Introduction

The following management discussion and analysis ("MD&A"), dated January 28, 2025, should be read in conjunction with condensed interim financial statements of Greenridge Exploration Inc. (the "Company" or "Greenridge") and the accompanying notes for the three months ended November 30, 2024, and the audited statements of the Company for the year ended August 31, 2024. The financial statements for the period ended November 30, 2024 have been prepared in accordance with International Financial Reporting Standards. Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. For further information on the Company reference should be made to the Company's public filings which are available on SEDAR+ at www.sedarplus.ca. This MD&A was approved and authorized for issuance on behalf of the Board of Directors on January 28, 2025.

Going Concern

The Company's financial statements 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 assets and discharge 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. The Company's continuation as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. These factors indicate the existence of a material uncertainty that may cast 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, loans from directors and companies controlled by directors and/or private placements of common shares. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

Description of Business

Greenridge Exploration Inc. (the "Company") was incorporated in the Province of British Columbia on December 19, 2022. The Company changed its name from 1392210 B.C. Ltd. to Greenridge Exploration Inc. on April 28, 2023. The Company's principal business activities include the acquisition and exploration of mineral property assets in Canada.

On October 10, 2023, the Company filed a preliminary prospectus with the securities regulatory authorities in the provinces of Alberta, British Columbia and Ontario, to qualify the distribution of 2,793,005 common shares upon the exercise of 2,793,005 issued and outstanding special warrants, without payment, and list its issued and outstanding common shares on the Canadian Securities Exchange. On December 4, 2023, the Company filed a final prospectus.

On December 11, 2023, the Company's common shares were approved for listing on the Canadian Securities Exchange and began trading on December 13, 2023 under the ticker ("GXP").

On January 12, 2024, the Company's common shares began trading on the Frankfurt Stock Exchange under the ticker ("HW3").

On March 18, 2024, the Company closed a non-brokered private placement and issued 9,211,724 units at a price of $0.38 per unit for aggregate gross proceeds of $3,500,455. Each unit comprises one common share of the company and one transferable common share purchase warrant, with each warrant entitling the holder to acquire one additional share at an exercise price of $0.45 for a period of 24 months from the closing date. Finders' fees of $233,189 and 613,655 finders' warrants were paid to arm's-length parties in connection with the offering (each finder's warrant exercisable on the same terms as the warrants forming part of the units).

On August 2, 2024, the Company closed the first tranche of a non-brokered private placement, previously announced on July 2, 2024 and repriced on July 25, 2024, and has issued 853,180 flow-through units at a price of $0.88 per unit for aggregate gross proceeds of $750,798. Each unit comprises one common share of the company and one half transferable common share purchase warrant, with each whole warrant entitling the holder to acquire one additional share at an exercise price of $1.15 for a period of 36 months from the closing date. Finders' fees of $15,048 and 17,100 finders' warrants were paid to arm's-length parties in connection with the offering (each finder's warrant entitles the holder to acquire one common share at a price of $0.88 for a period of 36 months from the closing date). The Company allocated $750,713 to the Company's share capital, $85 to warrants reserve and $nil to flow through premium.

On October 10, 2024, the Company closed the second tranche of a non-brokered private placement, previously announced on July 2, 2024 and repriced on July 25, 2024, and has issued 1,708,100 flow-through units at a price of $0.88 per unit for aggregate gross proceeds of $1,503,128.

Each unit comprises one common share of the company and one half transferable common share purchase warrant, with each whole warrant entitling the holder to acquire one additional share at an exercise price of $1.15 for a period of 36 months from the closing date. Finders' fees of $45,094 were paid to arm's-length parties in connection with the offering. The Company allocated $1,502,957 to the Company's share capital, $171 to warrants reserve and $nil to flow through premium.

On December 19, 2024, the Company closed its non-brokered private placement of flow-through units for aggregate gross proceeds of $4,947,434. The Company has issued 5,622,084 flow-through Units at a price of $0.88 per flow-through Unit, with each flow-through Unit comprised of one (1) common share of the Company issued on a flow-through basis under the *Income Tax Act* (Canada) and one half of one Common Share purchase warrant. Each Warrant entitles the holder to purchase one Common Share of the Company at a price of $1.15 for a period of 36 months from the date of issuance. The gross proceeds from the sale of the flow-through Shares will be used by the Company to incur eligible "Canadian exploration expenses" that will qualify as "flow-through mining expenditures" as such terms are defined in the *Income Tax Act* (Canada) related to the Company's projects in Canada. All Qualifying Expenditures will be renounced in favour of the subscribers of the FT Units effective December 31, 2024. In connection with the closing of the Offering, an aggregate of $167,923 was paid in cash and a total of 210,586 finder's warrants were issued as finder's fees. Each Finder's Warrant entitles the holder thereof to acquire one (1) Common Share at a price of $1.15 per Finder's Warrant Share for a period of 36 months from the date of issuance.

On December 30, 2024, the Company and ALX Resources Corp. completed the previously announced arrangement whereby the Company acquired all of the issued and outstanding common shares of ALX Resources Corp. by way of a court-approved plan of arrangement under the Business Corporations Act (British Columbia). The transaction establishes the Company as a leading Canadian uranium exploration company with interests in 15 uranium exploration projects that total approximately 212,845 hectares across renowned Canadian uranium districts including the Athabasca basin, Thelon basin and Elliot Lake. The combined entity also has interests in an additional 13 lithium, nickel, gold and copper properties across Canada.

On January 15, 2025, the Company's common shares began trading on the OTCQB under the symbol "GXPLF".

Weyman Property

On March 23, 2023, the Company entered into a property option agreement ("Weyman Option Agreement") to acquire the right to earn up to 100% interest in and to seven contiguous mineral claims located in British Columbia known as the Weyman Property. Pursuant to the Weyman Option Agreement, the Company must satisfy the following:

(a) Paying an aggregate of $100,000 in cash as follows:

   a. $15,000 on or before April 1, 2023 (paid);
   b. $20,000 on or before December 23, 2023 (paid);
   c. $20,000 on or before May 13, 2024 (paid);
   d. $20,000 on or before December 13, 2024 (paid subsequently); and
   e. $25,000 on or before May 13, 2025

(b) Issuing 200,000 common shares of the Company to the optionor on or before December 23, 2023 (issued);

(c) Incurring a minimum of $200,000 in expenditures on the property on or before December 13, 2025.

The Weyman Property is subject to 2% net smelter returns royalty ("NSR"). At any time, the Company shall have the right to purchase 1% of the NSR for $500,000.

Nut Lake Property

On January 17, 2024, the Company entered into a property option agreement ("Nut Lake Option Agreement") to acquire the right to earn up to 100% interest in and to three mineral licenses located in the territory of Nunavut known as the Nut Lake Property. Pursuant to the Nut Lake Option Agreement, the Company must satisfy the following:

(a) Paying an aggregate of $40,000 in cash as follows:

   a. $15,000 on or before January 22, 2024 (paid); and
   b. $25,000 on or before March 3, 2024 (paid);

(b) Issuing an aggregate of 3,500,000 common shares of the Company to the optionors as follows:

a. 1,000,000 shares on or before March 3, 2024 (the "Nut Lake First Tranche Shares") (issued);
b. 1,000,000 shares on or before January 17, 2025 (the "Nut Lake Second Tranche Shares") (issued subsequently);
c. 750,000 shares on or before January 17, 2026 (the "Nut Lake Third Tranche Shares"); and
d. 750,000 shares on or before January 17, 2027;

Pursuant to the Nut Lake Option Agreement, the Nut Lake First Tranche Shares, Nut Lake Second Tranche Shares and Nut Lake Third Tranche Shares will all be subject to escrow, with the Nut Lake First Tranche Shares released over a 36-month period, the Nut Lake Second Tranche Shares released over a 24-month period and the Nut Lake Third Tranche Shares released over a 12-month period. All securities issued in connection with the Nut Lake Option Agreement will be subject to a statutory hold period of four months and one day. The Nut Lake Property is subject to 2% NSR.

On May 23, 2024, the Company acquired, through staking, a 100% interest in the Nut Lake uranium south claims located in the Thelon basin, Nunavut Territory. The new Claims cover an area of ~1,818 ha (18km^2) making the Nut Lake Project (the "Project") now a total of ~5,854 ha (59km2). These claims are allocated in the Nut Lake Option Agreement's area of interest and are subject to the NSR above.

Carpenter Lake Property

On May 29, 2024, the Company entered into a property option agreement ("Carpenter Lake Option Agreement") to acquire a 100% interest in the Carpenter Lake uranium project located in the Athabasca basin in Saskatchewan. The project currently consists of nine mineral claims covering 15,092 hectares near the Southern margin of the Athabasca basin. Pursuant to the Carpenter Lake Option Agreement, the Company must satisfy the following:

(a) Paying the optionors an aggregate of $200,000 in cash as follows:

a. $100,000 on or before June 12, 2024, or five business days after the date that the company enters into an exploration agreement with the optionors and English River First Nation, and an exploration agreement with the optionors and Kineepik Metis Local Inc., whichever is later (paid); and
b. $100,000 on or before August 23, 2024 (paid)

(b) Issuing to the optionors an aggregate of 1,500,000 common shares at a deemed price of $0.82 per share as follows:

a. 500,000 shares on or before June 12, 2024, or five business days after the date that the company enters into an exploration agreement with the optionors and English River First Nation and an exploration agreement with the optionors and Kineepik Metis Local Inc., whichever is later (the "Carpenter Lake First Tranche Shares") (issued);
b. 500,000 shares on or before May 29, 2025 (the "Carpenter Lake Second Tranche Shares"); and
c. 500,000 shares on or before May 29, 2026 (the "Carpenter Lake Third Tranche Shares")

(c) Incurring a minimum of $1,000,000 in exploration expenditures on the project as follows:

a. $300,000 on or before May 29, 2025;
b. $300,000 on or before May 29, 2026; and
c. $400,000 on or before May 29, 2027

Pursuant to the agreement, the Carpenter Lake First Tranche Shares, Carpenter Lake Second Tranche Shares and Carpenter Lake Third Tranche Shares will all be subject to escrow, with the Carpenter Lake First Tranche Shares released over a 24-month period, the Carpenter Lake Second Tranche Shares released over an 18-month period and the Carpenter Lake Third Tranche Shares released over a 12-month period. All securities issued in connection with the agreement will be subject to a statutory hold period of four months and one day. The project is subject to a 2% NSR. No finders' fees were paid in connection with the Carpenter Lake Option Agreement.

(Expressed in Canadian dollars)

Snook and Ranger Lake Properties

On June 19, 2024, the Company signed an asset transfer agreement ("Snook and Ranger Lake Option Agreement") dated June 19, 2024, with 15952506 Canada Inc. for the sale to the company of all of the vendor's right, title and interest to acquire a 100% interest in the Snook Lake and Ranger Lake uranium projects located 100 kilometres northeast of Sault Ste. Marie in Northwestern Ontario. The Ranger Lake uranium project consists of 942 mineral claims covering 20,782 hectares of uranium-prospective ground that occurs in the uranium mining district in the Elliot Lake region, Ontario. The Snook Lake uranium project consists of 237 mineral claims covering 4,899 hectares and is approximately 75 km north of Kenora in Northwestern Ontario.

In connection with the agreement, the company entered into an assignment and novation agreement with the vendor, Gravel Ridge Resources Ltd., and 1544230 Ontario Inc., whereby the company acquired the vendor's interests under two separate property option agreements with Gravel Ridge Resources Ltd. and 1544230 Ontario Inc. for two separate options to acquire the projects.

In connection with the assignment agreement, the company then entered into an amended and restated option agreement with the optionors to novate the original option agreements. Pursuant to the agreement, the company is required to issue to the vendor an aggregate of 1,850,000 common shares at a deemed price of $0.96 per share as follows:

a. 850,000 shares on or before August 1, 2024 (the "Snook and Ranger Lake First Tranche Shares") (issued); and
b. 1,000,000 shares on or before September 19, 2024 (the "Snook and Ranger Lake Second Tranche Shares") (issued)

Pursuant to the amended and restated option agreement, the company is required to make aggregate cash payments of $54,000 to the optionors in order to earn a 100% interest in the projects, as follows:

a. $24,000 on or before December 22, 2024 (paid subsequently); and
b. $30,000 on or before December 22, 2025.

The Snook and Ranger Lake properties are subject to a 1.5% NSR. At any time, the Company shall have the right to purchase 0.5% of the NSR for $500,000.

Pursuant to the agreement, the Snook and Ranger Lake First Tranche Shares and Snook and Ranger Lake Second Tranche Shares will all be subject to escrow, with both tranches released over a 36-month period.

All securities issued in connection with the agreement will be subject to a statutory hold period of four months and one day. No finders' fees were paid on the arm's-length agreement, assignment agreement and amended and restated option agreement. The agreement, the assignment agreement and the amended and restated option agreement are all non-related party transactions.

The Company incurred the following mineral property expenditures:

	Weyman Property $	Nut Lake Property $	Carpenter Lake Property $	Snook Lake Property $	Ranger Lake Property $	Grand Total $
Ending Balance, August 31, 2023	**29,127**	**-**	**-**	**-**	**-**	**29,127**
Acquisition costs	132,000	654,455	585,000	369,750	369,750	**2,110,955**
Exploration costs	194,920	1,428,830	580,641	760	1,281	**2,206,432**
Ending Balance, August 31, 2024	**356,047**	**2,083,285**	**1,165,641**	**370,510**	**371,031**	**4,346,514**
Acquisition costs	-	-	-	480,000	480,000	**960,000**
Exploration costs	60,759	603,140	2,624	95	95	**666,712**
Ending Balance, November 30, 2024	**416,806**	**2,686,425**	**1,168,265**	**850,605**	**851,126**	**5,973,226**

(Expressed in Canadian dollars)

As at August 31, 2024	Weyman Property $	Nut Lake Property $	Carpenter Lake Property $	Snook Lake Property $	Ranger Lake Property $	Grand Total $
Acquisition costs						
Claims	-	4,455	-	-	-	**4,455**
Option Payments	147,000	650,000	585,000	369,750	369,750	**2,121,500**
Total	**147,000**	**654,455**	**585,000**	**369,750**	**369,750**	**2,125,955**
Exploration costs						
Claims maintenance	54,468	803,890	214,687	-	-	**1,073,045**
Field Work	137,948	572,205	359,921	-	-	**1,070,074**
Professional fees	661	47,995	3,513	445	572	**53,186**
Reports	15,970	4,740	2,520	315	709	**24,254**
Total	**209,047**	**1,428,830**	**580,641**	**760**	**1,281**	**2,220,559**
Grand Total	**356,047**	**2,083,285**	**1,165,641**	**370,510**	**371,031**	**4,346,514**

As at November 30, 2024	Weyman Property $	Nut Lake Property $	Carpenter Lake Property $	Snook Lake Property $	Ranger Lake Property $	Grand Total $
Acquisition costs						
Claims	-	4,455	-	-	-	**4,455**
Option Payments	147,000	650,000	585,000	849,750	849,750	**3,081,500**
Total	**147,000**	**654,455**	**585,000**	**849,750**	**849,750**	**3,085,955**
Exploration costs						
Claims maintenance	-	803,890	214,687	-	-	**1,018,577**
Field Work	253,080	1,170,156	362,450	-	-	**1,785,687**
Professional fees	661	50,045	3,513	445	572	**55,236**
Reports	16,065	7,879	2,615	410	804	**27,771**
Total	**269,806**	**2,031,970**	**583,265**	**855**	**1,376**	**2,887,271**
Grand Total	**416,806**	**2,686,425**	**1,168,265**	**850,605**	**851,126**	**5,973,226**

Selected Financial Data - Summary of Annual and Quarterly Results

A summary of the Company's financial information is as follows:

	Three months ended November 30, 2024	Three months ended August 31, 2024	Three months ended May 31, 2024	Three months ended February 29, 2024	Three months ended November 30, 2023	From the Date of Incorporation December 19, 2022 to August 31, 2023
	$	$	$	$	$	$
Net loss and comprehensive loss	(490,549)	(791,329)	(1,580,187)	(397,531)	(81,012)	(14,575)
Basic and diluted loss per share	(0.01)	(0.03)	(0.06)	(0.02)	(0.01)	(0.00)
Working capital	1,414,479	661,246	2,871,797	347,716	547,642	630,763
Total assets	7,645,142	6,141,569	3,532,574	598,556	604,214	683,363
Total liabilities	252,437	1,128,809	92,049	61,719	26,784	23,473

(Expressed in Canadian dollars)

A summary of the Company's financial performance is as follows:

	Three months ended November 30, 2024	**Three months ended August 31, 2024**	**Three months ended May 31, 2024**	**Three months ended February 29, 2024**	**Three months ended November 30, 2023**	**From the Date of Incorporation December 19, 2022 to August 31, 2023**
	$	$	$	$	$	$
Consulting fees	73,500	77,175	74,550	46,200	-	-
Filing fees	14,451	2,363	4,081	47,696	18,806	-
Marketing and promotion	179,291	605,700	621,790	243,877	-	-
Office and miscellaneous	696	484	294	73	54	200
Professional fees	69,198	109,452	87,479	56,557	63,540	17,368
Share-based compensation	164,820	1	785,559	-	-	-
Transfer agent fees	2,735	3,516	6,269	585	-	-
Travel expenses	3,275	-	-	-	-	-
Interest income	18,968	8,952	1,252	1,612	2,307	2,993
Exchange loss	(1,551)	(1,590)	(1,417)	(4,155)	(919)	-
Net loss and comprehensive loss	(490,549)	(791,329)	(1,580,187)	(397,531)	(81,012)	(14,575)
Loss per common share – basic and diluted	(0.01)	(0.03)	(0.06)	(0.02)	(0.01)	(0.00)

All the Company's resource properties are in the exploration stage. The Company has not had revenue from inception and does not expect to have revenue in the near future. The Company's operating results are not seasonal in nature and have been mainly related to the amount of exploration activities in each period. These costs are due to the incorporation and initial operations of the business.

Liquidity and Capital Resources

As at November 30, 2024, the Company had cash of $792,335 (August 31, 2024 - $840,055) and $708,968 in term deposits (August 31, 2024 - $950,000). The term deposits are redeemable on demand, have a maturity date of March 19, 2025, and bear interest of a variable rate equal to the bank's prime rate less a spread of 2.95% per annum. The interest rate as of November 30, 2024 is 3.75% per annum, and interest income is calculated and paid at maturity or withdrawal. Interest income paid on term deposits during the three months ended November 30, 2024 was $18,968 (2023 - $2,306).

As at November 30, 2024, the Company had a net working capital of $1,414,479 (August 31, 2024 - $661,246) and cash and cash equivalents of $1,501,303 (August 31, 2024 - $1,790,055).

Net cash used in operating activities during the three months ended November 30, 2024 was $1,361,014. The cash used in operating activities for the period consists primarily of the operating loss and an increase in taxes receivable and prepaid expenses, net of expenses not yet paid as of November 30, 2024. (2023 - $67,386, consisted primarily of the operating loss, net of expenses not yet paid as of November 30, 2023).

Net cash used in investing activities during the three months ended November 30, 2024 was $666,712. The Company paid for field work and reports for its Weyman Property, field work, professional fees and reports for its Nut Lake property, field work and reports for its Carpenter Lake property, reports for its Snook Lake property, and reports for its Ranger Lake property. (2023 - $661. The Company paid for professional reports related to the Weyman property).

Net cash provided by financing activities during the three months ended November 30, 2024 was $1,738,974. The Company issued shares for cash, received cash for subscriptions, paid for costs related to the issuance of common shares, and repaid an amount due to a related party. (2023 – used $11,763. The Company paid for costs related to the issuance of common shares, and repaid an amount due to a related party.)

Financings

During the year ended August 31, 2024, the Company issued the following shares:

- 1,720,135 share purchase warrants were exercised, and 1,720,135 common shares were issued for $0.20 per share for total proceeds of $344,027.

- 278,000 share purchase warrants were exercised, and 278,000 common shares were issued for $0.45 per share for total proceeds of $125,100.

- 99,000 common shares were issued for the exercise of 99,000 share purchase options at $0.75 per share for total proceeds of $74,250.

- 63,500 common shares were issued for the exercise of 63,500 share purchase options at $0.63 per share for total proceeds of $40,005.

- 2,793,005 issued and outstanding special warrants were exercised and converted into one unit. Each unit consists of one common share and one share purchase warrant exercisable at an exercise price of $0.20 for two years from the date the Company's shares commence trading on an exchange.

- 200,000 common shares, with a fair value of $92,000, were issued to the optionor of the Weyman property pursuant to the Weyman Option Agreement.

- 1,000,000 common shares, with a fair value of $610,000, to the optionors of the Nut Lake Property pursuant to the Nut Lake Option Agreement.

- 850,000 common shares, with a fair value of $739,500, to the optionors of the Snook Lake and Ranger Lake Properties.
- 500,000 common shares of the Company, with a fair value of $385,000, to the optionors of the Carpenter Lake Property.

- On March 18, 2024, the Company closed a non-brokered private placement and issued 9,211,724 units at a price of $0.38 per unit for aggregate gross proceeds of $3,500,455. Each unit comprises one common share of the company and one transferable common share purchase warrant, with each warrant entitling the holder to acquire one additional share at an exercise price of $0.45 for a period of 24 months from the closing date. Finders' fees of $233,189 and 613,655 finders' warrants were paid to arm's-length parties in connection with the offering (each finder's warrant exercisable on the same terms as the warrants forming part of the units).

- On August 2, 2024, the Company closed the first tranche of a non-brokered private placement, previously announced on July 2, 2024 and repriced on July 25, 2024, and has issued 853,180 flow-through units at a price of $0.88 per unit for aggregate gross proceeds of $750,798. Each unit comprises one common share of the company and one half transferable common share purchase warrant, with each whole warrant entitling the holder to acquire one additional share at an exercise price of $1.15 for a period of 36 months from the closing date. Finders' fees of $15,048 and 17,100 finders' warrants were paid to arm's-length parties in connection with the offering (each finder's warrant entitles the holder to acquire one common share at a price of $0.88 for a period of 36 months from the closing date). The Company allocated $750,713 to the Company's share capital, $85 to warrants reserve and $nil to flow through premium.

During the three months ended November 30, 2024, the Company issued the following shares:

- 351,350 share purchase warrants were exercised, and 351,350 common shares were issued for $0.20 per share for total proceeds of $70,270.

- 395,750 share purchase warrants were exercised, and 395,750 common shares were issued for $0.45 per share for total proceeds of $178,088.

- 1,000,000 common shares, with a fair value of $960,000, to the optionors of the Snook Lake and Ranger Lake Properties.

- On October 10, 2024, the Company closed the second tranche of a non-brokered private placement, previously announced on July 2, 2024 and repriced on July 25, 2024, and has issued 1,708,100 flow-through units at a price of $0.88 per unit for aggregate gross proceeds of $1,503,128. Each unit comprises one common share of the company and one half transferable common share purchase warrant, with each whole warrant entitling the holder to acquire one additional share at an exercise price of $1.15 for a period of 36 months from the closing date. Finders' fees of $45,094 were paid to arm's-length parties in connection with the offering. The Company allocated $1,502,957 to the Company's share capital, $171 to warrants reserve and $nil to flow through premium.

During the three months ended November 30, 2024, the Company received $200 for the exercise of 1,000 warrants at a price of $0.20 per warrant and $45,000 for the exercise of 100,000 warrants at a price of $0.45 per warrant. These shares were not issued as of November 30, 2024.

Special Warrants

During the period from incorporation on December 19, 2022 to August 31, 2023, the Company received a total of $279,300 related to 2,793,005 special warrants of the Company priced at $0.10 per special warrant (the "Offering"). Each special warrant will be converted into one unit of the Company on the date that is the earlier of (i) the third business day after the date on which a receipt for a final prospectus, and (ii) the date that is one year following closing of the Offering. Each unit will consist of one common share of the Company and one share purchase warrant exercisable at an exercise price of $0.20 for two years from the date the Company's shares commence trading on an exchange.

On December 7, 2023, 2,793,005 issued and outstanding special warrants were exercised and converted into one unit of the Company. Each unit consists of one common share of the Company and one share purchase warrant exercisable at an exercise price of $0.20 for two years from the date the Company's shares commence trading on an exchange.

On December 11, 2023, the Company's common shares were approved for listing on the Canadian Securities Exchange and began trading on December 13, 2023.
During the three months ended November 30, 2024, the Company incurred $Nil in costs (2023 - $1,447) to a third-party facilitator for their services with issuing special warrants.

Warrants

On March 18, 2024, the Company closed a non-brokered private placement, previously announced on February 5, 2024, and has issued 9,211,724 units at a price of $0.38 per unit for aggregate gross proceeds of $3,500,455. Each unit comprises one common share of the company and one transferable common share purchase warrant, with each warrant entitling the holder to acquire one additional share at an exercise price of $0.45 for a period of 24 months from the closing date. Finders' fees of $233,189 and 613,655 finders' warrants were paid to arm's-length parties in connection with the offering (each finder's warrant exercisable on the same terms as the warrants forming part of the units).

On August 2, 2024, the Company closed the first tranche of a non-brokered private placement, previously announced on July 2, 2024 and repriced on July 25, 2024, and has issued 853,180 flow-through units at a price of $0.88 per unit for aggregate gross proceeds of $750,798. Each unit comprises one common share of the company and one half transferable common share purchase warrant, with each whole warrant entitling the holder to acquire one additional share at an exercise price of $1.15 for a period of 36 months from the closing date. Finders' fees of $15,048 and 17,100 finders' warrants were paid to arm's-length parties in connection with the offering (each finder's warrant entitles the holder to acquire one common share at a price of $0.88 for a period of 36 months from the closing date). A value of $0.0001 was assigned to each half-Warrant comprising each flow-through unit.

On October 10, 2024, the Company closed the second tranche of a non-brokered private placement, previously announced on July 2, 2024 and repriced on July 25, 2024, and has issued 1,708,100 flow-through units at a price of $0.88 per unit for aggregate gross proceeds of $1,503,128. Each unit comprises one common share of the company and one half transferable common share purchase warrant, with each whole warrant entitling the holder to acquire one additional share at an exercise price of $1.15 for a period of 36 months from the closing date. Finders' fees of $45,094 were paid to arm's-length parties in connection with the offering. A value of $0.0001 was assigned to each half-Warrant comprising each flow-through unit.

(Expressed in Canadian dollars)

A summary of the Company's warrant activity is as follows:

	Number of warrants outstanding	Weighted average exercise price per share
Balance, December 19, 2022 (Incorporation) and August 31, 2023	- 2,793,005	- $0.20
Issued	10,269,069	$0.47
Exercised	(1,998,135)	$0.23
Balance, August 31, 2024	**11,063,939**	**$0.44**
Issued	854,050	$1.15
Exercised	(848,100)	$0.27
Balance, November 30, 2024	**11,069,889**	

Warrants outstanding as at November 30, 2024:

Expiry Date	Number of warrants outstanding	Weighted Average Exercise Price	Weighted Average Remaining Life (years)
December 13, 2025	720,520	$0.20	1.04
March 15, 2026	9,051,629	$0.45	1.29
August 2, 2027	426,590	$1.15	2.67
August 2, 2027	17,100	$0.88	2.67
October 10, 2027	854,050	$1.15	2.86
	11,069,889	**$0.52**	**1.45**

During the three ended November 30, 2024, fair value of $171 (2023 - $nil) in connection with warrants issued as a part of private placements was allocated to reserves.

Options

The Company has a stock option plan, last approved on February 26, 2024, which reserves an aggregate number of securities for issuance up to 10% of the number of the outstanding common shares. Under the stock option plan, stock options can be granted for a maximum term of ten years. Further, the exercise price shall not be less than the price of the Company's common shares on the date of grant.

On March 5, 2024, granted an aggregate of 1,800,000 incentive stock options under the company's stock option plan, each with an exercise price of $0.63, to officers, directors and consultants of the company. These options vest immediately. Each option, upon payment of the exercise price, entitles the holder thereof to receive one share of the company. The options, and any shares issued upon the exercise of, will be subject to a hold period of four months, in accordance with the policies of the Canadian Securities Exchange.

On March 27, 2024, granted 250,000 stock options under the company's stock option plan, each with an exercise price of $0.75, to a consultant. These options vest immediately. Each vested option, upon payment of the exercise price, entitles the holder thereof to receive one common share of the company. The options, and any shares issued upon the exercise of, will be subject to a hold period of four months in accordance with the policies of the Canadian Securities Exchange.

On November 8, 2024, the Company granted 300,000 stock options under the company's stock option plan, each with an exercise price of 76 cents per share and a term of 2 years, to a consultant. Each vested option, upon payment of the exercise price, entitles the holder thereof to receive one common share of the company. The options, and any shares issued upon the exercise of, will be subject to a hold period of four months in accordance with the policies of the Canadian Securities Exchange.

(Expressed in Canadian dollars)

A summary of the Company's option activity is as follows:

	Number of options outstanding	Weighted average exercise price
Balance, December 19, 2022 (Incorporation) and August 31, 2023	-	-
Issued	2,050,000	$0.64
Exercised	(162,500)	$0.70
Balance, August 31, 2024	**1,887,500**	**$0.64**
Issued	300,000	$0.76
Balance, November 30, 2024	**2,187,500**	**$0.66**

Options outstanding as at November 30, 2024:

Expiry Date	Number of options outstanding	Number of options exercisable	Weighted Average Exercise Price	Weighted Average Remaining Life (years)
March 5, 2026	1,800,000	1,736,500	$0.63	1.26
March 27, 2026	250,000	151,000	$0.75	1.32
November 8, 2026	300,000	300,000	$0.76	1.94
	2,187,500	**2,187,500**	**$0.66**	**1.36**

A summary of the Company's assumptions used in the Black-Scholes option pricing model used to determine the fair value of options is as follows:

	November 8, 2024
Stock price	$0.77
Exercise price	$0.76
Risk-free interest rate	3.08%
Expected life of the option	2 years
Annualized volatility	147.36%
Dividend rate	0.00%

During the three months ended November 30, 2024, the Company incurred share-based compensation related to stock options of $164,820 in connection with options vested (2023 – Nil).

Escrowed Shares

Subject to certain exemptions permitted by the Canadian Securities Exchange, all securities of the Company held by principals of the Company are subject to an Escrow Agreement. Under the Escrow Agreement, 10% of the escrowed common shares will be released from escrow on the Listing Date, and an additional 15% will be released 6 months, 12 months, 18 months, 24 months, 30 months and 36 months, respectively, following the Initial Release.

Pursuant to the Nut Lake Option Agreement, the Nut Lake First Tranche Shares, Nut Lake Second Tranche Shares and Nut Lake Third Tranche Shares will all be subject to escrow, with the Nut Lake First Tranche Shares released over a 36-month period, the Nut Lake Second Tranche Shares released over a 24-month period and the Nut Lake Third Tranche Shares released over a 12-month period.

Pursuant to the Carpenter Lake Option Agreement, the Carpenter Lake First Tranche Shares, Carpenter Lake Second Tranche Shares and Carpenter Lake Third Tranche Shares will all be subject to escrow, with the Carpenter Lake First Tranche Shares released over a 24-month period, the Carpenter Lake Second Tranche Shares released over an 18-month period and the Carpenter Lake Third Tranche Shares released over a 12-month period.

Pursuant to the Snook and Ranger Lake Option Agreement, the Snook and Ranger Lake First Tranche Shares and Snook and Ranger Lake Second Tranche Shares will all be subject to escrow, with both tranches released over a 36-month period.

(Expressed in Canadian dollars)

As of November 30, 2024, 4,492,981 common shares and 113,813 warrants remain in escrow (August 31, 2024, 3,562,502 common shares and 113,813 warrants).

Use of Proceeds

On February 6, 2023, the Company issued 1,500,000 common shares at $0.005 per share for total proceeds of $7,500. On March 20, 2023, the Company issued 9,999,234 common shares at $0.02 per share for total proceeds of $199,985. On April 26, 2023, the Company issued 3,998,501 common shares at $0.05 per share for total proceeds of $199,925.

On August 31, 2023, the Company received a total of $279,300 related to 2,793,005 special warrants of the Company priced at $0.10 per special warrant, together (the "Offerings"). The Company intends to use the gross proceeds from the Offerings to advance the Company's Weyman Property exploration project, as well as for general working capital purposes, as estimated below.

	From the Date of Incorporation December 19, 2022 to August 31, 2023
	$
Total Proceeds	**686,710**
Expected allocation of net proceeds:	
Complete recommended Phase 1 exploration program on the Property	256,555
Initial listing expenses	60,000
Payments under Property Agreement due within twelve months of the Listing Date	60,000
General and administrative costs for next 12 months	195,000
Share issuance costs	12,245
Mineral property payments made	29,127
Miscellaneous expenses paid	14,575
Unallocated working capital	59,208
TOTAL:	**686,710**

On March 18, 2024, the Company closed a non-brokered private placement, previously announced on February 5, 2024, and has issued 9,211,724 units at a price of 38 cents per unit for aggregate gross proceeds of $3,500,455. Each unit comprises one common share of the company and one transferable common share purchase warrant, with each warrant entitling the holder to acquire one additional share at an exercise price of 45 cents for a period of 24 months from the closing date. Finders' fees of $233,189 and 613,655 finders' warrants were paid to arm's-length parties in connection with the offering (each finder's warrant exercisable on the same terms as the warrants forming part of the units). The Company intends to use the gross proceeds from the Offerings to advance the Company's Weyman and Nut Lake Property exploration projects, as well as for general working capital purposes, as estimated below.

	March 18, 2024
	$
Total Proceeds	**3,500,455**
Expected allocation of net proceeds:	
Finders' fees	233,189
Weyman property expenditures	256,000
Nut Lake property expenditures	500,000
General working capital purposes	2,511,266
TOTAL:	**3,500,455**

(Expressed in Canadian dollars)

On August 2, 2024, the Company closed the first tranche of a non-brokered private placement, previously announced on July 2, 2024 and repriced on July 25, 2024, and has issued 853,180 flow-through units at a price of $0.88 per unit for aggregate gross proceeds of $750,798. Each unit comprises one common share of the company and one half transferable common share purchase warrant, with each whole warrant entitling the holder to acquire one additional share at an exercise price of $1.15 for a period of 36 months from the closing date. Finders' fees of $15,048 and 17,100 finders' warrants were paid to arm's-length parties in connection with the offering (each finder's warrant entitles the holder to acquire one common share at a price of $0.88 for a period of 36 months from the closing date). The Company allocated $750,713 to the Company's share capital, $85 to warrants reserve and $nil to flow through premium. The Company intends to use the gross proceeds from the Offerings to advance the Company's Nut Lake and Carpenter Lake, as well as for general working capital purposes, as estimated below.

	August 2, 2024
	$
Total Proceeds	**750,798**
Expected allocation of net proceeds:	
Finders' fees	15,048
Nut Lake property expenditures	411,906
Carpenter Lake property expenditures	200,000
General working capital purposes	123,844
TOTAL:	**750,798**

On October 10, 2024, the Company closed the second tranche of its non-brokered private placement of flow-through (FT) units for aggregate gross proceeds in this second tranche of $1,503,128. The company has issued 1,708,100 FT units at a price of $0.88 per FT unit, with each FT unit comprising one common share of the company issued on a flow-through basis under the Income Tax Act (Canada) and one-half of one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the company at a price of $1.15 for a period of 36 months from the date of issuance. The gross proceeds from the sale of the FT shares will be used by the company to incur eligible Canadian exploration expenses that will qualify as flow-through mining expenditures as such terms are defined in the Income Tax Act (Canada) related to the company's projects in Canada. All qualifying expenditures will be renounced in favour of the subscribers of the FT units effective December 31, 2024. In connection with the second tranche closing, an aggregate of $45,094 was paid in cash as finders' fees. All securities issued in connection with the offering are subject to a statutory hold period of four months and one day. The Company intends to use the gross proceeds from the Offerings to advance the Company's Nut Lake and Carpenter Lake, as well as for general working capital purposes, as estimated below.

	October 10, 2024
	$
Total Proceeds	**1,503,128**
Expected allocation of net proceeds:	
Finders' fees	45,094
Nut Lake property expenditures	1,000,000
Carpenter Lake property expenditures	202,863
General working capital purposes	255,171
TOTAL:	**1,503,128**

(Expressed in Canadian dollars)

On December 19, 2024, the Company closed its non-brokered private placement of flow-through units for aggregate gross proceeds in this second tranche of $4,947,434. The Company has issued 5,622,084 flow-through Units at a price of $0.88 per flow-through Unit, with each flow-through Unit comprised of one (1) common share of the Company issued on a flow-through basis under the *Income Tax Act* (Canada) and one half of one Common Share purchase warrant. Each Warrant entitles the holder to purchase one Common Share of the Company at a price of $1.15 for a period of 36 months from the date of issuance. The gross proceeds from the sale of the flow-through Shares will be used by the Company to incur eligible "Canadian exploration expenses" that will qualify as "flow-through mining expenditures" as such terms are defined in the *Income Tax Act* (Canada) related to the Company's projects in Canada. All Qualifying Expenditures will be renounced in favour of the subscribers of the FT Units effective December 31, 2024. In connection with the closing of the Offering, an aggregate of $167,923 was paid in cash and a total of 210,586 finder's warrants were issued as finder's fees. Each Finder's Warrant entitles the holder thereof to acquire one (1) Common Share at a price of $1.15 per Finder's Warrant Share for a period of 36 months from the date of issuance. The Company intends to use the gross proceeds from the Offerings to advance the Company's project portfolio including its binding Arrangement Agreement to acquire 16 uranium projects and 13 lithium, nickel gold and copper properties across Canada.

	December 19, 2024
	$
Total Proceeds	**4,947,434**
Expected allocation of net proceeds:	
Finders' fees	167,923
Uranium property expenditures	2,500,000
Copper property expenditures	350,000
Gold property expenditures	700,000
Nickel property expenditures	500,000
General working capital purposes	729,511
TOTAL:	**4,947,434**

Considering the current uncertainty as to the general market and competitive conditions, the Company continues to maintain its fiscally responsible approach to its mineral exploration activities. In particular, the Company continues to evaluate market conditions on an ongoing basis, with the goal of, among other things: (i) identifying the appropriate time to initiate certain business objectives, and (ii) exploring potential alternative, viable opportunities to further develop and expand the Company's business. As such, the Company notes that there may be circumstances where, for sound business reasons, the Company may be required to reallocate funds, including due to demands for shifting focus or investment in mining exploration and/or development activities, requirements for accelerating, increasing, reducing, or eliminating initiatives in response to changes in market, regulations and/or developments in the mining sector generally and in the price of copper, unexpected setbacks, and strategic opportunities, such as partnerships, strategic partners, joint ventures, mergers, acquisitions, and other opportunities.

Related Party Transactions

During the three months ended November 30, 2024, the Company incurred $35,000 in consulting expenses to Ridgeside, a company controlled by the CEO of the Company (2023 - $Nil).

During the three months ended November 30, 2024, the Company incurred $24,000 in consulting expenses to MSP Consulting Inc, a company controlled by a director of the Company (2023 - $Nil).

During the three months ended November 30, 2024, the Company incurred $12,000 in professional fees to Athena Chartered Professional Accountant Ltd., a company controlled by the CFO of the Company (2023 - $Nil).

As of November 30, 2024, $26,900 (August 31, 2024 - $33,600) was owed to related parties. This amount is due on demand and carries no interest.

Certain directors and/or officers participated in various private placements

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements as at November 30, 2024 or at the date of this MD&A.

(Expressed in Canadian dollars)

Proposed Transactions

As of the date of this MD&A, there is no firm offer that may result in a material transaction being considered by the Company. The Company continues to evaluate offers and assets that it may acquire in the future.

Subsequent Events

On December 19, 2024, the Company closed its non-brokered private placement of flow-through units for aggregate gross proceeds of $4,947,434. The Company has issued 5,622,084 flow-through Units at a price of $0.88 per flow-through Unit, with each flow-through Unit comprised of one (1) common share of the Company issued on a flow-through basis under the *Income Tax Act* (Canada) and one half of one Common Share purchase warrant. Each Warrant entitles the holder to purchase one Common Share of the Company at a price of $1.15 for a period of 36 months from the date of issuance. The gross proceeds from the sale of the flow-through Shares will be used by the Company to incur eligible "Canadian exploration expenses" that will qualify as "flow-through mining expenditures" as such terms are defined in the *Income Tax Act* (Canada) related to the Company's projects in Canada. All Qualifying Expenditures will be renounced in favour of the subscribers of the FT Units effective December 31, 2024. In connection with the closing of the Offering, an aggregate of $167,923 was paid in cash and a total of 210,586 finder's warrants were issued as finder's fees. Each Finder's Warrant entitles the holder thereof to acquire one (1) Common Share at a price of $1.15 per Finder's Warrant Share for a period of 36 months from the date of issuance.

On December 30, 2024, the Company and ALX Resources Corp. completed the previously announced arrangement whereby the Company acquired all of the issued and outstanding common shares of ALX Resources Corp. by way of a court-approved plan of arrangement under the Business Corporations Act (British Columbia). The transaction establishes the Company as a leading Canadian uranium exploration company with interests in 15 uranium exploration projects that total approximately 212,845 hectares across renowned Canadian uranium districts including the Athabasca basin, Thelon basin and Elliot Lake. The combined entity also has interests in an additional 13 lithium, nickel, gold and copper properties across Canada.

On January 15, 2025, the Company's common shares began trading on the OTCQB under the symbol "GXPLF".

Financial Instruments

(a) Categories of Financial Instruments and Fair Value Measurements

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's financial instruments approximates their carrying amount due to their short-term maturities.

The fair value of the Company's financial instruments has been classified within the fair value hierarchy as at November 30, 2024 as follows:

	Level 1	Level 2	Level 3	Total
Financial Instrument	$	$	$	$
Cash and cash equivalents	1,501,303	-	-	1,501,303

(b) Management of Financial Risks

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company had no exposure to credit risk as the Company maintains all of its cash and cash equivalents in a major bank. Accordingly, the Company has assessed credit risk as low.

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's liquidity and operating results may be adversely affected if its access to the capital markets is hindered. The Company has no source of revenue and has obligations to meets its administrative overheads and to settle amounts payable to its creditors. The Company manages liquidity risk by maintaining adequate cash balances. The Company continuously monitors both actual and forecasted cash flows and matches the maturity profile of financial assets and liabilities. As at November 30, 2024, the Company had $1,501,303 in cash and cash equivalents to settle current liabilities of $252,437 and, as such, assessed liquidity risk as low.

Foreign Exchange Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in its functional currency. The majority of monetary assets and liabilities held by the Company are denominated in its functional currency, so the Company has assessed foreign exchange risk as low. Therefore, the Company does not manage currency risk through hedging or other currency management tools. The effect on net loss and comprehensive loss for the three months ended November 30, 2024 of a 10% change in Canadian dollar against the U.S dollar on the above-mentioned net financial liabilities of the Company is estimated to have an increase or decrease in foreign exchange gain or loss of $3,562.

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. The Company is exposed to interest rate risk through its term deposit, which carries a variable interest rate. However, this risk is minimal due to the short-term nature.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of two types of risk: interest rate risk and equity price risk.

Capital Management

The Company defines its capital as working capital and shareholders' equity. The Company manages its capital structure and makes adjustments to it based on the funds available to the Company in order to support future business opportunities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is dependent upon external financing. In order to carry future activities and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements. The Company did not institute any changes to its capital management strategy since inception.

(Expressed in Canadian dollars)

Significant Accounting Estimates and Judgments

Apart from making estimates and assumptions as described below, the Company's management makes judgments in the process of applying its accounting policies that have a significant effect on the amounts recognized in the Company's financial statements. The significant judgments that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimation uncertainties, that have the most significant effect include, but are not limited to:

The indicators of impairment of exploration and evaluation assets

Assets or "CGUs" are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's exploration and evaluation assets.

Significant judgment is required when determining whether facts and circumstances suggest that the carrying amount of exploration and evaluation assets may exceed its recoverable amount. The retention of regulatory permits and licenses; the Company's ability to obtain financing for exploration and development activities and its future plans on the exploration and evaluation assets; current and future metal prices; and market sentiment are all factors considered by the Company.

The assessment of the Company's ability to continue as a going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its operating expenditures, meet its liabilities for the subsequent year, and to fund planned contractual exploration programs, involves significant judgement based on historical experiences and other factors including expectation of future events that are believed to be reasonable under the circumstances.

Management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of expenses during the reporting period. Significant areas requiring the use of management estimates include:

The inputs used in the Black-Scholes option pricing model to calculate the fair value of options granted and vested in the period.

While management believes that these estimates are reasonable, actual results could differ from those estimates and could impact future results of operations and cash flows.

Outstanding Share Data

The Company has authorized an unlimited number of common shares with no par value.

Type of Equity Instruments	Number, as at November 30, 2024	Number, as at the Date of this MD&A
Common shares	36,521,480	55,358,752
Warrants	11,069,889	13,203,472
Options	2,187,500	2,187,500
Common shares in escrow	4,492,981	5,024,385
Warrants in escrow	113,813	91,050

Corporate Governance

The Company's Board of Directors substantially follows the recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The current Board of Directors is comprised of 3 individuals, Mandeep Parmar, Warren Stanyer and Russell Starr. Both Warren Stanyer and Mandeep Parmar are neither executive officers nor employees of the Company and are unrelated in that they are independent of management.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements in this MD&A are forward-looking statements or forward-looking information (collectively "forward-looking statements") within the meaning of applicable securities legislation. We are hereby providing cautionary statements identifying important factors that could cause the actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements are 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, but which may prove to be incorrect. The Company believes that the assumptions and expectations reflected in such forward-looking information are reasonable. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed.

Readers are cautioned that the foregoing lists of factors are not exhaustive.

The forward-looking statements in this MD&A are based on the reasonable beliefs, expectations and opinions of management on the date of this MD&A. Although we have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

Risk Factors

An investment in the Company should be considered highly speculative, due to the Company's stage and the inherent uncertainty in resource exploration and development.

The Company is exposed to risks and uncertainties including and not limited to the following:

<u>Exploration and Development</u>

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production.

The Company's projects are at an early stage of exploration. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of minerals, metals or resources of value. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors.

The business of exploration for minerals and mining involves a high degree of risk. Whether a mineral deposit can be commercially viable depends upon a number of factors, including the particular attributes of the deposit, including size, grade and proximity to infrastructure; metal and uranium prices, which can be highly variable; and government regulations, including environmental and reclamation obligations. Few properties that are explored are ultimately developed into profitable, producing mines.

Substantial expenditures are required to establish the continuity of mineralized zones through drilling and to develop and maintain the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for any proposed development of the Company's properties can be obtained on a timely basis.

The marketability of any minerals acquired or discovered by the Company in the future may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which may result in the Company not receiving an adequate return on investment capital.
There is no assurance that any regulatory authority having jurisdiction will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise.

Financial Capability and Additional Financing

The Company has limited financial resources and has no assurance that additional funding will be available to it for further exploration and development of its projects. There can be no assurance that it will be able to obtain sufficient financing in the future to carry out exploration and development work on its projects. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company.

Mining Titles

There is no guarantee that the Company's title to or interests in the Company's property interests will not be challenged or impugned. The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

There can be no assurance that the Company's rights will not be challenged by third parties claiming an interest in the properties. In order to retain mining titles, the Company is obligated to perform certain annual work assessment requirements. A failure to perform adequate exploration work on specific mineral tenure claims is, in the absence of cash deposits, expected to result in the loss of such tenure.

Management

The success of the Company is currently largely dependent on the performance of its officers. The loss of the services of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain directors and officers of the Company are, and are expected to continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships, joint ventures and other financial and/or mining interests which are potential competitors of the Company or otherwise adverse in interest. It is understood and accepted by the Company that certain directors and officers of the Company may continue to independently pursue opportunities in the mineral exploration industry. Situations may arise in connection with potential acquisitions, operational aspects, or investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the applicable corporate and securities legislation, regulation, rules and policies and the particulars of any agreements made between the Company and the applicable director or officer.

Dilution

If the Company raises additional funds through the sale of equity securities, shareholders may have their investment diluted. In addition, if warrants and options are issued in the future, the exercise of such options and warrants may result in dilution to the Company's shareholders. The Company intends to issue further equity in the future.

History of Losses and No Assurance of Profitable Operations

The Company has incurred a loss since incorporation. There can be no assurance that the Company will be able to operate profitably during future periods. If the Company is unable to operate profitably during future periods, and is not successful in obtaining additional financing, the Company could be forced to cease its exploration and development plans as a result of lacking sufficient cash resources. The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Uninsurable Risks

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

Environmental and Safety Regulations and Risks

Environmental laws and regulations may adversely affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore, the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or non-compliance with environmental laws or regulations.

Fluctuating Commodity Prices

The Company's revenues, if any, are expected to be in large part derived from the sale of commodities. The prices of commodities, including prices related to lithium and uranium, have fluctuated widely in recent years and are affected by factors beyond the control of the Company including, but not limited to, economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply due to new mine developments, mine closures, and advances in various production and technological uses for commodities being explored for by the Company. All of these factors, and other factors not detailed herein, may impact the viability of Company projects, and include factors which are not possible to predict with certainty.

Competitive Conditions

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical capabilities. Competition in the mining industry is primarily for mineral properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labor to operate the properties; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine for metals, minerals and uranium, but also conduct refining and marketing operations on a world-wide basis and most of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these mineral deposits could have a material adverse effect on the Company's results.

Inadequate Infrastructure May Affect the Company's Operations

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.