



IC CAPITALIGHT CORP.

Management's Discussion and Analysis (MD&A)

For the nine and three months ended September 30, 2024 and 2023

Expressed in Canadian Dollars

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this document constitute forward-looking information within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans,” “expects,” or “does not expect,” “is expected,” “budget,” “scheduled,” “goal,” “estimates,” “forecasts,” “intends,” “anticipates,” or “does not anticipate,” or “believes” or variations of such words and phrases or statements that certain actions, events or results “may,” “could,” “would,” “might,” or “will be taken,” “occur,” or “be achieved”.

Forward-looking information includes, but is not limited to, information with respect to management’s expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses, the divestiture of non-core business assets and fair value of the Company’s legacy investments. 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 we 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 are based on current expectations, estimates and assumptions that involve known and unknown risks, uncertainties and other factors that could cause actual results to vary and, in some instances, to differ materially from those anticipated by the Company and described in the forward-looking statements. These risks include, but are not limited to, access to sufficient capital, legal and accounting risks, potential loss of key personnel, sales and marketing issues, operating cost overruns, technology issues, title disputes and compliance with various regulators. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including, but not limited to: (1) a downturn in general economic conditions, (2) inability to locate, acquire or divest of mineral property interests, (3) a decreased demand or price of our research products, (4) a decreased value of our legacy investments, (5) the uncertainty of our operating costs, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, (7) the risks described herein under “Risk Factors”, and (8) other factors beyond our control. There is a significant risk that such forward-looking statements will not prove to be accurate.

Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained herein is presented for the purposes of assisting investors in understanding the Company’s expected financial and operating performance and the Company’s plans and objectives and may not be appropriate for other purposes.

The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled “Risk Factors” below.

INTRODUCTION

This Management’s Discussion and Analysis (“MD&A”) dated November 29, 2024 of IC Capitalight Corp. (“Capitalight”, “we”, “our” or “the Company”) should be read in conjunction with Company’s condensed interim consolidated financial statements (“Financial Statements”) for the nine and three months ended September 30, 2024 and 2023, that were prepared in accordance with International Financial Reporting Standards (“IFRS”) International Accounting Standard as issued by the International Accounting Standards Board (“IASB”).

All amounts are in Canadian dollars, unless otherwise indicated.

OVERVIEW OF THE COMPANY

Capitalight is incorporated under the British Columbia Business Corporations Act and its common shares are listed on the Canadian Securities Exchange (the “Exchange”) under the symbol “IC”. The Company has a fiscal year-end of December 31, and its registered office is at 2200 HSBC Building, 885 West Georgia Street, Vancouver, BC, V6C 3E8.

Capitalight is a mineral exploration company focused on the acquisition, exploration and evaluation of mineral properties, including its Blue Lake Cu-Ni-Pt-Pd property near Schefferville, Quebec. In addition, Capitalight’s wholly-owned subsidiary, Capitalight Research Inc. (“Capitalight Research”), operates a proprietary subscription-based research business focused on (1) equity technical analysis, (2) fundamentals of gold, silver, and critical metals sectors, and (3) North American economic environment. The Company intends to divest Capitalight Research in 2025 but that no formal process has been undertaken. Capitalight also has a legacy portfolio of investment positions, which it no longer considers core to its business. The Company may, in the future, consider divestiture of non-core assets to exit business lines that are no longer aligned with the Company’s longer-term strategy.

On June 30, 2008, the Company entered into an option agreement to earn a 100% interest in the Blue Lake (formerly the Retty Lake Property) copper-nickel-PGM exploration property. On February 12, 2013, the Company completed the earn-in by completing a 2,377-line km VTEM and a 1,767-line km ProspecTEM airborne survey, which showed anomalous EM responses in the region of the historic Blue Lake mineral deposit. These claims are subject to a 3% net smelter return royalty (“NSR”), which is subject to a buy-back right to

repurchase the NSR for \$3,000,000 and a 30-day right-of-first-refusal by the Company to acquire all or part of the NSR on the same terms and conditions as set out in a notice provided to the Company by the holder (the “NSR ROFR”). In 2014, after obtaining additional VTEM airborne and Pt-Pd sampling data from Anglo American Exploration (Canada), the Company staked the Blue Lake South property to the southeast of the historic Blue Lake mineral deposit. During the year ended December 31, 2017, the Company elected to write-down the carrying value of the Blue Lake claims to \$1 and most of the Blue Lake South claims were allowed to lapse. On July 21, 2020, the Company announced it staked 194 high priority claims in the Blue Lake South area and renamed all of the claims as the Blue Lake Property. On September 16, 2024, several kilometres of continuous mineralization at surface was found on the Blue Lake South claims, now called the Cancu zone. On May 19, 2023, the Company completed the acquisition of 12 mineral claims from two vendors through the issuance of 1,000,000 common shares of the Company valued at \$65,000 based on a closing price of \$0.065 per common share and cash payment of \$45,000 and a 1% net smelter royalty that can be repurchased at any time for a payment of \$1,000,000. The Company was awarded 5 fractional mineral claims upon the dissolution of a La Fosse Special Mining Lease. During the period ended September 30, 2024, the Company staked an additional 702 claims

As of September 30, 2024, the Blue Lake property consisted of 1,010 contiguous mineral claims.

The Company accepts the risks that are inherent to mineral exploration. These risks are discussed in greater detail in the “Risk Factors” section of this MD&A.

HIGHLIGHTS AND MILESTONES

The following section contains “forward-looking statements” and “forward-looking information” within the meaning of applicable securities laws. The manner and extent that the pandemic, and measures taken as a result of the pandemic by governments and others, will affect the Company in ways that cannot be predicted with certainty. See the *Cautionary Statement Regarding Forward-Looking Information* in this MD&A for a discussion of assumptions and risks relating to such statements and information and a discussion of certain risks facing the Company relating to the pandemic.

Highlights

In May 2024, and again in August 2024 the company initiated a grassroots exploration program at the Blue Lake property. The property is 496 kilometres square with a pre-existing historical resource. The historical resource includes copper, nickel platinum and palladium. 2024 exploration included fieldwork by geological teams, gravity surveys above and around the historical resource. Both campaigns were helicopter supported. Chemical assays from nearly 700 rock samples arrived to the company from an independent laboratory in November 2024.

On May 19, 2023, the Company announced the acquisition of all of the historical resources on the Blue Lake property through the acquisition of additional mineral claims from a vendor and the awarding of five fractional mineral claims. The Blue Lake property now consists of 1010 contiguous mineral claims.

On November 22, 2023, the Company announced the resignation of Marc Johnson as Chief Financial Officer and as a Director, and the appointment of Bryan Loree as Chief Financial Officer.

Milestones

During the next 12 months, the Company will focus on the following:

- Collate and study the 2024 exploration results.
- Plan and execute subsequent exploration campaigns at the Blue Lake property.

RESULTS OF OPERATIONS

The Company has three operating segments, consisting of its mineral exploration business, research business, and legacy investments.

Financial Results for the nine and three months ended September 30, 2024 and 2023

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023
Exploration properties segment				
Exploration and evaluation expenses	\$ 1,247,059	\$ 237,234	\$ 1,180,952	\$ 1,386
Travel	21,406	-	21,406	-
Total exploration and evaluation expenses	1,268,465	237,234	1,202,358	1,386
Exploration properties segment income (loss)	(1,268,465)	(237,234)	(1,202,358)	(1,386)
Research business segment				
Research revenues	324,436	471,553	99,598	136,423
Research expenses				
Payroll and benefits	192,161	245,160	63,704	66,796

Consultants and services	82,321	182,845	28,952	47,996
Office and administrative	38,071	40,531	16,492	12,235
Sales and marketing	3,075	12,390	5,130	4,655
Rent	220	16,668	220	5,556
Professional and legal fees	-	8,405	(17,202)	11,058
Travel expenses	4,308	5,979	(9,610)	1,722
Bad debts	(10,858)	32,262	(14,926)	(2,732)
Total research expenses	309,298	544,240	72,760	147,286
Research business segment income (loss)	15,138	(72,687)	26,838	(10,864)
Investment segment				
Consulting revenues	95,898	39,674	(479)	8,000
Realized gain on investments	2,310	-	-	-
Unrealized (loss) gain on investments	7,979	(21,173)	(1,031)	(17,079)
Investments income	48,917	74,687	6,406	28,510
Total investment segment income (loss)	155,104	93,188	4,896	19,430
Total segments income (loss)	(1,098,223)	(216,733)	(1,170,624)	7,180
General and administrative expenses				
Consulting fees	129,500	195,500	54,500	55,500
Professional and legal fees	87,658	105,550	46,283	25,450
Office and administrative	260,950	55,486	240,797	43,324
Public filing fees	2,543	3,096	-	-
Insurance expenses	7,908	7,824	2,558	2,384
Travel	13,018	-	13,018	-
Total general and administrative expenses	501,577	367,456	357,156	126,658
Interest expense	46,200	1,238	44,590	214
Depreciation	330	330	110	110
Amortization of brand value	6,459	6,458	2,153	2,152
Flow through premium	(242,115)	-	(242,115)	-
Flow through obligation	-	840	-	840
Foreign exchange (gain) loss	(2,049)	(997)	228	(9,764)
Net (loss) income and comprehensive (loss) income	\$ (1,408,625)	\$ (592,058)	\$ (1,332,746)	\$ (113,030)

Discussion of the nine months ended September 30, 2024 and 2023

The Company realized a net loss and comprehensive loss of \$1,408,625 (2023: net loss and comprehensive loss of \$592,058).

The exploration segment generated a loss of \$1,268,465 (2023: loss of \$237,234) related to the initiation of an exploration program of the Blue Lake mineral claims.

The research business segment generated income of \$15,138 (2023: loss of \$72,687). Research revenues decreased to \$324,436 (2023: \$471,553). Research expenses decreased to \$309,298 (2023: \$544,240).

The legacy investment segment generated income of \$155,104 (2023: income of \$93,118) as a result of consulting revenues and returns on the Company's investments.

General and administrative costs increased to \$501,577 (2023: \$367,456) due to a reassessment of HST input tax credits refunded in prior periods.

Discussion of the three months ended September 30, 2024 and 2023

The Company realized a net loss and comprehensive loss of \$1,332,746 (2023: net loss and comprehensive loss of \$113,030).

The exploration segment generated a loss of \$1,202,358 (2023: loss of \$1,386) related to the initiation of an exploration program of the Blue Lake mineral claims.

The research business segment generated income of \$26,838 (2023: loss of \$10,864). Research revenues decreased to \$99,598 (2023: \$136,423). Research expenses decreased to \$72,760 (2023: \$147,286).

The legacy investment segment generated income of \$4,896 (2023: income of \$19,430) as a result of consulting revenues and returns on the Company's investments.

General and administrative costs increased to \$357,156 (2023: \$126,658) due to a reassessment of HST input tax credits refunded in prior periods.

STATEMENT OF FINANCIAL POSITION

Cash and Cash Equivalents

Cash and cash equivalents increased to \$2,533,731 (December 31, 2023: \$1,054,492), which are deposited with major financial institutions in Canada.

Accounts Receivable

Accounts receivables decreased to \$12,887 (December 31, 2023: \$35,744) as a result of the timing of invoicing of consulting revenues. Except for investment evaluation revenues, all research division accounts receivable over 90 days are fully provisioned as bad debts unless subsequently collected.

Investments

As of September 30, 2024, the legacy investment portfolio consisted of the following marketable securities:

- 103,110 common shares of Prospector Metals Corp. (TSXV: PPP) with a market value of \$13,404 based on the closing price.

During the nine months ended September 30, 2024, the Company:

- Recognized an unrealized loss of \$976 on the revaluation of common shares and \$8,955 related to foreign exchange on the revaluation of the short-term loan, which is denominated in United States Dollars, into Canadian Dollars.
- Recognized interest income on the short-term loan of \$23,155.
- Recognized interest income on its cash equivalents of \$25,762.
- Recognized a gain on the sale of common shares of \$2,310.
- Received repayment of the short term loan in the amount of USD\$300,000.

As of September 30, 2024, the legacy investment portfolio consisted of the following:

	As at December 31, 2023	Purchases (Non-Cash)	Purchases (Cash)	Disposition Net Proceeds	Realized Gains (Losses)	Unrealized Gains (Losses)	As at September 30, 2024
Common shares	\$ 18,420	\$ -	\$ -	\$ (6,350)	\$ 2,310	\$ (976)	\$ 13,404
Short-term loan	397,545			(406,500)	-	8,955	-
Total	\$ 415,965	\$ -	\$ -	\$ (412,850)	\$ 2,310	\$ 7,979	\$ 13,404

Exploration Assets

As of September 30, 2024, the carrying value of Blue Lake property was \$1 (December 31, 2023: \$1).

Property, Plant and Equipment

During the nine months ended September 30, 2024, the Company recognized depreciation of \$330.

	Equipment
Balance, December 31, 2022	\$ 1,357
Depreciation	(440)
Balance, December 31, 2023	917
Depreciation	(330)
Balance as of September 30, 2024	\$ 587

Goodwill and Intangible Assets

On February 16, 2022, the Company recognized the value of the P&C brand upon acquisition of the P&C business. During the year ended December 31, 2022, the Company recognized brand value amortization of \$10,979. Brand value was tested for impairment on December 31, 2022 based on revised cash flow expectations for the P&C cash generating unit and using a 4.5% relief from royalty valuation model amortized over five years resulting in the recognition of impairment of \$17,245.

During the nine months ended September 30, 2024, the Company recognized amortization of \$6,459.

	Movement in Brand Value
Balance as of December 31, 2022	\$ 34,512
Amortization	(17,245)
Balance as of December 31, 2023	25,901
Amortization	(6,459)
Balance as of September 30, 2024	\$ 19,442

Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities increased to \$1,316,755 as at September 30, 2024 (December 31, 2023: \$339,968).

Deferred Revenues

Deferred revenues decreased to \$87,749 (December 31, 2023: \$128,552) and will be recognized into revenue over the next 12 months.

LIQUIDITY AND CAPITAL RESOURCES

The Company is generating revenues from the research business but has not generated any revenues from mineral property interests, which are still in the exploration and evaluation stage. To date, the Company has funded its operations by raising equity. To minimize liquidity risk, the Company implemented an operating budget for the research business and limited discretionary expenditures related to the exploration property.

The Company manages its capital structure (consisting of shareholders' equity) on an ongoing basis and in response to changes in economic conditions and risk characteristics of its underlying assets. Changes to the capital structure could involve the issuance of new equity, obtaining working capital loans, issuing debt, the acquisition or disposition of assets, or adjustments to the amounts held in cash, cash equivalents and investments.

Capital resource analysis

As of September 30, 2024, the Company had a working capital surplus of \$1,366,240 (December 31, 2023: surplus of \$1,095,626).

	September 30, 2024	December 31, 2023
Assets		
Current assets:		
Cash and cash equivalents	\$ 2,533,731	\$ 1,054,492
Accounts receivable	12,887	35,744
Amounts receivable	29,780	30,699
Prepaid expenses	191,163	415,965
Investments	13,404	27,246
Total current assets	2,780,965	1,564,146
Current liabilities:		
Accounts payable and accrued liabilities	\$ 1,316,755	339,968
Deferred revenue	87,749	128,552
Deferred flow-through premium	10,221	
Total current liabilities	1,414,725	468,520
Working capital surplus	\$ 1,366,240	\$ 1,095,626

The Company may choose to raise additional capital by issuing new equity, obtaining working capital loans, or construction financing. While the Company has been successful in obtaining funding in the past, there is no assurance that future financings will be available on terms acceptable to the Company. Based on management's assessment of its past ability to obtain required funding, the Company believes it will be able to satisfy its current and long-term obligations as they come due.

Cash Flows from operating, investing and financing activities

The following are the Company's cash flows from operating, investing and financing activities for the nine months ended September 30, 2024 and 2023:

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Operating activities		
Net (loss) income	\$ (1,408,625)	\$ (592,058)
<i>Add (deduct) items not affecting cash:</i>		
Depreciation	330	330
Amortization of brand value	6,459	6,458
Realized gain on investments	(2,310)	-
Flow through premium	(242,115)	
Share-based acquisition of mineral property	-	65,000
Unrealized gain on investments	(7,979)	21,173
Subtotal	(1,654,240)	(499,097)
<i>Change in non-cash working capital balances:</i>		
Increase (decrease) in accounts receivable and debenture income receivable	23,776	30,839
(Increase) decrease in prepaid expenses	(163,917)	3,682
(Decrease) increase in accounts payable and accrued liabilities	976,787	(11,532)
(Decrease) increase in flow through obligation	-	(8,547)
(Decrease) increase in deferred revenue	(40,803)	(9,932)
Net cash (used in) from operating activities	\$ (858,397)	\$ (494,587)
Investing activities		
Proceeds from disposition of investments	\$ 6,350	\$ -
Short-term loan	406,500	(408,420)
Net cash (used in) from investing activities	\$ 412,850	\$ (408,420)
Financing activities		
Proceeds from private placement	\$2,000,000	\$ -
Costs of private placement	(75,214)	-

Net cash (used in) from financing activities	\$1,924,786	\$ -
Net increase in cash and cash equivalents	\$ 1,479,239	\$ (903,007)
Cash and cash equivalents, beginning	1,054,492	2,123,977
Cash and cash equivalents, ending	\$2,533,731	\$ 1,220,970

Net cash used in operating activities was \$858,397 (2023: \$494,587). Net cash from investing activities was \$412,850 (2023: net cash used in investing activities was \$408,420). Net cash provided by financing activities was \$1,924,786 (2023: \$Nil).

Contractual Obligations and Commitments

Flow-Through Expenditure Commitments

The Company completed a flow-through (“F/T”) share financing that involves a commitment to incur Canadian exploration expenditures (“CEEs”) prior to the end of specific calendar years and to renounce the CEE tax deductions to the subscribers. Flow-through shares and exploration expenditures qualifying as CEEs are defined in the Income Tax Act of Canada.

The following table sets out the flow-through expenditure commitments as of September 30, 2024:

Financing date	September 11, 2024
Renunciation date	December 31, 2024
Commitment amount	\$ 1,000,000
Less: expenditures incurred during the period ended September 30, 2024	(959,493)
Balance as of September 30, 2024	\$ 40,507

Off-balance sheet arrangements

The Company does not have off-balance sheet arrangements including any arrangements that would affect the liquidity, capital resources, market risk support and credit risk support or other benefits.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. Liquidity risk arises from the Company’s financial obligations and in the management of its assets, liabilities and capital structure.

In managing liquidity, the Company’s primary objective is to ensure the entity can continue as a going concern while obtaining sufficient funding to meet its obligations as they come due. The Company manages this risk by regularly evaluating its liquid financial resources to fund current and long-term obligations and to meet its capital commitments in a cost-effective manner. The main factors that affect liquidity include working capital requirements, capital-expenditure requirements, and equity capital market conditions. The Company’s liquidity requirements are met through a variety of sources, including cash and cash equivalents and equity capital markets.

As of September 30, 2024, the Company was not exposed to liquidity risk since it had a cash and cash equivalents balance of \$2,533,731 (December 31, 2023: \$1,054,492) to settle current liabilities of \$1,414,725 (December 31, 2023: \$468,520). Based on management’s assessment of its past ability to obtain required funding, the Company believes that it will be able to satisfy its current and long-term obligations as they come due.

Credit risk

The Company has credit risk arising from potential of counterparty default on the short-term loan in its legacy investment portfolio.

The Company has credit risk arising from accounts receivable from the sale of research business services to commercial customers. The Company manages this risk by reviewing the credit worthiness of material new customers, monitors customer payment performance, has weekly meetings to discuss uncollected accounts, and, where appropriate, reviews the financial condition of existing customers.

Other than accounts receivables, the Company has credit risk arising from potential of counterparty default on cash and cash equivalents held on deposit with financial institutions. The Company manages this risk by ensuring that deposits are only held with large Canadian banks and financial institutions, whereas any offshore deposits are held with reputable financial institutions.

Interest rate risk

This is the sensitivity of the fair value or of the future cash flows of a financial instrument to changes in interest rates. The Company does not have any financial assets or liabilities that are subject to variable interest rates.

Commodity price risks

This is the sensitivity of the fair value of, or of the future cash flows, from mineral assets. The Company manages this risk by monitoring mineral prices and commodity price trends to determine the appropriate timing for funding the exploration or development of its mineral assets, or for the acquisition or disposition of mineral assets. The Company does not have any mineral assets at the development or production stage carried at historical cost. The Company has expensed the acquisition and exploration costs of its exploration stage mineral assets.

Currency risk

This is the sensitivity of the fair value or of the future cash flows of financial instruments to changes in foreign exchange rates. The Company transacts with customers and suppliers in currencies other than the Canadian dollar, including the US dollar. The Company also has monetary and financial instruments that may fluctuate due to changes in foreign exchange rates.

As of September 30, 2024, the Company estimated that a 10% decrease of the CAD versus foreign exchange rates would result in a gain of \$7,852 (2023: gain of \$42,936) and a 10% increase in the CAD versus the USD would result in a loss of \$7,852 (2023: loss of \$42,936)

	September 30, 2024	December 31, 2023
Cash and cash equivalents (USD)	\$ 64,670	\$ 32,630
Accounts receivable (USD and EUR)	21,675	2,161
Investments (USD)	-	397,545
Accounts payable and accrued liabilities (USD)	(7,523)	(2,981)
Net foreign exchange exposure	\$ 78,822	\$ 429,355
Impact of 10% change in foreign exchange rates	\$ 7,882	\$ 42,936

OUTSTANDING SECURITIES

As of September 30, 2024 and December 31, 2023, the Company had the following outstanding securities:

	September 30, 2024	December 31, 2023
Common shares	116,585,715	94,085,715
Warrants	1,306,504	1,306,504
Stock options	6,000,000	6,000,000
Fully Diluted Common Shares	123,892,219	101,392,219

SHARE CAPITAL

The Company's common shares have no par value and an authorized share capital of an unlimited number of common shares. As of September 30, 2024, the Company had 116,585,715 common shares issued and outstanding (December 31, 2023: 94,085,715).

The following changes occurred during the nine months ended September 30, 2024:

- On September 11, 2024, the Company issued a total of 12,500,000 common shares at a price of \$0.08 per share for gross proceeds of \$1,000,000 pursuant to a listed filer financing exemption.
- On September 11, 2024, the Company issued 10,000,000 flow-through shares at a price of \$0.10 per share for gross proceeds of \$1,000,000 pursuant to a private placement. The fair value of the flow through premium associated with this financing was estimated to be \$252,336.

In connection with the two financings above, the Company incurred issuance costs of \$75,214.

The following changes occurred during the year ended December 31, 2023:

- On May 25, 2023, a total of 1,000,000 common shares were issued for the acquisition of mineral claims.

WARRANTS

As of September 30, 2024, the Company had 1,306,504 common share purchase warrants issued and outstanding (December 31, 2023: 1,306,504) with a weighted average expiration of 2.52 years (December 31, 2023: 3.02) which are exercisable into 1,306,504 common shares (December 31, 2023: 1,306,504) at a weighted average exercise price of \$0.078 (December 31, 2023: \$0.078).

Issued Date	Expiration Date	Exercise Price	As at			As at September 30, 2024	
			December 31, 2023	Issued	Expired or Cancelled		Exercised
December 23, 2021	December 23, 2026	\$ 0.080	1,000,000	-	-	-	1,000,000
February 18, 2022	February 18, 2027	\$ 0.070	306,504	-	-	-	306,504
Totals			1,306,504	-	-	-	1,306,504

STOCK OPTIONS

As of September 30, 2024, the Company had 6,000,000 stock options issued and outstanding (December 31, 2023: 6,000,000) with a weighted average expiration of 1.58 years (December 31, 2022: 2.08 years) which are exercisable into 6,000,000 common shares (December 31, 2023: 6,000,000) at a weighted average exercise price of \$0.058 (December 31, 2023: \$0.058). All stock options that are outstanding vested on their grant date.

Award and Vesting Date	Expiration Date	Exercise Price	As at			As at September 30, 2024	
			December 31, 2023	Awarded	Expired or Cancelled		Exercised
January 24, 2020	January 24, 2025	\$ 0.050	2,700,000	-	-	-	2,700,000
February 12, 2021	February 12, 2026	\$ 0.065	1,500,000	-	-	-	1,500,000
July 29, 2022	July 29, 2027	\$ 0.065	1,800,000	-	-	-	1,800,000
Totals			6,000,000	-	-	-	6,000,000

RESTRICTED SHARE UNITS (RSUs)

As at September 30, 2024, the Company did not have any RSUs issued and outstanding

TRANSACTIONS WITH RELATED PARTIES

Parties are related if one party has the direct or indirect ability to control or exercise significant influence over the other party in making operating and financial decisions. Parties are also related if they are subject to common control or common significant influence. Other related parties include companies controlled by key management personnel. Key management personnel are composed of the Board of Directors, Chief Executive Officer and Chief Financial Officer of the Company.

A transaction is considered a related party transaction when there is a transfer of economic resources or financial obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the fair value. Balances and transactions between the Company and its wholly owned subsidiary, which is a related party of the Company, have been eliminated and are not disclosed in this note.

The following key management related party transactions occurred during the following reporting periods:

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023	Three months ended September 30, 2024	Three months ended September 30, 2023
Management consulting fees	\$ 129,500	\$ 195,500	\$ 54,500	\$ 55,500
Professional and legal fees	-	20,250	-	6,750
Total	\$ 129,500	\$ 215,750	\$ 54,500	\$ 62,250

SUBSEQUENT EVENTS

On 22 and 27 November the Company disclosed 2024 exploration results of the Blue Lake project as they are understood to date.

LEGAL PROCEEDINGS

The Company is not currently involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our Company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

DIVIDENDS

The Company has neither declared nor paid any dividends on its Common Shares. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

RISK FACTORS

Much of the information included in this report includes or is based upon estimates, projections, or other forward-looking statements. Such forward-looking statements include projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors:

Risks Related to Mineral Exploration

Due to the unique difficulties and uncertainties inherent in mineral exploration investments, 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 its properties may not result in the discovery of mineral deposits. Any expenditures that the Company may make in the exploration of any other mineral property that it 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 exploration efforts. If the results of the Company's exploration do not reveal viable commercial mineralization, the Company may decide to abandon some or all of its property interests.

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

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 its 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 intends at this time to continue exploration on its 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 its 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 its properties, its ability to fund future exploration activities will be impeded, the Company will not be able to operate profitably, and investors may lose all of their investment in the Company.

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.

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 explores 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 an adequate return on invested capital. These factors may have material and negative effects on the Company's financial performance and its ability to continue to fund exploration and development of mineral properties.

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 federal, provincial, state 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 federal, provincial, state and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment.

Environmental and other legal standards imposed by federal, provincial, state or local authorities may be changed and any such changes may prevent the Company from conducting planned activities or may increase its costs of doing so, which would have material adverse effects on its 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. 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 its business.

Loss of Interest in Properties

The Company's ability to maintain an interest in the properties optioned by the Company will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required to keep the property interests in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the properties optioned by the Company.

Title to mineral properties is a complex process and the Company may suffer a material adverse effect in the event one or more of its property interests are determined to have title deficiencies.

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has either staked property or entered into property option agreements or joint venture agreements on its existing Project interests, the Company cannot give an assurance that title to such property will not be challenged or impugned. Further, the Company cannot give an assurance that the existing description of mining titles will not be changed due to changes in policy, rulings, or law in the jurisdiction where the property is located. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have title to one or more of its properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

The properties optioned by the Company may now or in the future be the subject of first nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the properties optioned by the Company cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the properties optioned by the Company are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with first nations in order to facilitate exploration and development work on the properties optioned by the Company.

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

The Company's competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than the Company. As a result of this competition, the Company may have to compete for financing and be unable to acquire financing on terms it 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 Company's exploration programs may be slowed down or suspended, which may cause the Company to cease operations as a company.

Risks Related to management and the common shares

Because the Company has never made a profit from its operations, the Company's securities are highly speculative, and investors may lose all of their investment in the Company.

The Company's securities must be considered highly speculative, generally because of the nature of its business and its stage of operations. The Company currently has investments in a subsidiary that is not currently profitable, an investment portfolio that generates coupon interest that offsets a portion of administrative costs and exploration stage properties which may not contain economic mineral deposits. Accordingly, the Company has not generated significant revenues, nor has it realized a profit from its operations to date. Any profitability in the future from the Company's business will be dependent upon improving the profitability of its subsidiary, improving returns from the investment portfolio, and obtaining financing or completing option agreements to advance the exploration properties. The Company may not be able to operate profitably and may have to cease operations, the price of its securities may decline, and investors may lose all of their investment 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.

The Company will require additional financing to sustain its business operations if it is not successful in earning sufficient revenues to cover operating expenses. The Company will require additional financing in order to proceed with new investments in its proprietary research division, mineral exploration properties and other sectors. The Company currently does not have any arrangements for further financing, and it may not be able to obtain financing when required. 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 certain officers are involved in other business activities. As a result of their other business endeavours, the directors and these officers may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its 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 these other business interests.

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

A prolonged decline in the price of the Company's common shares 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 the Company's new investments may be financed through the sale of equity securities, a decline in the price of its common shares could be especially detrimental to the Company's liquidity and its operations. Such reductions may force the Company to reallocate funds from other planned uses and may have a significant negative effect on the Company's business plan and operations, including its ability to develop new products and continue its current operations. If the Company's shares price declines, it can offer no assurance that the Company 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 its normal operations.

SELECTED QUARTERLY RESULTS

The following is selected quarterly information for the eight most recently completed quarters:

	Quarter Ended			
	September 30, 2024	June 30, 2024	March 31, 2024	December 31, 2023
	\$	\$	\$	\$
Revenues	99,119	198,715	122,500	113,214
Net income (loss) and comprehensive income (loss)	(1,332,746)	(32,027)	(43,852)	162,125
Basic income (loss) per share	(0.01)	(0.00)	(0.00)	(0.00)
Diluted income (loss) per share	(0.01)	(0.00)	(0.00)	(0.00)
Working capital balance	1,366,240	1,024,273	1,054,037	1,095,626

	Quarter Ended			
	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022
	\$	\$	\$	\$
Revenues	144,423	211,500	155,304	183,737
Net income (loss) and comprehensive income (loss)	(113,030)	(306,597)	(172,431)	(376,347)
Basic income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)
Diluted income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)
Working capital balance	931,238	1,042,005	1,281,340	1,451,508

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company has established procedures and internal control systems to ensure the timely and accurate preparation of financial, management and other reports. The Chief Executive Officer and Chief Financial Officer certify financial reports. Disclosure controls are in place to ensure all reporting meets statutory reporting requirements. The Company's management is responsible for establishing and maintaining adequate internal controls. These controls have been designed to provide reasonable, but not absolute, assurance with respect to the Company's financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Internal controls, however well-conceived, will provide only reasonable and not absolute assurance that the objectives of the internal controls over financial reporting will be met. It should not be expected that the disclosure and internal controls and procedures would prevent all errors or fraud.

Due to the small size of the Company's finance department, there are a limited number of personnel handling accounting and financial matters and as a result, there is a lack of segregation of duties. Management believes that it has designed sufficient compensating internal controls to mitigate these limitations, including dual signatories on all cheques. Additional internal controls include audit committee and senior management review and oversight.

The Company's certifying officers, the Chief Executive Officer and the Chief Financial Officer, have reviewed the effectiveness of the design and operation of the Company's disclosure controls and procedures as a whole. Based on their review, including a review of the compensating controls relating to the lack of segregation of duties noted above, they have concluded that the Company's internal controls and procedures, as defined in National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Filings of the Canadian Securities Regulators, were effective overall.

CRITICAL IFRS ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

The Company's Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The Financial Statements follow the same accounting policies and methods of their application as disclosed in Note 4 to the Company's audited consolidated financial statements for the year ended December 31, 2023.

To prepare financial statements in conformity with IFRS, the Company must make estimates, judgements and assumptions concerning the future that affect the carrying values of assets and liabilities as of the date of the consolidated financial statements and the reported values of revenues and expenses during the reporting period. By their nature, these are uncertain and actual outcomes could differ from the estimates, judgments and assumptions. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods. Significant accounting judgments, estimates and assumptions are reviewed on an ongoing basis. The areas involving significant judgments, estimates and assumptions have been detailed in Note 3 to the Company's condensed interim consolidated financial statements for the nine and three months ended September 30, 2024 and 2023.

Management has discussed the development and selection of critical accounting policies and estimates with the Audit Committee, which has reviewed the Company's disclosure in this MD&A.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to management, including the Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure.

As of September 30, 2024, the end of the period covered by this MD&A, our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures. Based on that evaluation, Chief Executive Officer and Chief Financial Officer concluded that as of the end of the period covered by this MD&A, the Company maintained effective disclosure controls and procedures

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of internal control over financial reporting using the criteria set forth in the *COSO Internal Control – Integrated Framework (2013)*.

Based on the results of this evaluation, our management concluded that our internal control over financial reporting was effective as of September 30, 2024.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the nine and three months ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

OTHER INFORMATION

Additional information related to the Company is available on the Canadian Securities Administrators' SEDAR website at www.sedarplus.ca or on the Company website at www.capitalight.co.