REFINED ENERGY CORP.

(formerly, Refined Metals Corp.)

(the "Company")

MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2024

This Management Discussion and Analysis ("MD&A") has been prepared by management in accordance with the requirements of National Instrument 51-102 and should be read in conjunction with the consolidated financial statements and accompanying notes for the year ended June 30, 2024, and the related notes contained therein which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts are expressed in Canadian dollars, the reporting and functional currency of the Company, unless otherwise indicated.

DATE

This MD&A is prepared as of October 28, 2024.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "*anticipate*", "*believe*", "*estimate*", "*expect*" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the Company's operations. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or our achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. This MD&A should be read in conjunction with the risk factors described in the *Risk Factors* section of this MD&A. Although the Company has attempted to identify important factors that could cause actions, events or results to differ materially from those described in the forward-looking statements, there may be other factors that cause actions, events, or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as at the date of the MD&A. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements. The Company does not undertake to update any forward-looking statements except as required by applicable securities laws.

DESCRIPTION OF BUSINESS

The Company previously operated in the cannabis industry. On November 25, 2022, the CSE approved the Company's Change of Business to mineral exploration and development with a focus on identifying, evaluating and acquiring interests in mineral properties in North America. The Company has entered into four mineral property option agreements with the first one in British Columbia, Canada, the Rose Property (recently terminated), the second in Quebec, Canada, the Simard Property, the third in Nevada, USA, the Horizon South property and the fourth one in Saskatchewan, the Dufferin Lake property. The Company continues to review other mineral properties in North America for possible future acquisitions in the future.

The Company's change in focus to mineral exploration and development constitutes a Change of Business under Policy 8 of the CSE. Under CSE Policy 8, a proposed Change of Business is subject to a complete review by the CSE, and CSE Approval is subject to a number of conditions, including shareholder approval (which was received by the Company on June 21, 2022) and delivery of documentation required by the CSE, which the Company is in the process of completing. The Company has received its final CSE Approval of its Change of Business, and is now listed on the CSE as a Mining Issuer as of November 28, 2022 with its Common Shares now trading under the symbol "RMC".

On February 15, 2024, the Company's completed a 2:1 share consolidation, whereby two of the pre-consolidation shares is consolidated in to one post-consolidation share. All disclosures in these consolidated financial statements reflect the common shares, options, warrants and restricted share rights on a post-consolidation basis.

A summary of the Company's property option agreements are as follows:

Rose Property

On April 18, 2022, and with an effective date of November 30, 2022 (the "Effective Date"), the Company entered into a property option agreement with Geomap Exploration Inc. ("Geomap"), a privately-owned B.C. company to acquire up to 100% interest in the Rose property ("Rose"), located in Kamloops Mining Division, B.C. On November 29, 2023, the Company issued a termination notice to the Geomap to terminate the option agreement and all obligations thereto. As a result, the Company wrote off previously capitalized balance of $115,000 in acquisition fees. This termination reflects the Company's desire to focus on lithium explorations and conservation of resources.

Simard Property

On December 20, 2022 (as amended on November 14, 2023 and February 28, 2024), the Company entered into a property option agreement with Geomap, pursuant to which Geomap granted the Company an option (the "Option") to acquire a 100% interest in 96 mining claims covering approximately 5,571 hectares of land, located in the Lac Simard region of Quebec ("Simard").

The Company could have exercised the Option and acquired a 100% interest in Simard by completing the following:

- Making cash payments totaling $190,000 on or before the following dates:
    - $30,000 upon signing the agreement (paid)
    - $60,000 due on or before December 31, 2024;
    - $50,000 due on or before June 30, 2025; and
    - $50,000 due on or before June 30, 2026.

- Issuing 425,000 common shares on or before the following dates:
    - 125,000 common shares upon signing the agreement (issued);
    - 150,000 common shares on or before June 30, 2024; and
    - 150,000 common shares on or before June 30, 2025.

- Incurring exploration expenditures as follows:
    - $120,000 on or before June 30, 2025; and
    - An aggregate total of $250,000 (including the $120,000 to be incurred on or before June 30, 2025) on or before June 30, 2026.

The Company has no plans to conduct exploration activities on the property in the near future. As a result, during the year ended June 30, 2024, the Company wrote off $50,000 of previously capitalized acquisition costs relating to the property.

Horizon Property

On February 9, 2023 (and amended October 30, 2023, November 29, 2023 and February 29, 2024), the Company entered into a property option agreement with an entity controlled by a Director and officer of the Company. The property option agreement is to acquire a 100% interest in 381 unpatented lode mining claims covering approximately 7,900 acres of land, located in the Big Smoky and Monte Cristo Basins of Esmeralda County, Nevada ("Horizon") with the intent to determine the extent of any claystone-hosted lithium mineralization. The Company has the option to acquire 100% interest in the property for consideration as follows:

- Cash payments totalling $750,000 to be made on the following dates:
  - $250,000 sixty days from signing the agreement (paid);
  - $250,000 on the first anniversary of receipt of drill permits necessary to undertake exploration drilling ("Drill Permits"); and
  - $250,000 on the second anniversary of receipt of Drill Permits;

- Issuing common shares with a fair market value of $2,000,000 issued as follows:
  - $250,000 worth of common shares five days after signing the agreement (402,631 common shares issued);
  - $250,000 worth of common shares on or before March 31, 2024;
  - $750,000 worth of common shares on the first anniversary of receipt of drill permits necessary to undertake exploration drilling ("Drill Permits");
  - $750,000 worth of common shares on the second anniversary of receipt of Drill Permits;
  - res issued);

During the year ended June 30, 2024, the Company allowed the Horizon option to lapse and wrote off $427,157 of previously capitalized acquisition costs relating to the property.

Dufferin Project

On February 26, 2024, the Company entered into a property option agreement with Eagle Plains Resources Ltd. ("EPL"), an Alberta company listed on the TSXV exchange to acquire up to 75% interest in 35 mineral tenues covering approximately 6,424 hectares of land, the Dufferin project ("Dufferin Project"), located in Saskatchewan approximately 18 km from Cameco's Centennial deposit with the intent to explore the property to determine the extent of any uranium deposits. The Company has the option to acquire up to 75% interest in the Dufferin Project for consideration as follows:

(a) In order to maintain the First Option in good standing and to exercise the First Option to acquire up to 60% interest, the Company must:

(i) Pay cash according to the following schedule:
- $10,000 on execution of a Letter of Intent (paid);
- $20,000 on execution of option agreement (paid)
- $30,000 on or before December 31, 2024;
- $100,000 on or before December 31, 2025; and
- $125,000 on or before December 31, 2026.

(ii) Issue an aggregate of 1,000,000 Shares, according to the following schedule:
- 125,000 Shares within 10 business days of execution of the option agreement (issued);
- 125,000 Shares on or before December 31, 2024;
- 250,000 Shares on or before December 31, 2025; and
- 500,000 Shares on or before December 31, 2026.

(iii) incur aggregate exploration expenditures of $2,600,000 according to the following schedule:
- $350,000 on or before December 31, 2024;
- $1,000,000 on or before December 31, 2025; and
- $1,250,000 on or before December 31, 2026.

(b) Within 90 days of notice of exercise of the First Option, the company may earn an additional 15% interest in the property (for a total of 75%) by making the following commitments:

(i) Pay additional cash of $500,000 according to the following schedule:
- $250,000 in cash on or before December 31, 2027; and
- $250,000 in cash on or before December 31, 2028.

(ii) issue an additional aggregate of 500,000 Shares, according to the following schedule:
- 250,000 Shares on or before December 31, 2027; and
- 250,000 Shares on or before December 31, 2028.

(iii) incur additional exploration expenditures of $3,000,000 according to the following schedule:
- $1,500,000 on or before December 31, 2027; and
- $1,500,000 on or before December 31, 2028.

If the First Option or the Second Option is exercised, a 2% smelter returns royalty (the "NSR Royalty") will be granted to EPL, 1% of which may be repurchased for $2,000,000. Following the exercise of the First Option or the Second Option by the Company, the Company and EPL will form a joint venture to which will administer to the continued exploration and operation of the Project.

On May 16, 2024, the Company and EPL announced that a further 879 hectares had been acquired for the Dufferin Project.

On October 7, 2024, the Company and EPL announced that a further 2,837 hectares had been acquired for the Dufferin Project.

Searchlight Properties

On August 6, 2024 the Company entered into option agreements with Searchlight Resources Inc. ("Searchlight") to acquire up to a 100% interest in each of the Basin and Milner Properties (the "Searchlight Project"), prospective uranium properties located in the Athabasca Basin region, Northern Saskatchewan. To exercise the Options, the Company must make a series of cash payments and share issuances to Searchlight and undertake certain exploration expenditures on the Properties. The Company can acquire a 100% interest in the Basin Property by paying an aggregate of $75,000 to Searchlight, issuing an aggregate of 175,000 common shares in the capital of the Company to Searchlight and undertaking an aggregate of $200,000 in exploration expenditures within 24 months. The Company can acquire a 100% interest in the Milner Property by paying an aggregate of $45,000 to the vendor, issuing an aggregate of 100,000 shares to the vendor and funding an aggregate of $150,000 in exploration expenditures within 24 months.

The Company will initially serve as operator pursuant to the Searchlight option agreements and is entitled to a 5% management fee (which, for so long as the Company serves as operator, will be credited towards required exploration expenditures under the Option Agreements). If the Option with respect to either the Milner Property or the Basin Property is exercised, a 2% net smelter returns royalty on such property will be granted to the Vendor, 1% of which may be repurchased by the Company for $1,000,000.

COVID-19

On March 11, 2020, the World Health Organization declared the outbreak and spread of a novel coronavirus, COVID-19, a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally introduced various recommendations and measures to try to limit the pandemic, including implementing travel restrictions, border closures, non-essential business closures, quarantines, self-isolation and physical distancing. The Company's exploration and operational activities were conducted and completed in an orderly fashion while ensuring the safety of employees, subject to compliance with existing applicable domestic regulations and guidelines.

Another outbreak of COVID-19 may cause disruptions to the Company's business and operational plans, which may include: (i) restriction of international travel by management; (ii) unavailability of contractors and subcontractors; (iii) interruption of supplies from third parties upon which the Company relies; (iv) restrictions imposed by governments to address the COVID-19 pandemic; (v) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of any employees and others; and (vi) upheaval of global financial conditions, including market reaction to COVID-19. It is not currently possible to predict an extent or duration for these potential disruptions, which may have a material adverse effect on the Company's business, financial condition and results of operations.

KEY BUSINESS ACTIVITIES

See above for business activities during the year ended June 30, 2024.

Subsidiaries and their activities

The Company has no material subsidiaries.

Business acquisitions

None to report during the year ended June 30, 2024.

TRANSACTIONS IN PROGRESS

None to report as of the date of this MD&A apart from the property option agreements described above.

OVERALL PERFORMANCE

The net (liabilities) assets of the Company decreased from $125,694 at June 30, 2023 to ($403,574) at June 30, 2024. The most significant assets at June 30, 2024 are cash of $173,192 (June 30, 2023 - $122,851), prepaid expenses of $100,000 and exploration and evaluation assets of $56,250 (June 30, 2023 - $592,157). The Company also has $6,503 (June 30, 2023 - $147,107) of GST receivable from the Canadian Revenue Agency, and exploration and evaluation assets consist of acquisition costs over its Dufferin mining properties summarized as follows:

		Rose		Simard		Horizon		Dufferin		Total
Balance, June 30, 2023	**$**	**115,000**	**$**	**50,000**	**$**	**427,157**	**$**	**-**	**$**	**592,157**
Termination of option agreement		(115,000)		(50,000)		-		-		(165,000)
Option payment – cash		-		-		-		42,500		42,500
Option payment – shares		-		-		-		13,750		13,750
Impairment		-		-		(427,157)		-		(427,157)
Balance, June 30, 2024	**$**	**-**	**$**	**-**	**$**	**-**	**$**	**56,250**	**$**	**56,250**

The Company's liabilities at June 30, 2024, consist primarily of accounts payable and accrued liabilities of $575,275 (June 30, 2023 - $598,671) and convertible debt of $164,244 (June 30, 2023 - $137,750).

Cash decreased by $50,341 primarily due to enter into new Uranium focused Option Agreements, claim maintenance fees and costs associated with the Company's annual audit.

HIGHLIGHTS

Please also see Description of Business, Transactions in Progress and Activities of the Company's Subsidiaries, above.

On November 13, 2023, the Company extended the expiry date aggregate of 2,598,333 outstanding common share purchase warrants (the "Warrants") by one year such that the Warrants, which had been scheduled to expire on November 29, 2023, now have an expiry date of November 29, 2024 (the "Warrant Amendment"). All other terms of the Warrants will remain unchanged. The Warrant Amendment remains subject to acceptance by the Canadian Securities Exchange. Eli Dusenbury, the Chief Financial Officer of the Company, and Mark Fields, a director of the Company, beneficially own 14,583 Warrants and 21,250 Warrants, respectively.

On November 29, 2023, the Company announces that is has sent a notice of termination to the owner of the Rose Property pursuant to the Company's property option agreement in respect of the Rose Property (the "**Rose POA**"). The Company has determined to terminate the Rose POA in order to permit the Company to focus its resources on the exploration of its lithium-prospective properties, the Simard Property and the Horizon South Property. Pursuant to the terms of the Rose POA, the Rose POA terminated on December 28, 2023, being thirty days following the date the notice of termination was delivered to the property owner, after which date the Company shall have no further legal or beneficial interest in or to any of the lands or mineral rights forming the Rose Property.

Concurrently with the termination of the Rose POA, the Company entered into amending agreements with the owners of the Simard Property and the Horizon South Property to, among other things, defer certain of the Company's payment, common share ("**Share**") issuance and exploration expenditure obligations under the property option agreements with respect to the Simard Property and the Horizon South Property. Again on February 29, 2024, the Company amended agreements with the owners of the Simard Property and Horizon South Property, further deferring cash payments, exploration obligations and share payments under the amended property option agreements.

On January 26, 2024, the Company announced consolidation of its issued and outstanding common shares on the basis of one (1) post-consolidated common share for every two (2) pre-consolidated common shares. As a result, the outstanding shares of the company was reduced to 28,644,498 common shares. The Consolidation took effect on February 15, 2024, and notes that name and trading symbol remains unchanged. The CUSIP number for its Post-Consolidation Shares will be 75867R203 and the ISIN for the Post-Consolidation Shares will be CA75867R2037.

On February 8, 2024, the Company appointed Mr. Mark Fields, a current director of the Company, to the position of Chief Executive Officer. In conjunction, Mr. Aman Parmar has stepped down as Interim Chief Executive Officer and remains a director of the Company and Interim President.

Mr. Fields has broad experience in overseeing mineral properties from exploration to production. Mr. Fields served as a geologist and business manager for the Rio Tinto Group (1991-1997), where he was involved in all aspects of Rio Tinto's Canadian exploration activities, including being intimately involved in advancing the Diavik diamond project from the exploration stage to a feasibility study. Subsequent to this Mr. Fields has held a number of senior executive and director positions with various junior exploration companies. He served as the Corporate Affairs Manager for La Teko Resources Ltd. (1997-1999), where he oversaw corporate planning, reporting and project evaluation until the company accepted a take-over offer from Kinross Gold Corporation. As Executive Vice President of Pine Valley Mining Corporation, he was a key member of the executive team which brought the Willow Creek metallurgical coal mine into commercial production, for which he received the E.A. Scholz Award for excellence in mine development. Mr. Fields was President and CEO of Geodex Minerals from 2009 through 2014 and negotiated the joint venture and sale of the Sisson tungsten-molybdenum project to Northcliff Resources followed by the re-organization of Geodex Minerals. Mr Fields was a director of Discovery Harbour Resources and was the President & CEO as of 2017, overseeing gold exploration projects in Nevada, prior to stepping down in March 2024. Mr. Fields holds a B.Sc. in Geology from the University of British Columbia and a B.Comm. (Honours) from Queen's University.

On February 26, 2024, the Company entered into an option agreement ("Option") with Eagle Plains Resources Ltd., pursuant to which the Company has been granted the right, at its option, to acquire up to a 75% interest in the Dufferin Project , a prospective uranium property located in the Athabasca Basin, Northern Saskatchewan, Canada. To exercise the Option, the Company must make a series of cash payments and share issuances to EPL and fund exploration expenditures on the Dufferin Project. These payments, share issuance and expenditures are separated into two phases, with the first phase entitling the Company to acquire a 60% interest in the Dufferin Project by paying an aggregate of $275,000 to EPL, issuing an aggregate of 1,000,000 common shares to EPL and funding an aggregate of $2,600,000 in exploration expenditures on the Dufferin Project, in each case by December 31, 2026. Pursuant to the second phase of the Option, the Company may acquire an additional 15% interest in the Dufferin Project (for a 75% total interest) by paying an additional $500,000 to EPL, issuing an additional 500,000 common shares to EPL and funding an additional $3,000,000 in exploration expenditures on the Dufferin Project, in each case by December 31, 2028.

If the First Option or the Second Option is exercised, a 2% smelter returns royalty (the "NSR Royalty") will be granted to EPL, 1% of which may be repurchased for $2,000,000. Following the exercise of the First Option or the Second Option by the Company, the Company and EPL will form a joint venture to which will administer to the continued exploration and operation of the Dufferin Project.

The Dufferin Project is made up of the North and West properties, both of which are located approximately 18km from Cameco's Centennial Deposit (historic drill hole VR-031W3 intersected 8.78% U308 over 33.9m). These properties are prospective for unconformity- and basement-hosted uranium mineralization in proximity to NE-SW trending faults. Faulted basement contacts and brittlely reactivated structures are the primary locations for mineralization in the area covered by the Dufferin Project. The relatively high concentration of secondary uranium bearing minerals at the Dufferin Project demonstrated by prior exploration work on the Dufferin Project may also indicate uranium mineralization remobilization may play an important role in this region of the Athabasca Basin. Geophysical electromagnetic (“EM”) and magnetic anomalies demonstrated by prior exploration work on the Dufferin Project are supported by previous uranium and boron soil and lake sediment anomalies along the inferred fault zones, which are expected to aid in focusing future exploration programs.

The Vendor and the Company plan to undertake further detailed data compilation with a view to deploying the most effective geophysical exploration methods from a variety that have proven effective in the Athabasca Basin. These include EM, magnetic, resistivity and gravity surveys to delineate prospective conductors and alteration signatures. Geochemical sampling will also be considered over specific structures and conductors. The results of the geophysical exploration are expected to be used to identify disrupted faults delineated by EM conductors and other geophysical anomalies for drill targeting.

The Company’s plan is to focus its efforts on the uranium sector within the Athabasca Basin. The Athabasca Basin hosts the world's most significant high-grade uranium deposits and has an extensive history of uranium exploration, discovery, and development. The Athabasca Basin presents a compelling opportunity for our exploration initiatives, and we are eager to begin exploration activities in this region.

On March 15, 2024, the Company announced a name change from Refined Metals Corp. to Refined Energy Corp. and began trading under the symbol RUU on the CSE.

On May 16, 2024, the Company announces that it has acquired a further 879 hectares for the Dufferin North property in the Dufferin Project. The Dufferin Project now comprises a total of 7,303 hectares.

On June 14, 2024, the Company closed a non-brokered private placement for proceeds of $200,000 and the settlement of related party debt of $155,907 through the issuance of a total 3,559,070 Units of the Company at a price of $0.10 per Unit consisting of a common share and common share purchase warrant (“Warrant”) at an exercise price of $0.13 per Warrant for two years.

On June 28, 2024, the Company announced it had engaged Rumble Strip Media Inc. (“Rumble Strip”) for the provision of marketing services for an anticipated period of 60 days commencing on or about July 2, 2024, provided that the term of the marketing services may be extended or shortened at the discretion of management. As of the date of this MDA the Company has not yet run the marketing program. Rumble Strip will create content and advertisements and undertake media planning, social media news dissemination, and reporting. The Company will pay a fee of $125,000 for the services. The Company will not issue any securities to Rumble Strip as compensation for its marketing services. As of the date hereof, to the Company’s knowledge, Rumble Strip (including its directors and officers) does not own any securities of the Company and is arm’s length with the Company.

On August 7, 2024, the Company entered into option agreements with Searchlight Resources Inc. (the “Vendor”) dated August 6, 2024 (the “Effective Date”), pursuant to which the Company has been granted the right, at its option, to acquire up to a 100% interest in each of the Basin and Milner Properties (the “Options”), prospective uranium properties located in the Athabasca Basin region, Northern Saskatchewan, Canada (the “Properties”). To exercise the Options, the Company must make a series of cash payments and share issuances to the Vendor and undertake certain exploration expenditures on the Properties. The Company can acquire a 100% interest in the Basin Property by paying an aggregate of $75,000 to the Vendor, issuing an aggregate of 175,000 common shares in the capital of the Company (“Shares”) to the Vendor and undertaking an aggregate of $200,000 in exploration expenditures on the Basin Property within 24 months. The Company can acquire a 100% interest in the Milner Property by paying an aggregate of $45,000 to the Vendor, issuing an aggregate of 100,000 Shares to the Vendor and funding an aggregate of $150,000 in exploration expenditures on the Milner Property within 24 months.

On August 15, 2024, the Company extended the expiry date of 7,000,000 outstanding common share purchase warrants by one year. The warrants were originally issued on September 1, 2022, pursuant to a private placement of units at $0.10 per unit. Each unit consisted of one common share and one common share purchase warrant exercisable at $0.12 until September 1, 2024.

On September 30, 2024, the Company closed a private placement of 1,750,000 units at a price of $0.20 per unit for gross proceeds of $350,000. Each unit consists of one common share of the Company and one common share purchase warrant, whereby each warrant entitles the holder to acquire one common share at a price of $0.25 for a period of 24 months from the date of issuance.

On October 7, 2024, the Company announced that its 2024 work program on the Dufferin Project is underway. The Dufferin Project is located in the Athabasca Basin in Saskatchewan, Canada. The planned work includes an airborne MobileMT geophysical survey at Dufferin North and interpretation and modeling of historical geophysical data at Dufferin West and North. The Dufferin North interpretation and modeling will include 3D inversions. In addition to the above work, Refined and the Vendor, Eagle Plains Resources Ltd. ("Eagle Plains") have acquired a further 2,837 hectares at Dufferin West, further expanding the Dufferin Project to 10,140 hectares.

DISCUSSION OF OPERATIONS

The following highlights the key operating expenditures during the year ended June 30, 2024, compared to June 30, 2023:

During the year ended June 30, 2024, the Company incurred a net loss from operations of $1,255,030 (2023 - $905,720). The changes in net loss from operations for the year ended June 30, 2024, compared to the year ended June 30, 2023, consists primarily of the following:

- Advertising expense decreased by $212,441 due to less spending on market focused activities;
- Consulting expense decreased by $79,131 due to the change in business and related activities;
- Exploration and evaluation increased by $50,481, due to claim maintenance fees for its Horizon property acquired in February 2023 and as such, there were no such expenses in the prior year;
- Office and miscellaneous decreased by $110,877 due to cost reduction strategies;
- Transfer agent and filing fees decreased by $15,016 due to not going through a change of business in the current year;
- Professional fees decreased by $56,268, primarily due to a write down in legal fees of $103,083;
- Share-based payments decreased by $91,134 due to the fair value of options granted and vesting in the current period;
- Write-off of exploration and evaluation assets totalled $592,157, due to the Company terminating its Rose Property Option agreement and impairing its Horizon and Simard properties due to them being in the Lithium sector and the Company not allocated resources or planning and related activities. There were no impairments or terminations in the prior year.
- Loss on debt settlement of $265,042 was due to the Company settling $155,907 in debt with related parties through the issuance of 1,559,070 units. There were no such settlements in the prior year.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the eight most recently completed interim quarters from continuing operations:

	Quarter Ended June 30, 2024 $	Quarter Ended March 31, 2024 $	Quarter Ended December 31, 2023 $	Quarter Ended September 30, 2023 $
Operating expenses	(28,300)	(31,156)	(99,848)	(180,265)
Net loss	(823,116)	(32,831)	(102,149)	(296,934)
Comprehensive income (loss)*	(749,275)	(32,831)	(102,149)	(296,934)
Basic and diluted loss per share, basic and diluted	(0.03)	(0.00)	(0.00)	(0.01)

	Quarter Ended June 30, 2023 $	Quarter Ended March 31, 2023 $	Quarter Ended December 31, 2022 $	Quarter Ended September 30, 2022 $
Operating expenses	(381,021)	(180,125)	65,710	(363,602)
Net loss	(269,582)	(178,743)	(69,178)	(388,217)
Comprehensive loss	(269,582)	(178,743)	(69,178)	(388,217)
Basic and diluted loss per share, basic and diluted	(0.01)	(0.01)	(0.00)	(0.02)

Activities for the three months ended June 30, 2024, were focused on the design and implementation of an exploration program for its Dufferin Uranium property. Additionally, the Company impaired its Lithium properties and terminated its gold property for total non-cash expense of $592,157. Activities ended March 31, 2024, December 31, 2023 and September 30, 2023 were focused on property acquisitions, maintenance, negotiating new option terms and completion of the Company's audit. Activities for the three months ended December 31, 2022, March 31, 2023 and June 30, 2023, were primarily focused on the Change of Business and closing of Simard and Horizon property option agreements and stage one exploration work performed over the Simard property.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2024, the Company had cash of $173,192 and $6,503 in GST receivable and $60,000 in subscriptions receivable (subsequently received). The Company had working capital deficit of $459,824 (June 30, 2023 – $466,463).

If additional funds are required, the Company plans to raise capital primarily through the private placement of its equity securities. Under such circumstances, there is no assurance that the Company will be able to obtain further funds required for the Company's continued working capital requirements.

Operating Activities

The Company used cash of $47,159 in operating activities from continuing operations during the year ended June 30, 2024.

Investing Activity

The Company used cash of $42,500 to complete option payments for the Dufferin Lithium Project.

Financing Activities

The Company raised proceeds up to $200,000 (of which, $60,000 was subsequently received) and discharged debt totalling $155,907 through the issuance of 1,559,070 of units.

CHANGES IN ACCOUNTING POLICIES

The Company has not yet adopted certain new standards, amendments and interpretations to existing standards, which have been published but are only effective for accounting periods beginning on or after January 1, 2024 or later periods. The new and amended standards are not expected to have a material impact on the Company's financial statements.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements

SUBSEQUENT EVENTS

Subsequent to June 30, 2024, the Company:

- On September 30, 2024, the Company raised $350,000 through a private placement issuing 1,750,000 units at a price of $0.20. Each unit consisted of a common share and a share purchase warrant exercisable at $0.25 per warrant for a period of two years.

- On August 6, 2024, the Company entered into option agreements ("Options") with Searchlight Resources Inc. ("Searchlight") to acquire up to a 100% interest in each of the Basin and Milner properties (the "Properties"), prospective uranium properties located in the Athabasca Basin region, Northern Saskatchewan. To exercise the Options, the Company must make a series of cash payments and share issuances to the vendor and undertake certain exploration expenditures on the Properties.

  The Company can acquire a 100% interest in the Basin Property by paying an aggregate of $75,000 and issuing an aggregate of 175,000 Company common shares to Searchlight, as well as undertaking an aggregate of $200,000 in exploration expenditures on the Basin Property within 24 months.

  The Company can acquire a 100% interest in the Milner Property by paying an aggregate of $45,000 and issuing an aggregate of 100,000 Company common shares to Searchlight, as well as undertaking an aggregate of $150,000 in exploration expenditures on the Milner Property within 24 months.

  The Company will initially serve as operator pursuant to the Options, and is entitled to a 5% management fee (which, for so long as the Company serves as operator, will be credited towards required exploration expenditures under the Options). If the Option with respect to either of the Milner Property or the Basin Property is exercised, a 2% net smelter returns royalty on such property will be granted to Searchlight, 1% of which may be repurchased by the Company for $1,000,000.

- The Company issued 418,750 common shares pursuant to the exercise of RSRs.

RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel are the directors and officers of the Company. Management compensation transactions for the year ended June 30, 2024 and 2023 is summarized as follows:

		2024		2023
Management and consulting fees	$	99,950	$	78,000
Share-based payments		66,916		142,455
Total	**$**	**166,866**	**$**	**220,455**

As at June 30, 2024, $202,661 (2023 - $95,081) is owed to directors and officers of the Company or companies controlled by directors of the Company for unpaid fees and expenses paid on behalf of the Company. These amounts are non-interest bearing, unsecured and due on demand.

During the year ended June 30, 2024, the Company was charged:

- $36,000 (2023 - $36,000) included in management fees to Eli Dusenbury, CFO of the Company pursuant to CFO services provided.
- $24,500 (2023 - $42,000) included in management fees to Aman Parmar, a director and former interim CEO of the Company pursuant to CEO services provided.
- $25,000 (2023 - $nil) included in management fees to a director and CEO of the Company pursuant to CEO services provided.
- $4,450 (2023 - $4,600) included in management fees and $10,000 (2023 - $60,000) included in consulting fees to a company controlled by Aman Parmar, a director and former interim CEO of the Company.

All transactions with related parties are in the normal course of operations and are measured at the exchange amount, being the amount of consideration established and agreed to by the related parties.

The Company issued 1,559,070 units to settle $155,907 in debt to the Company's CFO (Mr. Dusenbury) and a Company director and former CEO (Mr. Parmar) for unpaid fees of the Company. The shares were measured at a fair value of $420,949, with the Company recognizing a loss on debt settlement of $265,042.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments are exposed to certain financial risks which are discussed in detail in Note 9 of the Company's consolidated financial statements for the year ended June 30, 2024.

DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

Common shares issued and outstanding as at June 30, 2024 was 32,328,568, as of the date of this MD&A there are 34,772,318. The Company held no common shares in escrow.

Share Purchase Warrants

The Company completed a 2:1 share consolidation taking effect on February 16, 2024. All common shares, options, warrants and restricted share rights have been adjusted on a post share consolidation basis.

As of the date of this MD&A, 14,907,404 warrants were outstanding (June 30, 2024 – 13,157,404), with a weighted average remaining life of the outstanding warrants being 0.49 years:

Expiry date	Warrants		Exercise Price
September 1, 2025*	7,000,000	$	0.24
November 29, 2025**	2,598,334	$	0.60
June 14, 2026	3,559,070	$	0.13
September 30, 2026	1,750,000	$	0.20
Date of this MD&A	**13,157,404**		

*On August 15, 2024, the expiry date of these warrants was extended from September 1, 2024 to September 1, 2025.

**On November 13, 2023, the expiry date of these warrants was extended from November 29, 2023 to November 29, 2024.

Stock Options

As at the date of this MD&A, the Company had 2,235,000 (June 30, 2024 – 2,235,000) options outstanding with expiry dates as follows:

Expiry date	Options		Exercise price
January 12, 2025	372,500	$	3.60
January 12, 2026	312,500		US 2.80
December 23, 2025	650,000		0.44
March 8, 2027	900,000		0.10
Date of this MD&A, outstanding	**2,235,000**		
Date of this MD&A, exercisable	**1,560,000**		

Restricted Share Rights

As at the date of this MD&A, the Company had 475,000 (June 30, 2024 – 1,393,750) restricted share rights outstanding and exercisable.

An investment in the Common Shares should be considered highly speculative due to the nature of the Company's business and the present stage of development. An investment in the Common Shares should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment and who are able to understand the unique nature and risks of the Company and mining. Potential investors should consult with their professional advisors to assess an investment in the Company. In evaluating the Company and its business, investors should carefully consider, in addition to other information contained in this Listing Statement, the risk factors below. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with its operations.

The following are certain factors relating to the Company's business, which prospective investors should carefully consider before deciding whether to purchase Common Shares. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information set out elsewhere in this Listing Statement. These risks and uncertainties are not the only ones the Company is facing. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also impair operations. If any such risks actually occur, the business, financial condition, liquidity and results of operations could be materially adversely affected.

Risks Related to the Company

There is substantial doubt about whether the Company can continue as a going concern

The Company's ability to continue as a going concern is dependent on raising capital to fund its business plans and ultimately to attain profitable operations. However, there is no assurance that the Company will be successful in raising such capital. Accordingly, there is substantial doubt as to whether the Company's existing cash resources and working capital are sufficient to enable the Company to continue its operations as a going concern. Ultimately, in the event that the Company cannot obtain additional financial resources, or achieve profitable operations, the Company may have to liquidate its business interests and investors may lose their investment. The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. Continued operations are dependent on the Company's ability to obtain additional financial resources or generate profitable operations. Such additional financial resources may not be available or may not be available on reasonable terms. The Company's financial statements do not include any adjustments that may result from the outcome of this uncertainty. Such adjustments could be material.

Negative cash flow from operating activities

The Company incurs negative cash flow from operating activities and there is no assurance that the Company will operate profitably or will generate positive cash flow. The Company's properties are in the exploration stage and there are no known mineral resources or mineral reserves and any and all exploration programs would be exploratory in nature. Significant capital investment will be required to achieve commercial production from any property. There is no assurance that any exploration property will generate earnings, operate profitably or provide a return on investment in the future. Accordingly, the Company will be required to obtain additional financing in order to meet its future cash commitments.

The Company's operations may be disrupted, and its financial results may be adversely affected, by global outbreaks of contagious diseases, including the novel coronavirus (COVID-19) pandemic

Global outbreaks of contagious diseases, including the December 2019 outbreak of COVID-19 have the potential to significantly and adversely impact the Company's operations and business. On March 11, 2020, the World Health Organization recognized COVID-19 as a global pandemic. Pandemics or disease outbreaks such as the currently ongoing COVID-19 outbreak may have a variety of adverse effects on the Company's business, including by depressing commodity prices and the market value of the Company's securities and limiting the ability of the Company's management to meet with potential financing sources. The spread of COVID-19 has had, and continues to have, a negative impact on the financial markets, which may impact the Company's ability to obtain additional financing in the near term.

The Company is an exploration stage mining company with no history of operations in the mineral exploration industry

The Company is an exploration stage enterprise engaged in mineral exploration. The Company does not currently have any operations in the mineral exploration and development industry and, therefore, the Company has very limited operating history and is subject to all the risks inherent in a new business enterprise. As an exploration stage company, the Company may never enter the development and production stages. The Company has not generated any revenues from operating activities in the mineral exploration and development industry and will rely upon equity financing to fund its operations. The likelihood of the Company's success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with an exploration stage business, and the competitive and regulatory environment in which the Company will operate, such as under-capitalization, personnel limitations, and limited financing sources.

No known mineral reserves or mineral resources

There are no known bodies of commercial minerals on the any exploration properties. There is no assurance that the Company will be successful in its search for mineral resources and mineral reserves. Further, there is no assurance that any mineral deposits the Company may identify on any exploration properties will qualify as an ore body that can be legally and economically exploited or that any particular level of recovery of minerals from discovered mineralization will in fact be realized. Most exploration projects do not result in the discovery of commercially mineable ore deposits. Even if the presence of reserves is established at a project, the legal and economic viability of the project may not justify exploitation.

The Company's business plan is highly speculative, and its success largely depends on the successful exploration of the mineral claims of any of its exploration properties

The Company's plan will be focused on exploring its exploration properties to identify mineral resources and mineral reserves. There are no known mineral resources on its held exploration properties, and thus, the Company has not established any reserves and remains in the exploration stage. The Company may never enter the development or production stage. Exploration of mineralization and determination of whether the mineralization might be extracted profitably is highly speculative, and it may take a number of years until production is possible, during which time the economic viability of the project may change. Substantial expenditures are required to establish reserves, extract metals from ore and construct mining and processing facilities.

The Company is uncertain that it will be able to maintain sufficient cash to accomplish its business objectives

The Company is not engaged in any revenue producing activities, and the Company does not expect to be in the near future. Currently, the Company's potential sources of funding consist of the sale of additional equity or debt securities, entering into joint venture agreements or selling a portion of the Company's interests in its assets. There is no assurance that any additional capital that the Company will require will be obtainable on terms acceptable to it, if at all. Failure to obtain such additional financing could result in delays or indefinite postponement of exploration of its exploration properties. Additional financing, if available, will likely result in substantial dilution to existing Shareholders.

The Company's exploration activities, upon completion of the Change of Business, will require significant amounts of capital that may not be recovered

Mineral exploration activities are subject to many risks, including the risk that no commercially productive or extractable resources will be encountered. There can be no assurance that the Company's activities, upon completion of the Change of Business, will ultimately lead to an economically feasible project or that the Company will recover all or any portion of is investment. Mineral exploration often involves unprofitable efforts, including drilling operations that ultimately do not further exploration efforts. The cost of mineral exploration is often uncertain, and cost overruns are common. The Company's drilling and exploration operations, upon completion of the Change of Business, may be curtailed, delayed or canceled as a result of numerous factors, many of which are beyond the Company's control, including title problems, weather conditions, protests, compliance with governmental requirements, including permitting issues, and shortages or delays in the delivery of equipment and services.

The Company's success will depend on developing and maintaining relationships with local communities and other stakeholders

Upon completion of the Change of Business, the Company's success will depend on developing and maintaining productive relationships with the communities surrounding the Company's operations and other stakeholders in the Company's operating locations. Local communities and stakeholders can become dissatisfied with the Company's activities, which may result in legal or administrative proceedings, civil unrest, protests, direct action or campaigns against the Company. Any such occurrences could materially and adversely affect the Company's financial condition, results of operations and cash flows.

Compliance with laws is costly and may result in unexpected liabilities

The Company is subject to various laws and regulations in Canada. Upon completion of the Change of Business, these laws will include compliance with the *Extractive Sector Transparency Measures Act* (Canada), which requires companies to report annually on payments made to all levels of governments both in Canada and abroad. The Company is also required to comply with anti-corruption and anti-bribery laws, including the *Corruption of Foreign Public Officials Act* (Canada).

In addition, as a reporting issuer, the Company is subject to additional laws and regulations, compliance with which is both time consuming and costly. If the Company and/or its business are subject to an enforcement action or are found to be in violation of any such laws, this may result in significant penalties, fines and/or sanctions which could have a material adverse effect on the Company, which could cause a significant decline in the value of the Common Shares.

The directors and officers may have conflicts of interest with the Company

Certain directors and officers of the Company are or may become associated with other mining and/or mineral exploration and development companies which may give rise to conflicts of interest, upon completion of the Change of Business. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve such a contract. In addition, directors and officers are required to act honestly and in good faith with a view to the best interests of the Company. Some of the directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these directors and officers. Further, any failure of the directors or officers of the Company to address these conflicts in an appropriate manner or to allocate opportunities that they become aware of to the Company could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may be subject to costly and unpredictable legal proceedings

The Company may be subject to numerous regulatory investigations, claims, lawsuits and other proceedings in the ordinary course of its business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in litigation, including the effects of discovery of new evidence or advancement of new legal theories, the difficulty of predicting decisions of judges and juries and the possibility that decisions may be reversed on appeal. There can be no assurance that these matters will not have a material adverse effect on the Company's business.

The Company is exposed to information systems and cyber security risks

The Company's information systems (including those of any of its counterparties) may be vulnerable to the increasing threat of continually evolving cybersecurity risks. Unauthorized parties may attempt to gain access to these systems or the Company's information through fraud or other means of deception. The Company's operations depend, in part, on how well the Company and its counterparties protect networks, equipment, information technology systems and software against damage from threats. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations. There can be no assurance that the Company or its counterparties will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cybersecurity and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain an area of attention.

Reliance upon key personnel

Presently, the Company utilizes outside consultants, and in large part rely on the efforts of its officers and directors. The Company's success will depend, in part, upon the ability to attract and retain qualified personnel.

The Company faces general risks in respect of its option and joint venture agreements

The Company has and may continue to enter into option agreements and/or joint ventures as a means of acquiring property interests. Any failure of any partner to meet its obligations to the Company or other third parties, or any disputes with respect to third parties' respective rights and obligations could have a material adverse effect on the Company's rights under such agreements. Furthermore, the Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact on the strategic value of the underlying mineral claims.

The Company may, upon completion of the Change of Business, expand into other geographic areas, which could increase the Company's operational, regulatory and other risks

Upon completion of the Change of Business, the Company's exploration activities will be in Canada, however, the Company may in the future expand into other geographic areas, which could increase the Company's operational, regulatory, compliance, reputational and foreign exchange rate risks. The failure of the Company's operating infrastructure to support such expansion could result in operational failures and regulatory fines or sanctions. Future international expansion could require the Company to incur a number of up-front expenses, including those associated with obtaining regulatory approvals, as well as additional ongoing expenses, including those associated with infrastructure, staff and regulatory compliance. The Company may not be able to successfully identify suitable acquisition and expansion opportunities, or integrate such operations successfully with the Company's existing operations.

Risks Relating to the Mineral Exploration Industry

There are inherent risks in the mineral exploration industry

Upon completion of the Change of Business, the Company will be subject to all of the risks inherent in the minerals exploration industry, including, without limitation, the following:

- the Company will be subject to competition from a large number of companies, most of which are significantly larger than the Company are, in the acquisition, exploration, and development of mining properties;
- the Company might not be able raise enough money to pay the fees and taxes and perform the labour necessary to maintain its concessions in good status;
- exploration for minerals is highly speculative, involves substantial risks and is frequently unproductive, even when conducted on properties known to contain significant quantities of mineralization, and the Company's exploration at its exploration properties may not result in the discovery of commercially mineable deposits of ore;
- the Company's operations will be subject to a variety of existing laws and regulations relating to exploration and development, permitting procedures, safety precautions, property reclamation, employee health and safety, air quality standards, pollution and other environmental protection controls, and the Company may not be able to comply with these regulations and controls; and
- a large number of factors beyond the Company's control, including fluctuations in metal prices, inflation, and other economic conditions, will affect the economic feasibility of mining.

Metals prices are subject to extreme fluctuation

Upon completion of the Change of Business, the Company's activities will be influenced by the prices of commodities, including, without limitation, precious and base metals. These prices fluctuate widely and are affected by numerous factors beyond the Company's control, including interest rates, expectations for inflation, speculation, currency values, global and regional demand, political and economic conditions and production costs in major metal-producing regions of the world.

The Company's ability to establish mineral resources and mineral reserves through its exploration activities, the Company's future profitability and its long-term viability will depend, in large part, on the market prices of precious and base metals.

The market prices for these metals are volatile and are affected by numerous factors beyond the Company's control, including:

- global or regional consumption patterns;
- supply of, and demand for these metals;
- speculative activities and producer hedging activities;
- expectations for inflation;
- political and economic conditions; and
- supply of, and demand for, consumables required for production.

Future weakness in the global economy could increase volatility in metals prices or depress metals prices, which could in turn reduce the value of exploration properties held, make it more difficult to raise additional capital, and make it uneconomical for the Company to continue its exploration activities.

The Company's operations, upon completion of the Change of Business, will require additional permits from various governmental authorities

Upon completion of the Change of Business, the Company's operations will be governed by laws and regulations governing prospecting, mineral exploration, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, mining royalties and other matters. There can be no assurance that the Company will be able to acquire all required licenses, permits or property rights on reasonable terms or in a timely manner, or at all, that such terms will not be adversely changed, that required extensions will be granted, or that the issuance of such licenses, permits or property rights will not be challenged by third parties.

Title to the Company's properties may be challenged or defective

The Company attempts to confirm the validity of its rights of title to, or contract rights with respect to, both its held and future acquired properties. However, the Company cannot guarantee that title to its properties will not be challenged. Properties held may be subject to prior unregistered agreements, interests or native land claims, and title may be affected by undetected defects. There may be valid challenges to the title of any of the claims comprising each property that, if successful, could impair possible development and/or operations with respect to properties held in the future. Challenges to permits or property rights (whether successful or unsuccessful), changes to the terms of permits or property rights, or a failure to comply with the terms of any permits or property rights that have been obtained could have a material adverse effect on the Company's business by delaying or preventing or making continued operations economically unfeasible.

A title defect could result in the Company losing all or a portion of its right, title, and interest of its properties. Title insurance generally is not available, and the Company's ability to ensure that it has obtained secure title to properties held may be severely constrained. In addition, the Company may be unable to operate properties held as permitted or to enforce its rights with respect to such.

The Company, upon completion of the Change of Business, will be subject to complex environmental and other regulatory risks, which could expose it to significant liability and delay and potentially the suspension or termination of its exploration efforts

Upon completion of the Change of Business, the Company's mineral exploration activities will be subject to federal, provincial and local environmental regulations in Canada. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. No assurance can be given that environmental standards imposed by the government of Canada will not be changed, thereby possibly materially adversely affecting the Company's proposed activities. Compliance with these environmental requirements may also necessitate significant capital outlays or may materially affect the Company's earning power.

Environmental legislation is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees.

Future changes in environmental regulations in Canada may adversely affect the Company's exploration activities, make them prohibitively expensive, or prohibit them altogether. Environmental hazards may exist on the properties in which the Company currently hold interests, or may hold interests in the future, that are unknown to the Company at present and that have been caused by the Company or previous owners or operators, or that may have occurred naturally. The Company may be liable for remediating any damage that the Company may have caused. The liability could include costs for removing or remediating the release and damage to natural resources, including ground water, as well as the payment of fines and penalties.

The mineral exploration and development industry is highly competitive, attractive mineral properties and property concessions are scarce, and the Company may not be able to obtain quality properties or concessions

Upon completion of the Change of Business, the Company will compete with other mining and exploration companies in the acquisition of mineral properties and property concessions. There is competition for a limited number of attractive mineral property acquisition opportunities, some of which is with other companies having substantially greater financial resources, staff and facilities than the Company does. As a result, the Company may have difficulty acquiring quality mineral properties or property concessions.

The Company's operations, upon completion of the Change of Business, will be subject to various hazards

Upon completion of the Change of Business, the Company will be subject to risks and hazards, including environmental hazards, possible encounters with unusual or unexpected geological formations, cave-ins, flooding and earthquakes, and periodic interruptions due to inclement or hazardous weather conditions. These occurrences could result in damage to, or the destruction of, mineral properties or future production facilities, personal injury or death, environmental damage, delays in the Company's exploration activities, asset write-downs, monetary losses and possible legal liability. The Company may not be insured against all losses or liabilities, either because such insurance is unavailable or because the Company has elected not to purchase such insurance due to high premium costs or other reasons. The realization of any significant liabilities in connection with the Company's activities as described above could negatively affect the Company's activities.

Social and environmental activism can negatively impact exploration, development and mining activities

There is an increasing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations (**"NGOs"**) who oppose resource development can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While, upon completion of the Change of Business, the Company will aim to operate in a socially responsible manner and develop relationships with local communities in the regions in which it will operate, NGOs or local community organizations could direct adverse publicity against and/or disrupt the operations of the Company in respect of current or any future acquired property, regardless of its successful compliance with social and environmental best practices, due to political factors, activities of unrelated third parties on lands in which the Company has an interest or the Company will operate specifically. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it will operate, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Risks Relating to the Common Shares

Investors may lose their entire investment

An investment in the Common Shares is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Company. The Company has no history of profits, limited cash reserves, a limited operating history in the mineral exploration and development industry, has not paid dividends, and is unlikely to pay dividends in the immediate or near future. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business.

An active and liquid market for the Common Shares may not develop upon completion of the Change of Business

Currently, the Company's Common Shares are listed on the CSE, and upon completion of the Change of Business it is anticipated that the Common Shares will continue to be listed on the CSE under the trading symbol "REC"; however, there can be no assurance that an active and liquid market for the Common Shares will develop or be maintained and an investor may find it difficult to resell any securities of the Company. If a market does not develop or is not sustained, it may be difficult for investors to sell the Common Shares at an attractive price or at all. The Company cannot predict the prices at which the Common Shares will trade.

Further equity financings may lead to the dilution of the Company's common stock

In order to finance future operations, the Company may raise funds through the issuance of Common Shares or the issuance of debt instruments or other securities convertible into Common Shares. The Company cannot predict the size of future issuances of Common Shares or the size and terms of future issuances of debt instruments or other securities convertible into Common Shares or the effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Common Shares. Any transaction involving the issuance of previously authorized but unissued shares, or securities convertible into Common Shares, would result in dilution, possibly substantial, to present and prospective security holders. Demand for equity securities in the mining industry has been weak; therefore, equity financing may not be available on attractive terms and, if available, will likely result in significant dilution to existing shareholders.

CSE Listing

In the future, the Company's Common Shares may fail to meet the continued listing requirements to be listed on the CSE. If the CSE delists the Common Shares from trading on its exchange, the Company could face material adverse consequences, including: a limited availability of market quotations for the Common Shares; a determination the Common Shares are a "penny stock" which will require brokers trading in the Common Shares to more stringent rules and possibly resulting in a reduced level of trading activity in the secondary market for the Common Shares; a limited amount of news and analysts coverage for the Company; and a decreased ability to issue additional securities or obtain additional financing in the future.

Risks associated with evolving corporate governance and public disclosure regulations

The Company is subject to changing rules and regulations promulgated by the Canadian governmental and self-regulated organizations, including the Canadian Securities Administrators, the CSE or such other exchange or marketplace on which the Company's securities are listed or trade, and the Financial Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity making compliance more difficult and uncertain. The Company's efforts to comply with these and other new and existing rules and regulations have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

No dividends are anticipated

At the present time, the Company does not anticipate paying dividends, cash or otherwise, on its Common Shares in the foreseeable future. Future dividends will depend on the Company's earnings, if any, the Company's financial requirements and other factors. There can be no assurance that the Company will pay dividends.

Equity securities are subject to trading and volatility risks

The trading price of the Common Shares may be subject to wide fluctuations in response to announcements of the Company's business developments, results and progress of the Company's exploration activities at any of its exploration properties, progress reports on the Company's exploration activities, and other events or factors. In addition, stock markets have experienced significant price volatility in recent months and years. This volatility has had a substantial effect on the share prices of companies, at times for reasons unrelated to their operating performance. These fluctuations could be in response to: (i) volatility in metal prices; (ii) political developments; and (iii) news reports relating to trends in the Company industry or general economic conditions. These broad market and industry fluctuations may adversely affect the price of the Common Shares, regardless of the Company's operating performance.

The Company cannot make any predictions or projections as to what the prevailing market price for the Common Shares will be at any time, including as to whether the Company's common stock will achieve or remain at levels at or near its offering price, or as to what effect the sale of shares or the availability of Common Shares for sale at any time will have on the prevailing market price.

Qualified Persons

C. C. (Chuck) Downie, P.Geo., a "qualified person" for the purposes of National Instrument 43-101 - Standards of Disclosure for Mineral Projects and a director of the Vendor, has reviewed and approved the scientific and technical disclosure in this MD&A.

ADDITIONAL INFORMATION

Additional information about the Company is available on SEDAR at http://www.sedar.com.

BOARD APPROVAL

The board of directors of the Company has approved this MD&A.