MUSTANG ENERGY CORP.
(Formerly Glorious Creation Limited)
Management Discussion and Analysis
For the Nine Months Ended September 30, 2024

This management discussion and analysis of financial condition and results of operations (the "MD&A") for Mustang Energy Corp. (Formerly Glorious Creation Limited) ("Glorious", "GCIT" or the "Company") is prepared as of November 29, 2024 and is intended to assist in the understanding and assessment of trends and significant changes in the results of operations and financial condition of the Company. The information herein should be read in conjunction with the unaudited condensed interim financial statements for the nine months ended September 30, 2024, and in conjunction with the audited financial statements for the years ended December 31, 2023 and related notes thereto which have been prepared under International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

The accounting policies applied in preparation of these financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the year ended December 31, 2023, with the exception of the new adopted policies for exploration and evaluation assets and provision for environmental rehabilitation as described in Notes 3 and 4 to the financial statements.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made.

Forward-Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation, risks and uncertainties relating to internet and social media industry (see section "Business Risks" herein). Forward-looking information is, in addition, based on various assumptions including, without limitation, the expectations and beliefs of management, that the Company can access financing, appropriate equipment and sufficient labour. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements.

Description of Business

The Company was incorporated under the Canada Business Corporations Act on December 24, 2015. On September 5, 2017, the Company completed its initial public offering (“IPO”) and trading of the Company’s common shares commenced on the Canadian Securities Exchange (“CSE” or the “Exchange”).

The Company’s head office and principal address is 401 - 750 West Pender Street, Vancouver, BC, Canada and the registered and records office of the Company is located at 900 – 885 West Georgia Street, Vancouver, BC, Canada.

During the current period, the Company completed a name change to Mustang Energy Corp., completed the re-listing of its common shares on the CSE, and changed its business to mineral exploration and development on the closing of an acquisition of the Ford Lake Project, uranium assets in Eastern Athabasca Basin of Saskatchewan as further described in Note 5 to the financial statements. The Company intends to conduct exploration for uranium on the Properties and, in particular, the Ford Lake Property.

During the year ended December 31, 2023, the Company was a party to a definitive business combination agreement with Aeroponics Integrated Systems Inc. “Aerobloom”, which was terminated. Pursuant to the termination, the Company received a termination fee of US$1,000,000 dollars, repayment of outstanding notes receivable in connection to the agreement, and reimbursement of certain business expenses paid for on behalf of Aerobloom recorded as termination fee and recovery of business expenses. The agreement as previously contemplated was to acquire all of the issued and outstanding common shares of Aerobloom in exchange for securities of the Company (Note 11 to the financial statements).

Ford Lake Project - Uranium Assets, Eastern Athabasca Basin, Saskatchewan, Canada

Acquisition

During the period ended September 30, 2024, on May 29, 2024, the Company acquired mineral properties located in Eastern Athabasca Basin of Saskatchewan, Canada, the Ford Lake Project by way of definitive purchase and sale agreement.

Pursuant to the purchase and sale agreement the Company acquired the Ford Lake, Roughrider South, and Cigar Lake East Projects for the following consideration:

- an initial cash payment of $100,000 (paid) on signing the Definitive Agreement;
- a cash payment of $300,000 on the date of the closing (May 29, 2024);
- an aggregate of 2,500,000 common shares to be issued by the Company to Stallion as follows:
    - 500,000 common shares on the date which is six (6) months following the Closing Date,
    - 500,000 common shares on+ the date which is twelve (12) months following the Closing Date,
    - 500,000 common shares on the date which is eighteen (18) months following the Closing Date, and
    - 1,000,000 common shares on the date which is twenty-four (24) months following the Closing Date; and
- a 3.0% net smelter return royalty on the Properties in favour of Stallion (the "Royalty").

The royalty agreement includes a 1.5% buy-back right in favour of the Company which can be exercised at any point prior to commercial production as follows: (a) $500,000 for 0.5%; (b) $750,000 for a second 0.5%; and (c) $1,000,000 for a third 0.5%. In connection with the transaction, the Company issued 350,000 common shares valued at market value of $101,500, recorded to acquisition costs, issued to an eligible arm's length finder as a finder's fee in consideration for the finder's services.

Other Additions

- Between the period of September 5, 2024 to September 26th, 2024 the Company staked multiple mineral claims in the western and south central Athabasca Basin with a cost of $10,000. The properties include 3 adjoining claims (7,114 hectares) to the Yellowstone Project, 2 adjoining claims (4,783 hectares) to the Dutton Project.

Subsequent to the period ended September 30, 2024, the Company completed the following acquisitions:

- On October 10, 2024, the Company closed a binding purchase and sale agreement with Proton Uranium Ltd. and Electron Uranium Ltd. (together, the "**Vendors**"). Pursuant to the purchase agreement, the Company acquired a 100% undivided interest in seven mineral claims, the Yellow Stone Project and Dutton Project, (collectively, the "**Mineral Property**"), covering a total of 25,000 hectares, located in the Cluff Lake region, and South Central region of the Athabasca Basin of Saskatchewan (the "**Transaction**"). The Company purchased the Mineral Properties in exchange for issuing an aggregate of 12,000,000 shares at a deemed price of $0.255 per share to three nominees of the Vendors. The shares are subject to a hold period of four months and one day from the date of issuance. In addition, the Vendors have entered into a voluntary pooling agreement whereby the shares cannot be sold, transferred, or otherwise disposed of until February 10, 2026.

- On October 10, 2024, the Company closed on a mineral property acquisition agreement with Standard Uranium (Saskatchewan) Ltd., pursuant to which the Company acquired a 90% interest in the Brown Lake project located in the Province of Saskatchewan for aggregate consideration of 60,000 shares at a deemed price of $0.33 per share.

- On November 12, 2024, the Company entered into a strategic option agreement (the "**Skyharbour Agreement**") with Skyharbour Resources Ltd. to acquire an undivided 75% interest (the "**Skyharbour Option**") in Skyharbour's 914W Uranium Project (the "**914W Project**"), located south of the Athabasca Basin of Northern Saskatchewan. Pursuant to the terms of the agreement, the Company can acquire a 75% interest in the 914W Uranium Project, which spans a total of 1,260 hectares, by satisfying the following conditions:

    - Share Issuance: The Company will issue common shares with a total value of CAD$480,000.

    - Cash Payments: The Company will make aggregate cash payments of CAD$275,000 over three years.

    - Exploration Expenditures: The Company will commit CAD$800,000 towards exploration on the 914W Project over the same three year period.

- On November 27, 2024, the Company completed the first share issuance and cash payment under the Skyharbour Agreement by making a cash payment of $15,000 and issuing 93,750 shares at a deemed price of $0.32 per share to Skyharbour. The shares are subject to a customary hold period expiring on the date that is four months and one day following the date of issuance.

The Properties

Ford Lake Project

The Ford Lake project consists of three claims covering an area of 7,433 hectares in the prolific Eastern Athabasca Basin near the margin of the Mudjuik and Wollaston Domains. Ford Lake is prospectively highlighted by the recent CanAlaska Uranium Ltd. high-grade discovery hole at Moon Lake only 10km to the northeast. The uranium endowment of the area is proven by the significant deposits of the Key Lake Mine only 15km to the southeast and less than 40km from Cameco Corp.'s Millennium deposit and Denison Mines Corp.'s Gryphon and Phoenix deposits.

Roughrider South and Cigar Lake East Project

Each of the Cigar Lake East and Roughrider South projects are located in the Eastern Athabasca Basin in northwest Saskatchewan. The Cigar Lake East and Roughrider South projects consists of four claims covering a total area of 3,443 hectares in the Wollaston Domain in the Eastern Athabasca Basin. The project lies within close proximity to all-season roads and the nearby McClean Lake Mill.

Brown Lake Project

The Brown Lake project consists of one mineral claim totaling 312 hectares, situated near the southeastern margin of the Athabasca basin, and adjoins the Ford Lake Project. The all-season highway between Key Lake and Points North is 12 km to the southeast of the property, while the Fox Lake junction off the main highway lies within two km of the eastern property boundary.

Yellow Stone Project

The Yellowstone Project consists of seven adjoining claims with a total area of 21,820 hectares situated approximately 16 kilometres from the past producing Cluff Lake Mine in the Western Athabasca Basin. The property surrounds the exterior of the Carswell Impact Structure and is adjacent to Fission Uranium's West Cluff Project. Multiple known conductors transect the property that have never been drill tested.

Dutton Project

The Dutton Project spans 9,667 hectares over three adjoining claims in the South central Athabasca Basin. The property is west of the Cable Bay Shear Zone within the Mudjatik Domain, which is known to host uranium anomalies in the basement rock. Approximately 20 kilometers to the east is the Virgin River Shear Zone, which hosts the Dufferin Lake zone and Centennial deposit. The area remains underexplored, offering significant potential for uranium discoveries.

914W Project

The 914W Project is situated approximately 48 km southwest of Cameco's Key Lake Operation, offering excellent logistics and access via Highway 914. The 914W Project is strategically positioned within the Western Wollaston Domain, known for unconformity-related and pegmatite-hosted uranium mineralization. The project hosts favorable geology with local graphite bearing assemblages. Immediately to the north of the 914W Project is the Scurry Rainbow Zone E1 and the Don Lake Trenches where uranium hosting samples are noted.

Subsequent to the period ended September 30, 2024 the Company made the following announcements with regard to its projects:

- On October 21, 2024, the Company announced that it has received exploration permits from the Saskatchewan Government, authorizing ground-based exploration activities at the Ford Lake Project located in the Athabasca Basin, Saskatchewan, valid from September 1, 2024, to September 30, 2027.

- On October 21, 2024, the Company announced that it has received exploration permits from the Saskatchewan Government, authorizing ground-based exploration activities at the Ford Lake Project. The exploration permit, valid from September 1, 2024 to September 30, 2027, allows for key exploration activities, including ground-based geophysics, trail construction, the establishment of a temporary work camp and diamond drilling. The Company plans to commence ground-based geophysics in due course, followed by a diamond drilling program based on survey results.

- On October 30, 2024, the Company announced the commencement of a helicopter-borne Mobile Magneto Tellurics ("**MobileMT**") survey on the Yellowstone Project. The survey is being completed by Expert Geophysics based out of Aurora, Ontario. A total of about 500 line-km will be surveyed at a 400 metre line spacing and will collect magnetic and very low frequency (VLF) data. The survey will be conducted over the Northern portion of the Yellowstone Project's claim package with a focus on areas that have not previously been surveyed with deep penetrating electromagnetic survey methods. This survey aims to detect conductors at depths exceeding 1000 meters, providing a more detailed resolution of these deeper structures which could potentially host uranium. Delivery is expected within eight weeks from completion of the survey from Expert Geophysics and will be interpreted for follow-up exploration. The completion of this survey has been delayed until December due to weather issues.

- On November 6, 2024, the Company announced that it has applied for exploration permits on its Yellowstone and Dutton projects in northern Saskatchewan.

Qualifying Statement

The foregoing scientific and technical disclosures for Mustang Energy Corp. have been reviewed by Lynde Guillaume, P.Geo., a registered member of the Professional Engineers and Geoscientists of Saskatchewan. Ms. Guillaume is a Qualified Person as defined by National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*.

Selected Annual Financial Information

The following selected financial information is derived from the audited financial statements and notes thereto.

	As at December 31,		
	2023	**2022**	**2021**
	-$-	**-$-**	**-$-**
Current assets	1,616,250	795,594	291,284
Non-current assets	-	-	-
Total assets	1,616,250	795,594	291,284
Current liabilities	31,584	29,534	29,052
Long term liabilities	-	-	-
Shareholders' equity	1,584,666	766,060	262,232
Total liabilities and equity	1,616,250	795,594	291,284
Working capital	1,584,666	766,060	262,232

	Years ended December 31,		
	2023	2022	2021
	-$-	-$-	-$-
Revenue	-	-	-
Gross profit (loss)	-	-	-
Expenses and other items	818,606	(532,331)	(220,560)
Net income (loss) and Comprehensive income (loss)	818,606	(532,331)	(220,560)
Basic income (loss) per share	0.03	(0.02)	(0.01)
Diluted income (loss) per share	0.02	(0.02)	(0.01)
Dividends per share	-	-	-

Summary of Quarterly Results
The following is a summary of selected financial information compiled from the quarterly unaudited financial statements for the eight quarters ended September 30, 2024:

Three-month periods ended:	**June 30, 2024**	**June 30, 2024**	**March 31, 2024**	**December 31, 2023**
Total assets	$ 1,924,952	$ 926,158	$ 1,452,776	$ 1,616,250
Working capital	1,248,321	855,832	1,347,308	1,584,666
Long-term liabilities	-	-	-	-
Shareholders' equity	1,832,994	1,387,159	1,465,166	1,584,666
Net income (loss) and comprehensive income (loss) for the period	(251,277)	(329,192)	(119,500)	1,381,438
Income (loss) per share, basic	(0.01)	(0.01)	(0.01)	0.05
Income (loss) per share, diluted	(0.01)	(0.01)	(0.01)	0.04
Three-month periods ended:	**September 30, 2023**	**June 30, 2023**	**March 31, 2023**	**December 31, 2022**
Total assets	$ 273,411	$ 508,590	$ 673,316	$ 795,594
Working Capital	203,228	454,088	631,286	766,060
Long-term liabilities	-	-	-	-
Shareholders' equity	203,228	454,088	631,286	766,060
Net income (loss) and comprehensive income (loss) for the period	(250,859)	(177,199)	(134,774)	(76,263)
Loss per share, basic and diluted	(0.01)	(0.01)	(0.01)	(0.00)

The operating results of junior companies are capable of demonstrating wide variations from period to period. Other than the factors leading to certain costs discussed below in the section "Results of Operations", management of the Company does not believe that meaningful information about the Company's operations can be derived from an analysis of quarterly fluctuations.

The main factors contributing to variance in net loss in the eight quarters ending September 30, 2024, were incurred in connection to the Company's efforts in pursuit of identifying and evaluating new potential assets or a business acquisition, and reactivation of its CSE listing, which included:

- during the period ended June 30, 2024, the Company issued 1,300,000 stock options, priced at $0.30 to officers and directors, and recorded $149,684 in non-cash share-based compensation expense in connection to the issuance.
- the acquisition of uranium assets in the Eastern Athabasca Basin, Saskatchewan entered into during the period ended June 30, 2024; and
- the completion of the application for re-listing of the Company's shares on the CSE and the change of business to mineral exploration and development.
- the terminated business combination agreement with Aerobloom, which was terminated during the period ended December 31, 2023.

During the period ended September 30, 2024, the Company incurred $53,138 in legal and related fees and $67,856 in registration and filing fees, in connection to its CSE reactivation, and acquisition of its uranium assets. During the period ended June 30, 2024, the Company made a cash payment of $300,000 to Stallion on closing of the definitive purchase and sale of the Ford Lake Project uranium assets. During the period ended March 31, 2024, the Company incurred made a cash payment of $100,000 to Stallion in connection to the definitive purchase and sale agreement with Stallion and incurred legal costs in connection to completing the necessary business, regulatory, due diligence and activities towards completion of the closing conditions of the purchase and sale agreement. The significant variance in net income during the period ended December 31, 2023, is due to receipt of US$1 million-dollar termination fee, and reimbursement of certain business expenses paid for on behalf of Aerobloom as further described above and in the Note 1 to the financial statements. The increases in net loss through the balance of the periods presented includes increases in professional fees including legal, consulting, and accounting/audit fees which are the main components of the variances reported in the periods presented in connection to the terminated transaction.

Results of Operations

Nine months ended September 30, 2024 and 2023

During the nine months ended September 30, 2024, the Company incurred a net loss of $699,969 (2023 - $562,832). The main categories of variance are comprised of the following items:

- Director fees of $48,300 (2023 - $94,500)
- Management fees of $115,500 (2023 - $132,825)
- Registration and filing fees of $119,432 (2023 - $17,443)
- Share-based compensation of $149,684 (2023 - $nil)
- Marketing fees of $40,111 (2023 - $nil)

During the period, the Company closed the definitive purchase and sale agreement for the Ford Lake Project uranium assets in Eastern Athabasca Basin of Saskatchewan as further described above and in Note 5 to the financial statements. The acquisition of these assets constituted a fundamental change on the CSE and the Company had to make the necessary filings in connection to the fundamental change and acquisition, as such incurred an increase in registration and filing fees in the current period in connection to completing the necessary business, regulatory, due diligence and activities towards completion of the closing conditions of the purchase and sale agreement. Director and Management fees decreased in the current period in the interim while the Company changed its strategic direction and entered into a new proposed transaction in the current period and as a result in changes to Directors and Management in the comparable periods. Share-based compensation expense increased due to the issuance 1,300,000 stock options, priced at $0.30 to officers and directors, whereby the Company non-cash share-based compensation expense in the current period. During the current period, the Company incurred marketing expenses, whereas there were none in the comparative period.

Three months ended September 30, 2024 and 2023

During the three months ended September 30, 2024, the Company incurred a net loss of $251,277 (2023 - $250,859). The main categories of variance are comprised of the following items:

- Director fees of $18,600 (2023 - $31,500)
- Management fees of $37,275 (2023 - $47,775)
- Registration and filing fees of $67,856 (2023 - $8,400)
- Marketing fees of $40,111 (2023 - $nil)
- Legal and related of $53,138 (2023 - $118,001)

During the period, Director and Management fees decreased in the interim while the Company changed its strategic direction and completed the acquisition of its Uranium assets and as a result in Directors and Management fees decreased in the comparable periods. Legal, registration and filing fees increased due the increase in registration and filing fees in the current period in connection to completing the necessary business, regulatory, due diligence and activities towards completion of the closing conditions of the purchase and sale agreement.

Liquidity and Capital Resources

As at September 30, 2024, the Company has working capital of $1,248,321 (December 31, 2023 - $1,584,666) and cash of $926,158 (December 31, 2023 - $1,598,575).

Net cash used in operating activities for the current period was $879,737 (2023 - $495,511). The net cash used in operating activities for the period consisted of the operating loss and a change in non-cash working capital items.

Net cash used in investing activities in the current period was $483,169 (2023 - $nil) mainly due to the acquisition of the Ford Lake Project uranium assets in the Eastern Athabasca Basin, Saskatchewan which closed during the period ended September 30, 2024.

Net cash provided by financing activities in the current period was $697,113 (2023 - $nil) in connection to the exercise of 9,958,738 warrants priced at $0.07 as further described Note 6 to the financial statements.

During the period ended September 30, 2024, in connection to the acquisition of the Ford Lake Project, the Company issued 350,000 common shares as finders fees, valued at $101,500 based on the market value on first trading day of relisting, to an eligible arm's length finder as a finder's fee in consideration for the Finder's services (Note 5 to the financial statements).

During the period ended September 30, 2024, the Company granted incentive stock options to purchase a total of 1,300,000 common shares priced at $0.30, expiring April 5, 2027 to certain directors and officers of the Company.

Pursuant to the option grant, the Company recorded non-cash share-based compensation of $149,684 based on the Black-Scholes Option Pricing Model, using a risk-free rate of 3.97%, share price of $0.205, expected life of 3 years, volatility of 100% and 0% forfeiture rate.

During the period ended September 30, 2024, warrants to purchase 8,223,080 common shares priced at $0.07 expired unexercised.

Subsequent to the period ended September 30, 2024, the Company had the following liquidity and capital resource transactions:

- On October 4, 2024, issued 500,000 common shares in connection to RSU's granted as further described in Notes 6 and 12 to the financial statements. The common shares are subject to a statutory hold period.
- On October 10, issued 12,000,000 common shares in connection to acquisition of the Yellow Stone Project as further described in Note 12 to the financial statements.
- On October 10, issued 60,000 common shares in connection to acquisition of the Brown Lake Project as further described in Note 12 to the financial statements.
- November 25, 2024, the Company announced a non -brokered private placement for aggregate gross proceeds of up to C$3,000,000 from the sale of the following (together, the "Offering"):

    - up to 8,000,000 non-flow through common shares in the capital of the Company (each, a "Share") at a price of C$0.25 per Share for gross proceeds of up to C$2,000,000 from the sale of the Shares; and
    - up to 3,448,276 critical flow-through common shares of the Company (each, a "FT Share", and collectively with the Shares, the "Offered Securities") at a price of C$0.29 per FT Share for gross proceeds of up to C$1,000,000 from the sale of FT Shares.

  Red Cloud Securities Inc. ("Red Cloud") will be acting as a finder in connection with the Offering. Each FT Share will be issued as a "flow-through share" within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act"). The Company intends to use the proceeds of the Offering for the exploration of the Company's uranium projects in the Athabasca Basin in Saskatchewan as well as for general working capital purposes. The gross proceeds from the issuance of the FT Shares will be used to incur resource exploration expenses which will constitute "Canadian exploration expenses" as defined in subsection 66.1(6) of the Tax Act and "flow through critical mineral mining expenditures" as defined in subsection 127(9) of the Tax Act, which will be renounced with an effective date no later than December 31, 2024 to the purchasers of the FT Shares in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares. The closing of the Offering is subject to receipt of all necessary regulatory approvals including the Canadian Securities Exchange (the "CSE"). Finder's fees will be payable in accordance with applicable securities laws and the policies of the CSE. The securities issued under the Offering will be subject to a hold period ending on the date that is four months plus one day following the date of issue in accordance with applicable securities laws.

Related Party Transactions

a) During the period ended September 30, 2024, the Company paid or accrued management fees of $nil (2023 - $63,000) to a company controlled by the former CEO and director of the Company. As of September 30, 2024, the Company prepaid $nil (December 31, 2023 - $nil prepaid) to a company controlled by the former CEO management fees and office rent reimbursement. [1]

b) During the period ended September 30, 2024, the Company paid or accrued management fees of $36,750 (2023 - $33,075) to a company controlled by the CFO of the Company. As of September 30, 2024, the Company prepaid $nil (December 31, 2023 - $3,675 prepaid) to a company controlled by the CFO for April 2023 services. As of September 30, 2024, the Company had a balance due of $3,675 (December 31, 2023 - $nil) for expenses paid by the CFO on behalf of the Company. [2]

c) During the period ended September 30, 2024, the Company paid or accrued management fees of $78,750 (2023 – directors fees of $63,000) to a company controlled by a director, appointed as CEO during the year ended December 31, 2023. As of September 30, 2024, the Company prepaid $nil (December 31, 2023 - $10,500 prepaid) to a company controlled by the CEO for January 2024. [3]

d) During the period ended September 30, 2024, the Company paid or accrued director fees of $37,800 (2023 - $nil) to a company controlled by a director of the Company. As of September 30, 2024, the balance due to a company controlled by a director is $nil (December 31, 2023 - $nil). [4]

e) During the period ended September 30, 2024, the Company paid or accrued director fees of $10,500 (2023 - $nil) to a director of the Company. As of June 30, 2024, the balance due to a company controlled by a director is $nil (December 31, 2023 - $nil). [6]

f) During the period ended September 30, 2024, the Company paid or accrued professional fees of $11,266 (2023 - $nil) to a company controlled by a former director of the Company. As of September 30, 2024, the balance due to a company controlled by a former director is $nil (December 31, 2023 - $nil). [5]

g) During the period ended June 30, 2024, the Company granted incentive stock options to purchase a total of 1,300,000 common shares priced at $0.30, expiring April 5, 2027 to directors and officers of the Company. Pursuant to the option grant, the Company recorded share-based compensation of $149,684. [2,3,4,5,6]

[1] Liam Corcoran, former CEO and former Director
[2] Teresa Cherry, CFO
[5] Toby Lim, Former Director
[3] Nicholas Luksha, CEO and Director
[4] Constantine Carmichel, Director
[6] Teresa Rzepczyk, Director

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Investor Relations

N/A

Commitments

The Company has no commitments.

Contingency

During the year ended December 31, 2023, the Company was a party terminated definitive business combination agreement with Aerobloom. Subsequent to the year ended December 31, 2023, the Company received notice that Aerobloom commenced a lawsuit naming the Company and is seeking an accounting of the monies which represented the termination fee, return of the termination fee, damages, litigation costs, other relief as the court deems proper, punitive damages, reasonable attorney's fees and pre-judgement interest. The Company intends to defend against the claim and as such, no amounts have been accrued in these financial statements.

Subsequent Events

Subsequent events as disclosed in this document as indicated and in Note 12 to the financial statements.

Financial and Capital Risk Management

IFRS 13, Fair Value Measurement, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and,
Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company measured its cash, note receivable, accounts payable and accrued liabilities, and due to related parties at amortized cost. The carrying values of these items approximate their fair value due to the relatively short periods to maturity of the instruments.

Credit risk

Credit risk arises from cash held with financial institutions as well as credit exposure on outstanding receivables.

The Company's cash is held at high-credit rating financial institutions. The Company's maximum exposure to credit risk is the carrying amounts of cash and receivables on its statement of financial position.

Currency risk

Foreign currency risk arises from fluctuations in foreign currencies versus the Canadian dollar that could adversely affect reported balances and transactions denominated in those currencies. The Company currently has no significant assets or liabilities and has no revenue or expenses denominated in a foreign currency; accordingly, it is not exposed to foreign currency risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at September 30, 2024, the Company had a cash balance of $932,783 (December 31, 2023 - $1,598,575) to settle current liabilities of $91,958 (December 31, 2023 - $31,584). All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

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 currently has no interest-bearing financial instruments other than cash, so its exposure to interest rate risk is insignificant.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities. The Company relies mainly on equity issuances and loans from related parties to raise new capital. In the management of capital, the Company includes the components of shareholders' equity. The Company prepares annual estimates of operating expenditures and monitors actual expenditures compared to the estimates in an effort to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company's investment policy is to negotiate premium interest rates on savings accounts or to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated at any time without interest penalty. The Company will require additional financing in order to provide working capital to fund costs for the current year. These financing activities may include issuances of additional debt or equity securities.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.

Significant Accounting Policies, Critical Judgments and Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

The accounting policies applied in preparation of these financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the year ended December 31, 2023, with the exception of the new adopted policies for exploration and evaluation assets and provision for environmental rehabilitation as described in Notes 3 and 4 to the financial statements.

Outstanding Share Data

The following table summarizes the Company's outstanding share data as at the period ended September 30, 2024 as further described in Notes 5 and 6 to the financial statements:

	Number of shares Issued or issuable
Common shares	35,517,945
Stock options	1,300,000
Restricted Share Units	2,000,000
Warrants	nil

The following table summarizes the Company's outstanding share data as at the current date:

	Number of shares Issued or issuable
Common shares (Note 11 to the financial statements)	48,077,945
Stock options	1,300,000
Restricted Share Units	1,500,000
Warrants	nil

Further description of the outstanding share data can be found in Notes 6 and 12 to the Financial Statements.

Risks and Uncertainties

The Company currently has no active business, significant assets, or source of recurring income.

The Company is currently evaluating other potential assets or business to acquire. The Company has only limited funds available to identify and evaluate potential projects and thereby cannot provide assurance the Company will be able to identify or complete a suitable transaction.

There can be no assurances that the Company will continue to be able to obtain adequate financing in the future or that the terms of such financing will be favourable. The Company's success depends to a certain degree upon key members of the management. It is expected that these individuals will be a significant factor in our growth and success. The loss of the service of members of the management team or certain key employees could have a material adverse effect on the Company.

Corporate Governance

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee of the Company fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual financial statements prior to their submission to the Board of Directors for approval.

The Audit Committee, comprised of three directors, all of whom are independent, meets with management of the Company on a quarterly basis to review the financial statements, including the MD&A, and to discuss other financial, operating and internal control matters as required.