, expense and assays	3,698	13,401
Deferred exploration and evaluation, ending	117,392	113,694
Total acquisition and exploration costs	$ 182,901	$ 165,653

SELECTED ANNUAL INFORMATION

	Year ended September 30, 2024	Year ended September 30, 2023	Year ended September 30, 2022
Net loss	$ 543,787	$ 417,546	$ 177,033
Basic and diluted loss per share	$ 0.02	$ 0.02	$ 0.02
Total assets	$ 482,054	$ 1,003,873	$ 812,108
Total liabilities	$ 113,663	$ 91,695	$ 121,272
Total equity	$ 368,391	$ 912,178	$ 690,836

Results of operations

Net loss for the year ended September 30, 2024, was $543,787 (2023 - $417,546). The Company's operating expenses for the year ended September 30, 2024, decreased by $164,911, from $308,180 the Company incurred during the year ended September 30, 2023, to $143,269 the Company incurred during the year ended September 30, 2024. The decrease in operating expenses was primarily due to the termination of the Novo Agreement at the end of the Company's Fiscal 2023, which resulted in decreased operating expenses, with consulting and management fees being affected the most. The Company did not incur any consulting fees during the year ended September 30, 2024, as compared to $95,981 incurred in the comparative year, and the management fees decreased by $35,000 from $95,000 incurred for the year ended September 30, 2023, to $60,000 incurred for the year ended September 30, 2024. The Company incurred $18,945 in audit and accounting fees, resulting in a $11,201 decrease as compared to $30,146 incurred during the year ended September 30, 2023. The Company's office and miscellaneous expenses decreased by $35,321 to $32,918 (2023 - $68,239), and transfer agent and filing fees decreased by $121 to $17,088 (2023 - $17,209). These decreases were partially offset by increased professional fees of $14,318 (2023 - $1,605), which were associated with the proposed acquisition of 2514870 Alberta Ltd.

In addition to regular operating expenses, during the year ended September 30, 2024, the Company recorded interest income of $32,022 (2023 - $Nil) on the Loan receivable from Novcorp. This income was offset by a 100% allowance on the full amount receivable from Novcorp, being $432,022.

SUMMARY OF QUARTERLY RESULTS

Period	Net loss	Basic and diluted loss per share
December 31, 2022	$ 120,295	$ (0.01)
March 31, 2023	$ 147,435	$ (0.01)
June 30, 2023	$ 37,043	$ (0.00)
September 30, 2023	$ 112,773	$ (0.00)
December 31, 2023	$ 21,257	$ (0.00)
March 31, 2024	$ 9,142	$ (0.00)
June 30, 2024	$ 1,117	$ (0.00)
September 30, 2024	$ 512,271	$ (0.02)

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2024, the Company had working capital of $185,490 compared to $746,525 at September 30, 2023. The Company plans to continue to fund its operations through equity financings; there are no guarantees that the Company can do so in the future.

SHARE CAPITAL

Authorized share capital

Unlimited number of common and preferred shares without par value.

As of September 30, 2024, the Company had 27,895,000 common shares issued and outstanding.

Shares issued during the year ended September 30, 2024

During the year ended September 30, 2024, and up to the date of this MD&A, the Company did not have any transactions that would have resulted in the issuance of its common shares.

Shares issued during the year ended September 30, 2023

On August 1, 2023, the Company completed a non-brokered private placement (the "Private Placement") by issuing an aggregate of 10,900,000 units (the "Units") at a price of $0.06 per Unit for gross proceeds of $654,000. Each Unit is comprised of one common share in the capital of the Company (the "Share") and one-half of a non-transferable Share purchase warrant, whereby each whole warrant (the "Warrant") entitles the holder to purchase one additional Share for a period of 24 months from the date of issuance at an exercise price of $0.10 per additional Share. $Nil was allocated to the warrants based on the residual method. In connection with the closing of the Private Placement, the Company paid $13,866 in cash finder's fees and further $1,246 in share issuance costs. No securities were issued to any finders in connection with the Private Placement.

On November 4, 2022, the Company issued 4,000,000 common shares with a fair value of $0.05 per share as the payment for the acquisition of Novo Lithium Argentina, SRL, pursuant to the November 4, 2022, purchase and sale agreement (the "Novo Agreement") to acquire Novo Lithium Argentina, SRL, an Argentina corporation that held six mining concessions (the "Novo Properties") in the province of Catamarca, Argentina.

On September 29, 2023, the Company terminated the Novo Agreement as the Company and the shareholders of Novo were unable to complete certain closing conditions of the Novo Agreement, including the transfer of the equity ownership of Novo to the Company. In exchange for the mutual agreement to terminate the Novo Agreement, the shareholders of Novo returned the 4,000,000 common shares to the Company that were issued on November 4, 2022. These shares were cancelled.

Stock Options

As at September 30, 2024, and as of the date of this MD&A, the Company had no incentive stock options outstanding.

Share Purchase Warrants

As at September 30, 2024, and as of the date of this MD&A, the Company had 9,600,000 share purchase warrants issued and outstanding.

RELATED PARTY TRANSACTIONS

The following amounts were due to related parties as at September 30, 2024, and 2023:

	September 30, 2024	September 30, 2023
Amount due to the CEO and director of the Company	$ 30,500	$ 15,500
Amount due to the CFO and director of the Company	30,000	15,000
	$ 60,500	$ 30,500

The Company's key management personnel consist of the Company's directors and officers. Key management compensation for the years ended September 30, 2024 and 2023 consisted of the following:

During the year ended September 30, 2024, $30,000 (September 30, 2023 - $45,000) in management fees was accrued or paid to a company controlled by a director and officer of the Company.

During the year ended September 30, 2024, $30,000 (September 30, 2023 - $50,000) in management fees was accrued or paid to a director and CFO of the Company.

COMMITMENTS

None

CAPITAL MANAGEMENT

The Company's objective in managing capital is to ensure sufficient liquidity to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Company defines capital as net equity and debt. The Company seeks to ensure that it has sufficient cash resources to maintain its ongoing operations and finance its research and development activities, corporate and administration expenses, working capital and overall capital expenditures. Since inception, the Company has primarily financed its liquidity needs through private placements of common shares.

FINANCIAL INSTRUMENTS

The Company classifies its cash as financial assets at fair value through profit or loss and accounts payable and accrued liabilities and related party payable, as other financial liabilities.

The fair value of accounts payable and accrued liabilities, and related party payable approximate their carrying value due to the short-term nature of these liabilities.

The Company classifies its fair value measurements within a fair value hierarchy, which reflects the significance of the inputs used in making the measurements as defined in IFRS 7 – Financial Instruments – Disclosures.

Level 1 –Inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 – Observable inputs other than quoted prices, included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Significant unobservable inputs which are supported by little or no market activity.

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, and market risk. Where material, these risks are reviewed and monitored by the Board of Directors.

Credit risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions and advancing funds to parties that management believes will make the necessary repayments.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. As of September 30, 2024, the Company had working capital of $185,490 to cover its short-term obligations.

Historically, the Company's sole source of funding has been private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as moderate.

Foreign exchange risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. As at September 30, 2024, the Company had $5,180 of its financial assets denominated in US dollars, however, its exposure to foreign currency risk was associated mainly with future option payments on the Chucker Property, as these payments are denominated in US Dollars.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at September 30, 2024, the Company did not have any financial instruments subject to interest rate risk. For capital management, the Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

RISKS AND UNCERTAINTIES

Risks inherent in the nature of mineral exploration and development

Exploration and development involve several risks which experience, knowledge, and careful evaluation may not be sufficient to overcome. Large capital expenditures are required in advance of anticipated revenues from operations. Many exploration programs do not result in the discovery of mineralization; moreover, mineralization discovered may not be of sufficient quantity or quality to be profitably mined. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labor are some of the risks involved in the conduct of exploration programs and the operation of mines. The commercial viability of exploiting any precious metal deposit is dependent on a number of factors including infrastructure and governmental regulations, in particular those respecting the environment, price, taxes, and royalties. No assurance can be given that minerals of sufficient quantity, quality, size and grade will be discovered on the Company's property to justify commercial operation. Numerous external factors influence and may have significant impacts on the operations of the Company and its financing needs.

Financial risks

The Company is an exploration company. The Company will periodically have to raise additional funds to continue operations, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

Claims and title risks

Although the Company has taken steps to verify title to mineral claims in which it has an interest, in accordance with industry standards for the current stage of exploration of such mineral claims, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

Dependence on key personnel

The development of the Company's business is and will continue to be dependent on its ability to attract and retain highly qualified management and mining personnel. The Company faces competition for personnel from other employers.

Conflicts of interest

Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith for the best interests of the Company and to disclose any interest, which they may have in any project or opportunity of the Company. If a conflict arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

Environmental risks

The Company is subject to various environmental incidents that can occur during exploration work. The Company maintains an environmental management system including operational plans and practices.

MATERIAL ACCOUNTING POLICIES

All material accounting policies adopted by the Company have been described in the financial statements for the year ended September 30, 2024.

New accounting standards and interpretations

Accounting standards, amendments to standards, or interpretations have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's condensed interim consolidated financial statements.

ADDITIONAL INFORMATION

Additional information relating to the Company, including the Company's audited year-end financial results and unaudited quarterly financial results, can be accessed on SEDAR+ (www.sedarplus.ca).