AFFINITY METALS CORP.

Management Discussion and Analysis

For the Year ended June 30, 2024

INTRODUCTION

The following management discussion and analysis (MD&A) of the financial position of Affinity Metals Corp. ("Company") and results of operations should be read in conjunction with the audited financial statements and accompanying notes for the year ended June 30, 2024. The audited financial statements together with the following management discussion and analysis are intended to provide readers with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to potential future performance. All statements, other than those of historical fact, included in this MD&A, including without limitation, statements regarding potential mineralization and reserves, exploration results and future plans and objectives of the Company, are forward-looking statements that involve various risks and uncertainties. There can be no assurance such statements will prove accurate and actual results and future events could differ materially from those anticipated in such statements.

DATE

This MD&A includes material occurring up to and including October 28, 2024.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include, but are not limited to, statements regarding future anticipated property acquisitions, the content, cost, timing and results of future anticipated exploration programs, the anticipated discovery and delineation of mineral resources/reserves, proposed business and financing plans (including private placements of equity securities), anticipated business trends and potential future operating revenues. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions or are those which, by their nature, refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward-looking statements as a result of various factors, including, but not limited to, the Company's inability to negotiate successfully for the acquisition of interests in mineral properties, the Company's inability to identify one or more economic deposits on its properties, variations in the nature, quality and quantity of any mineral deposits that may be located, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com under Affinity Metals Corp. and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

DESCRIPTION OF BUSINESS

Affinity Metals Corp. is incorporated in the Province of British Columbia. The Company is a reporting issuer in British Columbia and its shares trade on the TSX Venture Exchange. The Company is engaged in the acquisition, exploration and developing of mineral properties in British Columbia and Quebec. The Company is currently focusing on exploring and advancing its current properties, identifying new exploration opportunities and identifying potential joint ventures for its properties.

OVERALL PERFORMANCE

At this time, the Company does not own any operating mines and has no operating income/sales from mineral production. Funding for operations is raised primarily through public and private share offerings. Future operations are dependent on the Company's ability to raise sufficient funding through share offerings or operations to support current and future expenditures. At June 30, 2024, the Company had a loss for the year of $579,389 and a working capital deficit of $731,315.

Realization of the carrying value of mineral interests is dependent upon funding, the ability of the Company and third parties to bring mineral interests into profitable production, or recovery from sale.

The audited financial statements have been prepared on a going concern assumption which contemplates the Company will continue in operation and realize its assets and discharge its liabilities in the normal course of operations. Should the going concern assumption not continue to be appropriate, further adjustments to carrying values may be required.

RESULTS OF OPERATIONS – MINERAL PROPERTIES

During the year ended June 30, 2024, the Company incurred exploration and evaluation expenditures in the amount of $14,400, received a mineral exploration tax credit of $7,574 for previous exploration work submitted, and recorded an impairment in value of the Windfall North property in the amount of $20,447. The exploration expenditures for the year related to the Company's maintenance of the Regal Property for storage of equipment and drill core from previous exploration programs. No other work was completed on the Regal property or any of the Company's other properties due to poor equity market conditions and lack of working capital.

The most recent exploration on the Regal Property was in 2020 where 3,442 meters of diamond drilling were completed along with additional prospecting, mapping and sampling on key areas on the property. Information the Company's Regal Property and Windfall North Property can be found on the Company's website at www.affinity-metals.com.

During the last two years, the Company has minimized exploration activities due to a combination wildfires in the areas of the exploration properties and due to efforts to conserve capital and limit shareholder dilution in light of the difficult equity market conditions. In evaluating many companies across the industry, even very positive exploration results have not had a significant influence on respective share prices often leading to extreme share dilution of shareholder holdings as a reward for large exploration programs. The Company is continually monitoring equity market indicators including gold price and other similar junior exploration companies for an indication that investment is returning to the exploration sector. As the gold price continues to increase and the exploration market conditions show signs of improvement, the Company will resume plans for significant exploration on the Regal Property or other prospective properties the Company may acquire in the future. The Company and its management continue to be very bullish on the properties held in its portfolio as well as the general exploration sector due to strong macroeconomic indicators, an increasing gold price, and favorable forecasts from prominent precious metals experts. As such, the Company continues to actively seek out further opportunities within the exploration sector that often arise when markets are down.

EXPLORATION EXPENDITURES

Regal Property, BC

The Company's Regal Property is located in the prolific Kootenay Arc near Revelstoke, BC. On November 15, 2017, the Company entered into a four-year option agreement to purchase 100% interest in the property which is now completed. All payments have been made and the claims are now owned by the Company subject to the 3% NSR detailed below. The extensive property package hosts three former past-producing mines and in 2011 the property had an extensive airborne geophysical survey conducted that defined high-potential linear targets correlating with the mineralization of the three past-producing mines.

The vendor retains a 3% NSR which can be fully bought out anytime for $500,000 cash and 100,000 shares per each 1%.

Windfall North Property, QC

The Company acquired, through staking, a mineral property in Quebec, Canada. The property has been named the Windfall North Property. The property consists of 96 mineral tenures spanning 5143.15 hectares and straddles the very prospective main lithological contact and structural trend along strike 9 km northeast of Osisko's rapidly growing Windfall Lake deposit within the prolific Abitibi Greenstone Belt. Exploration plans were canceled for 2023 as forest fires forced the Quebec Government to restrict exploration in the surrounding region. The renewal fees that would have been required to keep these claims would have been in excess of $200,000. The Company deemed this excessive and allowed the claims to lapse and will focus on other, less costly areas to explore.

FINANCIAL SUMMARY

During the year ended June 30, 2024, the Company maintained ongoing expenses with existing cash from previous private placements and loans from directors in addition to a private placement on March 30, 2023 where the Company issued shares in a private placement for proceeds of $210,000. No exploration programs were carried out during this past summer due to difficult market conditions for raising capital and unfavorable exploration conditions including fire activity and inclement weather near the Company's Regal property and Windfall North Property. Other operational expenses were in the normal course of operations for the Company and were minimized where possible to conserve working capital and share capital dilution. Management has also deferred payment of management fees to further conserve working capital.

Other components of the Company's operations for the year ended June 30, 2024 included business development and property investigation costs of $19,876 which were down substantially due to the write-down of a past vendor invoice, accrued consulting fees not paid out of $360,000, interests of $19,658, office and miscellaneous expenses of $31,019 which was up substantially due to a one-time filing fee of $10,000 for the transition to the Canadian Stock Exchange, professional fees of $51,354, and transfer agent and filing fees of $4,602. Other non-cash expenditures were the impairment of exploration and evaluation assets of $20,447 and stock-based compensation for the value of options granted in the amount of $72,434. During the year, there was a net decrease in cash and cash equivalents of $30,188. The Company will need to raise additional capital during this coming year to continue operations.

As the Company has no revenues, increased exploration activity and/or operations cause an increase in losses. Other losses can be caused by write-downs or write-offs of the carrying value of impaired mineral assets.

SELECTED ANNUAL INFORMATION

	June 30, 2024	June 30, 2023	June 30, 2022
Total Revenues	NIL	NIL	NIL
Net loss	($579,389)	($505,949)	($567,877)
Net loss per share (basic and diluted)	($0.01)	($0.01)	($0.01)
Total assets	2,096,829	$2,123,823	$2,066,679
Total long-term financial liabilities	Nil	$121,077	NIL

RESULTS OF OPERATIONS

The net loss for the year ended June 30, 2024 was $579,389 compared to a net loss of $505,949 in the comparative year reflecting an overall increase in net loss of $73,440. Significant variances included a reduction in the business development and property investigation in the amount of $16,276. This amount included an adjustment to accrued expenses from a previous year which offset regular expenditures in this category. Management and other consulting fees held consistent despite inflationary pressures however, $656,000 were not paid out in order to conserve operating capital. Office and miscellaneous expenses increased to $31,018 due to a one-time filing fee for moving the Company's listing to the Canadian Stock Exchange (CSE) and professional fees increased by $16,495 reflecting the move to the CSE and an increase the audit accrual amount. Options granted resulted in stock-based compensation expense of $72,434 and an impairment charge for exploration and evaluation assets in the amount of $20,447 was recognized.

SUMMARY OF QUARTERLY RESULTS

The following table sets forth a comparison of revenues and earnings for the previous eight quarters ending with June 30, 2024. Financial information is presented in Canadian dollars and is prepared in accordance with IFRS.

	Jun 30, 2024	Mar 31, 2024	Dec 31, 2023	Sept 30, 2023	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022	Sept 30, 2022
$ Net income (loss)	(185,005)	(176,368)	(117,347)	(100,669)	(173,727)	(110,882)	(116,046)	(105,294)
Net income (loss) per share (Basic and diluted)	(0.002)	(0.002)	(0.002)	(0.002)	(0.003)	(0.002)	(0.002)	(0.002)

Discussion

The Company is an exploration company without revenues.

The operating results of junior exploration companies are capable of demonstrating wide variations from period to period and year to year due to variances in exploration expenditures and write-downs of mineral properties. Other than the descriptions regarding administrative costs already discussed, management of Affinity Metals does not believe that meaningful information about the Company's operations can be derived from an analysis of quarterly fluctuations in any more detail than presented herein.

A complete list of significant accounting policies can be found in the annual audited financial statements for the year ended June 30, 2024. All financial amounts are in Canadian dollars.

The audited financial statements for the year ended June 30, 2024 have been prepared on a going concern assumption which contemplates the Company will continue in operation and realize its assets and discharge its liabilities in the normal course of operations as disclosed in Note 1 of the audited financial statements.

LIQUIDITY AND CAPITAL RESOURCES

A promissory note totaling $150,000 is payable to a company controlled by a director of the Company (Note 10). The interest rate of 2.5% was fixed until the maturity date of February 8, 2023. The Company estimated that the market interest rate for a similar loan is 16% and recognized at the inception $17,455 in the debt discount reserve as a discount of the promissory note. The carrying value of the promissory note payable was then carried at amortized costs. The Promissory note agreement was amended on February 8, 2023 extending the maturity date to June 30, 2025 and the fixed interest rate to 3.5%. The amendment was accounted for as an extinguishment of debt and a discount of $39,768 was recorded in the equity reserve.

The carrying value of the promissory note payable as at June 30, 2024 was $140,502 (2023: $121,077) and the interest expense recognized during the year ended June 30, 2024 was $19,425 (2023 - $20,310).

In that the Company has no revenues, additional cash will be required to continue funding its operations including current property maintenance and administrative costs presumably within this fiscal year. The Company will also need to raise further funds should it decide to undertake future exploration programs and/or acquire additional exploration assets.

The Company periodically seeks additional financing through the issuance of equity. While the Company has been successful in raising capital in the past, there can be no assurance it will be able to do so in the future.

The Company has no material debt obligations, other than short-term liabilities to related and unrelated parties as well as the promissory note to a related party which were incurred in normal business activities.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would potentially affect current or future operations, or the financial condition of the Company.

TRANSACTIONS WITH RELATED PARTIES

The Company incurred the following related party transactions with companies that are controlled by a director of the Company, CEO and CFO.

	Year Ended	
	June 30, 2024	**June 30, 2023**
Accrued Interest expense – Company controlled by director	$ 19,425	$ 20,310
Share-based compensation	$ 65,564	$ -

Key management personnel compensation

	Year Ended	
	June 30, 2024	**June 30, 2023**
Consulting fees – accrued or paid to a company controlled by the CEO	$ 180,000	$ 180,000
Consulting fees – accrued or paid to a company controlled by the CFO	180,000	180,000
Consulting fees – accrued or paid to officers	$ 360,000	$ 360,000

Related party balances

Included in trade payables and accrued liabilities at June 30, 2024 is $656,000 (June 30, 2023 - $278,000) owed to companies owned by officers of the Company for accrued consulting fees.

A promissory note originally totaling $150,000 at the rate of 3.5% per annum maturing on June 30, 2025 is due to a company controlled by a director of the Company.

As at June 30, 2024, the Company holds 800,000 (2023 – 800,000) common shares of American Creek Resources Ltd. and 90,592 (2023 – 90,592) common shares of Stinger Resources Inc., companies with common directors.

PROPOSED TRANSACTIONS

The Company does not currently have any proposed transactions approved by the Board of Directors. All current transactions are fully disclosed in the audited financial statements for the year ended June 30, 2024.

ACCOUNTING POLICIES

Basis of preparation

A complete list of material accounting policy information can be found in Note 2 of the audited annual financial statements for the year ended June 30, 2024 which should be read in conjunction with this MD&A. The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars unless otherwise noted.

The audited financial statements for Affinity Metals Corp. have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at June 30, 2024, the Company had not advanced its exploration and evaluation assets to commercial production and is not able to finance day-to-day activities through operations. The Company's continuation as a going concern is dependent upon the successful results from its exploration activities and its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. These conditions raise significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with cash on hand, loans from directors and companies controlled by directors, and or private placement of common shares.

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

RISKS AND UNCERTAINTIES

Resource exploration is a speculative business and involves a high degree of risk. There is no certainty that the expenditures made by the Company in the exploration of properties will result in discoveries of commercial quantities of minerals. Exploration for mineral deposits involves risks which even a combination of professional evaluation and management experience may not eliminate. Significant expenditures are required to locate and estimate ore reserves, and further the development of a property. Capital expenditures to bring a property to a commercial production stage are also significant. There is no assurance the Company has, or will have, commercially viable ore bodies. There is no assurance that the Company will be able to arrange sufficient financing to bring ore bodies into production. The following are some of the risks to the Company, recognizing that it may be exposed to other additional risks from time to time

- Limited business history of the Company, including lack of revenues and no assurance of profitability
- Dependence on key management personnel
- Reliance on the availability and performance of independent contractors
- Challenges by other unknown parties to property title
- Environmental issues
- Federal and provincial political risk

- Commodity price risk
- Financial markets

The Company is diligent in minimizing exposure to business risk, but by the nature of its activities and size, will always have some risk. These risks are not always quantifiable due to their uncertain nature. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described on forward-looking statements.

OUTSTANDING SHARE CAPITAL

At October 28, 2024, the Company had the following number of securities outstanding:

Securities	Number	Exercise Price	Expiry Date
Common shares issued and outstanding	53,858,165	N/A	N/A
Warrants	6,000,000	0.05	March 30, 2025
Share purchase options	1,670,000	0.05	March 6, 2027
Share purchase options	3,690,000	0.05	February 15, 2034
Fully diluted share Capital	65,218,165	N/A	N/A

ADDITIONAL INFORMATION

Additional information relating to the Company's news releases and filings can be found on the SEDAR website: www.sedar.com.

DISCLOSURE BY VENTURE ISSUER WITHOUT SIGNIFICANT REVENUE

An analysis of the material components of the Company's general and administrative expenses is disclosed in the audited financial statements for the year ended June 30, 2024 to which this MD&A relates. Additionally, an analysis of the material components of the acquisition and deferred exploration costs of the Company's mineral property is disclosed in Note 5 to the audited financial statements for the year ended June 30, 2024 to which this MD&A relates.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.SEDAR.com) No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.