PELOTON MINERALS CORPORATION
Management's Discussion and Analysis
Year Ended December 31, 2023
Dated April 29, 2024
(Form 51-102F1)

This Management Discussion and Analysis ("MD&A") of Peloton Minerals Corporation (the "Company") is provided for the purpose of reviewing the fiscal year ended December 31, 2023 and comparing results to the previous fiscal year. The MD&A was prepared as of April 29, 2024 and should be read in conjunction with the Company's audited consolidated financial statements and corresponding notes for the years ended December 31, 2023 and 2022. The consolidated financial statements are prepared in accordance with International Financial Reporting Standards appropriate in the circumstances. All monetary amounts are expressed in United States dollars unless otherwise indicated.

Additional information related to the Company is available for view on SEDAR at www.sedarplus.ca and at the Company's website located at www.pelotonminerals.com.

DESCRIPTION OF THE BUSINESS

The Company is a mineral exploration company focused on the acquisition and exploration of mineral resource properties, primarily gold, silver and copper prospects in the states of Nevada and Montana, USA.

Peloton's exploration portfolio includes the North Elko Lithium Project (NELP) located immediately adjacent to the recent major lithium discovery by Surge Battery Metals Inc. in northeastern Nevada. The NELP now comprises the Company's Golden Trail Project, a carlin style gold prospect; the Company's Texas Canyon Project, a uranium, molybdenum and gold prospect; and newly staked claims between them. Peloton also holds the Independence Valley gold prospect in Elko County Nevada, a past producing gold project in Montana under option to a JV partner, and a non-controlling interest in the Boulder Copper Porphyry Project near Butte, Montana.

The Company is a reporting issuer in the Provinces of British Columbia and Ontario and its common shares trade on the Canadian Securities Exchange ("CSE") under the symbol PMC, and on the OTC QB Market in the United States under the trading symbol PMCCF.

CORPORATE ACTIVITIES

During 2023, the Company focused on the potential for lithium on or around the Company's Texas Canyon and Golden Trail Project in northeastern Nevada, following a major lithium discovery next to the Texas Canyon Project by Surge Battery Metals Inc. Additional mineral claims were staked by the Company in late 2023, between the two projects, and the entire lithium project is now called the North Elko Lithium Project.

This discussion will provide a description of the lithium project and activities, as well as a description of the other mineral activity pertaining to Texas Canyon and Golden Trail which NELP now comprises.

NORTH ELKO LITHIUM PROJECT (NELP), Elko County, Nevada

The North Elko Lithium Project (NELP) is located about 70 kilometers north-east of Wells, Nevada, and consists of 417 mineral claims covering 34.835 square kilometers (3,483 hectares or 8,608 acres). Surge Battery Metals Inc. (Surge) is immediately adjacent and tied onto the west portion of the NELP and is reported to have made a new lithium discovery in clays. Surge is actively exploring and advancing its discovery.

Using hyperspectral minerology mapping technology, Peloton has identified smectite, hectorite and illite clays in outcrop across the NELP claim block, suggesting a near surface clay layer exists over a considerable area. Smectite, hectorite and illite clays are the predominant lithium bearing minerals at Thacker Pass within the McDermitt Caldera in western Nevada which is the largest known measured and indicated lithium resource in the United States.

The western portion of NELP hosts the past producing Prince Uranium Mine and several breccia bodies along the margin of a graben/caldera structure. High grade uranium was mined in the 1950's from one of these breccia bodies, with historic grades reported at 1% uranium and samples running up to 7% uranium. Peloton's own sampling of the waste dump has returned samples up to 1% uranium as well as up to 1660 ppm molybdenum and up to 1280 ppb gold.

Peloton suggests that the adjacent lithium mineralization, and the uranium mineralization are likely cogenetic within the margin of one or more calderas, and the caldera/s may have played a significant role as the source of the lithium or other mineralization within the area.

Surge has reported multiple drill intersections of between 1,000 ppm and 5,000 ppm lithium, with thicknesses of between 10 and 120 feet, and a strike length of 5,315 feet. The lithium on the Surge property is stated to be contained in silty, weakly calcareous, claystone and within seams of blue-grey clay, which also occurs at Texas Canyon.

Peloton is planning several ground exploration programs during 2024 on NELP including drilling of the smectite, hectorite and illite outcrops.

GOLDEN TRAIL PROJECT, Elko County, Nevada

Golden Trail is situated on the northeastern margin of the Long Canyon Gold Trend in northeastern Nevada, about 80 kilometers north of the Newmont-Barrick Long Canyon joint venture. Golden Trail is 100% owned, with no royalties outstanding, and is comprised of a 909-acre claim package (these claims are now part of NELP).

Extensive surface exploration has identified Carlin style alteration and many geologic similarities to Long Canyon. The largest identified gold vein at surface, the Golden Trail Vein ("GTV"), is over 1,200 meters long and has an associated alteration zone that averages 30 meters wide. Over 900 grab samples have been taken along the GTV assaying from anomalous to 28 grams gold, and continuous 5-foot trench samples returned 13.7 grams gold per ton "g/t" with 36.2 g/t silver in one 5-foot trench, and 3.49 g/t gold with 105 g/t silver in a second 5-foot trench.

A major gravity anomaly underlies Golden Trail. This is derived from a regional USGS survey, and the gravity anomaly is interpreted by the USGS to be a shallow pluton or magmatic intrusion. A more recent detailed Peloton gravity survey shows a change in gradient along the western boundary of the NW striking gravity anomaly and a series of coincident surface hydrothermal alteration anomalies have been identified through hyperspectral airborne and surface technology and geochemical sampling. These anomalies occur in the hanging wall of NW striking and NE dipping high-angle normal faults, are high in ammonia illite and alumina illite which are often associated with Carlin-style deposits, and geochemistry shows elevated pathfinder elements and gold mineralization.

In late 2022, Audiomagnetotellurics ("AMT") geophysical data was collected to follow up on 2021 drilling of a series of Carlin style hydrothermal alteration anomalies first identified by an airborne hyperspectral survey. Drilling confirmed the hydrothermal alteration extended to at least a vertical depth of 195 feet, with high temperature hydrothermal alteration minerals intersected in all twelve of the drill holes as well as anomalous gold, silver (average 0.98 g/t; range 0.08 to 8.52 g/t; 420 analyses) and pathfinder elements. The hydrothermal alteration appears to be within the hanging wall of north-west striking and north-east dipping faults mapped at surface. The geophysical data is being interpreted and modelled.

The Company holds a drilling permit at Golden Trail and has posted and funded a Surface Management Bond for the project with the Bureau of Land Management.

TEXAS CANYON, Elko County, Nevada

Texas Canyon is 100% owned, with no royalties outstanding, and is comprised of a 909-acre claim package (these claims are now part of NELP). Texas Canyon is located in Elko County, Nevada on the northeastern margin of the Long Canyon Gold Trend, about 7 kilometres west of the Company's Golden Trail Project, and about 55 kilometres of the Newmont-Barrick Long Canyon joint venture.

Texas Canyon is centered on a major boundary fault between mineralized Paleozoic limestone and post-mineral Tertiary geologic units which include the Jarbidge Rhyolite and tuffs and conglomerates of the Humboldt Formation. This fault and related structures are thought to be the conduit for mineralizing fluids that altered and replaced the limestone and limestone breccias. This is based on detailed geologic mapping, surface geochemistry with gold values up to 1280 ppb and molybdenum values up to 1660 ppm, a surface magnetic survey and a surface radiometric survey. The recent Peloton airborne hyperspectral survey corroborated prior data, showing broad hi AL-illite and NH3-illite anomalies at Texas Canyon.

Texas Canyon hosts a roughly circular radiometric geophysical anomaly coincident with polyphase breccia centered on the historic Prince uranium mine and anomalous in gold, molybdenum (detection level up to 1660 ppm), and uranium mineralization (up to 7 percent in historic data and from detection up to 1% in recent surface sampling). Mineralization is related to subvertical bodies of hydrothermal breccia and alteration and likely along synvolcanic graben/caldera related structures. Coincident late gold-molybdenum-uranium mineralization is associated with the polyphase breccia.

The Company holds a drilling permit at Texas Canyon and has posted and funded a Surface Management Bond for the project with the Bureau of Land Management.

INDEPENDENCE VALLEY, Elko County, Nevada

Independence Valley Project ("Independence Valley") is 100% owned, with no royalties outstanding, and is comprised of a 785-acre claim package located in Elko County, Nevada on the southern extension of the Carlin Gold Trend and about 79 kilometres south-west of the Newmont-Barrick Long Canyon joint venture. Independence Valley is also within the historical Spruce Mountain mining district which hosted many base and precious metals mines since the 1840's. The Spruce Mountain deposits are typically associated with rhyolitic and granitic intrusive rocks which intrude structural feeders. Independence Valley hosts the largest untested rhyolite dome in the Spruce Mountain Mining District.

Exploration on this project consists of a CSAMT geophysical survey, a magnetics and gravity geophysical survey, detailed geologic mapping and one reverse circulation drill hole drilled to a depth of 1,140 feet to test a potential down-dropped east limb of a NNW trending anti-form. This drilling encountered detectable gold mineralization in a fine grained hypabyssal intrusive and in the contact zone with adjacent Paleozoic carbonate sedimentary rocks over a core length of 345 feet as well hydrothermal alteration over a core length of 500 feet.

The Company holds a drilling permit at Independence Valley and has posted and funded a Surface Management Bond for the project with the Bureau of Land Management.

SILVER BELL & ST. LAWRENCE, Virginia City Mining District, Montana

The Silver Bell & St. Lawrence Project ("SBSL") comprises one (1) patented mining claim and twenty- nine (29) unpatented mining claims covering approximately 620 acres. SBSL is located about four miles southwest of the town of Virginia City, Montana, in Madison County, and about 79 kilometers southeast of Butte, Montana. Year-round access is available by a public road running off of paved Montana Highway 287. Electrical power extends to within approximately 2 miles of the property.

The SBSL is under an Exploration Agreement with a Joint Venture Option (the "Agreement") with Frederick Private Equity Corporation and its partner AFR NuVenture Resources Inc. [formerly, African Metals Corporation] (collectively "AFR:") whereby AFR may earn up to a 75% interest in the SBSL by spending a total of US$2,000,000 in exploration expenses within six years and make annual option payments.

AFR may first earn a 51% interest in the project by making annual US$10,000 option payments and spending US$1,000,000 in exploration within four years with a minimum of $200,000 in expenditure during the first two years. AFR may earn a further 24% interest in the Project by then making annual US$25,000 option payments and spending an additional US$1,000,000 in exploration over a two-year period following the establishment of the first 51% interest, for a total of US$2,000,000 to earn a 75% interest. After AFR has earned either a 51% or a 75% interest, as the case may be, a mining venture or mining company may be formed with respect to the project, and AFR and Peloton will contribute their respective share of further exploration and development expenditures. In the event that either party's interest is diluted to ten percent (10.0%) or less, it shall relinquish its interest to the other party, in return for a royalty agreement that conveys to the diluting party a royalty of one percent (1.0%) of net smelter returns on all minerals thereafter produced and removed from the project. The non-diluting party may, at any time, buy-down that royalty by one-half percent (0.05%), so that the total royalty is one-half percent (0.05%) of net smelter returns, by paying US$250,000 to the royalty holder. The Project is subject to an earlier outstanding 2% NSR, the majority of which can be bought down to one percent (1%).

SBSL hosts two past-producing gold-silver mines, the Silver Bell Mine, and the St. Lawrence Mine. Both mines operated in the early 1900s and the St. Lawrence was reactivated in the early 1980s. Historical production records are incomplete but available information suggests that historical production at the St. Lawrence was approximately 0.22 opt gold and 3.8 opt silver. Smelter receipts for small shipments from the St. Lawrence indicate that some ore with much higher grades was shipped. For example, a smelter receipt from October 30, 1964, states that 8.027 tons were received grading 0.76 opt gold and 20.0 opt silver. Historical production at the Silver Bell averaged approximately 0.2 opt gold and 15.1 opt silver.

In 2019 and 2020, AFR completed a successful initial drilling program with results available on the Peloton website. In late 2021 and early 2022, AFR completed an IP geophysical program.

BOULDER COPPER PORPHYRY PROJECT, Jefferson County, Montana
And
CELERITY MINERAL CORPORAION

The Boulder Copper Porphyry Property (the "Boulder Property") is comprised of 331 unpatented mineral claims covering 6,620 acres or almost 14 square miles. It is located in Jefferson County, Montana approximately 16 miles (26 km) north-northeast of Butte, Montana, home of the historic Butte mining district. The Boulder Property is also approximately 20 miles (32 km) south-southwest of the Montana Tunnels, another large-scale former base and precious metal producer. Wikipedia describes the historic production of the Butte district as*: "From 1880 through 2005, the mines of the Butte district have produced more than 9.6 million metric tons of copper, 2.1 million metric tons of zinc, 1.6 million metric tons of manganese, 381,000 metric tons of lead, 87,000 metric tons of molybdenum, 715 million troy ounces (22,200 metric tons) of silver, and 2.9 million ounces (90 metric tons) of gold."*

The Butte, Boulder Property, and Montana Tunnels are all situated along the northeast-trending Great Falls Tectonic Zone (GFTZ) which is a continental scale, deep-seated, structural zone of crustal weakness that appears to have been intermittently active since the late Proterozoic (1.4 billion years ago) and at times has tapped deep mantle melts. Most of the epithermal and porphyry metal occurrences in Montana are localized along the GFTZ.

The Butte, Boulder Property, and Montana Tunnels are along or adjacent to a similarly trending major magnetic low along the axis of the GFTZ. The Boulder Property is the least explored of the three properties.

The Boulder Property is known to contain a large copper-molybdenum porphyry system within the Boulder Batholith and coeval Elkhorn Mountains Volcanics which is overlain by 300 to 2,100 feet of post-mineral Lowland Creek Volcanics. As a result, the porphyry system on the Boulder Property is not well exposed.

Between 1965 and 1977, the Anaconda Company (Anaconda) and Union Oil (Molycorp) drilled 8 deep core holes on the property into the Boulder Batholith based on the USGS regional magnetics and an Anaconda IP survey. These holes intersected a large porphyry system with low-grade copper mineralization. Continuous mineralized drill intercepts of between 1,255 and 1,614 feet grading a weighted average of between 600 and 1,000 ppm Cu were intersected. Three deep core holes were completed by O.T. Mining in 2004-5, approximately 1 mile southwest of the Anaconda and Molycorp drilling, intersecting similar porphyry alteration and continuous copper mineralization with drill intercepts of between 1,242 and 2,630 feet grading a weighted average of between 313 and 785 ppm Cu. In 2005-6 O.T. Mining conducted extensive geophysics and located potential higher-grade targets within the identified porphyry system however these targets were never drilled, and the property has remained dormant since.

On August 30, 2021, the Company announced the acquisition of privately held Westmount Resources LLC ("Westmount") through its wholly owned subsidiary, Celerity Mineral Corporation ("Celerity"). Westmount held a 100% interest in the Boulder Property and the shareholders of Westmount (the "Westmount Shareholders") were issued 50% of the issued and outstanding shares of Celerity in exchange for their Westmount Shares in this arms length transaction. In addition, the Westmount Shareholders were to receive cash payments totalling $600,000 and a 1% net smelter return royalty (NSR) that may be bought down prior to commercial production by one-half for US $5 million.

In August, 2023, the Company announced that it had have reached an agreement with the original vendors of the Boulder Property to cancel the requirement for cash payments to be made over three years totaling US$600,000, which was part of the original acquisition terms. The Boulder Porphyry is held 100% by Celerity and as part of this agreement, Peloton's interest in Celerity is approximately 17% with no further cash payments or other obligations to be made.

Prior to the agreement in August 2003, Peloton had planned to have Celerity seek to become its own publicly traded company, and envisioned a process where Peloton shareholders would have received Celerity shares as a dividend in kind. No record date for that potential dividend was established. With Peloton's interest in Celerity now reduced to 17% and Peloton holding only one seat on the Celerity Board of Directors, Pelton no longer controls the decision for Celerity to become publicly traded nor the process by which it might do so. Pelton management remain supportive of Celerity ultimately choosing to become publicly traded and will endeavor to involve Peloton shareholders where it can be agreed to do so.

FINANCINGS

During the year, the Company closed four private placements.

1) On May 31, 2023, the Company issued 1,798,889 units at CDN$0.09 per unit for proceeds of CDN$161,900 ($120,423 USD). Each unit consists of one common share and one common share purchase warrant exercisable for three years. Each warrant entitles the holder to purchase one share at a price of $0.12 CDN up to May 31, 2026.

2) On June 23, 2023, the Company issued1,741,999 units at $0.09 CDN per unit for proceeds of $156,779.91 CDN ($118,210 USD). Each unit consists of one common share and one share purchase warrant exercisable for three years. Each warrant entitles the holder to purchase one share at a price of $0.12 CDN up to June 23, 2026.

3) On July 28, 2023, the Company issued 611,111 units at $0.09 CDN per unit for proceeds of $55,000 CDN ($41,399 USD). Each unit consists of one common share and one share purchase warrant exercisable for three years. Each warrant entitles the holder to purchase one share at a price of $0.12 CDN up to July 28, 2026.

4) On December 22, 2023, the Company issued 1,924,500 units at $0.09 CDN per unit for proceeds of $173,205 CDN ($127,148 USD). Each unit consists of one common share and one share purchase warrant exercisable for three years. Each warrant entitles the holder to purchase one share at a price of $0.12 CDN up to December 22, 2026. The Company paid to an arms-length party a finder's fee consisting of $13,856 CDN ($10,452 US) in cash and 192,450 brokers warrants with each broker warrant exercisable at $0.09 CDN within five years to purchase additional private placement units consisting of one common share and one common share purchase warrant exercisable for five years at $0.12 CDN.

CORPORATE

Warrants and Options

During the year, the Company modified the expiry times of certain outstanding warrants of the Company as follows:

a. 3,258,264 warrants originally expiring on May 7, 2023 are now exercisable until May 7, 2025.

b. 7,934,629 warrants originally expiring on August 20, 2023 are now exercisable until August 20, 2025

c. 4,966,667 warrants originally expiring on October 16, 2023 are now exercisable until October 16, 2025.

During the year, the Company granted stock options as follows:

a. 1,000,000 stock options to a director exercisable at $0.11 CDN until June 9, 2028.

b. 500,000 stock options to a director exercisable at $0.11 CDN until November 29, 2028.

OVERALL PERFORMANCE

In summary the Company's financial condition has changed slightly over the twelve months ended December 31, 2023. Working capital deficiency went from $950,413 at December 31, 2022 to a deficiency of $929,929 at December 31, 2023.

SELECTED ANNUAL INFORMATION

The following table provides selected financial information and should be read in conjunction with the Company's Consolidated Financial Statements for each respective year.

	Year Ended Dec. 31, 2023	Year Ended Dec. 31, 2022	Year Ended Dec. 31, 2021
	$	$	$
Revenue	Nil	Nil	Nil
Income (loss) for the year	(637,783)	(2,137,063)	205,209
Net income (loss) per share (1)	(0.005)	(0.019)	0.002
Total assets	1,644,607	114,391	402,212
Current debt -convertible debenture -loan	100,000 56,707	100,000	100,000
Long-term debt -derivative conversion liability - debenture	167,078	138,152	68,854
Long-term debt -derivative conversion liability – foreign currency warrants	2,531,451	1,721,427	714,999
Dividends per share	Nil	Nil	Nil

Notes:
(1) basic and diluted
(2) classified as long-term debt in 2019

SUBSEQUENT EVENTS

Refer to the Corporate Activities section above for subsequent events relating to the Company's exploration activities.

On April 2, 2024, the Company granted a total of 2,100,000 incentive stock options to consultants of the Company. These options are exercisable over three years at an exercise price of $0.09 CDN.

On April 10, 2024, the Company modified the expiry time of 2,668,000 outstanding warrants of the Company. The warrants were exercisable at a price of $0.125 CDN until 5:00 pm on May 4, 2024 and will be exercisable until 5:00 pm on May 4, 2026.

On April 18, 2024, the Company modified the expiry time of 213,440 outstanding warrants of the Company. The warrants were exercisable at a price of $0.125 CDN until 5:00 pm on May 4, 2024 and will be exercisable until 5:00 pm on May 4, 2026.

RESULTS OF OPERATIONS

For the year ended December 31, 2023 and December 31, 2022, the Company had no revenue. Exploration and claim acquisition and maintenance expenses for the year ended December 31, 2023 were $444,623 compared to $535,798 during the year ended December 31, 2022.

Year ended December 31, 2023 Compared to Year ended December 31, 2022

Operating Revenues: The Company is a mineral exploration company and has no operating revenues.

The Company had a net loss of $637,783 for the year ended December 31, 2023 compared to the year ended December 31, 2022 loss of $2,137,063. A significant part of the calculation of the change from 2022 to 2023 is from non-cash items (listed below) such as gain from loss of control of subsidiary company, stock-based compensation resulting from the grant of stock options, the fluctuations in value of the foreign currency warrants, accretion expense or the revaluation of the derivative liability and has no effect on the company's cash position.

Expenses for the year ended December 31, 2023 were $1,299,567 an increase of $63,978 from the amount of $1,235,589 for the year ended December 31, 2022.

Expenses incurred during the year were:

i. Office and administrative costs of $636,323. (2022 - $563,586);
ii. Professional Fees of $96,563. Includes legal and audit fees. (2022 - $95,530);
iii. Exploration and evaluation expenditures were $444,623 (2022 - $535,798);
iv. $90,300 of stock-based compensation expense was recognized during the year. (2022 - $55,965);
v. Depreciation of $9,080 (2022 - $9,079);
vi. Foreign exchange loss of $22,678; (2022 - gain $24,369);
vii. Gain on revaluation of foreign currency warrants of $30,470 (2022- loss $859,629);
viii. There was a gain of $132,128 from the reversal of director fees payable (2022 - gain $101,885)
ix. Loss on revaluation of derivative liability $28,926 (2022 – loss $69,298);
x. Loss on fair value of warrants extended $679,053. (2022 – loss $74,432);
xi. Interest income $31 (2022 – nil);
xii. Gain from loss of control of subsidiary $1,185,365 (2022 – Nil);
xiii. Gain on fair value of adjustment of investment $21,769 (2022 – Nil).

Total assets as at the end of December 31, 2023 were $1,644,607 (2022 - $114,391) and consisted of cash $38,818 (2022 - $13,027), HST receivable of $1,562 (2022 - $Nil), prepaid expenses of $19,910 (2022 - $24,883), equipment $22,700 (2022 - $31,780) and reclamation bonds $44,701 (2021 - $44,701).

Total current liabilities as at December 31, 2023 were $997,024 (2022 - $988,323) consisting primarily of trade payables and $698,678 (2022 - $557,144) due to directors and officers, and a current liability of $156,707 for a convertible debenture and a loan (2022 – $100,000)

The Company's long-term financial liabilities are a derivative liability for warrants denominated in a foreign currency of $2,531,451 (2022 - $1,721,427), a Derivative Liability for a convertible debenture of $167,078 (2022 – $138,152), neither of which affect the Company's cash position.

There were considerable changes in some line items between the years ended December 31, 2023 and December 31, 2022. During the year ended December 31, 2023, the Company reversed $132,128 (2022 - $101,885) of management and director fees owing to directors which were included in accounts payable and accrued liabilities. These management and director fees have been permanently forgiven by the directors. There were changes in: gain from loss on control of a subsidiary; the revaluation of foreign currency warrants which changes based on inputs in the Black-Scholes option pricing model (ie. stock price volatility) and can swing considerably from quarter to quarter; derivative liability; and the fair value of warrants extended. There is no effect on the company's cash position from the fluctuations in value of the foreign currency warrants, fair value of warrants extended or the revaluation of the derivative liability.

The Company has no sales and has never earned revenues with the exception of non-material interest revenue. Raising capital through sales of its common shares funds the Company's exploration operations. The company has also issued convertible debentures.

SUMMARY OF QUARTERLY RESULTS

Three months Ended December 31, 2023 Compared to Three months Ended December 31, 2022

Operating Revenues: The Company is a mineral exploration company and has no operating revenues.

The Company's net loss decreased by $343,438 from $981,221 at September 30, 2023 to $637,783 at December 31, 2023. The Company's net loss increased by $1,723,426 from $413,637 at September 30, 2022 to $2,137,063 at December 31, 2022.

Expenses incurred during the three months ended December 31, 2023 were:

i. Office and administrative costs of $297,389. (2022 - $124,909);
ii. Professional Fees of $56,334. Includes legal and audit fees. (2022 - $61,936);
iii. Exploration and evaluation expenditures were $147,351 (2022 - $449,528);
iv. Stock based compensation $30,557 (2022 - $Nil);
v. Depreciation of $2,270 (2022 - $2,269);
vi. Foreign exchange loss of $16,545; (2022 – gain of $10,786);
vii. Loss on revaluation of foreign currency warrants of $421,331 (2022 –loss - $1,093,223);
viii. Gain on reversal of director fees $132,128 (2022 - $101,885):
ix. Loss on revaluation of derivative liability of $24,078 (2022-loss $82,659);
x. Fair value of warrants extended of $Nil (2022 - $Nil)
xi. Interest income $31 (2022 – nil);
xii. Gain from loss of control of subsidiary $1,185,365 (2022 – Nil);
xiii. Gain on fair value of adjustment of investment $21,769 (2022 – Nil).

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There were considerable changes in some line items between the quarters ended December 31, 2022 and December 31, 2023. During the year quarter December 31, 2023, the Company reversed $132,128 (2022 - $101,885) of management and director fees owing to directors which were included in accounts payable and accrued liabilities. These management and director fees have been permanently forgiven by the directors. There were changes in: gain from loss on control of a subsidiary; the revaluation of foreign currency warrants which changes based on inputs in the Black-Scholes option pricing model (ie. stock price volatility) and can swing considerable from quarter to quarter; derivative liability; and the fair value of warrants extended. There is no effect on the company's cash position from the fluctuations in value of the foreign currency warrants, fair value of warrants extended or the revaluation of the derivative liability. Quarterly results can vary from quarter to quarter depending on the level of activity and exploration programs.

Summary of Quarterly Results

Description	Dec. 31/23	Sept 30/23	June 30/23	Mar 31/23	Dec 31/22	Sept 30/22	June 30/22	Mar 31/22
	$	$	$	$	$	$	$	$
Sales/Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Income/Loss	343,438	(692,023)	(226,927)	(62,271)	(1,723,426)	(194,221)	(60,086)	(159,330)
Net Income/Loss Per share – Basic & Diluted	0.003	(0.006)	(0.002)	(0.001)	(0.014)	(0.002)	(0.001)	(0.001)

LIQUIDITY

As at December 31, 2023, the Company had cash in the amount of $38,818 (2022 - $13,027) and current liabilities of $997,024 (2022 - $988,323). As at December 31, 2023, the Company had a working capital deficiency of $929,929 (2022 – working capital deficiency of $950,413). As a result, the Company has liquidity risk and is dependent on raising capital.

CAPITAL RESOURCES

For its long-term business objectives, the Company will require funds for ongoing exploration work on its current mineral projects, to work on any other mineral projects that it acquires, as well as to meet its ongoing day-to-day operating requirements and will have to continue to rely on equity and debt financing during such period. There can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over either the near or long term, and none are presently contemplated other than as disclosed above and/or over normal operating requirements.

The Company is not in default of its obligations on any of its mineral properties at this time.

OFF BALANCE SHEET ARRANGEMENTS

At April 29, 2024 the Company had no off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

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).

Remuneration of Directors and key management of the Company was as follows:

	2023	2022
Management and director fees (i)	$ 332,835(i)	$338,160 (i)
Stock-based compensation (stock options)	$ 90,300	40,601

(i) Included in office and administrative costs in the consolidated statements of loss and comprehensive loss.

Other related party balances are listed below:

(a) Included in accounts payable and accrued liabilities is $698,678 (2022 - $557,144) of amounts owing to directors of the Company for management and director fees.

(b) During the year ended December 31, 2023, the Company reversed $132,128 (2022 - $101,885) of management and director fees owing to directors which were included in accounts payable and accrued liabilities. These management and director fees have been permanently forgiven by the directors.

PROPOSED TRANSACTIONS

There are no transactions proposed at this time other than as disclosed herein.

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

Accounting Policies

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Committee.

The significant accounting policies of the Company are summarized in Note 2 to the Company's financial statements.

Critical Accounting Estimates

The Critical Accounting Estimates of the Company are discussed in Note 2 to the Company's financial statements.

Financial Instruments

The Financial Instruments of the Company are discussed in Note 2 to the Company's financial statements.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's: (a) capitalized or expensed exploration and development costs; (b) expensed research and development costs; (c) deferred development costs; (d) general and administrative expenses; and (e) any material costs, deferred or expenses, not already referred to in this MD&A is provided in the Company's Condensed Interim Consolidated Financial Statements and its Audited Consolidated Financial Statements for the year ended December 31, 2022, which can be accessed on SEDAR under the Company's profile page at www.sedarplus.ca.

DISCLOSURE OF OUTSTANDING SHARE DATA

The Company's authorized share capital consists of unlimited common shares without par value.
Issued and outstanding: December 31, 2023 – 125,023,958;
Issued and outstanding: April 29, 2024 (date of this report) – 125,237,309

Warrants outstanding: December 31, 2023 – 46,792,056
Warrants outstanding: April 29, 2024 – 45,944,871
The warrants expire between July 2024 and December 2026 and have a weighted average exercise price of CDN $0.1204 per share.

Broker Warrants outstanding: December 31, 2023 – 405,890
Broker Warrants outstanding: April 29, 2024 – 192,450
The broker warrants expire December 2028 and have a weighted average exercise price of CDN $0.09 per share.

Options outstanding: December 31, 2023 – 9,550,000
Options outstanding: April 29, 2024 – 11,100,000
The options expire between June 2024 and November 2028 and have a weighted average exercise price of CDN $0.1065 per share.

Dividend Policy

No dividends have been paid on any shares of the Company since the date of its incorporation, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

Controls and Procedures

Management is responsible for the design of internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements in accordance with International Financial Reporting Standards. Based on a review of its internal control procedures at the end of the period covered by this MD&A, management believes its internal controls and procedures, for the nature and size of the entity, are effective in providing reasonable assurance that financial information is recorded, processed, summarized and reported in a timely manner.

Management is also responsible for the design and effectiveness of disclosure controls and procedures to provide reasonable assurance that material information related to the Company, is made known to the Company's certifying officers. Management has evaluated the effectiveness of the Company's disclosure controls and procedures and has concluded that these controls and procedures are effective, for the nature and size of the entity, in providing reasonable assurance that material information relating to the Company is made known to them by others within the Company.

Litigation

The Company is not a party to any litigation.

Risks Associated with Exploration and Mining Operations

The exploration of mineral properties involves a high degree of risk which cannot be avoided despite the experience, knowledge and careful evaluation of prospective properties by management. There can be no assurance commercial quantities of ore will be discovered on the Company's mineral properties. Even if such commercial quantities are subsequently discovered by the Company's exploration efforts, there can be no assurance such properties can be brought in to commercial production. Operations may be subject to disruption due to weather conditions, labour unrest or other causes beyond the control of the Company. Hazards such as unexpected formations, pressures, flooding, or other conditions over which the Company does not have control may be encountered and may adversely affect the Company's operations and financial results.

Environmental Risks

Environmental legislation is continuing to evolve such as will require strict standards and enforcement, increased fines and penalties for non-compliance, more stringent assessment of proposed projects and a greater degree of corporate responsibility. There can be no assurance that current requirements and future changes to environmental legislation may not adversely affect the Company's operations.

Mineral Market

The market for minerals is subject to factors beyond the Company's control, such as market price fluctuation, currency fluctuation and government regulation. Additionally, it is impossible to determine what effect the current conflict in Ukraine will have on the mineral markets. The effect of such factors cannot be accurately calculated. The existence of any or all such factors may restrict the access to a market, if same exists, for the sale of commercial ore which may be discovered.

Funding Requirements

In order to move forward with its exploration activities, the Company will require additional funding. There can be no guarantee that such funds will be available as and when required or, if available, be accessible on reasonable commercial terms.

Reliance on Management

The Company anticipates that it will be heavily reliant upon the experience and expertise of management with respect to the further development of the mineral properties. The loss of any one of their services or their inability to devote the time required to effectively manage the affairs of the Company could materially adversely affect the Company.

Auditors, Transfer Agent and Registrar

The auditors of the Company are RSM Canada LLP, of Toronto, Ontario. The Transfer Agent and Registrar for the Common Shares of the Company is TMX Equity Transfer Services in Toronto, Ontario.

Forward Looking Statements

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "forecast", "estimate", "expect" and similar expressions used by any of the Company's management, are intended to identify forward-looking statements. Such statements reflect the Company's internal projections, expectations, future growth, performance and business prospects and opportunities as well as the Company's plans for further exploration programs, and are based on information currently available to the Company. They also include the Company's plans for the funding, operation, development, timing, and organization of its subsidiary, Celerity. Since they relate to the Company's current views with respect to future events, they are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments except as required by law or by CSE policies.