AMERICAN PACIFIC MINING CORP.

MANAGEMENT DISCUSSION & ANALYSIS
(FORM 51-102F1)

FOR THE SIX MONTHS ENDED JUNE 30, 2024

(EXPRESSED IN CANADIAN DOLLARS)

Table of Contents

BACKGROUND

This Management Discussion and Analysis ("MD&A") of American Pacific Mining Corporation's ("APMC", "American Pacific" or the "Company") financial position and results of operations for the six months ended June 30, 2024 is prepared as at August 29, 2024. This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the six months ended June 30, 2024 and the supporting notes. Those unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR+ at www.sedarplus.ca.

FORWARD-LOOKING INFORMATION

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

This MD&A may contain forward-looking statements that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein.

Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

COMPANY OVERVIEW

The Company was incorporated under the Business Corporations Act (British Columbia) on July 1, 2017 and is in the business of mineral exploration.

The Company's head office, principal address, registered address and records office is Suite 910 - 510 Burrard Street, Vancouver, B.C., V6C 3A8, Canada.

The Company's shares are listed on the Canadian Securities Exchange (the "CSE") under the symbol "USGD". The Company's common shares commenced trading on the OTCQX Best Market (the "OTCQX") under the ticker symbol of "USGDF" on February 25, 2022.

The Company had the following subsidiaries as of the date of this MD&A, June 30, 2024 and December 31, 2023:

		Percentage of Ownership		
	Country of incorporation	As of the date of this MD&A	June 30, 2024	December 31, 2023
American Pacific Mining (US) Inc. ("APM US")	Nevada, United States	100%	100%	100%
Broadway Gold Mining Ltd. ("Broadway")	Montana, United States	100%	100%	100%
Constantine Metal Resources Ltd. ("Constantine") *** ^**	British Columbia, Canada	100%	100%	100%
Constantine Metals USA Inc.* ^	Arizona, United States	100%	100%	100%
Constantine North Inc. ("CNI") *** ^**	Alaska, United States	100%	100%	100%
Constantine Mining LLC * ^ ("CML")	Delaware, United States	29.86%	29.86%	31.53%
Clearview Gold Inc. ** ^^ ("CGI")	British Columbia, Canada	100%	100%	100%
CV Gold Inc. ** ^^ ("CV Gold")	Nevada, United States	100%	100%	100%

* The acquisition was completed on October 31, 2022.
** The acquisition was completed on May 17, 2023.
^ Collectively "Constantine Group"
^^ Collectively "CGI Group"

CORPORATE HIGHLIGHTS

- **Financings**
  On April 16, 2024, the Company completed a non-brokered private placement through the issuance of 22,500,000 units at a price of $0.20 per unit for gross proceeds of $4,500,000.

  (See Section: OUTSTANDING SHARE DATA for details).

EXPLORATION AND EVALUATION ASSETS

South Lida Project (Nevada, USA)

On July 1, 2017, the Company entered into a Claims Purchase Agreement (the "SL Claims Purchase Agreement") with Davin Saderholm (the "Trustee"), Eric Saderholm, Patricia Saderholm, Warwick Smith and Tarin Smith (collectively, the "Vendors") whereby the Vendors agreed to sell the South Lida Project in exchange for shares in the Company. The acquisition of the South Lida Project is a related party transaction as two of the Vendors are officers and directors of the Company.

Pursuant to the SL Claims Purchase Agreement, the Company issued the Vendors a total of 1,000,000 common shares.

The Company is required to pay annual claim maintenance fees for the South Lida Project. The Company has made the required annual claim maintenance fees to date for the South Lida Project.

Tuscarora Project (Nevada, USA)

On November 6, 2017, the Company entered into an option agreement (the "Tuscarora Option Agreement") with Novo Resources Corp. The Tuscarora Option Agreement was amended on December 18, 2019 (the "Amended Tuscarora Option Agreement"). Pursuant to the Tuscarora Option Agreement, Novo Resources Corp. will grant the Company the exclusive right and option to acquire a 100% right, title, and interest in and to the Tuscarora Project (the "Tuscarora Option").

Pursuant to the Amended Tuscarora Option Agreement, the Company:

a) made $400,000 in cash payments to Novo Resources Corp.; and
b) issued 266,667 common shares of the Company to Novo Resources Corp.

In addition, to earn the Tuscarora Option, the Company will have to incur US$100,000 in expenditures on the property annually, starting on the twelve-month period commencing on the first anniversary of the listing date and per each successive twelve-month period thereafter. This amount has been incurred annually since the first anniversary of the listing date.

The property is subject to a Net Smelter Returns (the "NSR") royalties of 0.5% which may be reduced to nil (0%) by paying US$500,000.

In addition, the Company is also required to make the following payments to Ely Gold Royalties ("Ely Gold"), the owner of the Tuscarora Project:

a) Annual minimum royalty payments

Due on or before	Annual payments		
November 7, 2018	US$	4,000	(Paid)
November 7, 2019	US$	4,000	(Paid)
November 7, 2020	US$	4,000	(Paid)
November 7, 2021	US$	8,000	(Paid)
November 7, 2022	US$	8,000	(Paid)
November 7, 2023	US$	8,000	(Paid)
November 7, 2024	US$	8,000	
November 7, 2025	US$	8,000	
November 7, 2026 and each succeeding anniversary	US$	12,000	

b) Production royalty based on the NSR from the production and sale of minerals from the Tuscarora Project. The royalty percentage rate for precious metals is based on the average daily price per troy ounce of gold during the period of production of minerals from the Tuscarora Project for which the royalty is payable as follows:

- less than or equal to $1,500 — Two percent (2%)
- greater than $1,500 but less than or equal to $2,000 — Three percent (3%)
- greater than $2,000 — Four percent (4%)

The royalty percentage which will apply for all other minerals produced is 2.5% of the NSR.

On February 3, 2021, the Company announced that the Company now has 100% interest in the Tuscarora Project following the final payment to Novo Resources Corp.

In addition, the Company is required to pay annual claim maintenance fees for the Tuscarora Project. The Company has made the required annual claim maintenance fees to date for the Tuscarora Project.

Lease assignment agreement with Ubica Gold Corp. ("Ubica")

On September 15, 2021, the Company entered into a lease assignment agreement with Ubica (the "Ubica Agreement"). Pursuant to the terms of the Ubica Agreement, the Company issued 3,700,000 common shares with fair value of $3,293,000 (the "Ubica Payment Shares") and paid $800,000 in cash to Ubica on September 15, 2021 to acquire 77 claims at Tuscarora totaling 1,031 acres. The Ubica Payment Shares are subject to voluntary hold periods, with 25% of the Ubica Payment Shares released on September 15, 2021 and an additional 25% released every 6 months thereafter until all Ubica Payment Shares have been released.

The Ubica Agreement consists of the following sublease agreements *(collectively, the "Ubica Sublease Agreements")*:

Pursuant to the Ubica Agreement, the Company is responsible to make the payments which are due on or after September 15, 2021 under the following Ubica Sublease Agreements.

- **An agreement entered between Ubica and RS Gold, LLC (the "RS Agreement")**

  The initial term (the "RS Initial Term") of the RS Agreement is 20 years from April 23, 2019, the date which the RS Agreement was signed. Ubica has the option to extend the RS Agreement for an additional 20 years (the "RS Renewal Term").

  Pursuant to the RS Agreement, the Company will make the following payments:

Due on or before	Annual payments		
April 23, 2022	US$	20,000	(Paid)
April 23, 2023	US$	30,000	(Paid)
April 23, 2024	US$	40,000	(Paid)
April 23, 2025 and each anniversary thereafter through the initial term and any renewal or extension thereof.	US$	50,000	

  The annual work commitment required pursuant to RS Agreement had been fulfilled by Ubica.

  The RS Agreement is subject to a 3% NSR. During the RS Initial Term and the RS Renewal Term, Ubica has the option to purchase up to a 2% NSR of the total 3% NSR for US$1,000,000 per each 1% NSR.

- **An agreement entered between Ubica and Timothy Tigerman (the "Tigerman Agreement")**

  The initial term (the "Tigerman Initial Term") of the Tigerman Agreement is 20 years from June 25, 2021, the date which the Tigerman Agreement was signed. Ubica has the option to extend the Tigerman Agreement for an additional 20 years (the "Tigerman Renewal Term").

  Pursuant to the Tigerman Agreement from the Tigerman Initial Term to June 25, 2040, the Company is subject to advance annual royalties with the first payment of US$10,000 due on or before June 25, 2022. The advance annual royalties will increase by 10% each subsequent year.

  The 2022 annual royalty of US$10,000 was paid by Ubica and reimbursed by the Company during the year ended December 31, 2022.

During the year ended December 31, 2023, the Tigerman claims were not renewed.

- **An agreement entered between Ubica and Jerry K. and Lori L. Fogle, Debra L. Jacob, and Lanny and Pamela M. Morrison (collectively the "RH Lessor") (the "Rose Hill Agreement").**

  The initial term (the "RH Initial Term") of the Rose Hill Agreement is 10 years from June 30, 2021, the date which the Rose Hill Agreement was signed. Ubica has the option to extend the Rose Hill Agreement for an additional 10 years (the "RH Renewal Term").

  Pursuant to the Rose Hill Agreement, the Company will make the following annual payments and work commitments:

Due on or before	Advance royalty payment	Annual work commitments
June 30, 2021	US$ 6,000 (Paid)	US$ nil
June 30, 2022	US$ 12,000 (Paid)	US$ 30,000 (Fulfilled)
June 30, 2023	US$ 18,000 (Paid)	US$ 80,000 (Fulfilled)
June 30, 2024	US$ 24,000 (Paid)	US$ 100,000 (Fulfilled)
June 30, 2025, and each anniversary thereafter through the initial term and any renewal or extension thereof.	US$ 36,000	

  The Rose Hill Agreement is subject to 3% NSR. During the RH Initial Term and the RH Renewal Term, Ubica has the option to purchase up to a 2% NSR of the total 3% NSR for US$1,000,000 per each 1% NSR.

The Company has reclamation deposits of US$20,000 as collateral on the Tuscarora Project.

During the six months ended June 30, 2024 and 2023, the Company incurred following acquisition-related costs and exploration and evaluation costs on the Tuscarora Project:

	For the three months ended			For the six months ended		
	June 30, 2024	**June 30, 2023**	**Change**	**June 30, 2024**	**June 30, 2023**	**Change**
	$	**$**	**$**	**$**	**$**	**$**
Exploration and evaluation costs						
Consulting	9,601	14,108	(4,507)	21,406	35,784	(14,378)
Field	1,531	1,362	169	3,373	2,275	1,098
Field office administration	1,874	665	1,209	2,100	1,218	882
Geological	6,443	669	5,774	11,270	2,697	8,573
Royalty payments	86,918	64,723	22,195	86,918	64,723	22,195
Sample analysis	-	(11)	11	-	3,581	(3,581)
Transportation	-	(2)	2	-	454	(454)
Travel	48	158	(110)	48	2,327	(2,279)
	106,415	**81,672**	**24,743**	**125,115**	**113,059**	**12,056**

Madison Project (Montana, USA)

On June 26, 2020, the Company acquired the fully permitted Madison Project ("Madison Project") near Silver Star, Montana. The Madison Project is located in the heart of Montana's prolific copper-gold belt only 38km southeast of the world-renowned Butte Mining District. The Project consists of 136 unpatented and 6 patented claims (2,514 acres), accessed via improved dirt roads. The Madison Project is currently under an earn-in, joint venture agreement signed by Broadway on April 30, 2019, whereby Kennecott Exploration Company ("Kennecott"), part of the Rio Tinto Group (ASX, LON: RIO) must spend US$30 million to earn up to 70% of the Madison Project (the "MP Earn-In Agreement").

Under the terms of the earn-in agreement, Kennecott has an option to acquire up to 70% undivided interest by making the following option expenditures:

	Required Expenditures		Incur within	Undivided Interest Earned
1st option	US$	5,000,000*	Year 1 to Year 5	55%
2nd option	US$	10,000,000	Year 6 to Year 8	10%
3rd option^	US$	15,000,000	Year 9 to Year 11	5%
TOTAL	**US$**	**30,000,000**		**70%**

* A minimum exploration budget of US$1 million in the first year.
^ Kennecott may elect to create the joint venture after exercising each option to earn in.

In addition, in order to exercise the 1st option, Kennecott is required to make the following cash payments to Broadway:

Due on or before	Annual payments*		
April 30, 2019	US$	50,000	(Paid)
April 30, 2020	US$	25,000	(Paid)
April 30, 2021	US$	25,000	(Paid)
April 30, 2022	US$	25,000	(Paid)
April 30, 2023	US$	25,000	(Paid)
April 30, 2024	US$	75,000	[1]
TOTAL	**US$**	**225,000**	

* The amount received for the annual payments is recognized as a reduction of the carrying value of the Maidson Project until the carrying value of the Maidson Project becomes $nil.

On May 17, 2021, the Company entered into an amendment agreement (the "First Amendment Agreement") with Kennecott. Under the First Amendment Agreement, the payment, including the annual pre-production payment of US$50,000[2] due on April 1 of each year until the commercial production is commenced, made directly or indirectly by Kennecott to keep the Madison Project in good standing is considered as the Option Expenditures.

[1] Given Kennecott's decision not to proceed with the MP Earn-In Agreement, the obligation for Kennecott to make this payment no longer applies.
[2] Given Kennecott's decision not to proceed with the MP Earn-In Agreement, the Company fulfilled its obligation by making the US$50,000 ($67,402) annual payment due on April 1, 2024 during the six-month period ending June 30, 2024.

Pursuant to the earn-in agreement:

- Kennecott may request Broadway to conduct exploration on its behalf during the first year in return for a 10% administration charge.

- Broadway has the right to conduct independent drilling and exploration of the skarn zones during the first year.

- Broadway has a right of first offer to acquire Kennecott's interest in the Madison Project in the event Kennecott wishes to divest its interest.

- The joint venture may be formed with 55% to Kennecott and 45% to Broadway upon Kennecott exercise of the First Option, 65% to Kennecott and 35% to Broadway upon Kennecott exercise of the Second Option, or 70% to Kennecott and 30% to Broadway upon exercise of the Third Option.

- The joint venture will be managed by the Rio Tinto Group and financed by each participant in accordance with its interest.

- Broadway may elect to not finance its interest and be diluted down to a 10% interest. If Broadway is diluted below 10% interest, its interest will convert to a 2% NSR with a maximum amount payable of US$50 million.

The initial exploration program applications have been submitted to the Bureau of Land Management, Montana.

On February 5, 2024, Kennecott decided not to proceed with the MP Earn-In Agreement; as a result, the Company regained 100% ownership of the Madison Project.

On February 21, 2024 the Company provided an update on the 2024 exploration program at the Madison Project, including:

- A near-mine, 1,250 metre, five-hole Phase 1 diamond drilling program;
- A planned Phase II regional drill program;
- Detailed scientific groundwork;
- Incorporation of the newly acquired data; and
- Year-end mineral inventory modeling.

On May 2, 2024, the Company announced the fully funded 2024 exploration program at the Madison Project, which commenced during Q224 and includes a five-hole, 1,350 metre Phase I diamond drill program targeting near-mine mineralization and extensions. The program will focus on historical drilling successes as well as untested, but highly prospective areas identified through the interpretation of historical and recent datasets.

On May 28, 2024, the Company announced that it mobilized a drill to its Madison Project, in preparation for an initial $1.5 million, five-hole, 1,350 metre drill program. Drilling will focus on the near-mine area to extend the known mineralized zone identified through historical drilling. The Company also plans to test highly prospective areas, identified through the interpretation of extensive historical and recent data, that have never been drilled. The phase one drill program is expected to take four to five weeks to complete with assay results anticipated to be released during Q3 2024.

On July 30, 2024, the Company provided an update to the drill program at its Madison Project, including the following:

- The drill program was expanded from five to seven holes based on positive visual observations and real-time modeling updates that supported additional drill holes;
- A total of 1,052 metre was drilled and the Phase 1 program was completed;
- Results from Phase 1 will be released in Q3 2024, once received and interpreted; and
- The next phase of drilling will follow up on successes from Phase 1 drilling as well as on deeper regional targets.

The Company has reclamation deposits of US$40,704 as collateral on the Madison Project.

During the six months ended June 30, 2024 and 2023, the Company incurred following acquisition-related costs and exploration and evaluation costs on the Madison Project:

	For the three months ended			For the six months ended		
	June 30, 2024	June 30, 2023	Change	June 30, 2024	June 30, 2023	Change
	$	$	$	$	$	$
Acquisition related costs						
Acquisition costs	-	-	-	67,402	-	67,402
Option payments received	-	-	-	-	(33,806)	33,806
	-	**-**	**-**	**67,402**	**(33,806)**	**101,208**
Exploration and evaluation costs						
Consulting	81,957	18,806	63,151	124,602	48,230	76,372
Depreciation	3,246	3,191	55	6,446	6,400	46
Drilling	484,177	-	484,177	484,177	-	484,177
Field	31,759	13,518	18,241	41,898	31,398	10,500
Field office administration	14	-	14	91	-	91
Field technicians	-	5,546	(5,546)	-	18,592	(18,592)
Geological	90,234	-	90,234	97,830	-	97,830
Sample analysis	28,457	-	28,457	28,457	-	28,457
Travel	39,329	-	39,329	46,066	-	46,066
	759,173	**41,061**	**718,112**	**829,567**	**104,620**	**724,947**

Gooseberry Project (Nevada, USA)

On April 23, 2019, the Company acquired through staking the Gooseberry Mine in Storey County, Nevada, USA. The Gooseberry Project includes 42 unpatented claims, totaling approximately 708 acres. The Gooseberry Project contains gold-silver bearing quartz-calcite vein structures that are characterized as low-sulfidation epithermal style mineralization typified by banded to cockade quartz textures and the presence of adularia and kaolinite.

Initial surface sampling and exploration around the property commenced May 10, 2019. Total of nine initial samples were taken from the dumps and old mineralized stockpiles at Gooseberry, with highlight results including the following:

- Sample GB19ECS-007- 1.05 kg: 18.45 g/t Au and 595 g/t Ag
- Sample GB19ECS-003- 0.59 kg: 17.75 g/t Au and 310 g/t Ag
- Sample GB19ECS-001- 1.25 kg: 10.25 g/t Au and 218 g/t Ag
- Sample GB19ECS-006- 0.70 kg: 10.20 g/t Au and 273 g/t Ag

Samples were taken from mineralized vein material composed of dolomite, calcite and quartz. Grab samples are selective samples and may not necessarily be representative of the mineralization hosted on the property.

Historically, mined materials were brought to the surface and stockpiled at Gooseberry, crushed and then run through a heap leach. These nine samples were taken from materials most likely extracted late in the mining phase due to their location on the upper stockpile. Some materials have gone through a primary crushing process only. According to historical records Asamera Minerals Inc. ceased hard rock mining during 1989 due to low metals prices and higher underground production costs and moved to re-process the more easily accessible mine tailings.

The Company has reclamation deposits of US$15,000 as collateral on the Gooseberry Project.

In addition, in order to hold the claims, the Company is required to pay an annual maintenance fee for the Gooseberry Project. The Company has made the required annual claim maintenance fees to date for the Gooseberry Project.

During the six months ended June 30, 2024 and 2023, the Company incurred following acquisition-related costs and exploration and evaluation costs on the Gooseberry Project:

	For the three months ended			**For the six months ended**		
	June 30, 2024	**June 30, 2023**	**Change**	**June 30, 2024**	**June 30, 2023**	**Change**
	$	**$**	**$**	**$**	**$**	**$**
Exploration and evaluation costs						
Consulting	1,224	93,917	(92,693)	5,946	172,378	(166,432)
Drilling	-	735,685	(735,685)	-	784,365	(784,365)
Field	4	1,852	(1,848)	506	4,241	(3,735)
Field office administration	905	2,250	(1,345)	1,513	2,250	(737)
Geological	1,127	7,960	(6,833)	6,535	54,029	(47,494)
Travel	11	2,792	(2,781)	1,552	7,697	(6,145)
	3,271	**844,456**	**(841,185)**	**16,052**	**1,024,960**	**(1,008,908)**

During the six months ended June 30, 2023, the Company announced the commencement of the 2023 drill plans and reported the final compilation of the 2022 soil geochemistry and integrated CSAMT geophysics target generation at the Gooseberry Project. No drill program was completed during the six months ended June 30, 2024.

Red Hill Project (Nevada, US)

On July 29, 2021 (the "RH Effective Date"), the Company entered into a ten-year renewable lease agreement for the Red Hill Project (the "RH Lease Agreement") with Nevada North Resources (USA) Inc. ("Nevada North"). The Red Hill Project is located on the southern end of the prolific Cortez gold trend and is contiguous to NuLegacy Gold's (TSXV:NUG) rift anticline target. One of the Company's directors owns a 10% interest in the Red Hill Project.

Red Hill is a sediment-hosted gold project located 24 kilometers southeast of the 12-million-ounce Cortez Hills gold deposit within the Cortez trend. The project covers an extensive area of hydrothermally altered lower plate carbonate rocks. Gold mineralization is hosted in silty carbonate rocks of the Denay formation associated with altered lamprophyre dikes; and high levels of arsenic, antimony, mercury and thallium. These features are indicative of a Carlin-style gold system.

Pursuant to the RH Lease Agreement the Company is required to make the first payment of US$25,000 (paid) Nevada North to hold the Red Hill property for one year from the RH Effective Date and make the following annual payment to Nevada North:

	On or before	Annual payments*		
2nd payment	July 29, 2022	US$	25,000	(paid)
3rd payment	July 29, 2023	US$	25,000	(paid)
4th payment	July 29, 2024	US$	40,000	(paid)
5th payment	July 29, 2025	US$	40,000	
6th payment	July 29, 2026	US$	45,000	
7th payment	July 29, 2027	US$	50,000	
8th payment	July 29, 2028	US$	55,000	
9th payment	July 29, 2029	US$	55,000	
10th payment*	July 29, 2030	US$	55,000	

* Beginning on the 11th payment due on July 29, 2031, the annual payment of US$55,000 will be adjusted for inflation based on the United States Depart of Labor Consumer Price Index.

In addition, the Company is required to pay annual claim maintenance fees for the Red Hill Project. The Company has made the required annual claim maintenance fees to date for the Red Hill Project.

Upon commencement of commercial production, the Company is required to pay Nevada North a royalty on production equal to 3% of NSR of which 1.5% the Company may be bought back for US$3,000,000.

Palmer Project (Alaska, USA)

During the year ended December 31, 2022, the Company acquired the Palmer Project which included the Palmer Property and the Haines Block Lease, through the acquisition of Constantine.

- **Palmer Property**

  The Palmer Property is comprised of mining claims subject to a 99-year mining lease, dated December 19, 1997, and mining claims located near Haines, Alaska. To maintain the lease, there is a requirement to make annual advance royalty payments of US$42,500 and pay Federal claim annual maintenance fees.

  The lease is subject to a 2.5% NSR royalty. The lessee has a right of first refusal to purchase the NSR or any portion thereof at any time during the term of the lease. The advance royalty payments are deductible from the NSR royalty.

  The Palmer Property is held by CML which is jointly owned by Constantine and Dowa. During the year ended December 31, 2023, the Company entered into a financial arrangement with Dowa for the 2023 Palmer Program for the funding requirement from January 1, 2023 and October 31, 2023 (the "2023 Funding Period"). During the 2023 Funding Period, Dowa advanced $9,493,001 (US$7,061,278) on behalf of the Company. Subsequently, the Company decided not to contribute to the 2023 Palmer Program; as a result, pursuant to the financial arrangement, the Company's interest was diluted from 40.78% to 32.75%.

  Following the 2023 Funding Period through December 31, 2023, Dowa extended an additional $1,711,103 to the 2023 Palmer Program, for the Company's interest. Consequently, in accordance with the CML members' agreement, the Company's interest decreased from 32.75% to 31.53%.

  During the six months ended June 30, 2024, Dowa and the Company made capital contributions of US$5,621,166 and US$133,944 respectively, to CML. As a result, the ownership interest in CML held by Dowa and the Company changed to 70.14% and 29.86%, respectively, as of June 30, 2024 (December 31, 2023 – 68.47% and 31.53%, respectively).

As a result of the change in ownership, the Company recognized a gain of $959,552 during the six months ended June 30, 2024 (June 30, 2023 – $nil).

Under the terms of the CML members' agreement, Constantine is the operator of CML and each party is responsible for its proportionate share of expenses, determined on the basis of ownership and subject to dilution according to standard dilution provisions. As an operator of CML, Constantine charges CML 7% management fees on eligible expenditures incurred.

As at June 30, 2024, the balance due from Dowa relating to the 7% management fees and other disbursements included in other receivables was $96,158.

<u>During the six months ended June 30, 2024</u>

On January 10, 2024, the Company reported the third and final batch of assay results from the 2023 resource definition and geotechnical drill programs at the Palmer Project. The final batch of 2023 assay results include the four most significant copper drill intersections reported to-date at Palmer, with significant zinc, gold and silver results, as well as extending copper mineralization beyond the current mineral resource estimate.

On March 25, 2024, the Company announced the 2024 budget and resource expansion-focused work program at the Palmer Project. The US$12.8 million 2024 program has been designed to continue expanding the known extent of the high-grade copper mineralization within South Wall Zones 1 and 22. The 2024 program will also include a series of step-out drill holes to test the nearby North Wall Target. The North Wall Target represents a potential fault offset extension of the South Wall mineralization that has not yet been adequately tested.

On April 15, 2024, the Company announced that CNI submitted for approval a Plan of Operations ("PoO") to the Alaska Department of Natural Resources summarizing the next five years of field activities, until 2028. The activities included in the PoO will allow further evaluation of the environmental, social, technical and economic aspects associated with the potential development of the mineral deposits located within Palmer Deposit.

On May 2, 2024, the Company reported successful drill results including having reported the four highest-grade copper intercepts ever drilled at the Palmer Project. The Company is focused on the 2024 program which will include diamond drilling expected to commence in mid-June to follow up on previous drilling with a focus on mineral resource expansion.

On June 18, 2024, the Company announced that it initiated a 2024 diamond drill program at the Palmer Project. The 2024 drill plan will follow up on the structural trends interpreted to be associated with the 2023 exploration program significant results, while also testing the deposit extensions to expand the known mineralized envelope.

On July 30, 2024, the Company provided an update on the drill program at the Palmer Project, including the following:

- Drilling is underway with nine holes of a fourteen-hole program completed to-date;
- The Palmer Deposits have demonstrated potential for significant mineralization beyond the current indicated mineral resource estimate; and
- At least sixteen separate known mineralized showings exist on the property.

During the six months ended June 30, 2024 and 2023, the Company incurred the following acquisition-related costs and exploration and evaluation costs on the Palmer Project:

	For the three months ended			For the six months ended		
	June 30, 2024	June 30, 2023	Change	June 30, 2024	June 30, 2023	Change
	$	$	$	$	$	$
Exploration and evaluation costs						
Consulting	95,457	632,242	(536,785)	200,980	742,888	(541,908)
Depreciation	178,110	166,653	11,457	354,835	169,569	185,266
Drilling	247,838	359,447	(111,609)	304,748	498,960	(194,212)
Equipment rental	8,204	-	8,204	15,746	-	15,746
Field	189,156	53,398	135,758	254,930	137,949	116,981
Field office administration	154,107	170,989	(16,882)	297,444	323,628	(26,184)
Geological	138,093	150,324	(12,231)	202,075	304,290	(102,215)
Management fees	(44,802)	-	(44,802)	-	-	-
Reclamation	32,602	-	32,602	32,602	-	32,602
Recoveries	(28,118)	632,137	(660,255)	(170,211)	632,137	(802,348)
Royalty payments	4,537	5,826	(1,289)	9,053	11,685	(2,632)
Transportation	145,910	196,642	(50,732)	148,993	196,642	(47,649)
Travel	11,668	23,737	(12,069)	24,232	32,789	(8,557)
Technical studies	41,695	563,174	(521,479)	68,907	642,274	(573,367)
Social responsibility	134	1,124	(990)	1,095	2,444	(1,349)
	1,174,591	**2,955,693**	**(1,781,102)**	**1,745,429**	**3,695,255**	**(1,949,826)**

For accounting purposes, Constantine's interest in CML has been considered a joint operation and its proportionate interest in the accounts of CML has been consolidated within the Company's financial statements.

The significant expenditures incurred on the Palmer Project during the six months ended June 30, 2024, were primarily related to drilling and associated costs to support the 2024 Palmer Program.

The recoveries of $170,211 for the six months ended, respectively, were mainly related to the 7% management fees paid by Dowa to the Company as the project operator.

- **Haines Block Lease**

  The Haines Block is contiguous with and surrounds the Federal and State mining claims that make up the Palmer Property. The lease agreement was signed by Constantine and the Alaska Mental Health Trust.

  To maintain the lease, the Company is required to make:

Due on or before	Annual payments*	Annual work commitments
Year 1	US$ 25,000	US$ 75,000
Year 2	US$ 25,000	US$ 125,000
Year 3	US$ 25,000	US$ 175,000
Year 4	US$ 40,000	US$ 225,000
Year 5	US$ 40,000	US$ 275,000
Year 6	US$ 40,000	US$ 325,000
Year 7	US$ 55,000	US$ 375,000
Year 8	US$ 55,000	US$ 425,000
Year 9	US$ 55,000	US$ 475,000
TOTAL	**US$ 360,000**	**US$ 2,475,000**

  * Annual payments are replaced by royalty payments upon achieving commercial production.

  In addition, production royalties payable to the Alaska Mental Health Trust include a sliding scale of 1% to 4.5% royalty for gold, based on the gold price, and a 3.5% royalty on minerals other than gold.

  Approximately 6% of the Haines Block land parcel with surface and mineral rights has been assigned to CML on September 1, 2017.

The Company has reclamation deposits US$73,302 as collateral on the Palmer Project.

Big Nugget Property (Alaska, USA)

In connection with the acquisition of Constantine, the Company acquired the Big Nugget Property, a portion of the Haines Block Lease which has not been assigned to CML.

Alpha Project (Nevada, USA)

On April 27, 2023, the Company entered into a definitive agreement (the "CGI Agreement"), pursuant to which the Company acquired all of the issued and outstanding common shares of Clearview Gold Inc. ("CGI") (the "CGI Acquisition"). In connection with the CGI Acquisition, the Company acquired the Alpha Project which is 100% owned by CGI.

In addition, the Company is required to pay an annual claim maintenance fee for the Alpha Project. The Company has made the required annual claim maintenance fees to date for the Alpha Project.

Upon commencement of commercial production, the Company is required to pay a royalty on production equal to 2.5% of NSR of which 0.5% the Company may buy back for US$500,000.

Ziggurat Project (Nevada, USA)

In connection with the CGI Acquisition, the Company acquired the Ziggurat Project which is 100% owned by CGI and is currently under a joint venture agreement with Centerra Gold Inc (TSX: CG / NYSE: CGAU) ("Centerra"). Centerra has the option to spend up to US$6 million to earn 70% of the project until Year 2026.

Pursuant to the joint venture agreement with Centerra, Centerra is required to make the following annual payment to CGI and incur the minimum expenditures on the project:

Due on or before	Annual payments*			Annual work commitments		
July 8, 2023	US$	20,000	(Paid)	US$	500,000	(Fulfilled)
July 8, 2024 [3]	US$	20,000		US$	750,000	
July 8, 2025	US$	20,000		US$	1,250,000	
July 8, 2026	US$	20,000		US$	1,500,000	
July 8, 2027	US$	-		US$	2,000,000	
TOTAL	**US$**	**80,000**		**US$**	**6,000,000**	

* The amount received for the annual payments is recognized as a reduction of the carrying value of the Ziggurat Project until the carrying value of the Ziggurat Project becomes $nil.

Upon commencement of commercial production, the Company is required to pay a royalty on production equal to 1.5% of NSR of which 0.5% the Company may buy back for US$500,000.

In addition, pursuant to the CGI Agreement, the Company will be required to issue 4,500,000 common shares of the Company (the "Bonus Shares") to NewQuest Capital Inc. ("NewQuest"), the largest CGI Shareholder, in the event that:

- the option agreement dated July 8, 2022 (the "Ziggurat Option Agreement") among CGI, CV Gold Inc., and Centerra (U.S.) Inc. (Centerra US), a wholly owned subsidiary of Centerra, is in good standing on January 31, 2024; and

- by January 31, 2024, Centerra US has either:
  - commenced making the second tranche of annual expenditures required by the Ziggurat Option Agreement; or
  - provided formal assurances to the Company that it intends to keep the Ziggurat Option Agreement in good standing following the third anniversary of the effective date of the Ziggurat Option Agreement.

  (Collectively the "Milestones")

In June 2024, NewQuest commenced an action against the Company alleging that certain Milestones were met requiring the Company to issue the Bonus Shares to NewQuest under the acquisition agreement. The Company denies such Milestones were met, and accordingly has not issued the Bonus Shares. The Company has filed its defence to the NewQuest claim and has also counterclaimed against NewQuest for negligent misrepresentation.

During the six months ended June 30, 2024, Centerra terminated the Ziggurat Option Agreement.

[3] Given Centerra's decision to terminate the Ziggurat Option Agreement, the annual payment and annual work commitment obligations no longer apply.

Danny Boy Mine Property (Nevada, USA)

In connection with the CGI Acquisition, the Company acquired the Danny Boy Mine Property which included the Danny Boy Claims and the Lappin Project.

For the Danny Boy Claims, under the option agreement entered with NewQuest, CGI has the option to acquire 100% interest in the claims by:

- issuing 500,000 common shares of the Company to NewQuest on or before August 11, 2023 (issued by CGI prior to the CGI Acquisition); and
- making a cash payment of US$4,000,000 to NewQuest on completion of a pre-feasibility study.

Upon commencement of commercial production, the Company is required to pay a royalty on production equal to 1.5% of NSR, of which 0.5% the Company may buy back for US$500,000.

In addition, pursuant to the assignment agreement entered with NQ Holdings Inc., CGI has granted a lease right for the Lappin Project until April 14, 2032. To maintain the lease right, CGI has to make a minimum payment of $257,500 to Lappin LLC (the "Lappin Annual Payments") as follows:

Due on or before	Annual payments
April 15, 2023	US$ 12,500 (Paid)*
April 15, 2024	US$ 15,000 (Paid)
April 15, 2025	US$ 20,000
April 15, 2026, and each year until April 14, 2032	US$ 30,000

* Paid by CGI prior to the CGI Acquisition'

CGI is also required to incur a total work commitment of US$350,000, of which US$100,000 and US$250,000 should be incurred on or before April 15, 2025 and April 15, 2028, respectively.

The Company also has an option to acquire a 100% interest in Lappin by making a US$500,000 payment minus any Lappin Annual Payment which had been made previously to Lappin LLC.

Upon commencement of commercial production, the Company is required to pay a royalty on production equal to 3% of NSR, of which 1% the Company may buy back for US$1,000,000 and another 1% may buy back for US$2,000,000 at any time.

In addition, the Company is required to pay an annual claim maintenance fee for the Danny Boy Mine Property. The Company has made the required annual claim maintenance fees to date for the Danny Boy Mine Project.

During the six months ended June 30, 2024 and 2023, the Company incurred following acquisition-related costs and exploration and evaluation costs on the Danny Boy Mine Property:

	For the three months ended			For the six months ended		
	June 30, 2024	June 30, 2023	Change	June 30, 2024	June 30, 2023	Change
	$	$	$	$	$	$
Acquisition related costs						
Acquisition costs	20,641	2,124,930	(2,104,289)	20,641	2,124,930	(2,104,289)
	20,641	**2,124,930**	**(2,104,289)**	**20,641**	**2,124,930**	**(2,104,289)**
Exploration and evaluation costs						
Consulting	8,395	-	8,395	17,838	-	17,838
Geological	3,413	-	3,413	9,378	-	9,378
Sample analysis	181	-	181	181	-	181
	11,989	**-**	**11,989**	**27,397**	**-**	**27,397**

QUALIFIED PERSON

Eric Saderholm, P.Geo. and Philip Mulholland, P.Geo. are the designated Qualified Persons (QP) under National Instrument 43-101 (NI 43-101), who have reviewed and approved the technical information disclosed in this MD&A.

Michael Vande Guchte, P.Geo., VP Exploration for Constantine and a qualified person as defined by National Instrument 43-101, has also reviewed and approved the technical information related to the Palmer Project disclosed in this MD&A.

SELECTED INFORMATION

	For the six months ended		
	June 30, 2024	June 30, 2023	June 30, 2022
	$	$	$
Operating expenses	3,335,163	6,344,742	5,666,068
Net loss	(3,335,163)	(6,344,742)	(5,666,068)
Comprehensive loss	(2,590,227)	(6,934,903)	(5,458,988)
Basic and diluted loss per share:			
- net loss	(0.02)	(0.04)	(0.05)

As at	**June 30, 2024**	**December 31, 2023**	**December 31, 2022**
	$	$	$
Working capital	5,027,510	2,799,972	5,456,836
Total assets	43,517,017	41,248,198	42,961,087
Total liabilities	2,775,916	2,136,632	1,109,369
Share capital	69,267,936	65,118,945	59,705,367
Deficit	(35,969,133)	(32,633,970)	(23,565,126)

The decrease in operating expenses and net loss during the six months ended June 30, 2024 compared to the six months ended June 30, 2023 was mainly related to the reduced operating expenses incurred for exploration and evaluation costs, general and administrative expenses, and recognition of gain on dilution in ownership of joint operation as discussed under the Palmer Property *[See Section: Exploration and Evaluation Assets].*

During the six months ended June 30, 2022, share-based payments were recognized of $1,827,754 as 2,900,000 options were granted to directors, officers and consultants of the Company.

The increase in working capital, total assets and share capital as of June 30, 2024 compared to December 31, 2023 was mainly related to non-brokered private placement completed through the issuance of 22,500,000 units at a price of $0.20 per unit for gross proceeds of $4,500,000 *[See Section: Outstanding Share Data]*. The decrease in working capital as of December 31, 2023 compared to December 31, 2022 was mainly related to the financial arrangement entered with Dowa for the 2023 Palmer Program.

The decrease in total assets as of December 31, 2023 compared to December 31, 2022 was mainly related to the acquisitions of the Constantine Group and the CGI Group offset by the change in interest in the joint operation as discussed under the Palmer Project *[See Section: Exploration and Evaluation Assets]*.

The increase in share capital as of December 31, 2023 compared to December 31, 2022 was mainly related to the shares issued for the acquisition of the CGI Group and the shares issued for warrant exercised.

There is no seasonality to these variations, nor are they indicative of any trend. The Company has no operating revenue and relies primarily on financing activities to fund its activities. There have been no distributions or cash dividends declared for the periods presented.

SUMMARY OF QUARTERLY INFORMATION

The quarterly results for the last eight quarters are summarized below:

	Three months ended			
	June 30, 2024	**March 31, 2024**	**December 31, 2023**	**September 30, 2023**
	$	**$**	**$**	**$**
Interest income	54,661	17,659	18,219	34,336
Net (loss) income	(2,393,192)	(941,971)	2,900,557	(6,122,191)
Comprehensive (loss) income	(2,159,520)	(430,707)	2,313,016	(5,445,948)
Basic and diluted (loss) income per share	(0.01)	(0.01)	0.01	(0.03)
	Three months ended			
	June 30, 2023	**March 31, 2023**	**December 31, 2022**	**September 30, 2022**
	$	**$**	**$**	**$**
Interest income	23,577	36,532	26,989	5,780
Net income (loss)	(4,539,930)	(1,804,812)	(2,796,273)	(1,628,671)
Comprehensive (loss)	(5,111,301)	(1,823,602)	(3,231,857)	(892,102)
Basic and diluted (loss) per share	(0.02)	(0.02)	(0.02)	(0.01)

All the Company's resource properties are in the exploration stage. The Company has not had revenue from inception and does not expect to have revenue in the near future. The Company's operating results are not seasonal in nature and have been mainly due to the amount of exploration activities in each quarter *(See Section: EXPLORATION AND EVALUATION ASSETS for details)*.

The net income for the three months ended December 31, 2023 is a result of the gain on dilution in ownership of joint operation for the Palmer Property *(See Section: EXPLORATION AND EVALUATION ASSETS for details).*

In addition, the information presented above for period ended September 30, 2022 did not include the operating results of the Constantine Group and the CGI Group.

None of the variations in net loss reported in the previous periods were unusual or indicative of any trend with respect to the future when the Company expects to have more involvement in revenue-generating operations.

RESULTS OF OPERATIONS

Operating Expenses

	For the three months ended		Change	
	June 30, 2024	June 30, 2023		
	$	$	$	%
Expenses (income)				
Consulting fees	156,700	92,099	64,601	70%
Depreciation	9,837	9,753	84	1%
Exploration and evaluation costs	2,055,439	3,922,882	(1,867,443)	(48%)
Finance income	(54,661)	(23,577)	(31,084)	132%
Finance costs	32,408	76,711	(44,303)	(58%)
Foreign exchange loss	18,559	(210,015)	228,574	(109%)
Gain on dilution in ownership of joint operation	(546,233)	-	(546,233)	100%
General and administrative expenses	80,754	103,660	(22,906)	(22%)
Directors' fees	16,372	16,169	203	1%
Professional fees	223,897	142,192	81,705	57%
Project evaluation costs	20,000	-	20,000	100%
Shareholder information and investor relations	288,072	325,133	(37,061)	(11%)
Transfer agent, regulatory and filing fees	56,992	41,948	15,044	36%
Travel	35,056	42,975	(7,919)	(18%)
Total expenses	**2,393,192**	**4,539,930**	**(2,146,738)**	**(47%)**

During the three months ended June 30, 2024, the Company recognized a gain on dilution in ownership of joint operation of $546,233 for the Palmer Property (See Section: EXPLORATION AND EVALUATION ASSETS for details).

	For the six months ended		Change	
	June 30, 2024	June 30, 2023		
	$	$	$	%
Expenses (income)				
Consulting fees	287,435	304,437	(17,002)	(6%)
Depreciation	19,590	19,507	83	-
Exploration and evaluation costs	2,743,560	4,937,894	(2,194,334)	(44%)
Finance income	(72,320)	(60,109)	(12,211)	20%
Finance costs	67,951	80,251	(12,300)	(15%)
Foreign exchange loss	26,417	(198,020)	224,437	(113%)
Gain on dilution in ownership of joint operation	(959,552)	-	(959,552)	100%
General and administrative expenses	160,261	244,136	(83,875)	(34%)
Directors' fees	32,569	32,503	66	-
Professional fees	352,080	268,780	83,300	31%
Project evaluation costs	26,773	-	26,773	100%
Shareholder information and investor relations	513,576	554,959	(41,383)	(7%)
Transfer agent, regulatory and filing fees	89,240	98,931	(9,691)	(10%)
Travel	47,583	61,473	(13,890)	(23%)
Total expenses	**3,335,163**	**6,344,742**	**(3,009,579)**	**(47%)**

During the six months ended June 30, 2024, the Company recognized a gain on dilution in ownership of joint operation of $959,552 for the Palmer Property (See Section: EXPLORATION AND EVALUATION ASSETS for details).

The following discussion focuses on the significant expenses incurred during the three and six months ended June 30, 2024 and 2023:

- **Consulting fees** included the fees incurred by the Company's CEO and President *(See Section: RELATED PARTY TRANSACTIONS AND BALANCES for details)* and other contractors.

  During the six months ended June 30, 2023, the Constantine Group incurred consulting fees of $129,471 which is a one-time payment to terminate the consulting agreement with the former CFO of the Constantine Group.

- **Exploration and evaluation costs** were mainly the costs incurred on various projects. *See Section: EXPLORATION AND EVALUATION ASSETS* for further discussion.

- **Finance costs** mainly related to interest expense on the loan payable to Dowa and the accretion of interest on the lease obligations.

  During the year ended December 31, 2023, the Company entered into a lease agreement for camp equipment used for the Palmer Project. The lease is considered as a capitalized lease; as a result, the Company capitalized the future lease payment by using a discount rate of $12%. During the six months ended June 30, 2024 and June 30, 2023, the Company recognized an accretion of interest of the lease obligation of $31,324 and $14,304.

- **Foreign exchange (gain) loss** is primarily a result of the translation of the Company's US$-denominated financial assets and liabilities into Canadian dollars.

- **General and administrative expenses** consist of salaries, insurance, rent-related lease agreements which are not required to be capitalized under IFRS, and other general office expenses.

The decrease in general and administrative expenses during the six months ended June 30, 2024 compared to the six months ended June 30, 2023 was mainly related to salaries paid to the Constantine Group employees. The amount paid for salaries during the six months ended June 30, 2024 and 2023 to the Constantine Group were $47,511 and $82,496, respectively.

- **Professional fees** mainly included the fees incurred by the Company's CFO *(See Section: RELATED PARTY TRANSACTIONS AND BALANCES for details)*, legal counsel, corporate secretary, and the Company's auditors. The change in professional fees during the three and six months end June 30, 2024 compared to the three and six months ended June 30, 2023 was mainly due to the increase in professional fees incurred by the Company's CFO due to the increase in accounting and business activities resulting from the acquisitions of the Constantine Group and the CGO Group and the increase in legal fees.

LIQUIDITY AND CAPITAL RESOURCES

The Company's activities have been funded through equity financings and the Company expects it will continue to be able to utilize this source of financing until it develops cash flow from future operations.

Although the Company has been successful in the past in financing its activities through the sale of equity securities there can be no assurance that it will be able to obtain sufficient financing, in the future to carry out exploration and development work on any acquired properties. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success.

As of June 30, 2024, the Company has working capital of $5,027,510 (December 31, 2023 – $2,799,972).

- **Operating activities**

  Cash used in operating activities comprises primarily of cash spent on administrative overhead costs to support exploration and evaluation activities. During the six months ended June 30, 2024, the Company used $2,216,812 of cash in operating activities compared to $4,546,502 in the prior year comparable period. The decrease was mainly due to the decrease in consulting fees, exploration and evaluation costs, general and administrative and shareholder information and investor relations expenses and increase in non-cash working capital for the six months ended June 30, 2024.

- **Investing activities**

  During the six months ended June 30, 2024, the Company used $344,991 of cash in investing activities compared to cash from investing activities of $798,489 in the prior year comparable period.

  During the six months ended June 30, 2024, the Company paid $88,043 for the acquisition of exploration and evaluation assets.

- **Financing activities**

  During the six months ended June 30, 2024, the Company generated $6,331,591 of cash in financing activities compared to $5,252,261 in the prior year comparable period.

  During the six months ended June 30, 2024, the Company received / made the following significant payments:

  - Advances from the joint operator of $2,382,286;
  - Made lease payments of $270,457; and

- Proceeds on issuance of common shares, net of share issue costs $4,219,762.

OUTSTANDING SHARE DATA

Following is a breakdown of the Company's equity instruments issued and outstanding:

As of	The date of this MD&A	June 30, 2024	December 31, 2023
Common shares	219,088,051	219,088,051	196,588,051
Warrants	18,476,282*	18,476,282	6,269,032
Options	13,315,796**	13,315,796	13,432,528
Fully diluted	**250,880,129**	**250,880,129**	**216,289,611**

* Exercise price ranging from $0.30 to $0.35
** Exercise price ranging from $0.19 to $1.01

<u>During the six months ended June 30, 2024:</u>

- On April 16, 2024, the Company completed a non-brokered private placement through the issuance of 22,500,000 units at a price of $0.20 per unit for gross proceeds of $4,500,000. Each unit consists of one common share in the capital of the Company and one-half of one transferable share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.30 until April 16, 2026.

  In connection with the non-brokered private placement, the Company paid finder's fees of $191,450 in cash and issued 957,250 finder's warrants. The finder's warrants are non-transferable, exercisable at $0.30 for one common share of the Company until April 16, 2026 and are subject to a 4 month hold period as required by Canadian securities laws.

  In addition, the Company incurred $88,788 share issuance costs.

- On April 16, 2024, a total of 12,207,250 warrants were issued in connection with the private placement.

- No warrants were exercised or expired.

- No stock options were granted or exercised.

- 116,732 stock options with an exercise price of $0.61 expired unexercised.

RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

The following table discloses the total compensation incurred to the Company's key management personnel during the six months ended June 30, 2024 and 2023:

	For the six months ended	
	June 30, 2024 $	June 30, 2023 $
Warwick Smith, CEO and Director		
Consulting fees [1]	153,533	153,533
Eric Saderholm, Managing Director of Exploration and Director, Former President		
Consulting fees	4,705	-
Exploration and evaluation costs	132,372	117,141
	137,077	**117,141**
Alnesh Mohan, CFO and Corporate Secretary		
Professional fees [2]	173,957	155,352
Share issue costs [2]	14,250	-
	188,207	**155,352**
Ken Cunningham, Director		
Directors' fees	16,292	16,224
Joness Lang, President and Director		
Consulting fees [3]	55,500	-
Directors' fees [3]	-	16,279
	55,500	**16,279**
Ali Hakimzadeh, Director		
Directors' fees	16,277	-
Peter Mercer, Senior Vice President, Advance Projects and President of Constantine North Inc.		
Management fees [4]	130,718	-
TOTAL	**697,604**	**458,529**

(1) Paid to Harbourside Consulting Ltd. which is controlled by Mr. Smith.
(2) Paid to Quantum Advisory Partners LLP, an accounting firm in which Mr. Mohan is an incorporated partner. Fees were paid for provision of CFO, financial reporting, accounting support and transaction support services.
(3) Paid to EBC Consulting Group Ltd. which is controlled by Mr. Lang.
(4) The Company incurred management fees of $130,718 during the six months ended June 30, 2024 (June 30, 2023 – $nil) of which $89,502 was charged to Dowa.

As at June 30, 2024, the balances due to the Company's directors and officers included in accounts payables and accrued liabilities were $60,928 (December 31, 2023 – $74,507). These amounts are unsecured, non-interest bearing and payable on demand.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

These financial statements, including comparatives, have been prepared using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. Refer to Note 2 of the audited financial statements for the year ended December 31, 2023 for details on critical accounting estimates and judgments.

NEW ACCOUNTING STANDARDS

Certain IFRS pronouncements that are mandatory for accounting years beginning on or after January 1, 2024 have been issued. The Company concludes that the effective of such amendments did not have a material impact and therefore did not record any adjustments to the financial statements.

FINANCIAL INSTRUMENTS

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in note 11 of our unaudited condensed consolidated interim financial statements for the six months ended June 30, 2024. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 2 of the financial statements for the year ended December 31, 2023.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

RISKS AND UNCERTAINTIES

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic; the Company has not been significantly impacted by the spread of COVID-19. However, the ongoing COVID-19 pandemic, inflationary pressures, rising interest rates, the global financial climate and the conflicts in Ukraine and the Middle East are affecting current economic conditions and increasing economic uncertainty, which may impact the Company's operating performance, financial position and the Company's ability to raise funds at this time.

For a detailed listing of the risk factors faced by the Company, please refer to the Company's MD&A for the years ended December 31, 2023 and 2022 on SEDAR+ (www.sedarplus.ca).