

PURANIUM ENERGY INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEAR ENDED December 31, 2023

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Puranium Energy Inc. (hereinafter "Puranium" or the "Company"). On March 24, 2022, Monterey Minerals Inc. changed its name to Puranium Energy Ltd. and, on April 5, 2023, started trading under the symbol "UX" on the Canadian Securities Exchange.

This MD&A provides relevant information on the operation and financial condition of Puranium for the years ended December 31, 2023 and 2022. The MD&A should be read in conjunction with the audited consolidated financial statements and MD&A for the year ended December 31, 2023.

The information provided herein is given as of April 25, 2024 unless otherwise indicated.

SCOPE OF ANALYSIS

The following is a discussion and analysis of Puranium. The Company reports its financial results in Canadian dollars and in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations issued by the IFRS Interpretations Committee ("IFRIC"). All reported financial information includes the financial results of Puranium and its subsidiaries.

FORWARD LOOKING STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company may not provide updates or revise any forward-looking statements, except those otherwise required under paragraph 5.8(2) of NI 51-102, whether written or oral that may be made by or on the Company's behalf.

TRENDS

Other than as disclosed in this MD&A, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon its revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

Due to weak capital markets for junior mineral exploration companies, Management with the support of the Board of Directors, has reduced operations to conserve capital. While Puranium has recently been able to complete a relatively significant financing, the Company will need to raise additional working capital to fund its ongoing operations. There is no guarantee that the Company will be able to raise sufficient funds in the future, thus jeopardizing the Company's ability to continue as a going-concern.

GENERAL BUSINESS AND DEVELOPMENT

Puranium was incorporated on May 9, 2014 under the laws of British Columbia, Canada. Its registered office is located at 777 Hornby Street, Suite 600, Vancouver, BC, V6Z 1S4, Canada. The Company's main office is Suite 2702, 401 Bay Street Toronto, Ontario, M5H 2Y4.

The Company is a reporting issuer in the Province of British Columbia. All public filings for the Company on the SEDAR website www.sedar.com.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2023, the Company had a cash balance of \$24,959 compared to a cash balance of \$34,242 at December 31, 2022. The Company had negative working capital \$630,411 at December 31, 2023 (December 31, 2022 – working capital of \$114,571).

On February 1st, 2024, the Company announced that it had closed its private placement offering raising gross proceeds of \$745,500. The Company also completed a shares for debt transaction to improve its financial position by reducing its existing liabilities, resulting in the settlement of \$325,761 of debt through the issuance of common shares.

Going Concern

At December 31, 2023, the Company had not yet achieved profitable operations and had accumulated losses of \$15,805,259 (December 31, 2022 - \$15,023,195). For the year ended December 31, 2023, the Company had a net loss of \$762,845 (year ended December 31, 2022 - net loss of \$3,504,445). The Company expects to incur further losses in the development of its business, all of which raise material uncertainties which casts significant doubt about the Company's ability to continue as a going concern.

A number of alternatives including, but not limited to selling an interest in one or more of its properties or completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due; all of which are uncertain.

On February 10, 2023, the Company closed a private placement, issuing 1,338,000 units at a price of \$0.15 per unit for proceeds totaling \$200,700, \$70,501 of which was collected and recorded as shares to be issued as of December 31, 2022. Each Unit was comprised of one common share and one half of one (1/2) common share purchase warrant. Each full Warrant entitles the holder to acquire one share at a price of \$0.25 at any time prior to the date which is two years from the date of issuing the units. As part of the closing, the Company paid \$2,400 cash finder's fees and 16,000 Finders Warrants, each finders warrant entitling the holder to purchase a common share at \$0.25 at any time prior to the date which is two years from the date of issuing the units.

PROJECTS

Namibia, Africa

On March 24, 2022, the Company announced that it signed the definitive agreement for the acquisition of a uranium exploration land package consisting of seven exclusive prospecting licenses ("EPLs") from a group of private prospectors in Namibia (the "Vendors"). Puranium's acquisition of 85% interest in seven EPLs (the "Estate Uranium Properties") totalling 93,514 hectares makes Puranium one of the larger and better positioned landowners in the Erongo Province of Namibia, which accounts for approximately 8% of the world's uranium production.

The Company initially focused on EPL-7337, EPL-7907 and EPL-7996, collectively 18,745.3 hectares. These three EPLs are in close proximity to significant Namibian producing uranium assets – the Husab Mine and the Rössing Mine – and the development stage assets of Forsys Metal Corp.'s Valencia and Namibplaas uranium deposits, known as the Norasa Project. During the year ended December 31, 2023, EPL-7337 and EPL-7907 came up for renewal. The Company expended efforts non geological work and decided that both properties did not have enough geological merit to continue exploration. Also given Puranium's minimal financial resources, Management decided not to pursue renewal.

As per the signed agreement, Puranium will be issuing a total of 8,000,000 common shares of the Company and paying US\$175,000 to the Vendors for the acquisition of the Estate Uranium Properties, upon confirmation from the Namibian government that the seven EPLs have been transferred to the Company's Namibian subsidiaries. There is also a finder's fee payable of 800,000 common shares. On July 18, 2022, the Company received official government approvals from the Namibian Ministry of Mines and Energy for the transfer of six (6) of the seven (7) licenses. As of December 31, 2022, the Company has issued to the vendors 88% of the purchase price, being US\$154,578 and 7,773,140 common shares, which included 706,640 common shares paid as a finder's fee.

Cobalt Mountain, British Columbia

This 4,921 hectare (12,160 acre) polymetallic project is located in the Omineca Mining Division of Northwest British Columbia, near Smithers, BC.

Work carried out in the fourth quarter of 2018, as reported in Jan. 2019 NI 43-101 report on Cobalt Mountain, outlined multiple copper ("Cu") anomalies in both soil and talus fines samples.

Previous operators identified multiple Cu/Mo/gold ("Au") porphyry targets that were not systematically followed up.

In October 2019, Puranium carried out a soil sampling, prospecting and mapping program at the Cobalt Mountain Property. The Company built on previous work and defined multiple soil anomalies for both copper and molybdenum that are related to magnetic anomalies identified by previous operators.

In July 2022, the Company terminated its Cobalt Mountain option agreement and returned the property to the owner.

Haines Property, Ontario

On November 17, 2021, Puranium announced that it purchased a private company ("PrivateCo") that has an option to purchase a 100% interest in 35 minerals claims in Ontario, Canada (the "Haines Property"), located in Haines Township, Ontario.

During the year ended December 31, 2022, the Company relinquished its rights to the Property, thereby canceling the option agreement.

Properties in Australia

As disclosed in the Company's financial statements, during 2020 and 2021 the most of Puranium's Australian land package was vended off to a third-party purchaser. On January 12, 2022, the Company divested itself of all remaining assets in Australia.

SHARE CAPITAL AND OUTSTANDING SHARE DATA

Common Shares

Authorized – Unlimited Common shares without par value;

Issued and Outstanding as at December 31, 2023: 18,452,024 (December 31, 2022 - 17,018,116).

On July 15, 2022, the Company received official government approvals from the Namibian Ministry of Mines and Energy for the transfer of licenses six (6) of the seven (7) licenses in connection with the definitive agreement entered into on March 16, 2022 and, the Company issued 7,773,140 common shares, which included 706,640 common shares paid as a finder's fee. The shares were valued using the closing price on date of issue.

On February 10, 2023, the Company closed a private placement, issuing 1,338,000 units at a price of \$0.15 per unit for proceeds of up to \$200,700. Each Unit was comprised of one common share and one half of one (1/2) common share purchase warrant. Each full Warrant entitles the holder to acquire one share at a price of \$0.25 at any time prior to the date which is two years from the date of issuing the units. As part of the closing, the Company paid \$2,400 cash finder's fees and 16,000 Finders Warrants, each finders warrant entitling the holder to purchase a common share at \$0.25 at any time prior to the date which is two years from the date of issuing the units.

In connection certain consulting agreements, on April 20, 2023, the Company issued 95,909 common shares as compensation for services received up to March 31, 2023 as a value of \$10,548.

On January 31, 2024, the Company closed its private placement offering. As part of the closing, the Company issued 9,318,750 units for gross proceeds of \$745,500. Each Unit is comprised of one common share and one-half common share purchase warrant, with each full warrant entitling the holder to purchase one additional common share at a price of \$0.12 for a period of thirty-six months from the closing of the offering. The Company also completed a shares for debt transaction to improve its financial position by reducing its existing liabilities, resulting in the settlement of \$325,761 of debt through the issuance of 4,072,010 common shares.

RESULTS OF OPERATIONS

With capital raising for the company's projects difficult, Management continued to keep costs under control as much as possible during 2023. During the year ended December 31, 2023, the Company incurred a net loss and comprehensive loss of \$762,845 (year ended December 31, 2022 – loss of \$3,505,210). Included in the 2023 loss was \$80,015 of mineral acquisition and exploration costs (2022 - \$2,339,549). Included in the 2022 mineral acquisition and exploration costs is \$1,903,734 which represents the issuance of shares and shares to be issued as consideration for asset acquisitions, and therefore non-cash in nature.

Share-based payments are also non-cash in nature. In the year ended December 31, 2023, the Company recorded \$70,615 of share-based payments (\$443,963 in the year ended December 31, 2022).

Investor relations and communications declined to \$90,923 in 2023 compared to \$323,485 in 2022, reflective of the state of the Company's operations in 2022 as the board and management evaluated its go-forward options and the change in focus and name change in 2022 as the Company is now a uranium-focused entity. General and administration expenses decreased to \$193,793 in 2023 compared to \$223,828 in 2022. In 2022, the higher expense relates to legal and professional fees and office expenses increasing year-over-year, in both cases as a result of the company's change in focus and increased activity. Consulting fees increased significantly in 2023 compared to 2022, reflective of the increase in activities in the Company. All other expenses fluctuations were in line with operating activities.

SELECTED QUARTERLY INFORMATION

Company activities increased during 2023, as a result of the acquisition of the Namibian properties and commencing work thereon.

SUMMARY OF FINANCIAL RESULTS FOR EIGHT MOST RECENTLY COMPLETED QUARTERS

The following table summarizes the financial results of operations for the eight most recent fiscal quarters:

	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023
Expenses	\$(273,928)	\$(141,814)	\$(117,117)	\$(260,085)
Net loss	\$(290,966)	(144,303)	(102,726)	(247,729)
Loss per share - basic & diluted	(0.00)	(0.01)	(0.01)	(0.02)
	Dec. 31, 2022	Sep. 30, 2022	Jun. 30, 2022	Mar. 31, 2022
Expenses	\$(320,574)	\$(2,155,097)	\$ (277,455)	\$ (751,319)
Net loss	(320,574)	(2,155,097)	(277,455)	(751,319)
Loss per share - basic & diluted	(0.02)	(0.14)	(0.03)	(0.08)

RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, close family members, other key management individuals and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The Company defines key management personnel as its CEO, CFO and Board of Directors.

Related party transactions conducted in the normal course of operations are measured at the fair value and approved by the Board of Directors in strict adherence to conflict-of-interest law and regulations.

The Company incurred the following charges with related parties for the years ended December 31, 2023 and 2022:

	2023	2022
Consulting –President and CEO	\$ 60,000	\$ 57,500
Consulting - CFO	42,000	42,000
Rent – Blackjack Silver (common CFO)	28,198	18,229
Stock-based compensation	27,690	391,732
	\$ 157,888	\$ 509,461

CRITICAL JUDGMENTS AND ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout these consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and judgments:

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, relate to, but are not limited to, the following:

- Income taxes - measurement of income taxes payable, deferred income tax assets and liabilities, and assessing the probability of realizing income tax assets, requires management to make judgments in the interpretation and application of the relevant tax laws and makes estimates related

to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. The actual amount of income taxes only become final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the consolidated financial statements;

- Capital reserves – the inputs used in accounting for share-based payment transactions, including stock options and warrants,
- Assessment of the acquisitions - This required management to make a determination as to whether it met the definition of a business pursuant to IFRS 3 – Business Combinations;
- Going concern - management must make an assessment as to the going concern basis of accounting and uncertainties associated with the Company's ability to raise additional capital and/or obtain financing to advance the exploration properties;
- Site decommissioning obligations - the Company recognizes a provision for future abandonment activities in the financial statements equal to the net present value of the estimated future expenditures required to settle the estimated future obligation at the statement of financial position date. The measurement of the decommissioning obligation involves the use of estimates and assumptions including the discount rate, the expected timing of future expenditures and the amount of future abandonment costs. The estimates are made by management and external consultants considering current costs, technology and enacted legislation;
- Share issued for non-cash consideration – Shares issued for non-cash consideration are measured by reference to the more reliable of the fair value of the consideration received or paid, and
- Incremental borrowing cost - Incremental borrowing rate should represent the rate the Company would have to pay to borrow over a similar term and with similar security, and the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment. Significant judgment is required to estimate an incremental borrowing rate in the context of a right-of-use asset.

FUNCTIONAL CURRENCY

The functional currency of the parent company and its subsidiaries in Canada is the Canadian dollar, the functional currency of its subsidiaries in Australia is the Australian dollar, and the functional currency of its subsidiaries in Namibia is the Namibian dollar.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Set out below is a comparison, by category, of the carrying amounts and fair values of all of the Company's financial instruments that are carried in the consolidated financial statements and how the fair value of financial instruments are measured.

Fair values

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

The three levels of the fair value hierarchy are:

Level 1 - unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 - inputs that are not based on observable market data.

The Company enters into financial instruments to finance its operations in the normal course of business. The fair values of cash and cash equivalents, accounts payable and loan payable and lease liability approximate their carrying values due to the short-term maturity of these instruments.

The fair value of the Company's financial instruments has been classified within the fair value hierarchy as at December 31, 2023 as follows:

	Level 1	Level 2	Level 3	Total
<u>Financial assets</u>				
Cash	\$ 24,959	\$ ---	\$ ---	\$ 24,959

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's cash and cash equivalents is largely held in large Canadian financial institutions. The Company does not have any asset-backed commercial paper. The Company maintains cash deposits with a Schedule A financial institution, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. As at December 31, 2023, the Company had working deficit of \$630,411 (December 31, 2022 – negative working capital of \$114,571).

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rate risk, foreign exchange rate risk and commodity price risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates, but it does not believe it is currently subject to any significant interest rate risk.

Foreign exchange risk

Currency risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign currency exchange rates. The Company is exposed to currency risk through financial assets and liabilities denominated in currencies other than the Canadian dollar, the Company's presentation currency. The Company is not exposed to significant foreign exchange risk as of December 31, 2023.

Commodity price risk

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of precious metals.

The Company monitors precious metals prices to determine the appropriate course of action to be taken by the Company.

CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying natural resource properties. The Company's objective is met by retaining adequate equity to guard against the possibility that cash flows from assets will not be sufficient

to meet future cash flow requirements. The Company considers its capital structure to include cash and working capital. In order to maintain or adjust the capital structure, the Company may from time to time issue shares and adjust its capital spending to manage current and projected debt levels. To assess capital and operating efficiency and financial strength, the Company continually monitors its net cash and working capital.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

MANAGEMENT'S RESPONSIBILITY

Management is responsible for all information contained in this report. The December 31, 2023 consolidated financial statements have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates.

RISKS AND UNCERTAINTIES

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Only investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment should undertake such investment. Prospective investors should carefully consider the risk and uncertainties that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this discussion, including information as to future activities, events and financial or operating performance of the Company and its projects, constitute forward-looking statements. Such forward-looking statements involve known and unknown risks and uncertainties that could cause actual events or results to, differ materially from estimated or anticipated activities, events or results implied or expressed in such forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", "believes", or variations of such words and phrases. Forward-looking information may also be identified in statements where certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made.

Many factors could cause actual activities and events and the Company's actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. These include metal prices, exploitation and exploration successes, continued availability of capital and financing and general economic, market or business conditions.

These forward-looking statements are made as of the date hereof and the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise. Investors are cautioned that forward-looking statements are not guarantees of future performance and accordingly investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein.

OTHER INFORMATION

Additional information on the Company is available on SEDAR at www.sedar.com.