

**APPIA RARE EARTHS & URANIUM CORP.
(formerly “APPIA ENERGY CORP.”)**

MANAGEMENT’S DISCUSSION AND ANALYSIS

For the nine months ended June 30, 2024

Management's Discussion and Analysis – June 30, 2024 As of August 28, 2024

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Appia Rare Earths & Uranium Corp. ("Appia" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the nine months ended June 30, 2024. The MD&A was prepared as of August 28, 2024 and should be read in conjunction with the unaudited condensed interim financial statements for the nine months ended June 30, 2024, the ("Financial Statements") and the audited financial statements for the year ended September 30, 2023, including the notes thereto. Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars. These Financial Statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as described in Note 2 to the Financial Statements.

Appia is a publicly traded Canadian company in the rare earth element and uranium sectors. The Company is currently focusing on delineating high-grade critical rare earth elements and gallium on the Alces Lake property, as well as exploring for high-grade uranium in the prolific Athabasca Basin on its Otherside, Loranger, North Wollaston, and Eastside properties. The Company holds the surface rights to exploration for 113,837.15 hectares (281,297.72 acres) in Saskatchewan. The Company also has a 100% interest in 12,545 hectares (31,000 acres), with rare earth element and uranium deposits over five mineralized zones in the Elliot Lake Camp, Ontario. The Company holds the right to acquire up to a 70% interest in the PCH Project which is 40,963.18 ha in size and is located within the Goiás State of Brazil.

2023 Brazilian Ionic Clay Rare Earths Element Project

On March 7, 2023, the Company announced that it had signed a Letter Agreement (the "Letter Agreement") with 3S LTDA ("3S") and Beko Invest Ltd. ("Beko") to acquire up to a 70% interest in the PCH Project (the "Transaction") located in the Tocantins Structural Province of the Brasília Fold Belt, Goiás State, Brazil (the "Target Property").

The Cachoeirinha Project (PCH Project) is located within the Tocantins Structural Province in the Brasília Fold Belt, more specifically, the Arenópolis Magmatic Arc. The PCH Project is 40,963 ha. in size and is located within the Goiás State of Brazil. It is classified as an alkaline intrusive rock occurrence with highly anomalous REE mineralization. This high grade mineralization is related to carbonatitic breccias within the alkaline lithologies of the Fazenda Buriti Plutonic Complex. The PCH also has the development of ionic adsorption clays associated with the Neoproterozoic granitic intrusion of the Ipora granite geological unity associated with the presence of supergenic enrichment. The positive results of the recent geochemical exploration work carried out to date indicate the potential for REE within ionic adsorption clays in the regolith zones.

Appia will acquire incremental vested interests in the Target Property upon completion of specific expenditure requirements, provided Appia initially issues at least 1 million common shares to Beko and spends at least US\$1 million on the Target Property (at which time it will have earned a 10% legal and beneficial ownership interest in the Target Property).

On December 4, 2023, the Company announced that it would be issuing 500,000 common shares and as it had spent more than \$1 million US on the Property it earned the initial 10% interest in the Property.

On February 20, 2024, the Company reported completing over 300 combined auger, reverse circulation and diamond drill holes to date, and that SGS Canada had been commissioned to complete a NI 43-101 Technical Report on the Project including a Mineral Resource Estimate.

On March 1, 2024 the Company announced the receipt of an independent maiden Mineral Resource Estimate (MRE) for its ionic adsorption clay (IAC) project known as the PCH Project prepared by SGS Canada. The maiden MRE estimated 6.6 million tonnes (Mt) indicated resource with a grade of 2513 parts per million (ppm) of total rare earth oxide (TREO) and 46 mt inferred resource with a grade of 2,888 ppm TREO. The deposit is reported to contain the REE used in the production of permanent magnets. The NI43-101 Technical Report was filed on April 15 with an effective date of February 1, 2024.

On May 6 the Company announced the confirmation of the presence of ionic adsorption clay (IAC) REE at the PCH project. The desorbable MREO and HREO recoveries were consistent with the expected profile of an IAC ore.

On May 14 the Company announced encouraging results from the newly identified Taygeta and Merope targets at the PCH project, 15 km from Target IV and the Buriti targets. TREO, HREO and MREO are high grade.

On May 22 Appia announced the results from two newly identified exploration targets at the PCH project, Electra and Maia. Samples from 25 auger drill holes were assayed by SGS and confirm the regolith developed over the Ipora Granite presented significant enrichment of HREO indicative of IAC REE deposits. The desorption analysis is in process. The Company indicated it was moving to the next phase of definition drilling and the commissioning of a PEA including the MRE to support the next phase of project development.

Electra is NNE 5 km from Target IV and Maia is 7 km ENE of Target IV. The four new targets equal an area approximately 2400 hectares.

ALCES LAKE

On July 26, 2022, Appia announced that the Company had completed the 2022 drilling / exploration program on the 100%-owned Alces Lake rare earth elements and gallium property, Athabasca Basin area, northern Saskatchewan.

In the 2022 drilling program, a total of 37 holes were drilled into WRCB to continue delineation of the high-grade REE mineralization and also delineate previously undrilled targets in Danny (adjacent to WRCB) as well as additional drilling into the Wilson/Wilson North zone. New WRCB drilling also extended the trend of the REE mineralization by approximately 120 metres along strike to a total of 280 metres of strike-length mineralization. The WRCB accumulation remains open in both the northwest and southeast directions.

The most significant new drilling area in 2022 was at Magnet Ridge, located approximately 1.5 kilometres south-southeast of WRCB on a well-defined regional geological corridor. A total of 34 holes (5,318 metres) were drilled into the primary Magnet Ridge target that outcrops on surface. A nearby (and possibly geologically related) prospect on Magnet Ridge West saw another 10 holes (2,025.9 metres) drilled. The mineralization in the two prospects appears to be geologically similar to the 2021 discovery of the AMP zone at WRCB, which also outcrops on surface to 200 m depth.

Highlights from the Magnet Ridge drilling program are listed as follows:

- Drilling intersected thick sequences of REES from surface to 85 metres depth.
- The mineralized intervals are similar to, and larger in size when compared to the AMP Zone at WRCB.
- Total rare earths oxide (TREO) assays of up to 0.65 wt.% (6500 ppm) TREO were returned, with thickness and grades increasing by >50% to the south-southeast; all within 85 metres of surface.
- 19.85m @ 0.317 wt.% TREO including 8.94m @ 0.467 wt.% TREO in hole 22-AUG-031
- 18.67m @ 0.245 wt.% TREO including 9.02m @ 0.344 wt.% TREO in hole 22-AUG-030
- 26.70m @ 0.246 wt.% TREO including 6.08m @ 0.305 wt.% TREO in hole 22-AUG-013
- 28.19m @ 0.190 wt.% TREO including 3.07m @ 0.506 wt.% TREO in hole 22-AUG-026
- Follow-up drilling is planned.

REE mineralization was intersected in 27 of 34 DDHs near surface over significant strike length and drilled lengths exceeding 28 metres.

On July 5, 2023 the Company announced that it had completed the first phase of its 2023 drill program at the Magnet Ridge Zone to further test the extent of the mineralization to the south south-east (SSE).

Highlights:

- Drilling at the southern extension of Magnet Ridge included 11 drill holes completed for a total of 1,223 metres. Five of the drill holes hit significant mineralization intersections up to 19.00 m core intersection width, with two of these drill holes hitting multiple intersections, similar to nearby drill holes from the 2022 program. The mineralization ends abruptly

due to a east-northeast cross-structure (i.e., a fault that is interpreted from geophysics/DDH observations to offset the mineralization vertically down dip).

- Split core samples were shipped to the SRC Geo-Analytical Lab in Saskatoon for geochemical assaying. Results are pending.

Following the drilling at Magnet Ridge, the company continued and concluded diamond drilling exploration on August 24th, 2023. The continued exploration efforts results yielded promising results, particularly in the newly identified Alces Lake Fold and Jesse Zones, as well as in the expansion of WRCB's Wilson subzone.

Alces Lake Fold Zone: Located approximately 1.1 km west of WRCB, this zone was identified through surface explorations that revealed multiple high-priority showings. Subsequent drilling, encompassing four holes, confirmed the presence of highly mineralized, REE-bearing pegmatite extending 17.6 meters beneath the surface over an 80-meter stretch at the surface. The zone remains open both at depth and along strike.

Jesse Zone: Situated 6.8 km south-southeast of WRCB along the same structural corridor, the Jesse Zone features several REE-bearing shear zones. Surface readings indicated radioactivity levels ranging from 2,000 to 3,000 cps, with some hotspots reaching up to 10,000 cps. Out of nine drill holes, five confirmed mineralization extending down to 17.83 meters. The zone outcrops within an area of approximately 1,600 meters by 400 meters at the surface and remains open to the north, south, and down dip.

Wilson (North Extension) & Ivan Subzones - WRCB: Further exploration at the Wilson subzone underneath significant overburden extended the surface mineralization by an additional 50 meters, now covering a total of 174 meters. Eleven drill holes were placed in this subzone, with four confirming the continuation of subsurface high-grade REE mineralization. Additionally, two drill holes were placed in the Ivan subzone to assess and confirm the structural orientation of the mineralized bodies, both of which returned significant high-grade mineralization.

Geochemical highlights from the Jesse, Alces Lake Fold, and WRCB drilling programs are listed as follows:

- Alces Lake Fold:
 - Grab sample ID 532 displaying 17.13 wt.% TREO, 4.36 wt.% CREO
 - Channel sample ID 10018 displaying 0.50m of 15.45 wt.% TREO, 3.82 wt.% CREO
 - Drill hole sample ID 6547 displaying 1.50 wt.% TREO, 0.36 wt.% CREO from 16.47m to 16.72m
- Jesse Zone:
 - Grab sample ID 9961 displaying 3.73 wt.% TREO, 0.88 wt.% CREO
 - Channel sample ID 9745 displaying 0.30m of 2.66 wt.% TREO, 0.64 wt.% CREO
 - Drill hole sample ID 9149 displaying 2.51 wt.% TREO, 0.60 wt.% CREO from 17.52m to 17.68m
- WRCB Zone
 - Wilson Subzone (North Extension)
 - Channel sample ID 500 displaying 0.65m of 38.26 wt.% TREO, 9.77 wt.% CREO
 - Drill hole sample ID 393 displaying 3.19 wt.% TREO, 0.81 wt.% CREO from 17.88m to 18.12m
 - Ivan Subzone
 - Drill hole sample ID 6816 displaying 31.55 wt.% TREO, 8.20 wt.% CREO from 5.00m to 5.40m

ALCES LAKE SUMMARY

The Alces Lake project encompasses low to very high grade and critical* REEs and gallium mineralization, hosted within a number of surface and near-surface monazite occurrences that remain open at depth and along strike.

*Critical rare earth elements are defined here as those that are in short-supply and high-demand for use in permanent magnets and modern electronic applications such as electric vehicles and wind turbines (i.e. neodymium (Nd), praseodymium (Pr), dysprosium (Dy) and terbium (Tb)).

The Alces Lake project is located in northern Saskatchewan, the same provincial jurisdiction that is developing a “first-of-its-kind” rare earth processing facility in Canada, currently under construction by the Saskatchewan Research Council, with the Monazite Processing Unit fully operational by the end of 2024 and the Solvent Extraction Unit expected to become operational in early 2025.

In February 2023, the Company announced the acquisition of additional new mineral claims in the Alces Lake area.

The Alces Lake claim block now totals 38,522.43 contiguous hectares (95,191 acres); located approximately 50 kilometres east of Uranium City. The claims were staked on the basis of similar geological and geophysical signatures to the Company’s current Alces Lake property. Appia also holds a total of 75,314.72 hectares (186,106.72 acres) of land on four uranium claim blocks (Loranger, North Wollaston, Eastside, and Otherside). Recent exploration activities of the Eastside and Loranger properties are highlighted below.

LORANGER

On June 13th, 2024, Appia announced the commencement of diamond drilling on the 100%-owned Loranger uranium-bearing property, Athabasca Basin area, northern Saskatchewan, which concluded on July 3rd, 2024.

During this 2024 drilling program, a total of three holes were drilled into strategically targeted NE-SW electromagnetic conductors using results from the VTEM Plus geophysical survey conducted in 2021 by Geotech Airborne Geophysical Surveys Ltd to test the potential for uranium-linked conductor indicators of mineralization and the presence of rare earth elements. Of the three drill holes, two intersected significant graphitic faults that may be linked to uranium mineralization and multiple pegmatitic bodies that show REE-bearing minerals (e.g. monazite). Samples are currently undergoing comprehensive analysis at the Saskatchewan Research Council (SRC) Laboratories in Saskatoon and will be released to the public once analyzed and compiled.

EASTSIDE

From May 25th to June 1st, 2024, Appia had completed a ground reconnaissance exploration program on the 100%-owned Eastside uranium and rare earth element property, Athabasca Basin area, northern Saskatchewan.

A total of 65 samples were collected from across the property and specifically from two (2) new radioactive zones of interest, “Highcount Hilltop” and “Prospector’s Peninsula”. Assay analysis conducted by the Saskatchewan Resource Council confirmed the presence of uranium (U₃O₈) and rare earth elements scattered across multiple grab and channel samples in and around the newly discovered zones within an approximate 2 km radius.

Highlights from the Eastside Exploration Program are as follows:

- **Uranium Mineralization:**

- Grab Sample 181213: U₃O₈ = 2,523.06 ppm (0.25 wt.%), a uranium hotspot discovered between “Prospector’s Peninsula” and “Highcount Hilltop”.
- Grab Sample 181255: U₃O₈ = 673.21 ppm (0.07 wt.%), indicating a uranium hotspot east of “Highcount Hilltop”.
- Grab Sample 181212: U₃O₈ = 644.91 ppm (0.06 wt.%), discovered between “Prospector’s Peninsula” and “Highcount Hilltop” further indicating uranium.

Additionally, a total of 20 samples collected from the southwestern portion of the Eastside property exhibited uranium mineralization between 0.01 wt.% and 0.25 wt.%.

- **Rare Earth Element (REE) Mineralization:**

- Channel Sample 181244: 1.00 meters of TREO = 0.14 wt.%, located in the “Prospector’s Peninsula” zone, demonstrating rare earth element (REE) mineralization.

Uranium and Rare Earth Elements Outlook

REE - The trade war between the USA (the West) and China is jeopardizing the availability of critical REEs.

A shortage of critical REEs has developed, largely as a result of the increase in electric vehicle production. China continues to control the pricing of REEs. Some of the REE concentrates is imported, processed in China to final form and re-exported.

Since the coup in Myanmar in February 2021, the Chinese are illegally mining across the border in areas controlled by a junta-sponsored militia. Myanmar is China's largest, rare-earth source. In 2020 Myanmar accounted for 74% of Chinese imports of rare earths for refining, processing, and sale around the world. Approximately ten rare earth mines have opened illegally across an uncontrolled border in Myanmar, with considerable environmental damage and pollution of the rivers.

For the supply of critical REEs required by the defence industry and for electronics, Washington is working on plans to reduce the dependence on China for the supply of critical REEs. There is a growing cooperation between Canada and USA in finding and producing REEs in North America, a long-term objective. A bipartisan bill was introduced in the American Senate which would force the US defence contractors to avoid use of China-sourced rare earth metals; it would also seek to create a strategic stockpile in the US.

Since January 1, 2024, however, supply has expanded at a faster rate than demand, resulting in downward pressure on current spot prices (IAEA Global Critical Minerals Outlook 2024) Uranium - Cameco has reactivated its mining operations at the McArthur River uranium mine and associated Key Lake processing facilities. Operations at Cigar Lake, the world's largest single uranium mine are also increasing. Cameco is expected to continue purchasing on the spot market this year in order to satisfy its contractual delivery requirements including replacing Russian shipments to Ukraine.

The uranium demand forecast shows an increase from China, and in 2021 known supply sources were projected to be unable to match demand. Industry opinion is that long term contract prices of US\$60 per pound are needed before any new mining project advances. The spot price has reached US\$100 per pound by January, 2024; now currently \$80 USD per pound. The World Nuclear Association recently projected an annual production shortfall of 50 million pounds in the near future, but there is idle production capacity available at this time.

The political stability of countries supplying the US with uranium and REEs has caused concern in the United States, as it relies on imports of uranium for its reactors and for the supply of REEs required by the defence industry, and for electronics and high strength magnets needed in the electric vehicle and wind farm applications

Ontario Properties

Appia holds over 13,008 hectares (32,143 acres) encompassing five mineralized zones in the Elliot Lake area of northern Ontario. The zones are called Teasdale, Banana Lake, Canuc, Bouck Lake and Buckles Lake. The Elliot Lake area produced some 360Mlbs. of U3O8 from 13 underground mines between 1955 and 1996 and is the only mining camp in Canada that had significant historical commercial REE production.

No work has been carried out in recent years, as the current market price for uranium oxide has not warranted additional work at this time.

The Company is considering the next stage of the Teasdale exploration and evaluation. The longer-term outlook for uranium prices is positive and the successful recovery of the REEs, particularly the critical elements of the total rare earths encountered, is encouraging. Factors favourable for the project include the following:

- New mine infrastructure development would be in brownfield areas already disturbed by industrial and mining activity;
- Water, electrical, transportation and communications infrastructure are in place or close at hand;
- The recovery of uranium from Elliot Lake ore is well known and understood. Based on Teasdale Lake test results, the recovery of REEs appears to face no significant technical uncertainties;
- Appia is not responsible in any manner for potential future environmental impacts arising out of historical mining operations or waste disposal; and,
- The Cameco uranium refinery is located approximately 60 km away, near Blind River.

Results of Operations

The Company spent \$1,063,888 on deferred evaluation expenditures at Alces Lake during the nine months ended June 30, 2024 (2023 - \$345,138).

In addition to the above the Company spent \$1,041,171 (September 30, 2023 - \$708,314) on deferred exploration on its newly acquired Brazilian property. These costs formed part of the required US\$1 million to be spent to earn in the first 10% interest in the Project, which was achieved during the period.

Total general and administrative expenses for the three months ended June 30, 2024, were \$294,707 compared to \$608,363 in 2023, an increase in investor relations to \$53,027 (2023 - \$91,989) and management fees and salaries to \$107,538 (2023 – \$51,976), offset by a decrease in share-based compensation to \$nil (2023 - \$283,909).

The Company's net loss and comprehensive loss for the three months ended March 31, 2024, was \$473,631 (2023 – \$620,643).

A summary of selected financial information for the three months ended June 30 is as follows:

	2024	2023	2022
Net loss for the period	\$(140,713)	\$(250,088)	\$555,482
Total assets	28,787,305	28,512,588	26,878,081
Cash flow from/(used) in operations	(82,979)	(212,003)	853,414
Brazil Project	(810,801)	(93,526)	-
Alces Lake	(363,664)	(164,735)	(4,564,118)
Loss per share (basic and diluted)	\$(0.00)	\$(0.00)	\$0.00

Selected Quarterly Information

2024	Jun 30, 2024	Mar 31, 2024	Dec 31, 2023	Sep 30, 2023
	\$	\$	\$	\$
Net income/(loss) and comprehensive income/(loss)	(140,713)	(473,631)	(460,657)	(632,485)
Net income/(loss) per share – basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	28,787,305	28,775,803	29,181,914	27,889,980
2023	Jun 30, 2023	Mar 31, 2023	Dec 32, 2022	Sep 30, 2022
	\$	\$	\$	\$
Net income/(loss) and comprehensive loss	(250,088)	(620,643)	(642,039)	(3,387,048)
Net income/(loss) per share – basic and diluted	(0.00)	(0.00)	(0.00)	(0.03)
Total assets	28,512,588	28,375,802	28,738,137	25,653,787

Capital Resources and Liquidity

At June 30, 2024, the Company had working capital of \$462,857 (after providing \$70,378 owing to related parties) compared to a working capital of \$2,325,073 as at September 30, 2023.

On December 27, 2023, the Company closed a non-brokered private placement of 4,873,667 flow-through shares at \$0.30 per share for gross proceeds of \$1,462,100.

The Company has no operating revenue and has historically funded its operations with equity based private placements. The Company's future exploration plans are contingent on raising capital but has financial resources to fund its planned exploration program and administration costs for the next twelve months.

The Company's ability to meet its obligations and continue as a going concern is dependent on the ability to identify and complete future financings. While the Company has been successful in raising financings, there can be no assurance that it will be able to do so in the future.

Common Share Data

The Company is authorized to issue an unlimited number of no-par value common shares. The following table provides the details of changes in the number of issued common shares.

	Number #	Amount \$
Balance, September 30, 2022	123,134,263	30,650,221
Flow-through units private placement November 22, 2022	5,000,000	2,500,000
Flow-through units private placement December 8, 2022	1,980,000	990,000
Working capital units private placement December 8, 2022	409,300	175,999
Less: Value associated with warrants issued	-	(32,818)
Allocated to flow-through premium	-	(952,200)
Share issue cost	-	(282,136)
Balance, September 30, 2023	130,523,563	33,049,066
Flow-through units private placement December 27, 2023	4,873,667	1,462,100
Share issue costs	-	(103,759)
Stock options exercised	436,364	120,000
AJE for stock options exercised	-	68,328
First tranche of 500,000 shares for PCH Project	500,000	130,000
Second tranche of 500,000 shares for PCH Project	500,000	57,500
Allocated to flow-through premium (note 8)	-	(292,420)
Balance, June 30, 2024	136,833,594	34,490,815

Common share purchase stock options

The Company has a stock option plan (the "Plan") for the benefit of directors, officers and consultants. The total number of shares which may be reserved and set aside for issuance to eligible persons may not exceed 10% of the issued and outstanding common shares. As at June 30, 2024, 8,160,000 common shares were reserved for the exercise of stock options granted under the Plan.

The following table provides the details of changes in the number of issued common share purchase options during the period:

	Options	Weighted-average exercise price \$
Outstanding at September 30, 2022	7,110,000	0.51

Granted	200,000	0.60
Granted	1,000,000	0.35
Expired	(1,000,000)	0.65
Expired	(200,000)	0.30
Outstanding at September 30, 2023	7,110,000	0.47
Granted	1,486,364	0.275
Exercised	(436,364)	0.275
Outstanding at June 30, 2024	8,160,000	0.45

A summary of the outstanding stock options as at June 30, 2024 is as follows:

Number of stock options	Number exercisable	Remaining contractual life	Exercise price per share	Expiry date
510,000	510,000	17.2 months	\$0.25	August 4, 2025
150,000	150,000	27.2 months	\$0.91	June 3, 2026
5,250,000	5,250,000	42.8 months	\$0.50	September 21, 2027
200,000	200,000	43.7 months	\$0.60	October 18, 2027
1,000,000	1,000,000	46.2 months	\$0.35	January 4, 2028
750,000	375,000	32.3 months	\$0.275	November 6, 2026
300,000	150,000	59.4 months	\$0.275	February 8, 2029
8,160,000	8,010,000			

The weighted average fair value of the options issued in the fiscal year 2022 was calculated as \$0.45 per share option. The fair value was estimated at the date of grant using the Black-Scholes pricing model with the following assumptions: risk-free weighted-average interest rate of 0.490-0.86% expected dividend yield of nil expected volatility of 126.72-180.31% and expected life term of 60 months. Options that have been issued generally vest one-half immediately on the date of grant and one-half twelve months from the date of grant.

The weighted average fair value of the options granted on October 18, 2022, was calculated as \$0.38 per share option. The fair value was estimated at the date of grant using the Black-Scholes pricing model with the following assumptions: risk-free weighted-average interest rate of 3.51% expected dividend yield of nil expected volatility of 120.61% and expected life term of 60 months.

The weighted average fair value of the options granted on January 4, 2023, was calculated as \$0.22 per share option. The fair value was estimated at the date of grant using the Black-Scholes pricing model with the following assumptions: risk-free weighted-average interest rate of 3.28% expected dividend yield of nil expected volatility of 118.98% and expected life term of 60 months.

The weighted average fair value of the options granted on November 6, 2023, was calculated as \$0.16 per share option. The fair value was estimated at the date of grant using the Black-Scholes pricing model with the following assumptions: risk-free weighted-average interest rate of 4.3% expected dividend yield of nil expected volatility of 112.71% and expected life term of 60 months.

The weighted average fair value of the options issued on February 8, 2024, was calculated as \$0.229 per share option. The fair value was estimated at the date of grant using the Black-Scholes pricing model with the following assumptions: risk-free weighted-average interest rate of 3.69%, expected dividend yield of nil, expected volatility of 122.48 and expected life term of 60 months.

Warrants

On certain issuances of common shares, the units include warrants entitling the holder to acquire additional common shares of the Company, and the Company also grants warrants as consideration for services associated with the private placement of such issues.

The following table provides the details of changes in the number of outstanding common share purchase warrants:

	Number	Value
Appia Rare Earths & Uranium Corp.	- 9 -	June 30 2024

	of shares	\$
Private placement warrants issued	421,300	32,818
Warrants expired	(10,305,979)	(1,956,317)
Balance September 30, 2023	5,692,395	1,912,692
Warrants expired	(5,692,395)	(1,912,692)
Balance June 30, 2024	-	-

The number of common shares outstanding on June 30, 2024, was 136,833,594. Taking into account outstanding share purchase options and warrants, the fully diluted number of common shares that could have been outstanding on June 30, 2024, was 144,843,594.

Related Party Transactions

During the three months ended June 30, 2024, the Company incurred related party expenses totaling \$100,914 (2023 – \$135,137). These expenses related to management fees paid or payable to key management personnel; Tom Drivas, Chief Executive Officer, Stephen Burega, President, Frank van de Water, Chief Financial Officer, and office administration services paid to Romios Gold Resources Inc., a company with a number of common directors and officers. The amount charged for office administration services is included under office and general expenses. At June 30, 2024, \$19,378 (2023 - \$31,720) of accumulated related party expenditures was payable to the other officers and Romios Gold Resources Inc.

Key management personnel were not paid post-retirement benefits, termination benefits, or other long-term benefits during the three months ended June 30, 2024, and 2023.

During the three months ended June 30, 2024, the Company incurred expenses of \$4,000 (2023 - \$5,500) for independent directors' fees. At June 30, 2024, \$43,000 (2023 - \$21,500) of accrued directors' fees was outstanding.

During the three months ended June 30, 2024, the Company incurred expenses of \$7,351 (2023 - \$30,697) for legal fees, share issue costs and property acquisition costs to a law firm related to a director of the Company, William R. Johnstone. At June 30, 2024 \$8,256 (2023 – \$22,596) was payable to this related party.

As disclosed in Note 5 to the financial statements, the Elliot Lake exploration properties were acquired from a related party that holds a 1% Uranium Production Payment Royalty and a 1% NSR Royalty on any precious or base metals payable provided that the price of uranium is greater than US\$130 per pound.

Carrying value of exploration and evaluation assets

The Company regularly reviews the carrying value of its properties to determine whether the cost of these assets will be recoverable from future cash flows or from the proceeds of their disposal. Assumptions underlying the cash flow estimates would include the forecasted prices for uranium and rare earth elements, planned production levels, and operating, capital, exploration and reclamation costs, which are all subject to risks and uncertainties. Management has determined that there is no impairment of the carrying value of its exploration properties.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Financial Instruments and risk management

The Company is required to disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet dates, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The Company's financial instruments recognized in the balance sheet consist of cash and cash equivalents, HST/GST receivable and current liabilities. The fair value of these financial instruments approximates their carrying value due to the short maturity or current market rate associated with these instruments.

Risk Factors

There are a number of risks that could affect Appia's business prospects. They include the speculative nature and the ability to finance the exploration and development of the Company's mineral properties, operating hazards, environmental and other government regulations, competition in the marketplace, markets for the Company's securities and the demand for uranium and rare earth elements. The Company's viability will depend on defining recoverable and economic resources and establishing positive comprehensive feasibility studies leading to production decisions. After completion of positive feasibility studies, the Company's success is dependent on maintaining the title and beneficial interest in the properties, obtaining the necessary governmental approvals and the successful financing, construction and operation of a facility to profitably extract the contained metals.

Financial Capability and Additional Financing

The Company had a cash position of \$772,862 and working capital of \$533,235 at June 30, 2024, has no source of operating income and has no assurance that additional funding will be available to it for further exploration and development of its projects. Although the Company has been successful in the past in financing its activities through the sale of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to continue as a going concern.

Pandemic COVID-19 risk

The declaration by the World Health Organization that the COVID-19 infectious virus is a global pandemic delayed the start of the 2021 exploration program in the calendar year. Although Saskatchewan has not experienced the dire results in other Provinces, there are government-imposed restrictions on access to the properties and regulation of proposed activity. It is uncertain what restrictions may be applied in the fall of 2024.

To ensure safe work conditions are met for the workforce, the Company developed exploration guidelines that comply with the Saskatchewan Public Health Order and the specific Northern Saskatchewan Administration District Order, in order to maintain social distancing and help prevent the transmission of the COVID-19 infectious virus

Land access

Under the modified Mining Act (Ontario), the Company is required to obtain permits to conduct exploration and evaluation activities on its Ontario properties. The Ontario Government is required to consult with the First Nations in order to reach agreement to permit activity in areas considered to have been historically inhabited.

Similar restrictions have been enacted in Saskatchewan, requiring the Company to obtain permission to occupy the camp at Alces Lake. Necessary Permits are in place.

Nature of Mineral Exploration and Mining

At the present time, the Company does not hold any interest in a mining property in production. The Company's viability and potential success lie in its ability to discover, develop, exploit and generate revenue out of mineral deposits. The exploration and development of mineral deposits involves significant financial risks over a significant period of time, which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of a mine may result in substantial rewards, few properties, which are explored, are ultimately developed into producing mines. Major expenses may be required to establish mineral resources and/or reserves by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that the current or proposed exploration programs on exploration properties in which the Company has an interest will result in a profitable commercial mining operation.

The operations of the Company are subject to all of the hazards and risks normally coincident with exploration and development of mineral properties, any of which could result in damage to life or property, environmental damage and possible legal liability for any or all damage. The activities of the Company may be subject to prolonged disruptions due to weather conditions depending on the location of operations in which the Company has interests. Hazards, such as an unusual or unexpected rock formation, rock bursts, pressures, cave-ins, flooding or other conditions may be encountered in the drilling and removal of material. While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure or against which it may elect not to insure. The potential costs, which could be associated with any liabilities not covered by insurance or in excess of insurance coverage or compliance with applicable laws and regulations, may cause substantial delays and require significant capital outlays, adversely affecting the future earnings and competitive position of the Company and, potentially, its financial position.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as its size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Fluctuating Prices

Factors beyond the control of the Company may affect the marketability of any copper, nickel, gold, silver, platinum, palladium, lithium or any other minerals discovered. Metal prices often fluctuate widely and are affected by numerous factors beyond the Company's control. The effect of these factors cannot accurately be predicted.

Competition

The mineral exploration and mining business is competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Company, in the search for and acquisition of attractive mineral properties. The ability of the Company to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable properties or prospects for mineral exploration. There is no assurance that the Company will continue to be able to compete successfully with its competitors in acquiring such properties or prospects.

Financing Risks

The Company has limited financial resources and no current revenues. There is no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interests of the Company with the possible dilution or loss of such interests.

Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. The Company believes that it presently holds all necessary licenses and permits required to carry on with activities, which it is currently conducting under applicable laws and regulations, and the Company believes it is presently complying in all material respects with the terms of such laws and regulations, however, such laws and regulations are subject to change. There can be no assurance that the Company will be able to obtain all necessary licenses and permits required to carry out exploration, development and mining operations at its projects.

No Assurance of Titles

The acquisition of title to mineral projects is a very detailed and time-consuming process. Although the Company has taken precautions to ensure that legal title to its property interests is properly recorded in the name of the Company where possible, there can be no assurance that such title will ultimately be secured. Furthermore, there is no assurance that the interest of the Company in any of its properties may not be challenged or impugned.

Environmental Regulations

The operations of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mineral exploration and mining operations, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers, and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

Conflicts of Interest

The directors and officers of the Company may serve as directors or officers of other public resource companies or have significant shareholdings in other public resource companies. Situations may arise in connection with potential acquisitions and investments where the other interests of these directors and officers may conflict with the interest of the Company. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director is required by the Business Corporations Act (Ontario) to disclose the conflict of interest and to abstain from voting on the matter.

From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Dependence on Key Personnel

The Company is dependent on a relatively small number of key people, the loss of any of whom could have an adverse effect on its operations. Any key person insurance, which the Company may have on these individuals may not adequately compensate for the loss of the value of their services.

On March 11, 2020, the World Health Organization declared the COVID -19 infectious virus a global pandemic, with resulting travel bans, physical distancing, closing of social, cultural and educational facilities and non-essential businesses. Global financial equity markets have declined considerably and remain volatile. The effect on the Company included difficulty in accessing its exploration sites and hiring personnel for exploration programs, as well as in raising additional equity financing. The global shutdown and vaccination of people is showing progress in the decline of the rate of infection, but the timing to return to normal and the impact on the Company's operations is difficult to project.

Special Note Regarding Forward-Looking Statements

Certain statements in this MD&A may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results to differ materially from the statements made. When used in this report, the words "estimate", "believe", "anticipate", "intend", "expect", "plan", "may", "should", and "will", are intended to identify forward-looking statements, and reflect the current expectations of the management of the Company with respect to future events, and are subject to risks and uncertainties, such as reduced funding and general economic and market factors. New risk factors may arise from time to time, and it is not possible for management of the Company to predict all of those risk factors or the extent to which any factor or

combination of factors may cause actual results, performance or achievements of the Company to be materially different from those expressed or implied in such forward-looking statements. Investors should not place undue reliance on forward-looking statements as a prediction of actual results. The Company does not undertake or assume any obligation to update these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

Additional Information

Additional information may be found on the Company's website at www.appiareu.ca and on SEDAR at www.sedarplus.ca.