Overview

The following covers the operations of Four Nines Gold Inc. (the "Company" or "Four Nines") for the nine months ended October 31, 2023, prepared as of December 22, 2023. This management discussion and analysis ("MD&A") should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the nine months ended October 31, 2023, and related notes and with the audited consolidated financial statements for the years ended January 31, 2023, and 2022 and related notes. These documents are available for viewing on SEDAR+ at www.sedarplus.com. All dollar amounts therein and in the following MD&A are in Canadian dollars unless otherwise indicated. These financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

Forward-Looking Statements

This MD&A contains certain statements that may be deemed "forward-looking statements". All statements in this MD&A, other than statements of historical fact, that address exploration drilling, exploitation activities and events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Information inferred from the interpretation of drilling results and information concerning mineral resource estimates may also be deemed to be forward-looking statements, as it constitutes a prediction of what might be found to be present when and if a project is actually developed. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward - looking statements. Factors that could cause the actual results to differ materially from those in the forward-looking statements include market prices, exploitation and exploration successes, and continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change beyond the procedures required under applicable securities laws.

Description of Business

The Company is a junior resource company engaged in the acquisition and exploration of properties in Canada. The Company was incorporated on March 19, 2015, under the name "Hornby Acquisition Ltd." pursuant to the *Business Corporations Act* (British Columbia). On April 20, 2016, the Company changed its name to "Eureka Dome Gold Inc." and on November 30, 2016, the Company changed its name to "Four Nines Gold Inc.".

On August 24, 2017, the Company completed an initial public offering ("IPO") and was listed on the Canadian Securities Exchange ("CSE"). The Company commenced trading on the CSE on August 31, 2017, under the symbol "FNAU".

The head office, principal address and records office of the Company are located at Suite 1000, 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2.

Conflict in Ukraine

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, relations between NATO and Russian Federation regarding the situation in Ukraine, the escalation of war between Hamas and Israel and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

Mineral properties

Bonneville Property, Quebec

By a mineral property option agreement dated June 18, 2020 and as amended on July 27, 2020, the Company may acquire up to 100% interest in the Bonneville Property. This property consists of 36 mineral tenures and is located in central Quebec. The project covers an area of approximately 2,018 hectares in the Lac Bachelor gold camp 215 kilometres northeast of Val d'Or, Quebec. The property is located within the Abitibi greenstone belt, five km west of the village of Miquelon. Recent exploration at the Bonneville gold project includes soil sampling, ground geophysics and a single diamond drill hole in 2018, which tested one of the three target zones.

As consideration the Company will pay cash of $210,000, and incur $350,000 in exploration expenditures as follows:

a) Cash payment of $35,000 upon signing (June 18, 2020) (Paid);
b) Cash payment of $75,000 upon regulatory authorities' approval (June 22, 2020) (Paid);
c) Cash payment of $75,000 by July 31, 2020 (Paid);
d) Cash payment of $25,000 by June 18, 2021 (Paid); and
e) Incur $350,000 in exploration expenditures on or before June 18, 2022 (extended per below) (Incurred $8,054).

In the event of a shortfall of exploration expenditures, the Company can pay the Optionor in cash or shares of the Company as long as the share issuance does not make the Optionor a holder of more than 19.9% of the shares outstanding at the time of issuance.

Should the Company acquire 100% of the property the Optionor will retain a 1% Net Smelter Returns ("NSR") royalty. The Company shall be entitled to buy back the 1% NSR for $1,000,000.

On November 8, 2022, the Company extended the exploration expenditure commitment until December 31, 2022, and in consideration for the extension, the Company paid $15,000. On December 29, 2022, the Company extended the period further to March 31, 2023, and paid $7,500 for the extension. On March 31, 2023, the Company and the Optionor amended the agreement and extended the exploration expenditure commitment whereby $50,000 in exploration expenditures would be due on or before December 31, 2023, and the reminder will be due on or before December 31, 2024. As consideration for the extension, the Company will pay the Optionor $2,500 per month for the duration of the option commencing April 2023. During the nine months ended October 31, 2023, management of the Company has decided not to continue with the Bonneville property and recorded an impairment of $248,054.

(Expressed in Canadian Dollars)

Lassen Properties, California also known as the Hayden Hill exploration project

During the year ended January 31, 2023, the Company staked 25 claims located in Hayden Hill Mining District in California totaling $71,901.

On August 19, 2022, the Company entered into an option agreement to acquire the right to explore the Lassen properties and all of the issued and outstanding shares of Lassen Gold Mining, Inc. ("Lassen Gold") from its parent company Kinam Gold Inc. ("Kinam"). Lassen Gold holds an interest in 62 mineral claims located in Lassen County, California. The agreement shall be effective from August 19, 2022 (the "Effective Date") through to November 1, 2025 (the "Option Period").

In order to earn the right to explore the property, the Company shall incur the following:

- Pay US$50,000 in cash on execution date (Paid);
- Pay US$60,000 (paid) and incur US$250,000 in qualifying expenditures on or before March 1, 2023 (incurred);
- Pay US$100,000 and incur an additional US$500,000 in qualifying expenditures on or before November 1, 2024;
- Incur an additional US$500,000 in qualifying expenditures on or before November 1, 2025.

The US$250,000 due on or before March 1, 2023, is a firm commitment and shall not be affected by any termination of the agreement. If the agreement is terminated prior to LRI completing the US$250,000 expenditure requirement, LRI will need to pay Lassen the amount of shortfall within 30 days following termination.

During the Option Period, the Company shall have the opportunity, but not the obligation, to purchase all of the issued and outstanding shares of Lassen. As consideration for the acquisition, the Company will pay an amount equal to US$2,000,000 minus all the options payments paid as of the date of exercise of the option and minus any decommissioning liabilities, and the assumption of any bonds, guarantees, or other financial assurances provided or guaranteed by Kinam or its affiliates in respect of the Property. The Company can exercise the option with a written notice at any time within the Option Period.

Kinam will retain a 2.0% Net Smelter Returns Royalty ("NSR") on all minerals produced and sold from the property. The Company has an option to purchase back 0.5% of the NSR for a payment of US$1,900,000.

Selected Annual Information

The following is a summary of the Company's financial results for the Company's three most recently completed financial years:

	Year-ended January 31, 2023	**Year-ended January 31, 2022**	**Year ended January 31, 2021**
	$	$	$
Total revenues	Nil	Nil	Nil
Comprehensive loss	(495,484)	(469,125)	(159,952)
Loss per share – basic and diluted	(0.03)	(0.03)	(0.01)
Total assets	861,048	1,246,021	580,133
Long term liabilities	Nil	Nil	Nil
Cash dividends declared per share	Nil	Nil	Nil

During the year ended January 31, 2021, the Company acquired a mineral property and granted stock options. During the year ended January 31, 2022, the Company continued to review potential mineral property acquisitions and granted stock options. During the year ended January 31, 2023, the Company acquired a new property and as a result, all costs incurred prior to obtaining legal title were expensed to property investigation.

Fourth Quarter

N/A.

Results of Operations

During the three months ended October 31, 2023:

During the three months ended October 31, 2023, the Company did not generate revenue to date and recorded a net loss of $54,525 for the quarter as compared to the net loss of $90,450 for the comparable quarter. The decrease in the net loss in the current quarter can be attributed to the decrease of share-based payment to $Nil from $19,510 for the comparable quarter, as the Company did not grant new stock options. There was a decrease of filing fees and transfer agent to $7,862 from $16,404. All other costs are consistent with maintaining the Company as a reporting issuer.

During the nine months ended October 31, 2023:

During the nine months ended October 31, 2023, the Company did not generate revenue to date and recorded a net loss of $444,560 as compared to the net loss of $448,370 for the comparable period ended October 31, 2022. During the most recent quarter the Company recorded an impairment of $248,054 on the Bonneville property as management has decided not to continue with the project. The Company also entered into marketing agreements with Lakefront and Independent Trading Group to provide promotional services and to maintain a reasonable market and improve market liquidity for the Company's common shares. There were no share-based payments recorded in the current period as there were no stock options granted. Whereas in the comparable period ended October 31, 2022, there were $138,802 in share-based payments which related to stock options vested in that period. During the current period, the Company incurred $875 in property investigation costs whereas the Company incurred $125,791 in property investigation costs in the comparable period.

During the period, the Company completed and filed its NI 43-101 report on the Lassen property and the Lasen County California Department of Planning and Building Services has approved the Company's exploration project notice that was submitted on June 2, 2023. The recently approved Exploration Notice allows for drilling to be conducted on 10 sites, from which drilling can be implemented at any desired azimuth and inclination. The State of California, in addition to surface disturbance, regulates the volume of material "removed" by exploration activities. The approval permits the drilling and removal of material with a volume up to 25,000 feet of PQ-diameter core. Six (6) of the sites will facilitate the drilling of the Lookout Zone (see maps below), one (1) to explore the East Vein, and one (1) the Juniper Zone.

With this approval the Company can determine the timing and budget for the Phase 1 drill program.

(Expressed in Canadian Dollars)

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters.

For the quarter ended	October 31, 2023	July 31, 2023	April 30, 2023	January 31, 2023
Net loss for the quarter	($54,525)	($326,155)	($63,880)	($46,488)
Loss per share – basic and diluted	($0.00)	($0.02)	($0.00)	($0.00)

For the quarter ended	October 31, 2022	July 31, 2022	April 30, 2022	January 31, 2022
Net loss for the quarter	($90,450)	($206,758)	($151,162)	($233,575)
Loss per share – basic and diluted	($0.01)	($0.01)	($0.01)	($0.01)

Factors causing Variance for each Quarter

During the quarter ended April 30, 2022, the Company recorded a net loss of $152,162 as compared to a net loss of $$233,575. Included in the prior year were year-end adjustments. During the quarter ended July 31, 2022, the Company recorded a net loss of $206,758 as compared to a net loss of $152,162 for the previous quarter. The increase can be attributed to an increase in exploration costs and professional fees as the Company continues to investigate potential mineral property acquisitions. During the quarter ended October 31, 2022, the Company recorded a net loss of $90,450 as compared to a net loss of $206,758 for the previous quarter. The decrease can be attributed to a decrease in exploration costs and professional fees. During the quarter ended January 31, 2023, the Company recorded a net loss of $46,488 as compared to a net loss of $90,450 for the previous quarter. The decrease can be attributed to a decrease in share-based payments. During the quarter ended April 30, 2023, the Company recorded a net loss of $63,880 as compared to a net loss of $46,488 for the previous quarter. The increase can be attributed to the marketing agreement with Lakefront. During the quarter ended July 31, 2023, the Company recorded a net loss of $326,155 as compared to the net loss of 63,880 for the previous quarter. The increase can be attributed to the recording of an impairment of $248,054 on the Bonneville property. During the quarter ended October 31, 2023, the Company recorded a net loss of $54,525 as compared to the net loss of 326,155 for the previous quarter. The decrease can be attributed to the recording of the impairment of exploration and evaluation asset in the previous quarter.

Liquidity and Capital Resources

The Company had cash of $21,674, GST receivable of $6,358 and prepaid expense of $17,758 at October 31, 2023, compared to $245,545, $1,890 and $17,211 at January 31, 2023, respectively. As at October 31, 2023, the Company had total payables of $246,945 as compared to a total payable of $44,603 at October 31, 2023 and working capital deficiency of $201,155 at October 31, 2023, as compared to a working capital of $220,043 as at January 31, 2023.

The Company's estimated its budget to be its working capital and believes that the current capital resources are not sufficient to pay overhead expenses for the next twelve months and will need to seek additional funding to fund its overhead expenses and future commitments. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

(Expressed in Canadian Dollars)

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares or the exercise of options and warrants to fund ongoing operations and investment. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

In October 2023, the Company issued 1,650,000 common shares pursuant to the exercise of share purchase warrants with an exercise price of $0.10 for total proceeds of $165,000.

In July 2023, the Company issued 200,000 common shares pursuant to the exercise of share purchase warrants with an exercise price of $0.10 for total proceeds of $20,000.

In April 2023, the Company issued 175,000 common shares pursuant to the exercise of share purchase warrants with an exercise price of $0.10 for total proceeds of $17,500.

During the nine months ended October 31, 2023, the Company issued a promissory note payable of $54,400 to a company with a director in common. The promissory note is unsecured, bears interest at 12% per annum and is payable on demand. On October 31, 2023, the director applied $50,000 to exercise 500,000 share purchase warrants at a price of $0.10 per share.

Related Party Transactions

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Related party transactions are comprised of services rendered by directors and/or officers of the Company or by a company with a director in common. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

Key management personnel compensation

The Company considers its President, Chief Executive Officer, Chief Financial Officer, and the directors of the Company to be key management.

		For the nine months ended October 31,	
	Relationship	**2023**	**2022**
Consulting fees			
Harmony Corporate Services Ltd.	Company controlled by Geoff Balderson, Director and CFO	$ 18,000	$ 18,000
Interest charges			
Modaven Capital Corporation	Common director	1,117	-
Rent			
Norsemont Mining	Common director	40,500	33,420

(Expressed in Canadian Dollars)

Exploration and evaluation assets			
David Flint	Director	86,883	-
Winthrop Rowe	Director	19,523	-
		106,406	-
Share-based payments			
Charles Ross	Director and CEO	-	2,362
Jim Mustard	Director	-	1,181
Geoff Balderson	Director and CFO	-	394
Joseph Yelder	Director	-	787
David Flint	Director	-	19,834
Winthrop Rowe	Director	-	1,527
		-	26,085
		$ 166,023	$ 77,505

Accounts payable and accrued liabilities at October 31, 2023, includes $111,708 (January 31, 2023 - $8,804) owed to directors and a Company controlled by the CFO for unpaid fees, rent and expense reimbursements. The amounts are unsecured, non-interest bearing with no specific terms of repayment.

Due to related parties consist of the following:

a) As at October 31, 2023, a director of the Company advanced $17,905 (January 31, 2023 - $Nil) as a short term loan, The amount is unsecured, non-interest bearing and is due on demand.

b) During the nine months ended October 31, 2023, the Company issued a promissory note payable of $54,400 to a company with a director in common. The promissory note is unsecured, bears interest at 12% per annum and payable on demand. On October 31, 2023, the director applied $50,000 to exercise 500,000 share purchase warrants at a price of $0.10 per share. As at October 31, 2023, the Company owes $ 5,517 which includes accrued interest payable of $1,117.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements to report.

Proposed Transactions

The Company has no proposed transactions to report.

Critical Accounting Estimates and Judgments

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent 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 these estimates, and as such, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and in any future periods affected. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position reporting date that could result in a material adjustment to the carrying value of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Judgments

Going concern

The assumption that the Company is a going concern and will continue in operation for the foreseeable future and at least one year is a judgment. The factors considered by management are disclosed in Note 1 of the condensed interim consolidated financial statements.

Exploration and Evaluation Asset and Impairment

The application of the Company's accounting policy for exploration and evaluation assets and impairment of the capitalized expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in profit or loss in the year the new information becomes available.

Title to Mineral Property Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title or interest therein. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Estimates

Share-based payments

The determination of the fair value related to share-based payments are subject to estimate. The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

Financial Instruments

Determination of Fair Value:

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Fair Value Hierarchy:

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
- Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets

or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.
- Level 3 – Applies to assets or liabilities for which there are unobservable market data.

The fair value hierarchy level at which a fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

Cash is measured using level 1 fair value inputs. As at October 31, 2023, the Company believes the carrying values of accounts payable and accrued liabilities approximate their fair values because of their nature and relatively short maturity dates or durations.

The Company's financial instruments are exposed to certain financial risks which are in common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. The following note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them.

General Objectives, Policies and Processes

The Board of Directors have overall responsibility for the determination of the Company's risk management objectives and policies and have delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board of Directors are kept apprised on the process and monitors the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

The Company's risk exposures and the impact on the Company's financial statements are summarized below.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

Interest rate risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at October 31, 2023, the Company has no interest bearing financial instruments and considers interest rate risk to be insignificant.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations with respect to financial liabilities as they fall due. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with funds from its positive working capital position.

Foreign currency risk

The Company may be exposed to foreign currency risk on fluctuations related to cash, accounts payable and accrued liabilities and lease liabilities that are denominated in a foreign currency. As at October 31, 2023, the

Company held cash denominated in US dollars of US$7, accounts payable and accrued liabilities of US$99,864 translated at US$1 for every $1.39. These factors expose the Company to foreign currency exchange rate risk, which could have a material adverse effect on the profitability of the Company. A 10% change in the exchange rate would change other comprehensive income/loss by approximately $14,000.

The Company currently does not plan to enter into foreign currency future contracts to mitigate this risk.

Subsequent Events

Subsequent to October 31, 2023, 304,000 share purchase warrants were exercised for total proceeds of $30,400 and 2,996,000 share purchase warrants expired unexercised.

On December 15, 2023, the Company issued 241,857 units at $0.35 per unit for gross proceeds of $84,650. Each unit consisted of one common share and one-half share purchase warrant exercisable at a price of $0.70 per share expiring on December 15, 2024 subject to an accelerated expiry should the common shares of the Company close at or above $1 on the CSE for 10 consecutive trading days.

Disclosure of Outstanding Share Capital

The Company's outstanding share capital as at the date of the MD&A is as follows:

Common shares

Balance, October 31, 2023	17,562,763
Balance, MD&A	18,108,620

Options

Balance, October 31, 2023	1,320,000
Balance, MD&A	1,320,000

Share purchase warrants

Balance, October 31, 2023	8,110,933
Balance, MD&A	4,931,862