



MANAGEMENT'S DISCUSSION & ANALYSIS

For the Three Months Ended March 31, 2024

Management's Discussion & Analysis – Three Months ended March 31, 2024

The following Management's Discussion & Analysis ("MD&A") of the results of operations and financial condition of CHAMPION ELECTRIC METALS INC. ("**Champion**" or the "**Company**") prepared as of May 30, 2024, consolidates management's ("Management") review of the factors that affected the Company's financial and operating performance for the three months ended March 31, 2024, and factors reasonably expected to impact future operations and results. This MD&A is intended to supplement and complement the Company's unaudited condensed interim consolidated financial statements for the three months ended March 31, 2024, and the notes related thereto (the "Interim Financial Statements") and the annual audited consolidated financial statements for the year ended December 31, 2023, and the notes related thereto (the "Annual Financial Statements") which were prepared in accordance with International Financial Reporting Standards ("IFRS").

The Interim Financial Statements, as well as additional information, are available at www.sedar.com. All amounts disclosed are in Canadian dollars unless otherwise stated.

1.0 COMPANY OVERVIEW

Champion was incorporated under the laws of the Province of Ontario on June 16, 2016. The Company is engaged in the acquisition, exploration and evaluation of natural resources in Quebec, Canada, and in the State of Idaho, United States of America ("USA"). The address of the registered office is Suite 2704, 401 Bay Street, Toronto, Ontario, M5H 2Y4.

Champion is a discovery-focused exploration company that is committed to advancing its highly prospective lithium properties in Quebec, Canada and cobalt properties in Idaho, United States. In addition, the Company owns the Baner gold project in Idaho County and the Champagne polymetallic project in Butte County near Arco.

Champion trades on the CSE under the symbol "LTHM", on the OTCQB as CHELF, and on the Frankfurt Exchange as "CHELF".

Exploration Risks

The Company notes that although the exploration of its current projects is prospective, mineral exploration in general, is uncertain. As a result, the Company believes that by acquiring additional mineral properties, it is able to better minimize overall exploration risk. Risk factors to be considered in connection with the Company's search for, and acquisition of, additional mineral properties include the significant expenses required to locate and establish mineral reserves; the fact that expenditures made by the Company may not result in discoveries of commercial quantities of minerals; environmental risks; risks associated with land title; the competition faced by the Company; and the potential failure of the Company to generate adequate funding for any such acquisitions. Refer to the "*Risks and Uncertainties*" section for additional information.

The Company's mineral exploration efforts have not resulted in any commercial production and, accordingly, the Company is dependent upon debt and/or equity financings, the accommodation of service providers and creditors, and the optioning and/or sale of resource or resource-related assets for its funding.

2.0 STRATEGY AND OBJECTIVES FOR 2024

- ✓ Advance exploration on the Company's Quebec Lithium and Idaho Cobalt properties for the purpose of identifying reliable domestic supply sources of battery metals.
- ✓ Special focus will be placed on drilling at the Company's James Bay ("JB") lithium properties to follow up on the spodumene discovery. The newly established pegmatite target is likely to be the source of the pristine spodumene fragments encountered during the 2023 exploration program. The Company wants to drill test various parts of the target for a better understanding of its nature and geology.
- ✓ Dependent on exploration results, secure additional funding for Champion through private placements, joint venture agreements, or other financing activities for additional acquisitions and further exploration programs.

2.1 TECHNICAL UPDATE

2024

January

- launched a gravity survey to identify a source of the spodumene in the till samples

March

- announced the results of the gravity survey which included a 1,000m-long low with the shape and amplitude of other greenstone-hosted pegmatite occurrences in the region
- a new blind pegmatite target is deemed to be a good contender for the source of spodumene fragments
- commenced maiden ten-hole 2,263 m drill program
- received geochemical and heavy metal data supporting drill target

April

- completed the Q1 drill program – near surface pegmatites
- early results reported on first drill intersections

May

- results of the drill program included a span of approximately 18.8m of spodumene-rich pegmatite stretching from 7.30 m to 26.10 m downhole – see *Projects Profile* and press release dated May 14, 2024.
- Company enters into binding letter of intent with Prestwick to option out Baner Project – see Section 8.0 – *Proposed Transactions*.

2.2 CORPORATE UPDATE

- On February 12, 2024 the Company acquired 134 claims (DesBois Lithium Project) for the issuance of 6,000,000 common shares valued at \$300,000 and 400,000 common shares for finder's fees valued at \$20,000.
- On February 12, 2024, the Company issued 3,000,000 common share purchase warrants for the acquisition of certain JB Lithium claims. A fair value of \$39,922 was assigned to these warrants.
- Between February 24 and March 31, 2024, a total of 1,500,000 stock options expired, unexercised.
- On March 14, 2024, the Company granted an aggregate of 5,550,000 stock options to certain directors, officers and consultants. These five-year options vested immediately and have an exercise price of \$0.075.

3.0 PROJECTS PROFILE

LITHIUM

James Bay Projects – Quebec, Canada

Project Description, Location and Access

The Projects (now covering approximately 529.17 km²), include historic findings of pegmatite and sit to the north of the Patriot Battery Metals' ("Patriot") Corvette project (historically intersected intervals included 1.25% Li₂O and 118 ppm Ta₂O₅ over 96m (CV22-035) (See Patriot's news release dated August 20, 2023 for update) and also located in close proximity to infrastructure in a developing lithium pegmatite district that has shown high prospectivity for lithium mineral resources.

Management's Discussion & Analysis – Three Months ended March 31, 2024

The Projects are at an early stage of exploration, and the Company cautions that the qualified persons have not verified scientific or technical information produced by third parties, and proximity to projects containing lithium resources offers no assurance that the rock types or lithium resources reported by Patriot and others extend onto the Projects and such proximity is not necessarily indicative of the mineralization reported by third parties with projects in the district.

Blanche

The Blanche project is comprised of 256 claims totaling approximately 130 km². The project lies within a volcano sedimentary belt striking ENE. The Blanche project is mainly composed of a broad east-northeast trending mafic band, interpreted as a metamorphosed basalt hosted within tonalitic rocks and interbedded with narrow sections of magnesian basalt and komatiites, iron formations (silicate and/or oxidized facies) and metasedimentary rocks. Six units of felsic intrusive rocks were observed at Blanche, including hornblende tonalite, granite and pegmatite dykes. Tonalite consists of feldspar, quartz and biotite intrusive rocks. In the northwestern part of the project, the rocks are relatively homogenous and medium grained, containing 20 to 30% hornblende, with locally weak foliation. The granite is comprised of medium to coarse grained feldspar, plagioclase, quartz and biotite. It is massive, homogeneous, and mostly non-magnetic. A few pegmatite dykes have also been identified on the project. So far, they are typically less than two-meters wide and cut the felsic units, but they are also found parallel to the schistosity in the mafic rocks. Pegmatites have almost the same composition as the granites but show a texture ranging from coarse to pegmatitic with the presence of 5 to 7% muscovite. The project is bordered to the south and north by felsic intrusive rocks, which have been described as hornblende-biotite tonalite, and tonalitic gneiss, tonalite, granodiorite and quartz monzogranite in the north. The metamorphic grade ranges from upper greenschist facies to middle amphibolite facies.

Charles

The Charles project is comprised of 61 claims covering approximately 31 km². Less is known about this project, but the area exhibits variable topography, ranging from slightly to very hilly. Several hills associated with felsic intrusives, and iron formations are present and have been shaped by glaciers that had an ENE-WSW direction. A number of outcrops are exposed. Within the northern and central parts of this project, there is a thick glacial sediment containing boulders of granite and pegmatite.

Recent Activity

In first quarter 2024, the Company completed its maiden exploration drill program at the CELP. The drill program successfully completed 10 diamond drill holes totalling 2,263 metres. Drill hole EIQ24-007 intersected a span of approximately 18.8 m of spodumene-rich pegmatite, stretching from 7.30 m to 26.10 m downhole. This mineralized zone was found underneath 6 m of overburden. Drill hole EIQ24-008 also intersected spodumene-rich pegmatite over 5.90 m from 16.15 m to 22.05 m downhole.

2024 Maiden Exploration Drilling Highlights:

- Drilling concentrated on the Western Prospect following encouraging results from initial prospecting, various geophysical surveys, and till sampling.
- Integrated targeting based on multiple data sets identified a high-priority pegmatite target directly up-ice from the previously reported spodumene grains in till discovery.
- The Western Prospect lies close to the Trans-Taiga Road and relatively close to neighbouring advanced projects run by Patriot Battery Metals and Winsome Resources.
- Two drill holes EIQ24-007 and EIQ24-008 encountered spodumene-bearing pegmatite near surface.

Management's Discussion & Analysis – Three Months ended March 31, 2024

- All the drill holes intersected a combination of mafic volcanic rocks, magnetite-rich iron formations, gabbro dikes and minor felsic porphyry dykes and tonalite. These rock types show a range in rheology contrast which is favourable for the development of dilational zones during deformation which create preferred sites for pegmatite dikes and sills.
- Drilling reached an average vertical depth of 173 metres from surface.
- For technical results, see press release dated [May 14, 2024](#).

COBALT

Idaho, USA

Twin Peaks Project (TP & Badger Claims)

Location, Access, & Climate

The Twin Peaks Project is situated in Lemhi County and consists of 341 unpatented mining claims and is comprised of 2,761 hectares (6,820 acres) and includes the historic Twin Peaks Copper Mine. It is located approximately 3 kilometres southeast from Electra Battery Metals' advanced exploration stage Iron Creek Project and approximately 17.9 miles south-southwest of the city of Salmon.

The property lies between 5,500 feet, at the mouth of Badger Creek, and 6,700 feet elevation, in the northwest. The claims cover the south-facing, sagebrush-covered eastern slopes of Degan Mountain. The climate is typified by hot summers and cool to cold winters. Snowfall provides most of the 12 inches of precipitation received by the basin. Several of the small springs on the flank of Degan Mountain keep Badger Creek flowing year-round. The surface exploration season extends from March through November.

Recent Activity – In June 2023, the Company mobilized its US technical team to commence the 2023 field program in the Idaho Cobalt Belt. The campaign was comprised of geologic mapping and rock sampling in conjunction with a reconnaissance stream sediment sampling program. It was intended that this program of provide rapid project-wide geochemical reconnaissance. Contemporaneous geologic mapping and selective rock sampling along drainages was supposed to serve as Champion's first systematic traverses across the Twin Peaks property. In addition to cobalt, this rigorous recon program would also map the concentrations of base and precious metals in this fertile belt. Areas for more comprehensive geologic mapping will be prioritized based on observations made along these traverses, in conjunction with results from the just-completed drone-based aeromagnetic survey, and on geochemical results from rock and stream sediment samples.

Following up on the above, the Company announced the initiation of low-altitude orthophotography and aeromagnetic data acquisition at the Project. MWH Geo-Surveys of Reno, Nevada, was engaged to conduct the airborne surveys in two stages. The first stage would involve the deployment of an unmanned aerial vehicle (UAV) to collect detailed orthophotography. The airborne photography and resulting digital terrain model would serve as a base map for subsequent fieldwork and guide safe low-altitude aeromagnetic data acquisition. The second stage would utilize a subsequent aeromagnetic survey consisting of approximately 640 line-km flown at a nominal sensor height and line spacing of 50 m. It was anticipated that the detailed aeromagnetic coverage would complement the above noted geologic mapping of sub-units and assist with identification of future drill targets.

See press releases dated [July 17 and August 10, 2023](#) for results of this program.

Victory Project (DUP Claims)

Location, Access, & Climate

The Victory project consists of 201 DUP unpatented lode mining claims located in east-central Idaho, approximately 25.8 miles west of the town of Salmon. The property covers 1,627 hectares (4,020 acres). The claim block is within the Salmon-Cobalt Ranger District of the Salmon-Challis National Forest lands under surface use administration by the United States Forest Service (USFS).

The Victory project is situated in east-central Idaho, approximately 25.8 miles west of the city of Salmon. This city has a population of 3,000 people and is the county seat for Lemhi County. It is a center for most of the transportation, ranching, logging and mining industry in this area. It also has a small airport, with daily air service to Boise, the capital of the State of Idaho. The nearest railhead is located at Dubois, some 100 miles to the southeast.

Fairway Project (SC Claims)

The SC Claims are located one km north of Jervois' Black Pine copper-cobalt Project. The SC Project is host to stratiform sulphide mineralization found in massive sections, which typically contains pyrite and chalcopyrite.

Location, Access, & Climate

The Fairway project consists of 10 SC unpatented mining claims totaling 81 hectares (200 acres) situated in Lemhi County, approximately 17 miles west of the city of Salmon.

The property lies between 6,400- and 7,680-foot elevation, above sea level. The climate is typified by warm summers and cool to cold winters. The surface exploration season extends from March through November.

Ulysses Project – (IP and GS Claims)

The IP and GS Claims are 2 km north of the Ulysses Mine, a historical gold/silver producer located in the Yellowjacket Formation, which is associated with cobalt mineralization in the region. Two cobalt occurrences have already been identified south of the Ulysses Project, which attest to the prospective nature of this area. The Yellowjacket Formation in this area is located outside of the prolific "Idaho Cobalt Belt" but is interpreted to have similar geological potential to host cobalt-copper-gold mineralization.

Location, Access, & Climate

The Ulysses project consists of 70 IP and GS unpatented lode mining claims located in east-central Idaho, approximately 30 road miles northwest of the town of Salmon. The claim block is within the Salmon-Cobalt Ranger District of the Salmon-Challis National Forest lands under surface-use administration by the United States Forest Service (USFS).

The IP and GS claims were staked over an area of extensive drill roads that were drilled by Teck.

Recent Activity

Champion is currently focused on the Twin Peaks Project.

GOLD

Baner Project – Idaho, USA

The following summary of the Baner Project is derived from an amended technical report titled "NI 43-101 Technical Report on the Baner Project, updated from the August 2018 Report" prepared by Darren W. Lindsay, P.Geol. with an effective date of June 30, 2020, and amended as of July 21, 2020 (the "Baner Technical Report"). The author is a "Qualified Person" for the purposes of National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101"). The complete Baner Technical Report can be viewed on SEDAR at www.sedar.com. The technical information in this AIF is subject to the assumptions and qualifications contained in this document and the Baner Technical Report.

Project Description, Location and Access

The Baner Project is located in Idaho County, Idaho, approximately 10 km southwest of the town of Elk City via State Highway 14 west from Elk City along the South Fork of the Clearwater River. The site can be reached by forest service roads. The access road is a graded gravel road kept open year-round by the County for Forest Service and fish and game purposes, and for the use of a small number of local residents. Elk City can be accessed by driving from Spokane, Washington or Lewiston, Idaho each of which receives regular daily flights from numerous points of departure.

The Baner Project comprises 215 unpatented lode claims covering approximately 4,520 acres (1,829 ha.), in two parts: (i) the wholly owned, BC Group of claims (BC 1 through BC 206, excluding BC 203 and BC 204), and (ii) the historic Baner property, consisting of 11 claims, held 100% by the Corporation. Maintenance Fees of US\$165 per lode claim are payable annually; all the claim obligations are paid to March 1, 2022. The claims need to be maintained in good standing with both the Bureau of Land Management (“BLM”), the US Forest Service (“USFS”) and Idaho County.

There are no other known significant factors or risks that may affect access, title, or the right to perform work on the property.

Next Steps – see Section – Proposed Transactions and Press Release dated [May 15, 2024](#).

POLYMETALLIC

Champagne Project – Idaho, USA

The following summary of the Champagne Project is derived from an amended technical report entitled “Technical Report on the Champagne Property, Arco, Idaho, U.S.A.” prepared by Mr. Peter Karelse, P. Geo., of PK Geologic Services Ltd. and James Baughman, P. Geo., amended as of July 21, 2020 with an effective date of June 21, 2020 (the “**Champagne Technical Report**”). Each of the authors of the Champagne Technical Report is a “Qualified Person” for the purposes of NI 43-101. The complete Champagne Technical Report can be viewed on SEDAR at www.sedar.com. The technical information in this AIF is subject to the assumptions and qualifications contained in this document and the Champagne Technical Report.

Project Description, Location and Access

The Champagne Project is located approximately 32 km south-west of the town of Arco in north-central Idaho, United States. The property is approximately centered at latitude 387,000 E and longitude 6,283,000 N and is located approximately 300 km northwest of Idaho’s capital and largest city, Boise. The property is in Township 3 N, Range 24 E, Sections 11, 14 and 15. Interstate highway I20 passes east-west through Arco, and a 24 km county-maintained gravel road leads to the mine area from approximately 8 km west of Arco on I20.

Arco, a farming community with a population of about 1,000, has most industry support services available and a large, talented labour pool resides within commuting distance of the project area.

The claims Spark 1 to 113 composing part of the Champagne Project were acquired in 2018 and are registered with BLM. 173 new claims were added to the Champagne Project in April 2020, named Spark 114 to 312, inclusive, excluding Spark claims 153 to 166, 169 to 178, and 204 to 211. Spark claims 114 to 312 have been filed at the county level in Butte, Idaho but have not to date been filed with BLM and have no IMC (land identification serial number) assigned. The newly added Spark claims were filed in July, 2020 and had an IMC number assigned.

The Champagne Project property also includes five mining claim patents and one mill site patent covering 36 Ha owned by the Corporation, and seven unpatented mining claims owned by the Corporation known as the Reliance group of claims.

Management's Discussion & Analysis – Three Months ended March 31, 2024

The Champagne Project property also includes two claims known as the Blanche claim and the Juliette claim; these claims were located over existing forfeited claims separately acquired by Idaho Champion through Warranty Deed. The claims were restaked and new locations were recorded on July 23, 2020.

The Corporation also has options to explore on five claims known as the Ella group of claims from private individuals (the "Optionors"), with an option to purchase the claims outright. Under the terms of the options agreement, the Corporation must pay the Optionors US\$8,000 on each anniversary date of the lease agreement thereafter for the first 20 years. The Corporation can renew the lease for an additional 20 years upon payment of USD15,000 and the issuance of shares with a market value of USD20,000, on each anniversary date.

The Company has an option to acquire a 100% ownership interest the claims under the agreement by paying the USD amounts below in the corresponding years of the term.

- Years 1 to 10: \$150,000
- Years 11 to 20: \$200,000
- Years 21 to 30: \$250,000
- Years 31 to 40: \$300,000

There are no known back-in rights or royalties associated with the Champagne Project.

Claims are BLM grants and include surface access. Each claim requires payment of a yearly fee of US\$165 to BLM. The total yearly amount paid to the US BLM to retain the claims is US\$51,645. The tax burden for the Champagne patents is US\$25.

The site has been totally reclaimed and the authors of the Champagne Technical Report are not aware of any environmental liabilities associated with the Champagne Project.

On June 29, 2021, Champion announced the signing of a binding property option agreement which gives the Company the option to acquire 100% interest in new surface and mineral rights on properties within Idaho Champion's Champagne Gold Project.

Under the terms of the Agreement, the parties have agreed to a five-year term of the option, during which Champion will pay to the Optionor, total consideration of US\$240,000 and 500,000 common shares of the Company, structured as follows:

- An initial payment of US\$10,000 and 50,000 common shares of the Company (completed);
- Annual payments of US\$10,000 and 50,000 common shares of the Company on the first and second-anniversary dates of the Agreement, each of which is an option paid at the sole discretion of the Company (completed);
- Annual payments of US\$10,000 and 75,000 common shares of the Company on the third and fourth-anniversary dates of the Agreement, each of which is an option paid at the sole discretion of the Company; and
- On or before the fifth anniversary, Champion has the option to remit the final consideration of US\$190,000 and 200,000 common shares of the Company.

Upon full execution of the Agreement, Idaho Champion will hold 100% fee simple interest in the property and its mineral rights.

Next Steps

Our technical team is encouraged by how the data has come together and the quality of the samples that have been submitted for assay. The results to date have advanced Management's understanding of the regional geology and structural interpretation of both projects. The technical team has begun formulating a second-phase program.

Management's Discussion & Analysis – Three Months ended March 31, 2024

4.0 EXPLORATION EXPENDITURES

	Dec. 31, 2022	Additions	Dec. 31, 2023	Additions	Mar 31, 2024
Acquisition – James Bay (1)	\$640,000	\$2,150,379	\$2,790,379	\$647,235	\$3,437,614
Acquisition – Cobalt (1)	1,232,793	67,250	1,300,043	\$5,273	1,305,316
Acquisition – Baner (1)	686,888	46,102	732,990	–	732,990
Acquisition – Champagne (1)	340,051	98,372	438,423	–	438,423
Acquisition – Sally and Data (1)	283,355	–	283,355	–	283,355
Exploration – James Bay	441,284	2,637,452	3,078,736	762,831	3,841,567
Exploration – Cobalt	440,702	558,020	998,722	67,131	1,065,853
Exploration – Baner	4,727,674	–	4,727,674	–	4,727,674
Exploration – Champagne	5,839,351	16,655	5,856,006	9,745	5,865,751
Exploration – Nudulama	5,139	6,506	11,645	–	11,645
	\$14,637,237	\$5,580,736	\$20,217,973	\$1,492,215	\$21,710,188

(1) Acquisition costs include all payments made (and the issuance of shares) to acquire and maintain in good standing all permits, licenses and claims renewals.

5.0 RESULTS OF OPERATIONS for the Three Months ended March 31, 2024 (the “Reporting Period”)

Champion reported a net loss of \$2,192,976 in the Reporting Period, compared to a loss of \$1,072,786 in the comparable period in 2023. E&E costs of \$762,831 included camp and field costs, travel expenses, geologist fees, technical reports, and assay results. In the same period in 2023, Management was focused on acquiring the JB claims hence only \$54,001 was spent on E&E, as the Company pivoted to battery metals exploration. In the first quarter of 2024, Champion acquired certain JB claims for \$100,000 cash, the issuance of 6,400,000 common shares and 3,000,000 warrants valued at \$359,922 (2023 - \$546,460). Further, a spend of \$187,313 was recorded for legal fees incurred in the identification and acquisition of new claims. [See Projects Profile.](#)

Management fees remained constant period-over-period, (\$107,352 versus \$105,352) while shareholder and investor relations were elevated in the 2023 Reporting Period as a result of a strategic IR awareness program being implemented in Canada and abroad. Professional and consulting fees increased significantly for other legal advisory activity. G&A remained relatively constant period-over-period.

Stock option grants in Q1 of 2024 were valued at \$307,661 and charged to share-based compensation expense (“SBC”). The balance of \$146,265 was also charged to SBC in the current Reporting Period for the amortization of vested RSUs granted in 2023. (the \$186,703 charged in the Q1/23 also relates to the RSUs granted in 2023). See *Interim Financial Statements* for grant details. The Company incurs certain E&E expenses in the USA. The Company does not employ a hedging program, and this generally results in a modest holding foreign exchange gain or loss.

During the Reporting Period, a total of \$91,891 was recorded as a gain on flow-through premium. As the Company incurs eligible CEE, the Company derecognizes the premium liability initially recorded on the closing of the flow-through financing, and this results in recording a gain for the same amount on the statement of loss.

Management's Discussion & Analysis – Three Months ended March 31, 2024

6.0 SELECTED QUARTERLY INFORMATION

Set forth below is a summary of selected financial information for the past eight completed quarters:

	2024	2023				2022		
	Mar. 31 \$	Dec. 31 \$	Sep. 30 \$	Jun. 30 \$	Mar. 31 \$	Dec. 31 \$	Sep. 30 \$	Jun. 30 \$
E & E expenditure	839,707	742,072	1,682,842	739,718	54,001	508,367	277,882	17,426
Property acquisition	652,508	221,481	983,017	611,145	546,460	640,281	169	18,986
Shareholder & investor relations	122,788	228,851	93,716	182,069	141,446	187,602	121,757	116,335
Management fees	107,352	108,083	102,750	99,161	105,387	77,166	70,500	75,334
Professional & consulting fees	100,706	90,966	71,197	166,377	29,665	100,769	9,000	29,241
Net loss	2,192,976	1,524,006	2,881,270	1,934,537	1,072,786	1,494,247	612,423	321,302
Loss per share	\$0.01	\$0.01	\$0.00	\$0.00	\$0.01	\$0.02	\$0.00	\$0.00

7.0 LIQUIDITY AND CAPITAL RESOURCES

Selected Financial Information

	March 31, 2024	Dec. 31, 2023
Cash	2,003,347	2,621,192
Total assets	2,482,852	3,089,264
Total liabilities	(1,266,412)	(493,696)
Shareholders' equity	1,216,440	2,595,568

As of March 31, 2024, the Company had \$2,003,347 cash to meet current liabilities of \$1,266,412 (December 31, 2023 - \$2,621,192 cash to meet current liabilities of \$493,696). Flow-through share premium liability will not be settled with cash.

The Company is a junior resource exploration corporation and, accordingly, it does not have the ability to generate sufficient amounts of cash from earnings or asset sales to pay for its operating costs, even in the short term. The activities of the Company, principally the exploration and development of mineral properties, are, therefore, financed through the sale of equity securities and short-term loans. The equity offerings generally take the form of private placements, but as evidenced in the Reporting Period, revenue may also be realized on the exercise of warrants and options.

The discovery and acquisition of mineral properties are unpredictable events. Future metal prices, the success of exploration programs and other property transactions can have a significant impact on capital requirements. The Company does not expect to receive significant income from any of its properties within the foreseeable future. Should the Company decide to further develop any of its properties, the Company may fund its capital requirements by arranging further equity financing, issuing long-term debt, selling royalties, arranging joint ventures with other companies, or through a combination of the above. The Company may also consider the sale of certain non-core properties to raise additional capital. See Section 8.0 – Proposed Transactions.

8.0 PROPOSED TRANSACTIONS

Effective May 15, 2024, the Company entered into a binding letter of intent (the “LOI”) pursuant to which Prestwick Capital Corporation Limited (“Prestwick”) may obtain an option (the “Option”) to acquire a 100% undivided interest in and to the mineral claims comprising the Baner gold project located in Idaho County, Idaho, USA (“Baner Gold”) (the “Transaction”). Terms of the Transaction include present and future payments of cash and Prestwick common shares. See press release dated May 15, 2024.

Upon satisfaction of the payments and securities issuances outlined in the May 15th press release, the Option will be deemed to be exercised and a 100% undivided interest Baner Gold will be transferred to Prestwick, free and clear of all encumbrances, subject to a 1% net smelter return royalty in favour of Champion.

Other than the Transaction referenced above, there are no other proposed transactions at the date of this MD&A.

9.0 TRANSACTIONS WITH RELATED PARTIES

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

The following is a summary of the Company's related party transactions for the three months ended March 31, 2024 and 2023:

a) Related party transactions

Since November 2021, the Company has retained Grove Corporate Services Ltd. (“Grove”) to provide certain professional corporate services to the Company, including administrative, investor relations and those provided by the CFO and Corporate Secretary (the “Services”). During the three months ended March 31, 2024, Grove billed the Company a total of \$72,700 (2023 - \$65,564) and included in accounts payable at March 31, 2024, is \$25,266 (2023 - \$4,269) owed to Grove for unpaid Services. The amount is unsecured, non-interest bearing and, due on demand.

b) Key Management Compensation

- i) During the three months ended March 31, 2024, the Company remunerated its Chief Executive Officer (“CEO”) \$56,250 (2023 - \$60,000); the 2023 wages include a retroactive performance bonus awarded by the Board of Directors, retroactively, for 2022.
- ii) Directors, officers and consultants are eligible for stock option grants. During the three months ended March 31, 2024, the Company granted an aggregate of 5,550,000 (2023 – 3,000,000) stock options to certain directors and officers. See Interim Financial Statements, note 9 – *Stock Options and Share-Based Compensation*.

Key Management Compensation for the three and three months ended March 31, 2024, and 2023 was as follows:

	2024	2023
Wages	\$56,250	\$60,000
Corporate services	47,434	40,500
Share-based compensation	395,719	133,358
	\$499,403	\$233,858

10.0 COMMITMENTS AND CONTINGENCIES

Environment

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company periodically evaluates its obligations under environmental regulations and expects to make in the future, expenditures to comply with such laws and regulations.

Flow-through commitments.

Flow-through agreements require the Company to renounce certain tax deductions for CEE incurred on the Company's mineral properties to flow-through subscribers. At March 31, 2024, the Company is required to incur \$1,484,706 of CEE by December 31, 2024 (the "Commitment"). Certain interpretations are required to assess the eligibility of flow-through expenditures that if changed could result in the denial of renunciation. Accordingly, the Company has indemnified the subscribers against any tax-related amounts that become payable by the shareholder as a result of the Company not meeting the Commitment.

Executive and Corporate Services Agreements

The Company is a party to certain Management contracts. Upon termination of the contracts, for other than cause, approximately \$271,000 would become due and owing to the terminated parties. As no terminations have taken place as at March 31, 2024, no provision was made in the Interim Financial Statements.

11.0 CRITICAL JUDGMENTS AND ACCOUNTING ESTIMATES

Measurement Uncertainty

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies to financial information presented. Actual results may differ from the estimates, assumptions and judgments made. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes made to estimates are reflected in the period the changes are made.

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the consolidated financial statements are:

Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Significant accounting judgments

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimations that have the most significant effect on the amounts recognized in the Company's financial statements, are related to the functional currency assessment, related parties, the provision for reclamation and obligation, when and if deferred taxes are recoverable and the assumption that the Company will continue as a going concern.

The Company made a determination that its functional currency and that of its subsidiaries is the Canadian dollar. Management considered all of the relevant primary and secondary factors in making this determination.

New accounting standards and future accounting changes

Recent accounting pronouncements

Standards issued and effective for annual periods beginning on or after January 1, 2024

IFRS 10 – Consolidated Financial Statements (“IFRS 10”) and **IAS 28 – Investments in Associates and Joint Ventures (“IAS 28”)** were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined; however early adoption is permitted.

IAS 1 – In February 2021, the IASB issued ‘Disclosure of Accounting Policies’ with amendments that are intended to help preparers in deciding which accounting policies to disclose in their financial statements. **Presentation of Financial Statements (“IAS 1”)** was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as a settlement of liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument.

IAS 8 – In February 2021, the IASB issued ‘Definition of Accounting Estimates’ to help entities distinguish between accounting policies and accounting estimates.

The Company is currently assessing the impact of these standards.

12.0 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

See note 11 in the Interim Financial Statements – *Financial Instruments and Risk Management*

As at March 31, 2024, and December 31, 2023, the Company did not have any financial instruments measured at fair value.

Categories of Financial Instruments	March 31, 2024	December 31, 2023
Financial Assets – amortized cost		
Cash	\$2,003,347	\$2,621,192
Accounts receivable and prepaid expenses	479,505	468,072
Financial Liabilities – amortized cost		
Accounts payable and accrued liabilities	\$1,080,824	\$216,217
Flow through share premium liability	185,588	277,479

13.0 CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard its ability to continue as a going concern so that it can continue to provide returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying natural resource properties. The Company's objective is met by retaining adequate equity to guard against the possibility that cash flows from assets will not be sufficient to meet future cash flow requirements. The Company considers its capital structure to include cash and working capital. In order to maintain or adjust the capital structure, the Company may from time-to-time issue shares and adjust its capital spending to manage current and projected debt levels. To assess capital and operating efficiency and financial strength, the Company continually monitors its net cash and working capital.

14.0 OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

15.0 SHARE CAPITAL ACTIVITY

Authorized and Issued Common Shares

The Company is authorized to issue an unlimited number of common shares. At March 31, 2024, there are 256,863,731 (December 31, 2023 -250,463,731) common shares issued and outstanding.

Management's Discussion & Analysis – Three Months ended March 31, 2024

The following is a summary of the common share activity for the Reporting Period:

	Number of common shares	Amount
Balance, December 31, 2022	184,801,501	\$17,856,875
Shares issued for property purchase	12,950,000	1,841,039
Shares issued for private placements	44,042,308	6,410,000
Share issue costs	—	(241,019)
Shares issued for finder's fee	520,000	69,100
Shares issued for services	247,372	11,181
Flow-through share premium	—	(521,250)
Shares issued for warrant exercises	5,603,000	640,690
Shares issued for option exercises	2,300,000	259,898
Balance, December 31, 2023	250,463,731	\$26,326,514
Shares issued for property purchase	6,000,000	300,000
Shares issued for finder's fee	400,000	20,000
Balance, March 31, 2024	256,863,731	\$26,646,514

Warrants Outstanding

At March 31, 2024, there are 58,836,266 regular and finders' warrants outstanding, with each warrant entitling the holder to acquire one common share of the Company at the exercise prices noted below:

Number	Fair Value Assigned (\$)	Exercise Price	Remaining Contractual Life In Years	Expiry Date
2,438,730	71,311	\$0.15	0.13	May 17, 2024
1,631,000	52,192	\$0.15	0.19	June 7, 2024
8,067,210	114,668	\$0.10	0.21	June 17, 2024
12,925,500	186,586	\$0.10	0.25	June 30, 2024
2,397,500	73,405	\$0.15	0.41	Aug.27, 2024
6,749,037	220,442	\$0.15	0.88	Feb. 14, 2025
1,417,821	45,338	\$0.15	0.91	Feb. 26, 2025
6,523,500	214,728	\$0.15	0.93	March 6, 2025
1,500,000	158,042	\$0.15	0.97	March 20, 2025
250,000	24,211	\$0.15	1.02	May 26, 2025
4,810,103	249,357	\$0.25	1.23	June 24, 2025
5,675,399	298,154	\$0.25	1.30	July 20, 2025
1,150,466	60,344	\$0.25	1.38	Aug.18, 2025
3,000,000	39,922	\$0.20	1.79	Jan 15, 2026
300,000	28,265	\$0.25	2.10	May 7, 2026
58,836,266	\$1,836,965	\$0.16	0.63	

Management's Discussion & Analysis – Three Months ended March 31, 2024

A summary of warrant activity during the three months ended March 31, 2024 is as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2022	73,894,266	\$0.21
Issued	1,750,000	0.15
Exercised	(5,603,000)	(0.10)
Expired	(14,205,000)	(0.50)
Balance, December 31, 2023	55,836,266	\$0.15
Issued	3,000,000	0.20
Balance, March 31, 2024	58,836,266	\$0.16

Share-based Incentive Plans

Champion has a stock option plan (the "SOP") and a plan of restricted stock units. The purpose of these plans is to equip the board of directors to be able to attract, retain and motivate management, staff, and consultants by providing them with the opportunity, through share options and share issuances, to acquire a proprietary interest in the Corporation and benefit from its growth.

The maximum number of options and common shares to be issued under the SOP and shall not exceed 10% of the total number of common shares issued and outstanding.

SOP

Champion has a stock option plan which provides for granting of incentive stock options up to a maximum of 10% of the Company's issued and outstanding common shares. Terms of the options granted are subject to the allocation and approval by the Board of Directors. All options granted are subject to a four-month hold period from the date of grant as required by the CSE.

A summary of stock option activity during the year ended December 31, 2023, and the three months ended March 31, 2024, is as follows:

	Number of stock options outstanding	Weighted average exercise price
Balance, December 31, 2022	12,425,000	\$0.13
Granted	6,900,000	\$0.08-\$0.16
Exercised	(2,300,000)	\$(0.13)
Expired	(3,200,000)	\$(0.22)
Balance, December 31, 2023	13,825,000	\$0.10
Granted	5,550,000	\$0.075
Expired	(1,500,000)	\$(0.05-\$0.20)
Balance, March 31, 2024	17,875,000	\$0.09

Management's Discussion & Analysis – Three Months ended March 31, 2024

A summary of the issued and outstanding stock options as at March 31, 2024, is as follows:

Exercise Price	Number of Options Outstanding	Number of Options Exercisable	Weighted Average Remaining Contractual Life – Years	Expiry Date
\$0.10	2,875,000	2,875,000	0.62	November 12, 2024
\$0.30	300,000	300,000	1.35	August 4, 2025
\$0.20	500,000	500,000	1.98	March 24, 2026
\$0.20	100,000	100,000	2.07	April 26, 2026
\$0.15	400,000	400,000	3.05	April 19, 2027
\$0.05	2,500,000	2,500,000	3.40	August 24, 2027
\$0.08	3,000,000	3,000,000	3.80	January 18, 2028
\$0.13	2,100,000	2,100,000	4.12	May 11, 2028
\$0.16	550,000	183,332	4.36	Aug 09, 2028
\$0.075	5,550,000	5,550,000	4.96	Mar 14, 2029
	17,875,000	17,508,332	3.51	

Restricted Stock Unit (“RSU”) Plan

Champion has an RSU Plan which provides for the granting of restricted stock units up to a maximum of 10% of the Company's issued and outstanding common shares, less any issued and outstanding stock options. Terms of the RSUs are subject to the allocation and approval by the Board of Directors.

On August 8, 2023, the Company granted 6,000,000 RSUs to directors. Each RSU shall be converted into one common share as vesting occurs. At the grant date RSUs are measured at fair value on the grant date. The fair value of RSU is recognized as a charge to share-based compensation expense over the vesting period with a corresponding increase in equity. As at March 31, 2024, 6,000,000 RSUs have been granted.

16.0 OUTSTANDING SHARE DATA as at May 30, 2024

As at	Common Shares	Warrants	Stock Options	Restricted Stock Units	Fully Diluted
December 31, 2022	184,801,051	73,894,266	12,425,000	—	271,120,317
December 31, 2023	250,463,731	55,836,266	13,825,000	6,000,000	326,124,997
May 30, 2024	256,863,731	53,397,536	17,875,000	6,000,000	334,136,267

17.0 MANAGEMENT'S RESPONSIBILITY

Management is responsible for all information contained in this report. The Interim Financial Statements for the Three months ended March 31, 2024, and 2023 have been prepared in accordance with IFRS and include amounts based on Management's informed judgments and estimates.

18.0 INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the audited consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited consolidated financial statements; and (ii) the audited financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented. In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized, and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

19.0 RISKS AND UNCERTAINTIES

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Only investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment should undertake such investment. Prospective investors should carefully consider the risk and uncertainties that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

20.0 FORWARD-LOOKING STATEMENTS

Certain statements contained in this discussion, including information as to future activities, events and financial or operating performance of the Company and its projects, constitute forward-looking statements. Such forward-looking statements involve known and unknown risks and uncertainties that could cause actual events or results to differ materially from estimated or anticipated activities, events or results implied or expressed in such forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", "believes", or variations of such words and phrases. Forward-looking information may also be identified in statements where certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made.

Many factors could cause actual activities and events and the Company's actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company.



Management's Discussion & Analysis – Three Months ended March 31, 2024

These include metal prices, exploitation and exploration successes, continued availability of capital and financing and general economic, market or business conditions.

These forward-looking statements are made as of the date hereof and the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise. Investors are cautioned that forward-looking statements are not guarantees of future performance and accordingly investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein.