ETRUSCUS RESOURCES CORP.
Management's Discussion and Analysis
Three months ended June 30, 2024

Introduction

This management's discussion and analysis ("MD&A") is dated August 29, 2024, and provides information on the activities of Etruscus Resources Corp. ("Etruscus" or "the Company") as at and for period ended June 30, 2024 and should be read in conjunction with the Company's condensed interim financial statements for the same period ended June 30, 2024 and the annual financial statements and notes thereto for the year ended March 31, 2024. The referenced financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. The results presented for the period ended June 30, 2024 are not necessarily indicative of the results that may be expected for any future period.

Technical aspects of this MD&A have been reviewed and approved by the Company's Vice-President of Exploration, Stephen Wetherup, P.Geo., designated as a Qualified Person under National Instrument ("NI") 43-101. This MD&A was written to comply with the requirements of NI 51-102 - Continuous Disclosure Obligations and includes material events and transactions up to the date of this report.

The Company's common shares are listed for trading on the CSE Exchange ("ETR") and the Frankfurt Stock Exchange ("ERR"). Further information about the Company and its operations can be obtained from the Company's website at www.etruscusresources.com, from the Company's office located at Suite #604 - 850 West Hastings St., Vancouver, BC, V6C 1E1, and all publicly disseminated information may be viewed at www.sedar.com (the "Canadian System for Electronic Document Analysis and Retrieval").

Cautionary Note Regarding Forward-Looking Information

Readers are cautioned that management's discussion and analysis contains "forward-looking statements". Forward-looking statements reflect the Company's current views with respect to future events, are based on information currently available to the Company and are subject to certain risks, uncertainties, and assumptions. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the estimation of mineral reserves and resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as "intends", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks presented by health emergencies such as COVID-19, fluctuation of currency exchange rates, actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold, silver and other precious or base metals, possible variations in mineral resources, grade or recovery rates, accidents, labour disputes and other risks of the mining industry, delays in obtaining, or inability to obtain required governmental approvals or financing, as well as other risks discussed under "Risk Factors" and "Financial Risks". Although the Company has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. The Company has made numerous assumptions about the forward-looking statements and information contained herein, including among other things, assumptions about the Company's anticipated costs and expenditures and its ability to achieve its goals.

Even though the Company's management believes that the assumptions made, and the expectations represented by such statements or information are reasonable, there can be no assurance that the forward-looking statements or information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information. Forward-looking statements contained in this MD&A are made as of the date of this report. Accordingly, readers should not place undue reliance on forward-looking statements. The Company will update forward-looking statements in its management discussion and analysis as required by applicable law.

Description of Business

Etruscus is a Vancouver-based exploration company focused on the acquisition and development of precious metal mineral properties. The Company's principal asset is the 100%-owned **Rock & Roll** Property (the "Property") comprised of 58 mineral claims totalling 29,344 hectares ("ha"), near the past producing Snip mine in Northwest B.C.'s prolific Golden Triangle. Acquisition and net exploration costs on the Property are capitalized under Exploration and evaluation assets and totalled $3.7 million at June 30, 2024.

The Company also had an interest through an option agreement in a secondary property known as the **Lewis Property** ("Lewis") in the central Newfoundland gold belt, until it announced the termination of the project on June 10, 2024. The Board of Directors made a strategic decision to terminate the option agreement, and provided Notice to the vendors. Up to that point, the Company had been attempting to re-negotiate the terms of the agreement with a goal of reducing or extending the option payment terms, given that the exploration results continued to be positive with further work suggested. However, the terms of the agreement would have required a cash payment of $195,000 and the issuance of 650,000 common shares to the vendors, all on or about July 1, 2024, which the Board considered in making its decision to terminate, and to focus on Rock & Roll in B.C..

Corporate Outlook

At the date of this MD&A, the Company had not yet closed a $1.25 million private placement, having announced it on July 25, 2024. This private placement follows the private placement in June 2024 of $150,000 and a private placement of $200,000 in January 2024. The present financing had been anticipated in our previous MD&A, and it consists of regular and flow-through units to fund the summer exploration program at Rock & Roll and provide working capital for general corporate purposes.

At Rock & Roll, the exploration team is excited about two advanced target areas that have been prioritized through use of geological, geochemical and geophysical surveys. These targets, known as "Heather" and "Discovery", were the focus of the past exploration program that included an expanded 14.25 line km induced-polarization (or "IP") survey over both areas. The survey tested chargeability and outlined extensions of the alteration systems below surface and have advanced these targets to a drill-ready stage. Surface geochemistry that included rock and soil sampling has also been completed across both areas and further reinforced the potential for these targets to host economic mineralization. Secondary to these targets, a large number of claims have been extended to the north of the property boundary encompassing historic government sampling at the Pheno claims. This area has not yet been explored by the Company but provides an early stage opportunity for Rare Earth Elements (REE) potential over a large surface area.

The main target on the Property, "Discovery", has been advanced to a drill-ready stage. The current private placement of $1.25 million is expected to allow for approximately 1,200 m of drilling as well as expansion of the previously completed geophysical survey. Geological mapping at the Heather target is also necessary to delineate exact drill targets. Further work is being planned at the Kashmir target where early-stage exploration has been completed on a copper-molybdenum porphyry. Sampling and prospecting in the nearby creek valley has highlighted multiple well mineralized boulders and suggest further mineralization is yet to be discovered in this zone.

With regards to the Pheno claims, a sizeable exploration program is being planned that will involve significant rock sampling. Use of fusion analytical techniques will be necessary to fully digest and assess the REE potential across the kilometer-scale geological feature. As these claims have only briefly been explored, crews will also be looking for prospective rocks across all commodities.

On ESG (environmental, social, and governance) matters, the Company collaborates proactively with its stakeholders. We maintain a good working relationship and have regular dialogues with the Tahltan Central Government, our First Nations stakeholder whose ancestral lands include the Property. Our impact on the land as an early stage explorer is minimal, and all standard operating and reclamation protocols are followed.

The Company utilizes Canadian government incentives and programs, such as flow-through shares which provide investors with federal and BC Mineral Exploration Tax Credits. The former Lewis property in Newfoundland benefitted from that province’s Junior Exploration Assistance Program. Having the ability to issue flow-through shares allows us to raise funds that otherwise might not be available, and tax credits help defray the net cost of exploration.

Mineral Properties:

Rock & Roll Property, Laird Mining Division, British Columbia

The Rock & Roll Property consists of 58 wholly-owned contiguous mineral claims totaling 29,344 ha centered at 50º 43' north latitude and 131º 12' west longitude in the resource-rich Golden Triangle region of northwestern British Columbia, 150 km north of Stewart’s deep-sea port, Fourteen (14) of the claims, known as the “Pheno” claims, were staked in 2023, adding 5,441 ha. One additional claim includes the Hammer Target, which was previously grouped under the Sugar Property. The 10 remaining Sugar claims were allowed to lapse during the year ended March 31, 2024, and the one remaining claim was combined into Rock & Roll due to the claim being contiguous with Rock & Roll. The claim is known as “Matt” and contains the Hammer Showing and demonstrates a large gossan containing skarn mineralization and copper grades up to 8% in rock sample.

Rock & Roll hosts the polymetallic Black Dog Deposit (the “Deposit”), geologically similar to the VMS deposits at the Eskay Creek Mine and Granduc Mine. Previous drilling at Rock & Roll by other operators primarily between 1989-1991 totaled 103 holes, outlining the Black Dog Deposit. The Deposit is a polymetallic VMS deposit containing economically significant tenors of gold, silver and zinc which are saleable commodities subject to normal price variations in the global market (see Table 1). The Deposit is located at low elevations (150 m above sea level), close to infrastructure, 10 km from the Bronson Creek Airstrip, 27 km from an all-weather road and 33 km from a 195 MW power line.

Table 1: Rock & Roll Inferred Mineral Resource Estimate, August 3rd, 2018 (Cut-off Grade 0.5 g/t AuEq)

Resource		**Grade**					**AuEq**
Inferred	2,015,000 Tonnes	**Au** (g/t)	**Ag** (g/t)	**Cu** (%)	**Pb** (%)	**Zn** (%)	(g/t)
		0.71	87.1	0.23	0.23	0.98	2.63
	Contained Metal	46,000 Ozs	5,643,000 Ozs	10,246,000 Lbs	10,180,000 Lbs	43,503,000 Lbs	170,000 Ozs

**Mineral resources are reported at a base case cut-off grade of 0.5 g/t gold equivalent (AuEq) considering metal prices in USD of $1,250.00/oz Au, $17.00/oz Ag, $3.00/lb Cu, $1.00/lb Pb and $1.20/lb Zn, and assuming metal recoveries of 95% for zinc, 80% for lead, 90% for copper, 85% for silver and 80% for gold or 85% for AuEq. Metallurgical recoveries will be adjusted with future metallurgical testing. AuEq = (Au g/t * 0.8) + (Ag g/t * 0.012) + (Cu% * 1.48) + (Pb% * 0.44) + (Zn% * 0.63).*

Surrounding the Black Dog deposit, the 14 original claims acquired in 2018 are subject to a 2% net smelter return ("NSR") royalty, held by a group of six parties (the "Royalty Holders"). The Company has an option to purchase one-half of the 2% NSR (the "NSR Buyout Option") for a future payment of $2,000,000 to the Royalty Holders within 30 days of the commencement of commercial production or December 31, 2030, whichever comes earlier.

Exploration programs from 2020 onwards have focused largely on the extended land package to the northwest of the Black Dog Deposit, on claims that the Company openly staked through the British Columbia mineral tenures website. Potentially mineralized exploration targets have been delineated through use of rock sampling, soil sampling, geological mapping, and geophysical surveys. This has led the team to focus primarily on two main targets areas, the Heather and the Discovery.

The Company's exploration permit allows up to 80 drill sites over Rock & Roll as well as 20 line-km of ground-based geophysics and is valid until 2026. Property access is by helicopter as no roads yet exist at Rock & Roll.

Property Geology

The geology at Rock & Roll comprises Triassic to Jurassic stratigraphy of the Stuhini and Hazelton formations, respectively. These units have been intruded by a number of magmatic plugs, dykes and plutons ranging from Triassic to Cretaceous in age. The area is well known for Texas Creek intrusions that often form around the contact between Stuhini and Hazelton stratigraphy and are responsible for much of the mineral endowment of the Golden Triangle. At Rock & Roll, identification of this key time horizon termed "The Red Line unconformity" has been mapped across large portions of the property and is highly prospective.

Priority Targets

The Discovery Showing provides the highest priority exploration target on the extended claim package. The recently expanded surface alteration now measures 1.1 km in strike length demonstrating quartz-sericite-pyrite alteration that is suggestive of porphyry style mineralization. The 2022 IP survey overtop of the showing highlighted an open-ended, 600 m chargeability anomaly that resides directly below the surface alteration and could further reinforce the possibility of a mineralized intrusion. Rock sampling and geological mapping in the area has also highlighted elevated pathfinder elements as well as identification of the red line unconformity, the key marker horizon that resides near most of the significant deposits in the Golden Triangle.

The Heather Showing provides the second most developed exploration target. Soil sampling in 2021 highlighted a 300 m by 350 m soil anomaly in gold, copper and silver. Identification of stock-work quartz pyrite veins have highlighted the mineral potential in the area. The 2022 IP survey was successful in identifying two chargeable bodies measuring approximately 150 m in length with chargeabilities up to 30 mV/V. Multiple high grade rock samples containing up to 36.3 g/t Au have been identified across the area with more recent identification of the Heather Vein returning an average of 2.92 g/t Au, 2,014 g/t Ag, 0.45% Cu, 4.1% Pb, and 7.0% Zn in 3 rock samples taken at this location.

The Kashmir Showing represents an early-stage molybdenum porphyry which occurs on a large gossanous bluff above a talus slope in an area that has seen no previous work. The geological team identified a monzonitic intrusion measuring approximately 50 m across although it remains open in multiple directions. A total of 18 rock samples were collected within the vicinity of this showing and contained an average molybdenum grade of 0.18% with samples as high as 0.86% Mo returned. In addition, rock sampling of creek boulders more than 2 km downstream show abundant Mo-Cu quartz veins suggesting there could be a larger intrusion, or multiple intrusions in the basin. A singular rock float sample taken nearby to the showing also returned 51.6 g/t Au.

The Hammer Showing was amalgamated into the Rock & Roll Property after a significant number of the Sugar Claims were dropped in September 2023. This provided the opportunity to merge the remaining priority claim into a single property package. The Hammer Target demonstrates skarn style mineralization with copper grades up to 8% including anomalous gold and cobalt. Mineralization is contained in blebby chalcopyrite stringers hosted in massive magnetite adjacent to a barren plagioclase feldspar intrusion. This showing has also been flown with VTEM geophysical airborne survey that delineated a 100 m x 300 m magnetic high that underlies the magnetite, chalcopyrite mineralization.

The Pheno claims cover an area of approximately 5 km x 14 km and were staked due to highly anomalous REE tenors returned from random rock sampling during a program of BC government reconnaissance mapping in 2011. Rhyolites sampled on the Pheno claims returned assays comparable to the inferred resource grades at *Round Top Mountain*, a bulk-tonnage REE deposit in Texas, USA. The widespread nature of the anomalous sampling suggests a large source of mineralization and the team looks forward to completing early stage rock sampling in this new area.

Prior Exploration

After acquiring the property in 2018, The Company completed drill programs in 2019 and 2020 totaling 4,600 m, mostly focusing on large step-out holes from the Black Dog VMS resource. These programs were successful in extending the prospective horizon along strike as well as down dip from known mineralization. Surface geochemistry has comprised a total of 544 rock samples and 513 soil samples that have been taken over the last 4 exploration seasons. Rock sampling was focused on targets of interest such as the Discovery, Heather, Thunderstruck and the Hurricane targets. Highlights include 36.3 g/t Au at the Heather Target and 12.7 g/t Au, 7,013 g/t Ag at the Hurricane Target as well as 0.86% Mo at the Kashmir Target. Soil sampling also highlighted areas of interest and took place predominantly in contour soil lines. Highlights included the outlining of a 300 m Au, Cu and Ag anomaly at the Heather Target.

Geophysical work on the Property has been both ground-based and airborne. A versatile time domain electromagnetic (“VTEM”) survey was flown in 2021 consisting of 1,200 line km of data collection from a helicopter born instrument. These results highlighted a number of follow up areas and delineated two conductive anomalies, identified as the Hurricane Target. A 14.25 line km Induced Polarization survey was completed in 2022 with survey grids executed over the Heather target and the Discovery target. Both grids revealed anomalous and discreet chargeability highs that appear to demonstrate correlation to mineralization at surface.

<u>Lewis Gold Property, Newfoundland</u>

The Lewis Gold Property was based on an option agreement for the Company to acquire a 100% interest in the property for staged payments. The Company terminated the agreement in June 2024. Although the property maintained strong exploration potential, the Newfoundland Gold Belt has been receiving less attention amidst declining investor sentiment, while the annual option payments were significantly increasing, with $195,000 and 650,000 common shares otherwise due in July 2024. The decision to drop the property was made after negotiations with the property owners failed to reach a constructive, financially viable solution. The Company can now focus entirely on the Rock & Roll Property and avoid any further Lewis option payments.

The information below has been left in for continuity although the property is no longer an Etruscus asset:

The Company entered into option agreements in June 2021 with three vendors including Mr. Gary Lewis, a well-respected Newfoundland-based prospector, and New Rock Mining Corp., led by Jeff Zajac. The option agreements gave the Company the right to acquire a 100% interest in two claim blocks for aggregate, staged consideration of $870,000 and 3,100,000 common shares over a four-year period. The two claim blocks comprise the Lewis Gold

Property, centrally located within the Newfoundland Gander gold belt, consisting of 7 Peyton South Claims and 2 Linear Claims that together totals 25.67 square km, in an area previously worked on by Noranda Resources. Each of the two claim blocks carried a two percent (2%) Net Smelter Returns royalty, subject to the purchase of one percent (1%) for $2,000,000 on or before commercial production.

This region saw an extensive increase in exploration due to a large gold discovery made by New Found Gold Corp. at the Keats Zone, located 10 km to the east of Lewis. Neighboring companies to Lewis include Exploits Discovery Corporation to the north and east, Gander Gold Inc. (formerly Sassy Resources Corporation) to the west, and New Found Gold to the east and south. Lewis can be accessed by highway and a network of unsealed forestry roads and trails. Rail access is within 8 km of the claims and a power line traverses the property. The town of Gander, located 30 km to the east of the property, offers all the conveniences of a major center including daily flights to St. John’s and Toronto.

In the spring of 2023, a drill program at Lewis highlighted multiple km of mineralized structures with economic gold grades contained in 1-5 m intervals of heavily sheared, quartz, sericite pyrite, mineralization. Initial drilling suggested these grades are spread out over an area of multiple km and further work was suggested to determine size and grade in this open mineralized system. Management had intended to follow up on drill results, focusing on several remaining untested chargeability and resistivity anomalies as well as expansion of the known mineralized trends such as the Corsair and the Hurricane.

The following table shows the option payments that were required to earn a 100% interest in the two claim blocks:

Date	**Cash**	**Shares**
Acceptance Date- June 2021	$110,000 (paid)	500,000 (issued)
First Anniversary	$150,000 (paid)	625,000 (issued)
Second Anniversary	$150,000 (paid)	650,000 (issued)
Third Anniversary	$195,000	650,000
Fourth Anniversary	$265,000	675,000
Total	**$870,000**	**3,100,000**

2023 Exploration

On June 5, 2023, the Company completed a diamond drill program of 969 m, testing a number of chargeability anomalies and coincident soil anomalies associated with multiple trends identified on the property. The drill program was comprised of 8 holes ranging from 100-150 m in length throughout an area of approximately 1 km^2.

Results from the drilling demonstrated 3 main mineralizing trends on the Peyton South Property with over 4 km of strike length prospective for exploration. These trends include the Peyton Trend, the Corsair Trend and the Hurricane Trend, with the Corsair demonstrating the best results to date. The 2023 drill program returned assays of 1.3 g/t Au over 17.3 m including 3.0 g/t Au over 4.9 m in hole MP23-03 and 1.2 g/t Au over 11.4 m including 3.4 g/t Au over 2.5 m in hole MP23-04. All drill holes intercepted anomalous gold with a number of holes returning multiple zones of low to moderate grade gold results. All major gold intercepts occurred within 100 m of surface.

Multi-element assays also returned a number of anomalous antimony zones, highlighted by a stibnite vein/breccia that returned 4.56% antimony (or “Sb”) over a 1 m interval in MP23-04. The property’s proximity to the Beaver Brook antimony mine, located 27 km south, also highlights the potential in the area as an increasing amount of attention is placed on critical metals, including antimony.

Community Relations

The Company's Rock & Roll property lies within the traditional territory of the Tahltan Nation. For several years we have maintained a Communications Agreement and an Opportunity Sharing Agreement ("OSA") with the Tahltan Central Government ("TCG"). The TCG is the administrative body of the Tahltan Nation, located in northwest British Columbia. The TCG protects Tahltan Indigenous rights and title, the ecosystems and natural resources of the Tahltan traditional territory by managing sustainable economic development and supporting the cultural wellness of the Tahltan community.

The Communications Agreement establishes a solid framework and collaborative working arrangement between the parties, based on open dialogue, transparent communications and mutual co-operation with regards to the company's exploration activities on its properties. In addition, the agreement offers opportunities for employment, cultural, economic and educational support for Tahltan members. For more information about the TCG, visit www.tahltan.org.

The OSA provides further commercial opportunities for the TCG and their members' businesses over the exploration cycle. The OSA was first signed in 2020.

The Company has participated in certain Tahltan exploration symposiums and job fairs in local communities near the Company's mineral properties, although the COVID-19 pandemic had suspended those engagements for the past few years. We continue our regular dialogue with Tahltan representatives concerning our exploration activities and we hire Tahltans and their businesses as part of our exploration crews whenever possible.

QA/QC and Analytical Procedures

The company looks to maintain strong quality assurance and control ("QA/QC") protocols to ensure best practices in sampling both diamond drill core and surface rock chip samples. In 2023, the Company used ALS Canada Inc. ("ALS") for its assays at the B.C. properties and SGS Canada Inc. for work completed in Newfoundland. Both labs provide geochemical laboratory services for the exploration and mining industries and are ISO 17025 (Testing and Calibration) and ISO 9001 (Quality Management System) accredited laboratories independent of the Company.

All rock and soil samples are crushed to 70% pass 2mm fraction, and then a 250g split was pulverized to better than 85% and passed a 75-micron screen. The geochemical analyses were performed by using multi-element aqua-regia digestion ICP-MS package. Higher gold grades (>1 g/t) were analyzed by fire assay and ICP-AES. Samples that returned above detection limits in silver, copper, lead, and zinc were reanalyzed with appropriate ore grade analysis to determine absolute values.

Selected Quarterly Financial Information

	Three Months Ended June 30, 2024	Three Months Ended March 31, 2024	Three Months Ended December 31, 2023	Three Months Ended September 30, 2023
Total assets	$ 3,989,551	$ 5,396,833	$ 5,433,595	$ 5,338,337
Total liabilities	(237,610)	(227,502)	(181,233)	(164,590)
Shareholders' equity	3,751,941	5,169,331	5,252,362	5,173,747
Major expenses(income):				
Communications	4,757	17,174	14,623	28,637
Consulting fees	45,750	45,750	48,250	66,350
Professional fees	1,015	32,898	8,448	10,637
Regulatory and transfer agent	4,302	5,752	5,851	10,754
Share-based compensation	14,013	-	-	520
Other income on settlement of flow-through share premium liability	(2,317)	(1,882)	(3,500)	(6,927)
Write-down of exploration and evaluation assets	$1,495,130	-	-	-
Net loss	(1,581,403)	(116,531)	(87,885)	(246,119)
Earnings (loss) per share- basic and diluted	(0.03)	(0.00)	(0.00)	(0.01)

	Three Months Ended June 30, 2023	Three Months Ended March 31, 2023	Three Months Ended December 31, 2022	Three Months Ended September 30, 2022
Total assets	$ 5,523,206	$ 4,968,733	$ 4,940,408	$ 5,111,507
Total liabilities	(181,860)	(237,258)	(164,326)	(242,135)
Shareholders' equity	5,341,346	4,731,475	4,776,082	4,869,372
Major expenses (income):				
Communications	14,530	6,195	4,088	15,582
Consulting fees	98,300	75,150	64,650	64,650
Professional fees	3,545	30,050	2,505	12,918
Regulatory and transfer agent	3,937	4,047	6,194	16,870
Share-based compensation	-	7,536	42,235	-
Other income on settlement of flow-through share premium liability	(46,559)	-	(1,136)	(43,445)
Net loss	(91,080)	(142,143)	(135,525)	(88,521)
Earnings (loss) per share- basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)

Results of Quarterly Operations

In the following discussion concerning the results of operations, the quarterly periods are referenced according to CALENDAR quarters as follows:

Three-month period ended June 30, 2024	Q2 2024
Three month period ended March 31, 2024:	Q1 2024
Three-month period ended June 30, 2023:	Q2 2023

Three months ended June 30, 2024 compared to three months ended March 31, 2024:

The Company has 1 individual working full-time and 6 individuals regularly working part-time which includes all key management, administration, and exploration personnel. These roles are expected to continue for the foreseeable future, with general responsibilities and business functions to remain materially the same over the ensuing fiscal periods. We continue to expect recurring operating costs to average $125,000 per quarter.

The Company had a net loss in Q1 2024 of $1,581,403 (Q1 2024 - $116,531). The net loss is composed of operating expenses of $88,656 (Q1 2024 - $118,132), other income on settlement of flow-through share premium liability of $2,317 (Q1 2024 - $1,882), amortization of discount of $534 (Q1 2024 - $645), finance income of $600 (Q1 2024 - $364) and the most significant item, the write-down of exploration and evaluation assets of $1,495,130 (Q1 2024 - $Nil).

The key operating expenses include communications of $4,757 (Q1 2024 - $17,174), consulting fees of $45,750 (Q1 2024 - $45,750), professional fees of 1,015 (Q1 2024 - $32,898) and share-based compensation which together comprise 74% 65535 (Q1 2024 - 81%) of all operating costs. The remaining operating costs of $23,121 (Q1 2024 - $22,310) include depreciation, office, regulatory and transfer agent fees, rent and travel, with those expenses being consistent across both periods.

Consulting fees are comprised of fees to related parties of $31,500 (Q4 2023 - $31,500) and other consulting fees of $14,250 (Q4 2023 - $14,250). No investor relations fees have been paid, or accrued, since the quarter ended March 31, 2022. Fees to related parties include officers fees and the fees to non-related parties are recurring corporate communications fees and office administration, hence the fees were the same equal across both periods.

Communications costs in both periods included press release dissemination and wi-fi services. However, Q1 2024 also included the amortization of prepaid marketing and advertising in the amount of $15,150, whereas the current period only recorded $2,083 being the final portion of the amortized service.

Professional fees include legal, audit and tax fees with the audit fees substantially recorded in Q1 each year, being the final quarter of the fiscal year. The prior quarter did include an audit accrual of $30,000.

Share-based compensation of $14,013 follows the Black-Scholes option model, as the value recognized from the grant of 300,000 stock options during the quarter. The stock options are exercisable at $0.15 per share for 5 years, and vested upon grant. A director received 150,000 options and a consultant received the other 150,000 options.

The write-down of exploration and evaluation assets of $1,495,130 was entirely attributable to the Lewis property, being the total net capitalized acquisition and exploration costs incurred up to the date the option agreement was terminated in June 2024.

Key cash flows in the current quarter include the receipt of private placement subscriptions of $150,000 and the receipt of Newfoundland's JEA tax credit of $115,500. Key outflows include $30,046 on operations and $38,000 on exploration, with net cash rising $192,391 during the quarter.

Three months ended June 30, 2024 compared to three months ended June 30, 2023:

The Company had a net loss of $1,581,403 (Q2 2023 - $91,080) in the current period. The net loss is composed of operating expenses of $88,656 (Q2 2023 - $137,271), amortization of discount of $534 (Q2 2023 - $963), interest and finance income of $600 (Q2 2023 - $595), other income on settlement of flow-through share premium liability of $2,317 (Q2 2023 - $46,506) and write-down of exploration and evaluation assets of $1,495,130 (Q2 2023 - $Nil).

The key operating expenses are consulting fees of $45,750 (Q2 2023 - $98,300), communications of $4,757 (Q2 2023 - $14,530) and share-based compensation of $14,013 (Q2 2023 - $Nil) which together comprise 73% (Q2 2023 - 82%) of all operating costs and which are further discussed below. The remaining operating expenses totalled $24,136 (Q1 2023 - $24,441), comprising amortization, office, professional fees, rent, regulatory and transfer agent fees and travel. In aggregate these other expenses are expected to remain fairly consistent from period to period.

Consulting fees consist of related party fees of $31,500 (Q2 2023 - $49,500) and third-party fees of $14,250 (Q2 2023 - $48,800). The reduction of related party fees of $18,000 compared to 2023 reflects the termination of an agreement with an independent director in September 2023 that paid fees of $6,000 per month. The reduction of third-party fees compared to 2023 was $34,550 and much of this decline related to two contracts in 2023: the comparative period saw $22,500 incurred on a consultant, only in that quarter, who was engaged to identify qualified investors and provide introductions to the Company, and $8,400 on an engagement for market branding and referral of investors. During the comparative quarter, the Company closed a private placement, raising $879,344 and during that process had engaged the individuals for networking purposes, to broaden the market ecosystem and to provide new investor leads to the Company.

Communications costs declined $9,773 compared with the same period in 2023. As referred to above, in April 2023 the Company entered into a $50,000 prepaid advertising contract, amortized at $12,500 per quarter as a communications expense. Communications for the comparative quarter included $10,417 in respect of this contract, comprising most of the change. Ongoing communications expenses include news release dissemination, occasional investor meetings and office wi-fi.

During the current period, a private placement was completed for gross proceeds of $150,000, by issuing 1,875,000 common shares at $0.08 per share. In the comparative period, a private placement was closed in the amount of $879,344 by issuing non-flow-through shares at $0.15 per share and flow-through shares at $0.18 per share.

<u>Leases:</u>

The Company entered into a three-year premises sublease on July 1, 2022 following the maturity the day before of its prior 3-year lease agreement. The lessor in both leases is Metallis Resources Inc. (“MTS” or “Metallis”), a public company related by two common directors and a common officer. The sublease is for ½ of the space leased by MTS. The office location remains the same. The fixed lease costs remain the same as the prior lease for the first 2 years at $1,688 per month, and rises to $1,744 per month for the 3rd year.

At June 30, 2024, future lease payments including variable costs are as follows:

Year ended March 31, 2025	$ 28,493
Year ended March 31, 2026	9,497
	$ 37,990

The lease liability was measured at the present value of the remaining lease payments, discounted at the Company’s incremental borrowing rate of 10%, the same discount rate as that used by MTS for its head lease accounting. At the inception of the sublease, the Company recognized on the statements of financial position a lease liability of $53,262 and a corresponding Right of Use (“ROU”) asset of the same amount.

The following schedule shows recent changes in lease liabilities:

Lease liability:	**Lease term: 7/1/22 – 6/30/25**
Balance, March 31, 2023	$ 41,558
Lease payments	(20,250)
Accretion of lease liability discount	3,221
Balance, March 31, 2024	24,529
Lease payments	(5,063)
Accretion of lease liability discount	534
Balance, June 30, 2024	**$ 20,000**

Allocation of lease liability:

Current portion	**$ 20,000**
Long-term portion	**-**
Balance as at June 30, 2024	**$ 20,000**

Estimates and Judgements:

In preparing these condensed interim financial statements, management has made estimates and judgements that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The effect of a change in an accounting estimate is recognized prospectively by including it in profit or loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

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

a) The Company capitalizes its exploration and evaluation costs on the statements of financial position. The recoverability of the carrying value requires assumptions and judgements as does the verification of property title. The Company takes steps to verify title to exploration and evaluation assets in which it has an interest, but these procedures do not guarantee the Company’s title. Properties may be subject to prior agreements or transfers and title may be affected by undetected defects;

b) The Company uses the Black-Scholes valuation model to determine the fair value of stock option grants and certain warrants issued under private placements. The inputs used in the model require estimates of the fair value of the shares, expected life of options, volatility, expected dividend yield, forfeiture rates and the risk-free interest rate. These estimates impact share-based compensation expense in the profit or loss and share capital and shareholder's equity on the statements of financial position;

c) The values of right-of-use assets and lease liabilities require judgements to determine the lease term, the likelihood of an extension option being exercised and the incremental borrowing rate. Such judgements, estimates and assumptions affect the present value of the lease liabilities, the value of the right-of-use assets, the value of the net investment in sublease and the amounts recognized in profit or loss, including depreciation, rent expense, finance expense and finance income;

d) Significant judgment is required in determining the provision for income taxes. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination is uncertain. As a result, the Company recognizes tax liabilities based on estimates of whether additional taxes and interest will be due. These tax liabilities are recognized when, despite the Company's belief that its tax return positions are supportable, the Company believes that certain positions are likely to be challenged and may not be fully sustained upon review by tax authorities. This assessment relies on estimates and assumptions and may involve a series of complex judgements about future events. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact income tax expense in the period in which such determination is made;

e) The Company raises financing by issuing equity comprised of flow-through shares and/or non-flow-through shares. When flow-through shares are issued, a flow-through premium liability is recognized and that recognition requires estimations of the fair value of the non-flow-though and flow-through shares; and

f) The assumption that the Company is a going concern and will continue operating for the foreseeable future, being one year, is a judgment.

Liquidity and capital management

The Company endeavors to maintain appropriate levels of capital and liquidity. Sufficient liquidity is required to meet liabilities and obligations as they become due. The Company has no commercial operations or source of revenue, and no external creditor-imposed capital requirements. The Company's capital is therefore its issued share capital. The capital required for operations and property exploration is expected to continue to come from the issuance of common shares for the foreseeable future. The Board of Directors remains mindful of the capital markets, which in recent months have shown more strength in precious metals, with the Board approving the current proposed private placement, as conditions allow. As a practice, dialogue is maintained with our shareholders and institutional investors, gauging their sentiment. The Company's continuing objectives of capital and liquidity management are to fund critical exploration work, meet on-going liabilities, maintain creditworthiness, continue as a going concern, and to ultimately maximize returns for shareholders over the long term.

Sufficient funds are currently available for the Company to conduct a Phase I field exploration program at Rock & Roll. As of the date of this MD&A, the Company had working capital of $298,000 as follows:

Current working capital:	(000's)
Cash and cash equivalents	$ 521
Receivables	3
Prepaid expenses	1
Accounts payable and accrued liabilities	(81)
Due to related parties	(121)
Flow-through premium liability	(5)
Lease liability	(20)
Total net working capital	$ 298

Disclosure of Outstanding Security Data

At the date of this MD&A, there are 49,960,361 common shares outstanding, 2,845,646 share purchase warrants, and 2,651,111 stock options outstanding for a total of 55,457,118 fully diluted shares outstanding.

During the period ended June 30, 2024, the Company closed a $150,000 private placement of common shares at $0.08 per common share with a single subscriber who is not related to the Company, issuing 1,875,000 shares. No warrants were issued and no finder's fee was paid.

On July 25, 2024, the Company announced a proposed private placement of $1.25 million consisting of non-flow-through units at $0.10 per unit and flow-through units at $0.125 per unit. Between 10 million and 12.5 million shares could be issued, depending on the number of subscriptions of flow-through and non-flow-through units. Non-flow-through units consist of 1 common share and ½ of 1 non-transferable share purchase warrant, with each whole warrant exercisable at $0.15 per share. Each flow-through unit consists of one flow-through common share and ½ of 1 non-transferable non-flow-through share purchase warrant with each whole warrant exercisable at $0.18 per common share. Flow-through proceeds will be used for qualifying exploration costs. Non-flow-through proceeds will be used for working capital and for exploration. As at the date of this MD&A, the Company had not yet closed the financing.

During the year ended March 31, 2024:

a) On January 12, 2024, the Company closed a 4 million common share private placement at $0.05 per share, raising $200,000. Insiders participated in the private placement in the amount of $57,500, being 1,150,000 common shares. No warrants were issued and no finder fees were paid;

b) In July 2023, the Company exercised the 2nd anniversary payment on the Lewis Option Agreement by issuing 650,000 shares and paying $150,000 to the vendors. The shares issued were subject to a four-month hold period and were valued at $0.12 per share for total compensation of $78,000, and

c) During the quarter ended June 30, 2023, the Company closed a non-brokered private placement and raised $879,344 in two tranches composed of 3,230,960 non-flow-through units at $0.15 per unit for gross proceeds of $484,644 and 2,192,779 flow-through units at $0.18 per unit for gross proceeds of $394,700. Insiders of the Company participated in the placement for a total of $115,000. Non-flow-through units consist of 1 common share and ½ of 1 non transferable share purchase warrant, with each whole warrant exercisable at $0.22 per share. Each flow-through unit consists of one flow-through common share and ½ of 1 non-transferable non-flow-through share purchase warrant with each whole warrant exercisable at $0.27 per common share. Total finders' fees paid to qualified arm's length finders were $22,610, and 133,777 finders warrants were issued, each exercisable into a common share at $0.165 per share for a two-year period. Proceeds from the flow-through units were applied to the drilling program at the Lewis Project in Newfoundland. Of the $394,700 flow-through funds raised, as at June 30, 2024 the Company had remaining 2024 spending obligations in BC of $27,789 relating to this private placement.

Stock options:

At the Company's Annual and Special Meeting ("ASM") on November 21, 2023, the shareholders approved the Company's Amended and Restated 2023 Stock Option Plan ("SOP") under which the Board of Directors is authorized to grant stock options to executive officers and directors, employees and consultants. The exercise price of each stock option is greater than or equal to the market price of the Company's stock as calculated on the date of grant. The options vest upon grant, except for investor relations options which vest over a minimum of a one-year period, pursuant to regulations. The fair values of the option grants are determined under the Black-Scholes option pricing model, and the vested portion is recorded, over time, as a credit to equity reserves.

In June 2024, the Company granted 150,000 stock options each to a director and to a consultant, exercisable at $0.15 per share for a five-year period. The options vested upon grant. The following parameters were used to determine the fair value of the options granted:

	Period ended June 30, 2024	Year ended March 31, 2024
Weighted average assumptions:		
Weighted average fair value at grant date	$ 0.05	$ 0.05
Risk-free interest rate	3.76%	4.72%
Expected dividend yield	-	-
Expected option life (years)	5.0	2.0
Expected stock price volatility	93%	90%
Expected forfeiture rate	-	-

Number of stock options outstanding:	Number of Stock options	Weighted average exercise price
Balance at March 31, 2023	3,725,000	$ 0.23
Options granted	11,111	0.165
Options terminated	(125,000)	0.23
Options expired	(1,260,000)	0.25
Balance at March 31, 2024	2,351,111	0.21
Options granted	300,000	0.15
Balance at June 30, 2024 and the date of this MD&A	2,651,111	$ 0.21

At the date of this report, the following stock options are outstanding and vested:

Expiry Date	Number of Outstanding Stock Options	Number of Vested Stock Options	Exercise Price ($)
February 27, 2025	60,000	60,000	0.25
May 25, 2025	230,000	230,000	0.25
July 11, 2025	11,111	11,111	0.165
September 21, 2025	575,000	575,000	0.36
October 26, 2027	1,475,000	1,475,000	0.15
May 30, 2029	300,000	300,000	0.15
Total outstanding options	2,651,111	2,651,111	

Restricted Share Units:

At the ASM on November 21, 2023, the shareholders also approved the Restricted Share Unit Plan under which the Board may grant restricted share units ("RSUs") to directors, officers and employees. RSUs are subject to vesting requirements of up to three years, but can be settled by issuing shares from treasury or disbursing cash. RSUs provide a means to earn compensation though an equity plan without making a stock option exercise payment. As at June 30, 2024, no RSU's had been granted.

The total grants from the Plan and the RSU Plan together are limited to 10% of the outstanding common shares of the Company's stock as calculated on the date of grant, which was the limit under the Company's prior Stock Option Plans.

Warrants:

Through certain unit offerings that completed, the Company has issued warrants in addition to shares. Warrant transactions are summarized as follows:

Schedule of changes in share purchase warrants:	Number of warrants	Weighted average exercise price
Balance at March 31, 2023	8,844,046	$ 0.45
Warrants issued	2,845,646	0.24
Warrants expired	(8,844,046)	0.45
Balance at March 31, 2024, June 30, 2024 and the date of this MD&A	2,845,646	$ 0.24

The following warrants are outstanding as at the date of this report :

Expiry Date	Number of warrants Outstanding and exercisable	Exercise price ($)
April 18, 2025	1,282,150	0.22
April 18, 2025	437,500	0.27
April 18, 2025	49,000	0.165
June 12, 2025	333,330	0.22
June 12, 2025	658,889	0.27
June 12, 2025	84,777	0.165
Total	2,845,646	

Directors, Officers and Management

As at June 30, 2024, the directors of the Company were Fiore Aliperti, Gordon Lam, Michael Sikich and David Parker. David was appointed by the Board of Directors on May 30, 2024, Previously, in November 2023, Jason Leikam resigned as a director to pursue other opportunities. There were no other changes to board of directors or the management team during the period ended June 30, 2024 or the year ended March 31, 2024.

Transactions with Related Parties

The following related parties for the periods presented include officers, directors and key management personnel, including those entities in which such individuals may hold positions that result in them having control or significant influence over the financial or operation policies of these entities:

a) Avanti Consulting Inc. is a company controlled by the President and CEO of the Company, and provides such consulting services to the Company;

b) Lever Capital Corp. is a company owned by the Chief Financial Officer and provides such consulting services to the Company;

c) Hatch 8 Consulting is a company controlled by a former Chief Executive Officer and current director which provides occasional consulting services to the Company;

d) Wetherup Geological Consultants is a business operated by the Company's Vice-President of Exploration which provides the Company with geological consulting services. Amounts billed are recognized as either capitalized under exploration and evaluation assets or expensed under Property investigation; and

e) Metallis Resources Inc. ("MTS") is a public company that has two directors and an officer in common with the Company. Etruscus subleases one-half of MTS' office premises. Consequently, some administrative and exploration costs are accordingly shared or reimbursable and are payable on demand.

Amounts owing to related parties at June 30, 2024 is $124,326 (March 31, 2024 - $110,182), comprised of amounts owing to management and amounts owing to MTS as follows:

Amounts owing to management:

		Transactions for the period ended June 30, 2024	Transactions for the year ended March 31, 2024	**Balance payable as at June 30, 2024**	Balance payable as at March 31, 2024
Short-term benefits:					
Avanti Consulting Inc.	**(a)**	**$ 18,000**	$ 72,000	**$ 41,100**	$ 34,950
Hatch 8 Consulting	**(b)**	**-**	36,000	**37,800**	37,800
Lever Capital Corp.	**(c)**	**13,500**	54,000	**35,438**	30,712
Wetherup Geological Consultants	**(d)**	**-**	22,400	**6,720**	6,720
Total		**$ 31,500**	$ 184,400	**$ 121,058**	$ 110,182

Amounts owing to MTS:

	Due to MTS, March 31, 2024	Invoiced	Paid	**Due to MTS, June 30, 2024**
Rent	$ -	$ 9,437	$ 9,437	**$ -**
Office expenses, net	-	3,268	-	**3,268**
Total	$ -	$ 12,705	$ 9,437	**$ 3,268**

Amounts due to related parties are non-interest bearing, unsecured and payable on demand.

Off Balance Sheet Arrangements

Aside from the aforementioned office premises leases, the Company has no other asset or equipment leases or other off-balance-sheet arrangements. Accordingly, as at June 30, 2024 the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on the results of operations or financial condition of the Company.

Risk Factors

Common shares should be considered highly speculative due to the nature of the Company's business (mineral exploration) and the current state of its development (early stage, without revenue). In evaluating the Company and its business, investors should carefully consider, in addition to the other information contained in this MD&A and in the Company’s financial statements, the risk factors described below.

These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations. There may be other risks and uncertainties that are not known to the Company or that the Company currently believes are not material, but which also may have a material adverse effect on its business, financial condition, operating results or prospects. In that case, the trading price of the Company's common shares could decline substantially, and investors may lose all or part of the value of the common shares held by them.

Health Emergencies

COVID-19 reminded us that any new pathogen can cause outbreaks and lead to global health issues. Although in early May 2023 the World Health Organization stated that the global health emergency from the COVID-19 pandemic was over, it remains an endemic disease with new variants continuing to arise. Under any pathogenic outbreak, operating and supply chain disruptions and volatile price changes may occur, government regulations may change without notice, and business procedures and activity may be affected including possible economic closures.

No Production History

The Company is a mineral exploration company with no history of earnings or revenue. There are no known commercial quantities of mineral reserves on any of its resource properties. Few exploration properties are ultimately developed into producing properties. There is no assurance that the Company will ever discover any commercially economic quantities of mineral reserves.

Negative Operating Cash Flow

Since inception, the Company has had negative operating cash flow and has incurred losses since its incorporation. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on exploration of the properties and on administrative costs. The Company cannot predict when or if it will reach positive operating cash flow.

Possible Trading Suspension or Delisting

The CSE may suspend from trading or delist the securities of the Company where the Company has failed to submit documents to the CSE in the time periods required or has otherwise failed to meet minimum standards. Suspension from trading of the common shares may, and delisting of the common shares will, result in the regulatory securities authorities issuing a consolidated interim cease trade order against the Company. In addition, delisting of the common shares would result in the cancellation of all the currently issued and outstanding common shares of the Company held by insiders. Trading in the common shares of the Company may be halted at other times for other reasons also.

Requirement for Further Financing

The Company has no revenue and limited financial resources and therefore must eventually raise additional funds to finance continued exploration work and working capital. There is no assurance the Company will be able to raise additional funds or will be able to do so on terms acceptable to it.

If the Company's exploration programs are successful and favorable exploration results are obtained, this may lead towards economic feasibility and mine construction. The Company would therefore require significantly more capital to place the properties into production. The sources of funding that would be available are from the issuance of equity, debt, joint venture or the sale of property interests and even if such financing is available, there is no assurance that such funds will be sufficient to bring any resource property to commercial production. Failure to obtain additional financing on a timely basis could have a material adverse effect on the Company and could cause it to forfeit its interest in its properties and reduce or terminate its operations.

Climate Change

The extent of climate change and its impact on the Company’s future operations cannot be determined. Climate change may cause environmental conditions that affect the Company’s ability to execute its exploration programs or access its properties, and it may also affect regulatory, government and health and safety policies. Future mine development would include estimates of carbon impacts and outline decarbonization strategies.

Global reporting standards for climate change risks have evolved rapidly in the past few years, culminating with the 2023 release of IFRS Sustainability Standards S1 and S2. These standards build on the framework offered by the Task Force on Climate Related Financial Disclosures ("TCFD"), which was developed over the past several years. TCFD is being used as the backbone for standards development by various global regulatory bodies like the SEC, the International Sustainability Standards Board and the Canadian Standards Association.

The timeline for mandatory climate reporting for junior exploration companies is expected to begin in 2025 or 2026, but companies may currently report this information, for fiscal years that begin in 2024. The Company has not yet adopted any climate reporting framework.

Dilution

When the Company issues treasury shares to finance acquisition or participation opportunities, or to raise exploration funds and working capital, shareholders could suffer dilution of their investment and/or control of the Company could change, depending upon the issuance price.

Title to Properties

Acquisition of title to mineral properties can be a very detailed and time-consuming process. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. Native land claims may exist. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated its title to its properties for which it holds an option to acquire concessions, royalties or other mineral leases or licenses and the Company is satisfied with its review of the title to its properties, the Company cannot give an assurance that such title will not be challenged or impugned. The Company does not carry title insurance on its properties.

A successful claim that the Company does not have title could cause the Company to lose its rights to its properties, perhaps without compensation for its prior expenditures on its properties. Resource properties may now or in the future also be the subject of indigenous land claims. The legal nature of indigenous land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in its properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of indigenous rights in the area in which the properties are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities.

Surface Rights

The Company does not own the surface rights to its properties. The Company understands that it is necessary, as a practical matter, to negotiate surface access through its stakeholders, government and local First Nations. However, there is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to continue to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on a resource property becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

Management

The success of the Company is largely dependent upon the performance of its management. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. There is no assurance that the Company can maintain the service of its management or other qualified personnel required to operate its business. Directors and officers of the Company may not be devoting 100% of their time to the affairs of the Company but do and will continue to devote such time as required to manage the Company effectively and appropriately.

Requirement for Permits and Licenses

The Company follows regulatory and compliance requirements with respect to its exploration activities, including the application and the terms of all necessary licenses and permits. However, such licenses and permits are subject to changes in regulations and in various operational circumstances. A substantial number of additional permits and licenses will be required should the Company proceed beyond exploration. There can be no guarantee that the Company will be able to obtain such licenses and permits.

Community Relations

In recent years, the global mining industry has made much progress in ESG (environmental, social, governance) reporting, bringing more stakeholders and their concerns into the exploration, development, and operating phases of mining. Eventually, communities, investors and stakeholders will be able to gauge an entity's actions within a reliable framework of standardized reporting. Global ESG reporting standards are continuing to solidify, including the extent of disclosure and who discloses what, and what sets of standards to use. At this time, the Company has not elected to use these non-mandatory disclosure templates, based on the scale of the Company operations. However, this MD&A does include discussions on the Company's adherence to standards, compliance, health and safety, reclamation efforts and its First Nations relationships.

Increased public scrutiny of mining projects and a general global increase in environmental concerns has been addressed by the mining industry by including both the local and broader communities along with all key stakeholders in the planning and development processes, being transparent through communications, dialogue, and education, and providing additional social governance and environmental sustainability reporting. Garnering community and public support for continued exploration, future mine development and construction includes public engagement and involvement of all key community stakeholders throughout the exploration and development processes.

The Company's BC resource property lies within the traditional territory of the Tahltan Nation, a key stakeholder with which the Company has maintained Communication and Opportunity Sharing Agreements since 2018. Joint areas of fundamental concern are environmental stewardship and the sharing or transfer of economic benefits. The Company regularly updates the Tahltans to keep them aware of corporate changes and the progress of exploration, while the Tahltans keep their industry partners apprised of their community activities and health and safety measures. The lack of a social license to operate could impair the value of the Company's resource properties or delay or prevent exploration, development, or construction activities.

Environmental Risks and other Regulatory Requirements

The current or future operations of the Company, including the exploration activities and commencement of production on any resource property, will require permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Company may require for its facilities and to conduct exploration and field operations, will be obtainable on reasonable terms or that such laws and regulations would not have a material adverse effect on any exploration and development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing the operations and activities of mineral companies, or more stringent enforcement thereof, could have a material adverse impact on the Company and cause increases in capital expenditure or exploration and development costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new properties.

Uninsurable Risks

Exploration of mineral properties involves numerous risks, including unexpected or unusual geologic conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks due to high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company. The Company does currently maintain exploration and pollution liability insurance but adverse incidents that may occur may not necessarily be insured.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs, limited access to capital markets, subcontractor availability and competition for workers and equipment. Multiple global crisis occurring in the past 4 years have resulted in multi-decade high inflation and interest rates, tightening margins and increasing costs. The US dollar had been the prime beneficiary in this riskier market environment, but in recent months precious metal prices have performed strongly and the US dollar has weakened slightly. Market sentiment in the exploration sector is generally linked with the performance of precious metals, but remains weak relative to other speculative sectors.

Conflicts of Interest

Directors of the Company may, from time to time, serve as directors of, or participate in ventures with other companies involved in natural resource development. As a result, there may be situations that involve a conflict of interest for such directors. Each director will attempt not only to avoid dealing with such other companies in situations where conflicts might arise but will also disclose all such conflicts in accordance with the *Business Corporations Act* (British Columbia) and will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit. The Company does not know of any such pending or actual material legal proceedings as of the date of this MD&A.

No Cash Dividends

The Company has not previously declared any cash dividends, has no current earnings, and therefore does not anticipate declaring any cash dividends for the foreseeable future.

Ore Reserves and Reserve Estimates

The Company's business relies upon the ability to determine whether a given resource property has commercial quantities of recoverable minerals. No assurance can be given that any discovered mineral reserves and resources will be recovered or that they will be recovered at the rates estimated. Mineral reserve and resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative. Mineral reserve and resource estimates may also require revision (either up or down) based on actual production experience.

Financial Risks

The Company's financial risk exposures and their impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk arises from the potential that one or more counterparties fail to meet their obligations. The Company is exposed to credit risk through its cash and cash equivalents, receivables, deposits and reclamation deposits. As at June 30, 2024, the Company's maximum credit risk is equal to $295,183. The Company manages credit risk associated with its cash and cash equivalents by using reputable financial institutions, from which management believes the risk to be remote. Receivables have historically consisted primarily of goods and services taxes for which management believes the collectability of these amounts to be assured. The reclamation deposits are also considered to be of low credit risk due to the Company's remediation and reclamation work done each season.

Liquidity risk

Liquidity risk is related to the ability of the Company to meet its obligations as they come due. The Company has historically relied on equity financings to satisfy its capital requirements and will continue to depend upon equity capital as the main source of capital but could also enter into earn-in arrangements or the sale of certain property interests. There is no assurance that the Company will be able to obtain its future financings on acceptable terms. The ability of the Company to continue on this course will depend, in part, on the prevailing market conditions and the market interest in financing the Company's mineral property exploration programs, and the scope of such programs.

The following are the contractual maturities of financial liabilities as at June 30, 2024:

	Carrying amount	Contractual cash flows	Within 1 year	Within 2 years	Within 3-5 years
Accounts payable and accrued liabilities	$ 88,686	$ 88,686	$ 88,686	$ -	$ -
Demand loans to related parties	124,326	124,326	124,326	-	-
Lease liability	20,000	20,925	20,925	-	-
Total	$ 233,012	$ 233,937	$ 233,937	$ -	$ -

Interest rate risk

The Company is not exposed to risk in the event of interest rate fluctuations. The Company has no long-term debt other than a lease liability and accordingly has not entered into any interest rate swaps or other financial arrangements that would mitigate the exposure to interest rate fluctuations. For these reasons, the Company considers it is not subject to material risks should interest rates change.

Market risk

The Company is subject to limited market risk as the price of any short-term money market investments that it might hold fluctuates due to market forces. The Company has no control over their fluctuating prices and does not hedge its investments, but the fluctuations are limited in scope and volatility and are unlikely to have a material impact on valuation. At June 30, 2024, the Company held no short-term money market investments.

Foreign currency risk

The Company's functional currency is the Canadian dollar, and transaction amounts based in other currencies are infrequent and immaterial. To date, the Company has had no material exposure to any foreign currency through its cash, receivables, payables, or equity transactions. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

Corporate Governance

The Company's Board of Directors and its audit committee substantially follow the recommended corporate governance guidelines for public companies to ensure transparency and accountability to the shareholders. The current Board of Directors, at the date of this MD&A, is 4 individuals comprised of 3 independent members and 1 member in management, serving as an officer. The audit committee currently consists of 3 financially literate, independent directors.