

55 North Mining Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

OF THE COMPANY'S FINANCIAL CONDITION

AND RESULTS OF OPERATIONS

FOR THE THREE AND NINE MONTHS ENDED

SEPTEMBER 30, 2024

55 North Mining Inc. - Management Discussion & Analysis

The following management discussion and analysis of the financial condition and results of operations of 55 North Mining Inc. (the “Company”) is prepared and reported as at September 30, 2024 and should be read in conjunction with the Company’s unaudited financial statements and notes thereto for the three and nine months ended September 30, 2024 as well as the Company’s audited financial statements and notes thereto for the year ending December 31, 2023.

The information provided herein is given as of November 20, 2024 unless otherwise indicated.

FORWARD LOOKING STATEMENT

This management discussion and analysis contains “forward-looking statements” which reflect management’s expectations regarding the Company’s future growth, results of operations, performance and business prospects and opportunities. Such forward-looking statements may include, but are not limited to, statements with respect to the future financial or operating performance of the Company and its projects, the future price of gold or other metal prices, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others: general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; conclusions of economic evaluations; fluctuations in currency exchange rates; changes in project parameters as plans continue to be refined; changes in labour costs; future prices of gold or other metal prices; possible variations of mineral grade; accidents, hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; and actual results of reclamation activities. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this management discussion and analysis and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

BUSINESS ENVIRONMENT and OUTLOOK

Due to the ongoing weak capital markets for junior mineral exploration companies, Management with the support of the Board of Directors reduced operations to conserve capital. This involved the curtailment of exploration activities and the reduction of administrative overheads to an absolute minimum until such time that the capital markets are more supportive of junior exploration projects.

The Company will need to secure additional financing to cover ongoing exploration expenditures and future working capital requirements. The ability of the Company to raise additional needed capital is never assured and comes with significant risk, thus jeopardizing the Company’s ability to continue as a going-concern.

Management believes that going forward, subject to economic conditions, finances and the availability of equity financing, the longer-term prospects for the Company should remain positive. It is the intention of the Company to continue exploration activities on its mineral properties going forward. When opportunities present themselves, the Company will seriously evaluate the acquisition of additional mineral properties.

55 North Mining Inc. - Management Discussion & Analysis

OVERVIEW OF THE BUSINESS

55 North Mining Inc., a company incorporated under the Canada Business Corporation Act, and its wholly-owned subsidiary (collectively “55 North” or the “Company”) are engaged in the acquisition, exploration, development and extraction of natural resources, specifically precious metals. The Company’s corporate head office is located at 401 Bay Street, Suite 2702, Toronto ON M5H 2Y4. The registered office of the Company is MLT Aikins LLP, 30th Floor, 360 Main Street, Winnipeg, MB R3C 4G1. The Company is a reporting issuer, as defined in corporate law, and its shares are currently listed for trading on the Canadian Securities Exchange (“CSE”) under the symbol “FFF”.

On September 5, 2017, the Company signed an option agreement with Peter Dunlop to option the Last Hope Project near Lynn Lake, Manitoba. The Last Hope Project bears a 2% net smelter returns royalty with the ability to buy back 1% for \$1,000,000.

In addition to payments already made and incurring certain exploration expenses (already incurred), the Company also agreed to make certain annual option payments. The \$100,000 payment to be made on September 5, 2023 was deferred to June 5, 2024 by issuing 1,000,000 common shares to Peter Dunlop.

The Company committed to make additional option payments as follows: June 5, 2024: \$100,000; September 5, 2024: \$100,000; and September 5, 2025: \$3,000,000. The Company is currently in default of its option obligations, as the June and September 2024 payments were not made. The Company is in discussions to formalize a new agreement.

MINERAL RESOURCES and MINERAL RESERVES

The Last Hope Gold Project

Property Location and Details

The Last Hope Property is located approximately 23 km south-east of the town of Lynn Lake in northern Manitoba, Canada. The Property is approximately centered at latitude 387,000 E and longitude 6,283,000 N and is located approximately 810 km northwest of Manitoba’s capital and largest city, Winnipeg.

The Last Hope Property consists of 15 non surveyed claims subject to provisions of the option agreement as detailed below and covers an area of 3,513 ha as per the following figure and table entitled Last Hope Property Option Claims. In addition, in January 2021 55 North staked an additional 14 non surveyed claims that cover an area of 2707 ha. These claims are not subject to the option agreement and are detailed in table entitled Last Hope Property Non-Option Claims. All Claims are crown grants and include surface access. All claims have been located by physical staking as per The Mines and Minerals Act of Manitoba.

LAST HOPE PROPERTY OPTION CLAIMS						
Name	Number	Type	Area (ha)	Granted	Expires	Annual Amount Due*
Last Hope 14	P9479E	Claim	195	28/06/1988	27/08/2024	\$4,875
Last Hope 1	P8881E	Claim	256	27/01/1986	28/03/2029	\$6,400
Last Hope 4	W45575	Claim	256	19/07/1982	17/09/2024	\$6,400
Last Hope 2	P8880E	Claim	256	27/01/1986	28/03/2026	\$6,400
Last Hope 10	P6994E	Claim	256	21/12/1987	19/02/2025	\$6,400
Last Hope 8	W45579	Claim	256	16/07/1982	09/14/2024	\$6,400
Last Hope 5	W45576	Claim	256	16/07/1982	14/09/2024	\$6,400
	CB9043	Claim	259	13/03/1978	12/05/2040	\$6,475
Last Hope 12	P9477E	Claim	256	28/06/1988	27/08/2024	\$6,400
Last Hope 11	P9478E	Claim	256	28/06/1988	27/08/2024	\$6,400
Last Hope 6	W45577	Claim	256	16/07/1982	14/09/2030	\$6,400
Last Hope 9	W45580	Claim	112	16/07/1982	14/09/2024	\$2,800

55 North Mining Inc. - Management Discussion & Analysis

LAST HOPE PROPERTY OPTION CLAIMS						
Name	Number	Type	Area (ha)	Granted	Expires	Annual Amount Due*
Last Hope 13	P9476E	Claim	131	28/06/1988	27/08/2024	\$3,275
Last Hope 3	P8879E	Claim	256	27/01/1986	28/03/2026	\$6,400
Last Hope 7	W45578	Claim	256	16/07/1982	14/09/2030	\$6,400
Total		15 Claims	3,513			\$87,825

**The claims currently have adequate work credits to cover the annual amounts due*

The Company has an option to earn a 100% interest in the claims comprising the property held by Peter C. Dunlop. The option was signed on September 5, 2017 and amended on November 4, 2019. In order to acquire 100% interest in the Last Hope Property, the Company agreed to the following schedule: It paid Mr. Dunlop \$65,000 and 1.5 million shares upon the Execution Date of the Option Agreement (Sept. 5, 2017) and on the first anniversary of the Execution Date (September 5, 2018). A further \$65,000 was paid on the second (September 5, 2019) and third anniversary (September 5, 2020) of the Execution Date, and \$100,000 was paid on the fourth anniversary (September 5, 2021). With the terms of the option amended, \$100,000 was paid in September 2022, with \$100,000 due in September 2023 and 2024. A \$3,000,000 payment must be made by September 5, 2025.

The option to acquire a 100% interest in the property is subject to a 2% royalty. The Company has the right, any time prior to the commencement of commercial production, to acquire up to half (1%) of the net smelter return royalty upon payment of \$500,000 for each 0.5% of the royalty purchased.

There is no known environmental liability existing on the Last Hope property.

Property Infrastructure

The Last Hope Property is located approximately 23 km southeast of the mining town of Lynn Lake and is accessed by an all-weather gravel road, the Burnt Timber Mine road, to the mine site and subsequently an 8 km winter road from the Burnt Timber mine to the Property. Highways 6 and 391 connect Lynn Lake to Winnipeg and the Trans Canada Highway. Lynn Lake is also connected by railway which extends south to the Pas, Manitoba, and from there, to the rest of Canada. Lynn Lake Airport (YYL) has a 5,000 ft. paved runway that can land commercial jet aircraft.

Lynn Lake (population of 800) has a hospital, hotel and general store, and was founded to service Sherritt Gordon's nickel discovery in 1950.

Historically, drilling has been conducted year-round with warm weather drilling assisted by helicopter.

Water is abundant in nearby lakes and rivers. Hydroelectric power is available in the town of Lynn Lake. Manitoba has a long history of mining with world class mining centres in Flin Flon and Thompson Manitoba.

History

Gold was first discovered at Last Hope in 1937. The following table outlines historical work done on the property:

HISTORICAL EXPLORATION ON THE LAST HOPE PROPERTY		
Year	Company	Exploration
1937	R. Madole	Last Hope area staked.
1939	Sheritt Gordon Mines Ltd.	59 hole drill program totaling 3,129 m.
1978	W.B Dunlop Limited NPL	Last Hope area re-staked.

55 North Mining Inc. - Management Discussion & Analysis

HISTORICAL EXPLORATION ON THE LAST HOPE PROPERTY		
Year	Company	Exploration
1986	Balcor Resources Corp.	Calculated a historic mineral resource on the property that predates NI 43-101. Identified two shallow plunging ore shoots within a steep, tabular quartz vein averaging 1.5 m in width.
2012	Carlisle Goldfields	27 hole DD program totaling 2012. Based on this, and 204 historic drill holes, a NI 43-101 compliant resource estimate was prepared in September 2017 (at a 2.0 g/t cut-off: Indicated: 201,000 tonnes @ 5.75 g/t for 37,000 troy ozs, Inferred: 1,067,000 tonnes @ 5.29 g/t for 182,000 troy ozs. A total of 7371 m in 27 holes were advanced.
2013	Carlisle Goldfields	A 43-101 report was prepared based on the historic drilling of 204 drill holes and the drilling undertaken in 2012. <i>See Table A, below</i>
2017	2552883 Ontario Inc.	A 43-101 qualifying technical report was prepared in support of 2552883 Ontario Inc. No change in the mineral resource estimate.
2017-2020	2552883 Ontario Inc.	Completion of 78 line km IP survey
2020	2552883 Ontario Inc.	A 43-101 was prepared in November of 2020. A new resource was calculated with a cutoff of 1.8 g/t. This was a qualifying report in support of 55 North Inc. An open pit mining scenario in combination with the existing underground mining method was being considered and is reflected in the updated resource estimate.
2020-2021	55 North Mining Inc.	A total of 29 drill holes were advanced totaling 11640 m. The program commenced in October of 2020 and was completed in May of 2021. The program addressed two objectives. Primarily to expand the existing mineral resource and secondarily, to identify the nature of the strong linear chargeability anomalies on the north-east side of the property identified during the IP survey completed in 2020. The IP anomalies based on the drilling of these consisted of non-economic sulphides, primarily pyrrhotite. A 43-101 was prepared in 2021 based on the additional drilling which included an updated resource estimate. The compilation of the historic drilling and the most recent drilling allowed for a re-interpretation of the geometry of the gold mineralization. A significant increase in the mineral resource estimate was realized because of this re-interpretation.

Table A

LAST HOPE MINERAL RESOURCE ESTIMATE (1-5)				
Classification	Cut-Off	Tonnes	Au(g/t)	Contained Oz of Au
Indicated	2.0 g/t	201,000	5.75	37,000
Inferred	2.0 g/t	1,067,000	5.29	182,000

- (1) *Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio- political, marketing, or other relevant issues.*
- (2) *The quantity and grade of reported Inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred resources as an Indicated or Measured mineral resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured mineral resource category.*
- (3) *The mineral resources in this press release were estimated using the inverse cubed grade interpolation method and the CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions adopted by CIM Council.*
- (4) *The gold price used was the February 28, 2013 two year trailing average of US\$1,643/oz with a process recovery of 95%. The US\$ exchange rate was \$1.00.*
- (5) *Process costs used were C\$15/tonne and G&A was C\$5/tonne. Underground mining costs were C\$80/tonne*

Table B

LAST HOPE PIT UNDERGROUND MINERAL RESOURCE ESTIMATE (1-6)				
Classification	Cut-off (g/t)	Tonnes (k)	Au (g/t)	Contained Au (koz)
Indicated	1.8	213	5.53	38.0
Inferred	1.8	1,107	5.17	184.1

- (1) *Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.*
- (2) *The Inferred Mineral Resource in this estimate has a lower level of confidence that that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could be upgraded to an Indicated Mineral Resource with continued exploration.*
- (3) *The Mineral Resources in this Technical Report were estimated using the inverse cubed grade interpolation method and the CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions adopted by CIM Council.*
- (4) *The gold price used was the October 31, 2020 rounded two year trailing average of US\$1,525/oz with a process recovery of 95% and 2% NSR Royalty. The US\$ exchange rate used was \$0.75.*
- (5) *Process costs used were C\$15/tonne and G&A was C\$5/tonne. Underground mining costs were C\$90/tonne.*
- (6) *The underground Mineral Resource grade blocks were quantified above the 1.8 g/t Au cut-off and had exhibited continuity and reasonable potential for extraction by cut and fill and longhole mining methods.*

In August 2020, the shareholders of 55 North and 2552883 Ontario Inc. voted to amalgamate under the name of 55 North, whereby 55 North effectively acquired the Last Hope Gold project.

55 North Mining Inc. - Management Discussion & Analysis

Selected drill results from historic drilling are presented below:

Hole-ID	From (M)	To (M)	Length (M)	Au g/t
87-DDH-105	120.67	122.41	1.74	79.44
SG-03	25.79	27.55	1.76	55.59
87-DDH-094	91.17	93.42	2.25	38.54
SG-01	26.43	29.75	3.32	26.66
SG-26	49.99	53.74	3.75	23.63
87-DDH-068	50.87	55.75	4.88	22.65
87-DDH-140	231.19	234.3	3.11	19.49
87-DDH-067	24.93	26.85	1.92	17.33
SG-27	24.81	27.61	2.80	15.93
88-DDH-189	268.93	276.15	7.22	14.76

Regional Geology

The Last Hope Property is located within the Churchill Structural Province of the Canadian Shield, lying within the southern portion of the Lynn Lake Greenstone Belt (see figures below). It consists of tholeiitic to calc-alkaline mafic volcanic and volcanoclastic rocks with minor rhyolite and dacite (Jones, et. al. 2005).

The Lynn Lake Greenstone Belt, comprised of the North and older South Belts, is part of a larger litho-structural unit which extends in a north-easterly direction from the La Ronge Greenstone Belt in Saskatchewan. The rocks in the South Belt consist of lens-shaped volcanic and sedimentary units which have been interpreted as representing overlapping edifices with flanking aprons of volcanoclastic rocks (Gilbert et al. 1980). This linear feature has been termed the 'Johnson Trend'. The former Burnt Timber open pit deposit (Au) is contained within this trend.

Structurally, the most significant feature in the South Belt is the east-west trending Johnson Shear Zone ("JSZ"), a wide zone of intense brittle-ductile deformation, characterized by faulting, shearing, mylonization and associated silica and carbonate alteration and sporadic gold mineralization. The JSZ is host to at least 26 gold prospects and showings over a 44 km strike length.

The North Belt is a north-facing homocline and consists of rhyolite, overlain by andesite and basalt, sedimentary rocks and an upper basaltic unit. The upper basalts include high alumina and subordinate high magnesia tholeiites. Both the MacLellan deposit (Au, Ag) and the Farley Lake deposit (Au) are located within this belt occurring in a metallotect termed the 'Rainbow Trend'.

Property Geology

The Last Hope Property (see figure below) is underlain by a west-northwest-striking layered succession. From south to north, this succession is comprised of quartz-feldspar porphyry, mafic tuff, quartzite, mudstone, magnetite-bearing quartzite and feldspathic quartzite (see figure below). The deposit consists of two shallow plunging ore shoots within a steep, tabular quartz vein that averages 1.5 m in width.

Two parallel quartz veins cut the quartzite, the South Vein and the Mandole Vein, both hosting gold bearing sulphide mineralization while the North Vein is barren.

Mineralization

The Last Hope Property is underlain by a west-northwest-striking layered succession. From south to north, this succession is comprised of quartz-feldspar porphyry, local lenses of basalt, mafic tuff, local lenses of quartzite +/- magnetite, mudstone, gabbro and feldspathic quartzite (see figure below). The basalts and other mafic units have been collectively termed amphibolite consistent with their advanced level of metamorphism. The high degree of alteration and deformation of these lithologic units makes the identification of individual protolith units impossible at the megascopic level. The gold mineralization of the deposit consists of two shallow plunging ore shoots within a steep (-80-degree dip), tabular zones of sulphide mineralization, silicification and quartz veining that locally varies in width from 1.5 to 19 metres. These zones have been traced along strike for over 1 km.

Structurally the mafic units (collectively termed amphibolite) have been moderately to strongly foliated parallel to hanging wall quartz-feldspar porphyry contact.

55 North Mining Inc. - Management Discussion & Analysis

Two parallel sulphide mineralized zones with +/- quartz veining, +/- silicification and +/- sulphide mineralization cut the amphibolite and are the two major zones on the property. The South Vein and the Madole Vein, both host gold bearing sulphide mineralization. Minor discontinuous zones parallel to the major zones are similar in geometry and gold tenor are also present.

Mineralization

The Madole Vein outcrops for approximately 225 m and strikes northwest, dips 80 degrees southwest and is hosted by amphibolite facies lithologies.

The outcropped portion of the Madole Vein is 0.3 to 1.2 m wide and can be divided into two units:

- A southern white massive quartz unit; and
- A northern grey aphanitic, siliceous unit with disseminated grains and stringers of pyrite and trace chalcopyrite.

The average sulphide content of the south vein is 5% (local variation up to 15%). The best gold values are found in the highly altered, quartz-pyrite rich footwall of a fault which lies on the periphery of a Quartz-feldspar-porphphy intrusive.

The Johnson Shear Zone, host to at least 26 gold prospects over a 44 km strike length, lies approximately 10 km to the north.

The Last Hope Deposit can be classified as a mesothermal lode gold deposit in a Paleoproterozoic setting. Mesothermal lode gold deposits typically occur in metamorphosed, supracrustal rocks, most commonly in tholeiitic basalts and komatiites but also in felsic volcanic rocks. At Last Hope these tholeiitic basalts and komatiites have been strongly altered. Discrete veins occur zones in upper greenschist to lower amphibolite facies metamorphic domains where brittle or brittle-ductile fracturing is dominant. Veins are emplaced in cross-cutting or layer-parallel shear zones, extensional zones and more rarely in saddle reefs (Klien and Day, 1994). Gold at Last Hope is associated with sulphide minerals (predominantly disseminated to veinlets of pyrite, pyrrhotite and chalcopyrite), highly silicified zones and fractured quartz veins. Gold-bearing sulphide minerals are controlled by minor fractures, and occur in irregular patches in quartz, in the wall rock adjacent to the vein, or as disseminations or replacements in zones of highly altered and deformed lithologic units. Mineralized zones tend to be tabular formed by persistent or discontinuous regions of sulphide mineralization, silicification and irregular bodies of gold bearing quartz.

Mineral Resources and Mineral Reserves

LAST HOPE MINERAL RESOURCE ESTIMATE (1-8)			
Near Surface Pit Mineral Resource @ 1.0 g/t Au Cut-off			
Classification	Tonnes (k)	Au (g/t)	Au (koz)
Indicated	82.8	5.08	13.5
Inferred	15.7	1.90	1.0
Underground Mineral Resource @ 1.8 g/t Au Cut-off			
Classification	Tonnes (k)	Au (g/t)	Au (koz)
Indicated	325.5	5.50	57.6
Inferred	1,537.3	5.52	272.8
Total Mineral Resource @ 1.0 and 1.8 g/t Au Cut-offs			
Classification	Tonnes (k)	Au (g/t)	Au (koz)
Indicated	408.3	5.41	71.1
Inferred	1,553.0	5.48	273.8

55 North Mining Inc. - Management Discussion & Analysis

1. *Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.*
2. *The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.*
3. *The Inferred Mineral Resource in this estimate has a lower level of confidence than that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could potentially be upgraded to an Indicated Mineral Resource with continued exploration.*
4. *The Mineral Resources were estimated in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions (2014) and Best Practices Guidelines (2019) prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council.*
5. *Metal prices used were US\$1,650/oz Au and 0.76 CDN\$/US\$ FX with process recoveries of 95% Au. A CDN\$20/t process cost and CDN\$5/t G&A cost was used.*
6. *The near surface mining cost for the top 20 m of the Mineral Resource was CDN\$35/t.*
7. *The underground mining cost was CDN\$95/t. The underground Mineral Resource grade blocks were quantified above the 1.8 g/t Au cut-off, below 20 m from surface and within the constraining mineralized wireframes. Underground Mineral Resources selected exhibited continuity and reasonable potential for extraction by the long hole underground mining method.*
8. *Grade estimation was undertaken with the Inverse Distance Cubed method on 1.0 m capped composites*

The Indicated Mineral Resource category was justified for blocks interpolated by pass one which was using at least four composites from a minimum of two drill holes within a spacing of 25m on strike, 20m down dip and 10m across dip. Inferred resources were categorized by passes 2 to 4 on all remaining grade populated blocks.

Last Hope's Proximity to Alamos Gold's Lynn Lake Gold Project

Last Hope is located approximately 20 km directly south of Lynn Lake's proposed plant location, well within economic trucking distance, and could present an opportunity to blend in Last Hope's higher grade material to enhance project economics (Last Hope M&I grade = 5.41 g/t versus Lynn Lake's P&P grade of 1.75 g/t). Alamos Gold Lynn Lake Project's 2018 Feasibility Study stipulated a Proven and Probable reserve estimate which was since updated to 36.5Mt @ 1.75 g/t for 2.06M ozs, and proposed a 7,000 tpd conventional open pit CIP mining/milling operation. Alamos Gold's Lynn Lake Gold Project is currently in the permitting stage with ongoing exploration on the property.

Exploration Upside

Existing Resource Drill Targets

The Company plans to expand the high-grade portions of the current resource by drilling the down-plunge extensions of high-grade shoots. Also, the Company plans to conduct infill drilling to upgrade and expand the existing resources.

MINING OPERATIONS

The Corporation has no mining operations.

OVERALL PERFORMANCE

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024

Analysis of the period ended September 30, 2024 compared to the period ended September 30, 2023

The Company is in the exploration phase and its property is in the early stage of exploration and not in production. Therefore, mineral exploration expenditures are not capitalized and losses are incurred as a result of exploration expenditures and administrative expenses relating to the operation of the Company's business. Consequently, the Company's net income is not a meaningful indicator of its performance or potential. The key performance driver for the Company is the acquisition, exploration, and development of prospective mineral properties. By acquiring and exploring projects of superior technical merit, the Company increases the probability of finding and developing economic mineral deposits.

The Company is not anticipating profit from operations in the near future. Until such time as the Company is able to realize profits from the production and marketing of commodities from its properties, the Company will report a deficit and will rely on its ability to obtain equity or debt financing to fund ongoing operations. Additional financings are required for new exploration and promotional initiatives. Due to the nature of the junior mineral exploration industry, the Company will have a continuous need to secure additional funds through the issuance

55 North Mining Inc. - Management Discussion & Analysis

of equity or debt in order to support its corporate and exploration activities, as well as its obligations relating to its properties.

For the three and nine months ended September 30, 2024, the Company reported a loss of \$66,546 and \$213,824, respectively, compared to a loss of \$552,692 and \$640,979, respectively, for the three and nine months ended September 30, 2023. With a lack of capital resources, the Company did not engage in any meaningful activities in the first nine months of 2024 or the first nine months of 2023.

SUMMARY OF QUARTERLY RESULTS

The following are the results for the below noted quarters:

	Q3 2024	Q2 2024	Q1 2024	Q4 2023
Acquisition and property costs	---	---	---	---
Project expenditures	---	25,835	---	35,149
Net loss	66,546	73,904	73,374	142,356
Loss per share	0.00	0.00	0.00	0.00

	Q3 2023	Q2 2023	Q1 2023	Q4 2022
Acquisition and property costs	50,000	---	---	---
Project expenditures	128,985	38,016	---	6,514
Net loss	552,692	16,431	71,994	117,752
Loss per share	0.00	0.00	0.00	0.01

The pace of development of its properties will determine how much money the Company has available, how quickly the Company spends its working capital and how long it will take before the Company requires additional working capital. The ability of the Company to access new working capital through additional financings could be adversely affected by many factors including a downturn in mineral prices, a general economic downturn, poor results from exploration programs on its properties and a variety of other factors.

FINANCING ACTIVITIES AND CAPITAL RESOURCES

The Company is in the exploration stage and therefore has no regular cash inflows. The ability of the Company to access new working capital through additional financings could be adversely affected by many factors including a downturn in mineral prices, a general economic downturn, poor results from exploration programs on its properties and a variety of other factors.

As at September 30, 2024, the Company had a cash balance of \$80,856 and a working capital deficit of \$553,059 (December 31, 2023 – a cash balance of \$85,060 and a working capital deficit of \$340,633).

FINANCIAL INSTRUMENTS

The Corporation's financial instruments consist of cash, receivables, loan receivable, accounts payable and accrued liabilities and loan payable.

(a) Risk management and hedging activities

In the normal course of operations the Company is exposed to various financial risks. Management's close involvement in the operations allows for the identification of risks and variances from expectations. The company does not meaningfully participate in the use of financial instruments to control these risks. The company has no designated hedging transactions. The financial risks and management's risk management objectives and policies are as follows:

(i) Currency risk

The company does not hold any assets or liabilities denominated in a foreign currency.

(ii) Price risk

The company is exposed to price risk with respect to commodity prices. As the company is not a producing entity, this risk does not currently affect earnings, however, the risk could affect the completion of future equity transactions. The company monitors commodity prices of precious metals and the stock market to determine the timing, nature and extent of equity transactions.

(iii) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the entity. The company is exposed to credit risk on cash, trade receivables and other receivables. Cash is held with an established Canadian financial institution and the company's other receivables are from Canadian government entities, from which management believes the risk of loss to be remote. The company does not have any derivatives or similar instruments that mitigate the maximum exposure to credit risk.

(iv) Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. Management monitors the company's liquidity by assessing forecast and actual cash flows and by maintaining adequate cash on hand. It is management's opinion that it is unlikely that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments. As at September 30, 2024, the Company had working capital deficit of \$553,059.

(v) 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. The Company's promissory note agreement fixes interest at 5% per annum and accordingly is not subject to cash flow interest rate risk due to changes in the market rate of interest. Changes in future interest rates could however affect the carrying value of the debt and result in a non-cash adjustment to earnings.

(b) Fair values, carrying amounts and changes in fair value

The fair values of the Company's financial instruments approximate their carrying value due to their short-term nature. Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of judgment. The methods and assumptions used to develop fair value measurements, for those financial instruments where fair value is recognized in the balance sheet, have been prioritized into three levels as per the fair value hierarchy in Canadian generally accepted accounting principles.

- Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level two includes inputs that are observable other than quoted prices included in level one.
- Level three includes inputs that are not based on observable market data.

At September 30, 2024 and December 31, 2023, the Company's financial instruments were classified as Level 1 except for investments which was classified as Level 2.

(c) Collateral

The carrying value of financial assets the Company has pledged as collateral as at September 30, 2024 and December 31, 2023 is \$Nil.

RISK FACTORS

The business of the Company is subject to a number of risks and uncertainties that may impact the business of the Company. A summary of the risk factors that may affect the Company is set forth below.

COMPETITION FOR MINERAL DEPOSITS

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the exploration of search for and the acquisition of attractive mineral properties. As a result of this competition, much of which is with entities with greater financial resources than the Company, the Company may not be able to obtain funding for its exploration projects, obtain and maintain the necessary resources to carry out such exploration or acquire attractive properties in the future on terms it considers acceptable. The Company competes with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investment and other capital.

RESOURCE EXPLORATION AND DEVELOPMENT INVOLVES A HIGH DEGREE OF RISK

Resource exploration and development is a speculative business and involves a high degree of risk. There is no known body of commercial ore on any of the properties of the Company. There is no certainty that any expenditure made by the Company in the exploration of any of its properties or otherwise will result in discoveries of commercial quantities of minerals. The marketability of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company.

LAG TIME BETWEEN DISCOVERY AND PRODUCTION OF MINERAL RESOURCES

The Company is unable to predict the amount of time which may elapse between the date when any new mineral resource may be discovered and the date when production, if any, will commence from any such discovery.

INFRASTRUCTURE REQUIREMENTS

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

TITLE TO THE COMPANY'S PROPERTIES OR INTEREST MAY BE DISPUTED

Title to and the area of resource concessions may be disputed. There is no guarantee of title to any of the Company's properties. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

SURFACE ACCESS RIGHTS

The Company does not have surface access rights to all of its mineral properties and will be required to obtain all necessary permits prior to carrying out any exploration activities on certain of its properties. According, the Company may be unable to access certain of its properties and related mineral exploration claims to carry out its proposed exploration activities.

ABORIGINAL LAND CLAIMS AND ABORIGINAL RIGHTS

The mineral properties of the Company may in the future be the subject of aboriginal peoples' land claims or aboriginal rights claims. The legal basis of an aboriginal land claim and aboriginal rights is a matter of considerable legal complexity and the impact of the assertion of such a claim, or the possible effect of a settlement of such claim upon the Company cannot be predicted with any degree of certainty at this time.

ADDITIONAL FUNDS FOR FUTURE EXPLORATION AND DEVELOPMENT, DILUTION

As a mineral exploration company, the Company does not generate cash flow from its activities and it must rely primarily on issuances of its securities or the borrowing of funds to finance its operations. The exploration and development of its properties will require substantial funds beyond those it has and there is no assurance that such additional funds will be available to the Company on commercially reasonable terms or in sufficient amounts to allow the Company to continue to pursue its objectives. The inability of the Company to raise further funds whether through additional equity issuances or by other means, could result in delays or the indefinite postponement of planned exploration and/or development activities or, in certain circumstances, the loss of some or all of its property interests or cessation of all mineral exploration and/or development activities.

RISKS ASSOCIATED WITH THE COMPANY'S ACTIVITIES MAY NOT BE INSURABLE

The Company's business is subject to a number of risks and hazards and no assurance can be given that insurance will cover the risks to which the Company's activities will be subject or will be available at all or at commercially reasonable premiums.

THE COMPANY HAS NO HISTORY OF OPERATIONS, EARNINGS OR DIVIDENDS

55 North Mining Inc. - Management Discussion & Analysis

The Company was incorporated on December 5, 2008 and has no history of earnings or of a return on investment, and there is no assurance that it will generate earnings, operate profitably or provide a return on investment in the future. The Company has no plans to pay dividends.

STATUTORY AND REGULATORY COMPLIANCE IS COMPLEX AND MAY RESULT IN DELAY OR CURTAILMENT OF THE COMPANY'S OPERATIONS

The current and future operations of the Company and any parties which may carry out exploration, development and mining activities on properties in which the Company holds an interest will be governed by laws and regulations governing mineral concession acquisition, prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in exploration activities often experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. The Company will apply for all necessary permits for the exploration work it intends to conduct, however such permits are, as a practical matter, subject to the discretion of government authorities and there can be no assurance that the Company will be successful in obtaining or maintaining such permits.

THE COMPANY DEPENDS ON KEY MANAGEMENT AND EMPLOYEES

Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, the Company will require additional key financial, administrative and mining personnel as well as additional operations staff. There can be no assurance that the Company will be successful in attracting, training and retaining qualified personnel.

SHORTAGE OF SUPPLIES

The Company may be adversely affected by shortages of critical supplies or equipment required to operate the business of the Company. Any shortage of critical supplies or equipment will affect the timeliness of the development of the Company and its business.

ESTIMATES OF MINERAL RESOURCES

There are numerous uncertainties inherent in estimating ore reserves and mineral resources. The accuracy of any reserve or resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Fluctuations in precious or base metal prices, results of drilling or metallurgical testing, subsequent to the date of any estimate may require revision of such estimate. In addition, there can be no assurance that precious or base metal recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

ENVIRONMENTAL FACTORS

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. The Company's operations are subject to environmental regulations promulgated by various government agencies from time to time. Violation of existing or future environmental rules may result in various fines and penalties.

CONFLICT OF INTEREST

Certain directors and officers of the Company were also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing, and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company.

OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements to which the Company is committed.

RELATED PARTY TRANSACTIONS

Key management personnel are those people who have authority and responsibility for planning, directing and controlling the activities of the group, directly and indirectly, include any director (whether executive or otherwise) of the Company. Total fees paid to the Company's CEO during the three and nine months ended September 30, 2024 is \$18,000 and \$54,000, respectively (three and nine months ended September 30, 2023 - \$18,000 and \$54,000, respectively) with \$108,000 remaining in accounts payable at September 30, 2024 (December 31, 2023 - \$54,000). Total fees paid to the Company's CFO during the three and six months ended June 30, 2024 is \$15,000 and \$45,000, respectively (three and nine months ended September 30, 2023 - \$15,000 and \$45,000, respectively) with \$90,000 remaining in accounts payable at quarter end (December 31, 2023 - \$47,710 on account of unpaid fees and expenses). All fees payable to the Company's CEO and CFO through March 31, 2023 were settled with shares in May 2023.

CHANGES in ACCOUNTING POLICIES

New standards adopted

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2024. The following amendments to various IFRS standards are mandatorily effective for reporting periods beginning on or after January 1, 2024:

- General Requirements for Disclosure of Sustainability-related Financial Information (New standard IFRS S1);
- Climate-related Disclosures (New standard IFRS S2);
- IFRS 16 Leases (Amendment – Liability in a Sale and Leaseback);
- IAS 1 Presentation of Financial Statements (Amendment – Classification of Liabilities as Current or Noncurrent); and
- IAS 1 Presentation of Financial Statements (Amendment – Non-current Liabilities with Covenants);

The Company has concluded that the above are not applicable or do not have a significant impact to the Company and have been excluded as it is expected to have no impact on the unaudited condensed interim financial statements.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

As the Company has had no significant revenue from operations since inception (December 5, 2008), the following is a breakdown of the material costs incurred by the Company:

	3 months ended September 30,		9 months ended September 30,	
	2024	2023	2024	2023
Expenditures				
Management and consulting	\$48,000	\$ 49,674	\$144,000	\$ 145,674
General and administration	14,971	11,829	42,335	53,813
Promotion and shareholder communications	3,575	8,204	26,164	19,806
Project expenditures	---	28,985	25,835	67,001
Professional fees	---	---	1,325	823
Stock-based compensation	---	304,000	---	304,000
Acquisition and property costs	---	150,000	---	150,000

DISCLOSURE OF OUTSTANDING SHARE DATA

a) Authorized:

The Company is authorized to issue an unlimited number of common shares with each common share entitled to one vote.

55 North Mining Inc. - Management Discussion & Analysis

b) Common shares issued:

	Number of Shares	Stated Capital
Balance, Dec. 31, 2022	147,695,505	\$ 4,791,408
Issued on settlement of debt	6,705,073	100,576
Warrant allocation on settlement of debt	---	(49,617)
Issued on private placement	2,666,666	40,000
Warrant allocation on private placement	---	(19,735)
Flow-through premium	---	(3,500)
Share issue costs	---	(350)
Issued as property payment	3,000,000	150,000
Balance, Dec. 31, 2023 and Sep. 30, 2024	160,067,244	5,008,782

Warrants

At September 30, 2024, there were 64,556,731 warrants outstanding (December 31, 2023 – 72,225,611), with each warrant entitling the holder to acquire one common share of the Company at the prices noted below:

Number	Exercise Price	Remaining Contractual Life in Years	Expiry Date
September 30, 2023			
4,200,000	\$0.30	0.04	October 15, 2024
329,600	\$0.20	0.04	October 15, 2024 ⁽¹⁾
6,400	\$0.15	0.04	October 15, 2024 ⁽²⁾
9,221,133	\$0.30	0.11	November 9, 2024
534,531	\$0.15	0.11	November 9, 2024 ⁽²⁾
6,000	\$0.30	0.11	November 9, 2024
3,840,183	\$0.30	0.16	November 27, 2024
141,333	\$0.15	0.16	November 27, 2024 ⁽²⁾
8,000	\$0.20	0.16	November 27, 2024 ⁽¹⁾
1,333,334	\$0.30	0.18	December 4, 2024
106,666	\$0.15	0.18	December 4, 2024 ⁽²⁾
1,500,000	\$0.30	0.53	April 12, 2025
105,000	\$0.30	0.53	April 12, 2025
50,000	\$0.30	0.57	April 26, 2025
5,000,000	\$0.20	1.79	July 15, 2026
350,000	\$0.20	1.79	July 15, 2026
500,000	\$0.20	1.82	July 20, 2026
3,588,336	\$0.05	1.60	May 6, 2026
5,172,710	\$0.05	1.90	August 26, 2026
5,083,032	\$0.05	2.01	October 5, 2026
12,000,000	\$0.05	2.01	October 5, 2026
1,608,734	\$0.05	2.07	October 27, 2026
500,000	\$0.05	2.09	November 2, 2026
9,371,739	\$0.05	2.59	May 3, 2027
64,556,731	\$0.15	1.48	

Notes:

- ⁽¹⁾ These compensation options entitle the holder to acquire a unit at a price of \$0.20 per unit. Each unit is comprised of one common share and one warrant which can be exercised to acquire one additional common share at a price of \$0.30 for a period of 48 months.

55 North Mining Inc. - Management Discussion & Analysis

- (2) These compensation options entitle the holder to acquire a unit at a price of \$0.15 per unit. Each unit is comprised of one common share and one warrant which can be exercised to acquire one additional common share at a price of \$0.30 for a period of 48 months.

Share Options

The Company may grant options to directors, officers, employees, and technical consultants of the Company. The maximum number of shares reserved for issuance under all securities compensation arrangements is limited to 10% of the total number of issued and outstanding shares exercisable for a period of up to 10 years. The maximum number of shares that may be issued to any officer, director or employee shall not exceed 5% of the total number of issued and outstanding shares. The maximum number of shares that may be issued to technical consultants, including investor relation consultants, shall not exceed 2% of the total number of issued and outstanding shares.

On August 29, 2023, the Company issued 6,000,000 incentive share options to officers, directors, employees and consultants, and also issued 2,000,000 incentive share options to the Marcel Colomb First Nations Band as part of its exploration agreement. These options vested immediately, have a five-year life, and an exercise price of \$0.05. The value of these options was calculated using the Black-Scholes option pricing model under the following weighted average assumptions: share price - \$0.05; risk free rate of return – 3.92%; annualized volatility - 100%; expected life - 5 years; dividend yield - 0%. The Company recognized a share-based compensation expense of \$304,000 related to the vesting that occurred.

During the year ended December 31, 2023, 1,600,000 options, with an exercise price of \$0.02 per share, expired unexercised.

The average remaining life of the options at September 30, 2024 is 3.71 years (December 31, 2023 – 4.21 years).

	<u>Sep. 30, 2024</u>		<u>Dec. 31, 2023</u>	
	<u>Number</u>	<u>Weighted average exercise price</u>	<u>Number</u>	<u>Weighted average exercise price</u>
Balance, beginning	13,750,000	\$ 0.04	7,350,000	\$ 0.02
Granted	---	---	8,000,000	0.05
Expired	---	---	(1,600,000)	0.02
Balance, ending	13,750,000	\$ 0.04	13,750,000	\$ 0.04

OTHER REQUIREMENTS

Additional information relating to the Company is available on SEDAR at www.sedarplus.ca.

APPROVAL

Management is responsible for all information contained in this report. The unaudited condensed interim financial statements for the three and nine months ended September 30, 2024 have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this report is consistent with that contained in the financial statements for the three and nine months ended September 30, 2024 in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Board of Directors has approved the audited consolidated financial statements on the recommendation of the Audit Committee.

Bruce Reid
President & CEO