CRUZ BATTERY METALS CORP.

For the year ended July 31, 2024

Management's Discussion and Analysis ("MD&A")

Date of Report: September 26, 2024

The following discussion and analysis of the Company's financial condition and results of operations for the year ended July 31, 2024 should be read in conjunction with its consolidated financial statements and related notes. The requisite financial data presented for the relevant periods has been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR+ at www.sedarplus.ca.

Disclaimer for Forward-Looking Information

Certain statements in this report are forward-looking statements, which reflect management's expectations regarding the Company's future growth, results of operations, performance, business prospects and opportunities such as the intended work programs on its existing property interests, the ability to meet financial commitments and the ability to raise funds when required. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, estimates and assumptions about its current property interests, the global economic environment, the market price and demand for mineral commodities and its ability to manage the property interests and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause the actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) a decreased demand or price for mineral commodities, (3) delays in the start of projects with respect to its property interests, (4) inability to locate and acquire additional property interests, (5) the uncertainty of government regulation and politics in North America regarding mineral exploration and mining, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (7) other factors beyond its control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. Except as required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statements. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risks and Uncertainties" below.

Nature of Business

Cruz Battery Metals Corp. (the "Company" or "Cruz") is involved in the identification, acquisition and exploration of mineral properties that management deems as potentially viable to assist in the growth of the Company. At July 31, 2024, the Company had mineral property interests located in Canada and the USA.

Mineral Properties

Ontario Hector Silver-Cobalt Project

The Hector Silver-Cobalt Project (the "Hector Property") consists of 126 contiguous unpatented mining claims totalling 2,243 hectares and is located within the Coleman and Gillies Limit Townships, Larder Lake Mining Division, Timiskaming District, Ontario. As at July 31, 2024, the Company holds a 100% interest in the Hector Property.

On September 5, 2024, the Company entered into an arrangement agreement with its wholly-owned subsidiary, Makenita Resources Inc. ("Makenita"), pursuant to which the Company intends to: (i) transfer all of its rights, title and interest in and to its Hector Silver-Cobalt Project (the "Hector Property"), and (ii) spin-out all of the securities of Makenita received in consideration for the Hector Property (the "Makenita Spinout Share") to the Company's securityholders on a *pro rata* basis, all pursuant to a statutory plan of arrangement (the "Arrangement") to be effected under Part 9, Division 5 of the *Business Corporations Act* (British Columbia) (the "BCBCA").

The Arrangement will include a transfer of the Hector Property to Makenita, a share capital reorganization of Cruz, and a securities exchange whereby, among other things, Cruz's shareholders will receive Makenita Spinout Shares. The existing common shares in the capital of Cruz will be renamed and redesignated as Class A common shares (each, a "Cruz Class A Share") and Cruz will create a new class of voting common shares (each, a "New Cruz Share"). Each Cruz Class A Share will be exchanged for one New Cruz Share and 0.1 of a Makenita Spinout Share. As part of the Arrangement, all outstanding Cruz stock options, warrants and RSUs will be adjusted to allow holders to acquire, upon exercise, New Cruz Shares and common shares of Makenita (each, a "Makenita Share") in amounts reflective of the relative fair market values of Cruz and Makenita at the effective time of the Arrangement.

On completion of the Arrangement, Cruz shareholders and holders of Cruz stock options, warrants and RSUs will maintain their interest in Cruz and will obtain a proportionate interest in Makenita.

In connection with the Arrangement, Makenita intends to seek a listing of the Makenita Shares on the CSE. Additionally, Makenita will undertake one or more offerings of securities to raise gross proceeds of approximately $500,000 (the "Makenita Financing"), or such other amount as the board of directors of Makenita may determine, to, among other things, finance its exploration activities on the Hector Property and to fund its working capital requirements.

The Company intends to obtain an interim order (the "Interim Order") from the Supreme Court of British Columbia (the "Court") to authorize the Company to call a shareholder's meeting to, among other things, approve the Arrangement. The Arrangement will be subject to, among other conditions, final court approval, approval by not less than two-thirds of the votes cast at the special shareholder's meeting of Cruz shareholders (the "Meeting"), and approval of the CSE.

Nevada Clayton Valley West Lithium Prospect

As at July 31, 2024, the Company holds a 100% interest in six claim blocks in the Clayton Valley in Nevada, USA prospective for lithium.

Management is currently evaluating possible work programs, however a final decision has not been made at this time.

Nevada Solar Lithium Project

As at July 31, 2024, the Company, through its wholly-owned subsidiaries, Las Vegas Lithium Locators Corp. and Cruz Capital (US) Corp., holds a 100% interest in certain lithium prospect (the "Solar Lithium Project") in Nevada, U.S.A.

As disclosed in a news release dated November 15, 2022, the Company announced that is has received approval from the Bureau of Land Management for up to 22 additional drill holes to be completed.

As at July 31, 2024, the Company has provided five security deposits totalling $57,570 in relation to the Solar Lithium Project.

Management is currently formulating a phase 5 drill program.

Idaho Cobalt Belt Project

As at July 31, 2023, the Company, through its wholly-owned subsidiary, Idaho Cobalt Discoveries Corp., held a 100% interest in one cobalt prospect in Idaho, U.S.A. (the "Idaho Cobalt Belt Project").

During the year ended July 31, 2024, the Company decided to drop the Idaho Cobalt Belt Project and fully wrote off prior carrying costs in the amount of $350,849.

Overall Performance

The Company is a mineral exploration company engaged in the business of acquisition, exploration and, if warranted, development of mineral properties. The Company does not expect to generate any revenues in the foreseeable future or until a mineable reserve is defined and economically recoverable. The Company expects to continue to incur expenses as it works to further explore and develop its mineral properties.

The Company has conducted limited exploration on some of its properties, due to, among other things, the availability of sufficient funds for the purposes of mineral exploration and development, access to the property due to climate conditions, the uncertainties associated with the prices of precious and base metals and other minerals, and the global economic climate. The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable.

The Company's future performance is largely tied to the outcome of future exploration and the overall financial markets. The recoverability of minerals from the Company's properties is dependent upon, among other things, the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to continue to explore and develop its properties, and upon future profitable production. The ongoing effects of political upheavals in various countries have caused significant volatility in commodity prices. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time. Uncertainty in credit markets, fluctuation in commodity prices and general economic downturns has led to increased difficulties in raising and borrowing funds. As a result, the Company may have difficulties raising equity financing for the purposes of exploration and development of the Company's properties, without diluting the interests of current shareholders of the Company. See "Liquidity and Capital Resources" and "Risks and Uncertainties" for a discussion of risk factors that may impact the Company's ability to raise funds.

Information about the Company's commitments relating to its mineral properties is discussed above under "Nature of Business – Mineral Properties".

The Company did not generate any revenue during the year ended July 31, 2024 and 2023. The Company's net comprehensive loss decreased by $619,731 from $1,925,342 for the year ended July 31, 2023 to

$1,305,611 for the year ended July 31, 2024, mainly due to a decrease in share-based payments as well as a decrease in corporate branding expense, offset by an increase in the write-down of exploration and evaluation assets. The Company's cash and cash equivalents decreased from $1,999,256 as at July 31, 2023 to $1,462,642 as at July 31, 2024. The Company had a working capital of $1,205,436 as at July 31, 2024 as compared to a working capital of $1,689,761 as at July 31, 2023.

The Company's current assets have decreased to $1,547,635 as at July 31, 2024 from $2,014,239 as at July 31, 2023, due mainly to a decrease in cash and cash equivalents. The Company's current liabilities have increased from $324,478 as at July 31, 2023 to $342,199 as at July 31, 2024 mainly due to an increase in accounts payable and accrued liabilities. The value ascribed to the Company's exploration and evaluation assets has decreased from $3,562,286 as at July 31, 2023 to $3,290,815 as at July 31, 2024, due mainly to the write-down of the Idaho Cobalt Belt Project, as set described above.

Additional information about the risks and uncertainties relating to the Company's business and financial performance is discussed below under "Risks and Uncertainties".

Summary of Quarterly Results

The following table sets out selected quarterly financial data for the eight most recently completed interim quarters:

	2024 Fourth	**2024 Third**	**2024 Second**	**2024 First**	**2023 Fourth**	**2023 Third**	**2023 Second**	**2023 First**
Revenues	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Operating expenses	$(206,333)	$(196,835)	$(281,982)	$(344,418)	$(278,818)	$(367,649)	$(843,192)	$(505,558)
Loss before other items	$(206,333)	$(196,835)	$(281,982)	$(344,418)	$(278,818)	$(367,649)	$(843,192)	$(505,558)
Loss per share (Basic and diluted)	$(0.001)	$(0.001)	$(0.002)	$(0.002)	$(0.002)	$(0.002)	$(0.006)	$(0.004)
Other items:								
Interest income	$18,054	$16,830	$19,632	$20,290	$26,112	$27,822	$32,218	$15,803
Write-down of mineral properties	$(350,849)	$Nil	$Nil	$Nil	$Nil	$Nil	$(32,080)	$Nil
Net comprehensive loss	$(539,128)	$(180,005)	$(262,350)	$(324,128)	$(252,706)	$(339,827)	$(843,054)	$(489,755)
Basic and diluted loss per share	$(0.003)	$(0.001)	$(0.002)	$(0.002)	$(0.002)	$(0.002)	$(0.006)	$(0.004)

Summary of Results During Prior Eight Quarters

Net comprehensive loss increased by $353,299 from the first to the second quarter of 2023 mainly due to an increase in share-based payments and an increase in the write-down of exploration and evaluation assets. Net comprehensive loss decreased by $503,227 from the second to the third quarter of 2023 mainly due to a decrease in the write-down of exploration and evaluation assets as well as a decrease in share-based payments. Net comprehensive loss decreased by $87,121 from the third to the fourth quarter of 2023 mainly due to a decrease in share-based payments as well as a decrease in corporate branding expenses offset by an increase in professional fees. Net comprehensive loss increased by $71,422 from the fourth quarter of 2023 to the first quarter of 2024 mainly due to an increase in share-based payments offset by a decrease in corporate branding expenses and professional fees. Net comprehensive loss decreased by $61,778 from the first to the second quarter of 2024 mainly due to a decrease in share-based payments offset by an increase in management and professional fees. Net comprehensive loss decreased by $82,345 from the second to the third quarter of 2024 mainly due to a decrease in operating expenses. Net comprehensive loss increased by $359,123 from the third to the fourth quarter of 2024 mainly due to an increase in the write-down of exploration and evaluation assets and an increase in professional fees, offset by a decrease in share-based payments.

Selected Annual Information

The following table sets out selected audited financial information for the Company, which has been prepared in accordance with IFRS:

	Year ended July 31,		
	2024	**2023**	**2022**
Total revenues	$Nil	$Nil	$Nil
Loss before discontinued operations and extraordinary items:			
Total	$(1,305,611)	$(1,925,342)	$(2,179,357)
Per share	$(0.01)	$(0.01)	$(0.02)
Per share fully diluted	$(0.01)	$(0.01)	$(0.02)
Net comprehensive loss:			
Total	$(1,305,611)	$(1,925,342)	$(2, 179,357)
Per share	$(0.01)	$(0.01)	$(0.02)
Per share fully diluted	$(0.01)	$(0.01)	$(0.02)
Total assets	$5,094,316	$5,885,497	$3,340,028
Total long term debt	$Nil	$Nil	$Nil
Cash dividends	$Nil	$Nil	$Nil

Year ended July 31, 2024 Compared to the Year ended July 31, 2023

The Company did not generate any revenue for the year ended July 31, 2024 and 2023. Net comprehensive loss decreased by $619,731 from $1,925,342 for the year ended July 31, 2023 to $1,305,611 for the year ended July 31, 2024 due mainly to a decrease in operating expenses offset by an increase in the write-down of exploration and evaluation assets (year ended July 31, 2024: $350,849; year ended July 31, 2023: $32,080).

Operating expenses decreased by $965,649 from $1,995,217 for the year ended July 31, 2023 to $1,029,568 for the year ended July 31, 2024 due mainly to a decrease in share-based payments and in corporate branding expenses.

Decreased share-based payments (year ended July 31, 2024: $369,644; year ended July 31, 2023: $1,198,408) were due to the Company granted 1,050,000 stock options at a price of $0.08 per share for a one-year term (expiring on September 19, 2024) and granted 5,310,000 restricted share units ("**RSUs**") to its directors, officers and consultants during the year ended July 31, 2024 as compared to 4,300,000 stock options were granted with exercise prices ranging from $0.10 to $0.13 per share and expiry dates ranging from September 9, 2023 to January 16, 2024 and 9,980,000 RSUs were granted to its directors, officers and consultants during the year ended July 31, 2023. The Company may grant stock options and/or RSUs that are available under the approved omnibus equity incentive plan in the next 12 months period.

Corporate branding expenses decreased during the year ended July 31, 2024 to $42,099 (year ended July 31, 2023: $164,837) which included the following:

- $7,798 (year ended July 31, 2023: $50,114) for online branding;
- $Nil (year ended July 31, 2023: $73,730) for European marketing and news dissemination with Aktiencheck.de AG;
- $Nil (year ended July 31, 2023: $6,750) for TV ads with Blue Sun Productions Inc.;
- $8,811 (year ended July 31, 2023: $10,022) for PDAC Convention in Toronto; and
- $25,490 (year ended July 31, 2023: $24,221) for other expenses.

The corporate branding expenses were incurred to increase the awareness of the Company and the mining industry in general. Management anticipates such expenses may be similar or higher in the next 12-month period due to management's decision regarding overall branding expenses, including a decision to increase online branding, or other such future services.

Year ended July 31, 2023 Compared to the Year ended July 31, 2022

The Company did not generate any revenue for the year ended July 31, 2023 and 2022. Net comprehensive loss decreased by $254,015 from $2,179,357 for the year ended July 31, 2022 to $1,925,342 for the year ended July 31, 2023 due mainly to a decrease in the write-down of exploration and evaluation assets (year ended July 31, 2023: $32,080; year ended July 31, 2022: $601,985) and an increase in interest income (year ended July 31, 2023: $101,955; year ended July 31, 2022: $2,037), offset by an increase in operating expenses. Operating expenses increased by $415,808 from $1,579,409 for the year ended July 31, 2022 to $1,995,217 for the year ended July 31, 2023 due mainly to an increase in corporate branding expenses, management fees, professional fees and share-based payments.

Corporate branding expenses increased during the year ended July 31, 2023 to $164,837 (year ended July 31, 2022: $132,418) which included the following:

- $50,114 (year ended July 31, 2022: $80,244) for online branding;
- $73,730 (year ended July 31, 2022: $Nil) for European marketing and news dissemination with Aktiencheck.de AG;
- $6,750 (year ended July 31, 2022: $Nil) for TV ads with Blue Sun Productions Inc.;
- $10,022 (year ended July 31, 2022: $Nil) for PDAC Convention in Toronto;
- $Nil (year ended July 31, 2022: $6,507) for expenses incurred in relation to the MINE Expo International in Las Vegas
- $Nil (year ended July 31, 2022: $4,500) for social media services related to the corporate twitter;
- $Nil (year ended July 31, 2022: $3,626) for magazine advertisement; and
- $24,221 (year ended July 31, 2022: $37,541) for other expenses.

The corporate branding expenses were incurred to increase the awareness of the Company and the mining industry in general.

Increased management fees (year ended July 31, 2023: $163,100; year ended July 31, 2022: $114,600) and professional fees (year ended July 31, 2023: $137,672; year ended July 31, 2022: $99,423) were due to increased financing and other matters in the current period. Management anticipates that management fees and professional fees may stay at or near this level in the next twelve month period.

Increased share-based payments (year ended July 31, 2023: $1,198,408; year ended July 31, 2022: $969,145) were due to the Company granted 4,300,000 stock options with exercise prices ranging from

$0.10 to $0.13 per share and expiry dates ranging from September 9, 2023 to January 16, 2024 and granted 9,980,000 RSUs to its directors and consultants during the year ended July 31, 2023 as compared to 7,000,000 stock options were granted at a price of $0.30 per share for a one-year term (expiring on November 2, 2022) and Nil RSUs were granted during the year ended July 31, 2022.

See "Nature of Business – Mineral Properties" for a discussion of the Company's mineral properties on a property by property basis, including its plans for the mineral properties, the status of its plans, expenditures made and the anticipated timing and costs to take its mineral properties to the next stage of the project plan.

See "Overall Performance" for a discussion of the commitments, events, risks and uncertainties that the Company believes will materially affect its future performance and "Risks and Uncertainties" for a discussion of risk factors affecting the Company.

Discussion of Operations

Use of Proceeds

The table below provides an update as to the status of how the Company has previously announced a proposed use of proceeds from prior financings and the actual use of such proceeds.

Financing	**Previously Disclosed Use of Proceeds**	**Status of Use of**
$3,500,000 *August 2022* *Private Placement*	Towards drilling on current projects and general working capital.	As of the date of this report, $195,365 used to pay finder's fees and $11,833 used to pay legal and filing fees in connection with the private placement; $5,479 used in exploration expenditures incurred on the Nevada Clayton Valley W. Lithium Property; $51,908 used in exploration expenditures incurred on the Idaho Cobalt Belt Project; $755,610 used in exploration expenditures incurred on the Nevada Solar Lithium Project; $34,743 used in security deposits in relation to the Solar Lithium Project; $1,387,062 used in general working capital; and $1,058,000 has not been used.
$225,000 *June 2024* *Private Placement*	Towards evaluation and work on existing projects and general working capital.	As of the date of this report, funds has been fully used as follows: $10,000 used in exploration expenditures on the Ontario Hector Cobalt Prospect; $72,456 used in exploration expenditures to keep all U.S. claims in good standing till September 1, 2025; $20,882 used in preparation of the *NI 43-101 Technical Report* of the Solar Lithium Project; $73,715 incurred in connection with the Spin-out transaction; and $47,947 used in general working capital.

In August 2022, the Company closed a non-brokered private placement consisting of 34,653,465 units at a price of $0.101 per unit for gross proceeds of $3,500,000. Each unit consisted of one common share and one share purchase warrant which entitles the holder to purchase one additional common share of the Company at a price of $0.15 per share until August 29, 2027. In connection with the private placement, the Company issued 1,780,304 broker warrants exercisable at $0.15 per share and 144,000 broker warrants exercisable at $0.19 per share until August 29, 2027.

In June 2024, the Company closed a non-brokered listed issuer financing exemption private placement consisting of 6,250,000 units at a price of $0.036 per unit for gross proceeds of $225,000. Each unit consisted of one common share and one share purchase warrant which entitles the holder to purchase one additional common share of the Company at a price of $0.05 per share until June 10, 2029.

Liquidity and Capital Resources

Liquidity

At July 31, 2024, the Company had $1,462,642 in cash and cash equivalents and a working capital of $1,205,436 as compared to $1,999,256 in cash and cash equivalents and a working capital of $1,689,761 at July 31, 2023.

The Company's current assets have decreased to $1,547,635 as at July 31, 2024 from $2,014,239 as at July 31, 2023, due mainly to a decrease in cash and cash equivalents. The Company's current liabilities have increased from $324,478 as at July 31, 2023 to $342,199 as at July 31, 2024 mainly due to an increase in accounts payable and accrued liabilities. The value ascribed to the Company's exploration and evaluation assets has decreased from $3,562,286 as at July 31, 2023 to $3,290,815 as at July 31, 2024, due mainly to the write-down of the Idaho Cobalt Belt Project, as set described above.

During the year ended July 31, 2024, the following occurred:

- The Company closed a non-brokered listed issuer financing exemption private placement consisting of 6,250,000 units at a price of $0.036 per unit for gross proceeds of $225,000; and

- The Company paid a total of $42,480 to its directors, officers and consultants with respect to the vested RSUs.

Management believes that the Company's cash and cash equivalents may be sufficient to meet the current working capital requirements, including the existing commitments relating to the Company's mineral properties. The Company may raise additional capital as the needs arise. See "Nature of Business – Mineral Properties" and "Overall Performance" for a discussion of the Company's commitments relating to its mineral properties. As a mineral exploration company, its expenses are expected to increase as the Company explores its mineral properties further. Management does not expect the Company to generate revenues from mineral production in the foreseeable future.

The Company's ability to conduct the planned work programs on its mineral properties, meet ongoing levels of corporate overhead and discharge its liabilities as they become due is dependent, in large part, on the ability of management to raise additional funds as necessary. Management anticipates that additional equity financings will need to be conducted to raise additional funds which, if successful, will result in dilution in the equity interests of the Company's current shareholders. Obtaining commercial loans, assuming those loans would be available, will increase the Company's liabilities and future cash commitments. Although the Company has secured financings in the past, there is no assurance that the Company will be able to do so in the future on terms that are favourable to the Company or at all. The Company's ability to raise additional funds in the future and its liquidity may be negatively impacted by a number of factors, including changes in commodity prices, market volatility and general economic downturns.

There is substantial doubt about its ability to continue as a going concern as the continuation of its business is dependent upon obtaining further long-term financing, successful exploration of its mineral property interests, the identification of reserves sufficient to warrant development, successful development of its property interests and achieving a profitable level of operations. Due to the uncertainty of its ability to meet its current operating and capital expenses, in their notes to its audited financial statements for the year ended

July 31, 2024, the Company's independent auditors included an explanatory paragraph regarding their substantial doubt about its ability to continue as a going concern.

Capital Resources

The Company has the following commitments for capital expenditures with respect to its mineral properties as of the date of this MD&A. The expenditures are optional, and the Company may decide not to incur such payments in the event the Company does not decide to pursue further exploration with respect to such properties.

- *Ontario Hector Property*:
  - All Hector claims are in good standing until September 26, 2026 or later.
- *Nevada Clayton Valley West Lithium Prospect:*
  - These mineral claims are in good standing until September 1, 2025. In order to keep these claims in good standing, the Company is required to pay BLM fees of USD$2,400.
- *Nevada Solar Lithium Project:*
  - These mineral claims are in good standing until September 1, 2025. In order to keep these claims in good standing, the Company is required to pay BLM fees of USD$47,800.

See "Nature of Business – Mineral Properties" for a discussion of the Company's capital expenditure commitments with respect to its mineral properties.

On March 12, 2020, the Company entered into a lease agreement for office premises for a seven-year period beginning October 1, 2020 and ending September 30, 2027. The Company is required to pay monthly office rent (net of taxes) as follows: pay a total of $68,449 by July 31, 2025; pay a total of $69,283 by July 31, 2026; pay a total of $70,117 by July 31, 2027; and pay a total of $11,709 by September 30, 2027. However, the Company shares its office space with two related public companies and one non-related company. The Company invoices these companies for their share of the office rent on a monthly basis.

Operating Activities

During the year ended July 31, 2024 and, 2023, operating activities used cash of $554,516 and $609,827, respectively. The use of cash for the year ended July 31, 2024 was mainly attributable to its loss for the period of $1,305,611 offset by both share-based payments of $369,644 and the write-down of exploration and evaluation assets of $350,849. The use of cash for the year ended July 31, 2023 was mainly attributable to its loss for the period of $1,925,342 offset by share-based payments of $1,198,408.

Investing Activities

During the year ended July 31, 2024, the Company used cash of $95,039 in investing activities due to investments in exploration and evaluation assets in the amount of $92,944 and one security deposit in relation to the Solar Lithium Project in the amount of $2,095.

During the year ended July 31, 2023, the Company used cash of $739,568 in investing activities due to investments in exploration and evaluation assets in the amount of $706,920 and three security deposits in relation to the Solar Lithium Project in the amount of $32,648.

Financing Activities

During the year ended July 31, 2024, the Company was provided cash of $112,941 by financing activities, of which $225,000 was proceeds from issuance of share capital, offset by $1,964 in share issue costs, $67,615 in repayment of lease liability, and $42,480 in cash payout for RSUs vested.

During the year ended July 31, 2023, the Company was provided cash of $3,226,021 by financing activities, of which $3,500,000 was proceeds from issuance of share capital, offset by $207,198 in share issue costs and $66,781 in repayment of lease liability.

Changes in Accounting Policies including Initial Adoption

The Company has adopted new accounting standards *Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2).*

Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) – the amendments require that an entity discloses its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy.

The Company adopted this new standard on August 1, 2023. The adoption of this new standard has no impact on the Company's consolidated financial statements.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Related Parties Transactions

During the year ended July 31, 2024, the Company incurred aggregate management fees of $151,600 to two directors, James Nelson and Seth Kay, in consideration for their services to the Company during the period. There are no management agreements in place and the Company has no contractual requirement to continue paying management fees. During the year ended July 31, 2024, the Company accrued a total of $13,500 in directors' fees payable to four directors, James Nelson, Seth Kay, George Franklin Bain and Negar Adam. Management fees, directors' fees and share-based payments are intended to compensate such persons for their time and dedication to the Company.

During the year ended July 31, 2024, the Company incurred $88,300 in professional fees to an officer in consideration for accounting services provided to the Company. Such payments were made in lieu of management fees to its Chief Financial Officer, Cindy Cai.

During the year ended July 31, 2024, the Company incurred share-based payments of $252,619 to four directors (James Nelson, Seth Kay, George Franklin Bain and Negar Adam) and one officer (Cindy Cai). As a mineral exploration issuer, the Company partially relies on the issuance of stock options and RSUs to compensate its directors and officers for their time and dedication to the Company.

As at July 31, 2024, amount due to related parties were $13,351 (July 31, 2023: $14,520), which included the following: $2,500 each payable to James Nelson, Seth Kay and George Franklin Bain, and $5,851 payable to Negar Adam, for unpaid directors' fees.

At July 31, 2024, related party receivables include $926 (July 31, 2023: $427) due from Sienna Resources Inc., a public company with one common director, for recoverable office expenses.

All transactions with related parties have occurred and are measured at the amount of consideration established and agreed to by the related parties.

Fourth Quarter - Unaudited

The Company did not have any revenue during the three months ended July 31, 2024 and 2023. Net comprehensive loss increased to $539,128 for the three months ended July 31, 2024 as compared to $252,706 for the three months ended July 31, 2023. The increase resulted primarily by an increase in the write-down of exploration and evaluation assets (three months ended July 31, 2024: $350,849; three months ended July 31, 2023: $Nil) offset by a decrease in operating expenses.

Operating expenses decreased by $72,485 from $278,818 for the three months ended July 31, 2023 to $206,333 for the three months ended July 31, 2024 due mainly to a decrease in share-based payments as well as a decrease in corporate branding expenses.

Decreased share-based payments were due to expenses of $12,597 being recognized during the three months ended July 31, 2024 (three months ended July 31, 2023: $58,498) attributable to vesting of RSUs. The Company may grant options and/or RSUs that are available under the approved omnibus equity incentive plan in the next 12 months period.

Corporate branding expenses decreased during the three months ended July 31, 2024 to $878 (three months ended July 31, 2023: $38,761) which included the following:

- $Nil (three months ended July 31, 2023: $13,284) for online branding;
- $Nil (three months ended July 31, 2023: $24,577) for European marketing and news dissemination with Aktiencheck.de AG;
- $878 (three months ended July 31, 2023: $Nil) for PDAC Convention in Toronto; and
- $Nil (three months ended July 31, 2023: $900) for other expenses.

The corporate branding expenses were incurred to increase the awareness of the Company and the mining industry in general. Management anticipates such expenses may be similar or higher in the next 12-month period due to management's decision regarding overall branding expenses.

Financial Instruments and Other Instruments

Financial instruments

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 cash and cash equivalents, receivables, deposits, and accounts payable and accrued liabilities approximates their carrying values due to the short-term nature of the financial instruments. The carrying value of the Company's lease liability approximates its fair value due to being discounted with a rate of interest that approximates market rates.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. As at July 31, 2024, the Company has a minimal exposure to the US$ that is subject to fluctuations as a result of exchange rate variations to the extent that transactions are made in this currency. The Company considers this risk to be insignificant and therefore does not hedge its foreign exchange risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and cash equivalents, receivables and deposits are exposed to credit risk. The Company reduces its credit risk on cash and cash equivalents by placing these instruments with institutions of high credit worthiness. As at July 31, 2024, the Company is not exposed to any significant credit risk.

The carrying amount of financial assets recorded in the consolidated financial statements, net of any allowances for losses, represents the Company's maximum exposure to credit risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at July 31, 2024, the Company is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date. The Company addresses its liquidity through equity financing obtained through the sale of common shares and the exercise of warrants and options. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. The Company is exposed to liquidity risk.

Price Risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals and the stock market to determine the appropriate course of action to be taken by the Company.

Based on management's knowledge and experience of the financial markets, management does not believe that the Company's current financial instruments will be affected by foreign exchange risk, credit risk, interest rate risk and price risk.

Proposed Transactions

Other than as disclosed herein, the Company does not have any proposed transactions as of the date of this report.

Additional Disclosure for Venture Issuers without Significant Revenue

During the year ended July 31, 2024 and 2023, the Company incurred the following expenses:

	2024	**2023**
Operating expenses	$1,029,568	$1,995,217
Capitalized exploration costs	$79,378	$715,441
Write-down of exploration and evaluation assets	$350,849	$32,080

Please refer to *Note 8 Exploration and Evaluation Assets* in the consolidated financial statements for the year ended July 31, 2024 for a description of the capitalized acquisition and exploration costs presented on a property-by-property basis.

Additional Disclosure of Outstanding Share Data

Common Shares

The Company has authorized an unlimited number of common shares without par value.

As at July 31, 2024 and September 26, 2024, the Company had 167,879,969 common shares issued and outstanding.

Stock options

As at July 31, 2024, the Company had 1,050,000 stock options outstanding entitling the holders thereof the right to purchase one common share for each option held as follows:

Number Outstanding	Exercise Price	Expiry Date
1,050,000	$0.08	September 19, 2024

Subsequent to July 31, 2024, 1,050,000 stock options at an exercise price of $0.08 expired unexercised. As at September 26, 2024, the Company does not have any stock options outstanding.

Warrants

As at July 31, 2024 and September 26, 2024, the Company had 42,827,769 share purchase warrants outstanding. Each warrant entitles the holder to right to purchase one common share as follows:

Number Outstanding	Exercise Price	Expiry Date
36,433,769	$0.15	August 29, 2027
144,000	$0.19	August 29, 2027
6,250,000	$0.05	June 10, 2029
42,827,769		

Management's Responsibility for Financial Statements and MD&A

The Company's management is responsible for presentation and preparation of the financial statements and the MD&A. The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

The consolidated financial statements and information in the MD&A necessarily include amounts based on informed judgments and estimates of the expected effects of current events and transactions with appropriate consideration to materiality. In addition, in preparing the financial information we must interpret the requirements described above, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information.

The MD&A also includes information regarding the impact of current transactions and events, sources of liquidity and capital resources, operating trends, risks, and uncertainties. Actual results in the future may differ materially from our present assessment of this information because future events and circumstances may not occur as expected.

Risks and Uncertainties

Because of the unique difficulties and uncertainties inherent in mineral exploration ventures, the Company faces a high risk of business failure.

Potential investors should be aware of the difficulties normally encountered by mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration program that the Company intends to undertake on its properties and any additional properties that the Company may acquire. These potential problems include unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The expenditures to be made by the Company in the exploration of the properties may not result in the discovery of any mineral deposits. Any expenditure that the Company may make in the exploration of any other mineral property that the Company may acquire may not result in the discovery of any commercially exploitable mineral deposits. Problems such as unusual or unexpected geological formations and other conditions are involved in all mineral exploration and often result in unsuccessful and/or expensive exploration efforts. If the results of the exploration do not reveal viable commercial mineralization, the Company may decide to abandon or sell some or all the property interests.

Because of the speculative nature of the exploration of mineral properties, there is no assurance that the exploration activities will result in the discovery of any quantities of mineral deposits on the current properties or any other additional properties the Company may acquire.

The Company intends to continue exploration on the current properties and the Company may or may not acquire additional interests in other mineral properties. The search for mineral deposits as a business is extremely risky. The Company can provide investors with no assurance that exploration on the current properties, or any other property that the Company may acquire, will establish that any commercially exploitable quantities of mineral deposits exist. Additional potential problems may prevent the Company from discovering any mineral deposits. These potential problems include unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. If the Company is unable to establish the presence of mineral deposits on the properties, the Company's ability to fund future exploration activities will be impeded, the Company will not be able to operate profitably, and investors may lose all their investment in the Company.

Because of the inherent dangers involved in mineral exploration and exploitation, there is a risk that the Company may incur liability or damages as the Company conducts business.

The search for mineral deposits involves numerous hazards. As a result, the Company may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which the Company cannot insure or against which the Company may elect not to insure. At the present time the Company have no coverage to insure against these hazards. The payment of such liabilities may have a material adverse effect on the Company's financial position.

The potential profitability of mineral ventures depends in part upon factors beyond the control of the Company and even if the Company discovers and exploits mineral deposits, the Company may never become commercially viable and the Company may be forced to cease operations.

The commercial feasibility of an exploration program on a mineral property is dependent upon many factors beyond the Company's control, including the existence and size of mineral deposits in the properties the Company explore, the proximity and capacity of processing equipment, market fluctuations of prices, taxes, royalties, land tenure, allowable production and environmental regulation. These factors cannot be accurately predicted and any one or a combination of these factors may result in the Company not receiving any return on invested capital. These factors may have material and negative effects on the Company's financial performance and its ability to continue operations.

Exploration and exploitation activities are subject to comprehensive regulation which may cause substantial delays or require capital outlays in excess of those anticipated causing an adverse effect on the Company.

Exploration and exploitation activities are subject to foreign, federal, provincial, and local laws, regulations and policies, including laws regulating the removal of natural resources from the ground and the discharge of materials into the environment. Exploration and exploitation activities are also subject to foreign, federal, provincial, and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment. Properties may also be subject to complex Aboriginal claims.

Environmental and other legal standards imposed by foreign, federal, provincial, or local authorities may be changed, and any such changes may prevent the Company from conducting planned activities or may increase costs of doing so, which would have material adverse effects on the Company's business. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on the Company, especially, foreign laws and regulations. Additionally, the Company may be subject to liability for pollution or other environmental damages that the Company may not be able to or elect not to insure against due to prohibitive premium costs and other reasons. Any laws, regulations or policies of any government body or regulatory agency may be changed, applied or interpreted in a manner which will alter and negatively affect the Company's ability to carry on business.

Because the Company's property interests may not contain any mineral deposits and because the Company has never made a profit from operations, the Company's securities are highly speculative, and investors may lose all their investment in the Company.

The Company's securities must be considered highly speculative, generally because of the nature of its business and the stage of exploration. The Company currently has exploration stage property interests which may not contain mineral deposits. The Company may or may not acquire additional interests in other mineral properties, but the Company does not have plans to acquire rights in any specific mineral properties as of the date of this Management’s Discussion and Analysis. Accordingly, the Company has not generated any revenues nor has the Company realized a profit from operations to date and there is little likelihood that the Company will generate any revenues or realize any profits in the short term. Any profitability in the future from the Company's business will be dependent upon locating and exploiting mineral deposits on current properties or mineral deposits on any additional properties that the Company may acquire and subsequent development. The likelihood that any mineral properties that the Company may acquire or have an interest in will contain commercially exploitable mineral deposits is extremely remote. The Company may never discover mineral deposits in respect to current properties or any other area, or the Company may do so and still not be commercially successful if the Company is unable to exploit those mineral deposits profitably. The Company may not be able to operate profitably and may have to cease operations, the price of the Company's securities may decline, and investors may lose all their investment in the Company.

As the Company faces intense competition in the mineral exploration and exploitation industry, the Company will have to compete with its competitors for financing and for qualified managerial and technical employees.

Competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than the Company have. As a result of this competition, the Company may have to compete for financing and be unable to conduct any financing on terms the Company considers acceptable. The Company may also have to compete with the other mining companies for the recruitment and retention of qualified managerial and technical employees. If the Company is unable to successfully compete for financing or for qualified employees, the exploration programs may be slowed down or suspended, which may cause operations to cease as a company.

The Company has a history of losses and have a deficit, which raises substantial doubt about its ability to continue as a going concern.

The Company has not generated any revenues during the year ended July 31, 2024 and 2023. The Company will continue to incur operating expenses without revenues if and until the Company engages in commercial operations. Accumulated loss as of July 31, 2024 was $24,344,106 since inception. The Company had cash and cash equivalents in the amount of $1,462,642 as at July 31, 2024. The Company estimates the average monthly operating expenses to be approximately $50,000 each month. This estimate depends on whether the Company is active or inactive with the work programs. The Company cannot provide assurances that the Company will be able to successfully explore and develop its property interests. These circumstances raise substantial doubt about its ability to continue as a going concern, which was also described in an explanatory paragraph to the independent auditors' report on the Company's audited financial statements for the year ended July 31, 2024. If the Company is unable to continue as a going concern, investors will likely lose all their investments in the Company.

The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its exploration activities and investors could lose their entire investment.

There is no assurance that the Company will operate profitably or will generate any positive cash flow in the future. The Company will require additional financing in order to proceed with the exploration and, if warranted, development of its properties. The Company will also require additional financing for fees the Company must pay to maintain its status in relation to the rights to the properties and to pay the fees and expenses necessary to operate as a public company. The Company will also need more funds if the costs of the exploration of its mineral claims are greater than the Company has anticipated. The Company will require additional financing to sustain its business operations if the Company is not successful in earning revenues. The Company will also need further financing if the Company decides to obtain additional mineral properties. The Company currently does not have any arrangements for further financing as the Company believes that it is sufficiently funded for the current operations but in future the Company expects to raise additional capital as the needs arise. The Company's future is dependent upon its ability to obtain financing. If the Company does not obtain such financing, its business could fail, and investors could lose their entire investment.

The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.

The Company's directors and officers are involved in other business activities. As a result of their other business endeavours, the Company's directors and officers will exercise their fiduciary duties and duty of care but nonetheless may not be able to devote sufficient time to the Company's business affairs, which may negatively affect the Company's ability to conduct ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of the Company's officers' other business interests.

RISKS RELATING TO THE COMPANY'S COMMON STOCK

A decline in the price of the Company's common stock could affect its ability to raise further working capital and adversely impact ability to continue operations.

A prolonged decline in the price of the Company's common stock could result in a reduction in the liquidity of its common stock and a reduction in its ability to raise capital. Because a significant portion of operations have been and will be financed through the continued sale of equity securities, a decline in the price of the common stock could be especially detrimental to liquidity and operations. Such reductions may force the Company to reallocate funds from other planned uses and may have a significant negative effect on business plans and operations, including the ability to continue current operations. If the Company's stock price declines, the Company can offer no assurance that it will be able to raise additional capital or generate funds from operations sufficient to meet its obligations. If the Company is unable to raise sufficient capital in the future, the Company may not be able to have the resources to continue normal operations or become insolvent.

The market price for the Company's common stock may also be affected by its ability to meet or exceed expectations of analysts or investors. Any failure to meet these expectations, even if minor, may have a material adverse effect on the market price of its common stock and its operations as a result.

Additional Information

The Company files annual and interim reports, information circulars and other information with certain Canadian securities regulatory authorities. The documents filed with the Canadian securities regulatory authorities are available at http://www.sedarplus.ca.