SCOTCH CREEK VENTURES INC.

Management’s Discussion and Analysis

For the three and twelve months ended December 31, 2023

INTRODUCTION

The following management discussion and analysis (MD&A), prepared as of April 29, 2024, has been prepared in accordance with IFRS Accounting Standards (“IFRS”). The Company’s comparatives amounts in this MD&A have been presented in accordance with IFRS. All amounts are stated in Canadian dollars unless otherwise indicated.

The following information should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023, and the related notes to those financial statements, all of which are available on the SEDAR website at www.sedar.com.

All of the above-referenced financial statements are available on the SEDAR website at www.sedar.com.

Statements in this report that are not historical facts are forward looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward looking statements.

Additional information related to the Company is available for view on SEDAR at www.sedar.com.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute “forward-looking statements”. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below and as detailed under **RISK AND UNCERTAINTIES** in this MD&A.

Risk factors that could affect the Company’s future results include, but are not limited to, risks inherent in mineral exploration and development and mining activities in general, volatility and sensitivity to market prices for commodities, changes in government regulation and policies including environmental regulations and reclamation requirements, receipt of required permits and approvals from governmental authorities, competition from other companies, ability to attract and retain skilled employees and contractors, and changes in foreign currency exchange rates.

Further information regarding these and other factors which may cause results to differ materially from those projected in forward-looking statements are included in the Company’s filings with securities regulatory authorities.

The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

MD&A PREPARATION

This MD&A was prepared as of April 29, 2024. This MD&A should be read in conjunction the financial statements previously referenced above. This MD&A is intended to assist the reader's understanding of Scotch Creek Ventures Inc. and its' operations, business, strategies, performance, and future outlook from the perspective of management. The documents mentioned above, as well as news releases and other important information may be viewed through the SEDAR website at www.sedar.com

NATURE OF BUSINESS AND OVERALL PERFORMANCE

Scotch Creek Ventures Inc. (the "Company") was originally incorporated under the Business Corporations Act of British Columbia on January 9, 2017. The principal business of the Company is the acquisition and exploration of resource properties in North America.

The address of the Company's corporate office and principal place of business is Suite 1140 – 625 Howe Street, Vancouver BC, V6C 2T6.

On December 27, 2018, the Company listed on the Canadian Securities Exchange ("CSE"), and trades under the symbol "SCV" after the closing of a prospectus offering in December 2018.

As at December 31, 2023, the Company held cash of $218,714 compared to $1,845,510 at December 31, 2022.

Amounts capitalized into exploration and evaluation assets at December 31, 2023, totalled $8,916,138 compared to $8,601,229 as at December 31, 2022.

<u>Issuances of share capital:</u>

During the year ended December 31, 2023, the Company issued the following shares:

- 1,250,000 common shares were issued pursuant to the exercise of stock options for gross proceeds of $100,000 ($0.08 per share).

During the year ended December 31, 2022, the Company issued the following shares:

- 150,000 common shares were issued pursuant to the exercise of stock options for gross proceeds of $12,000 ($0.08 per share).

- 916,379 common shares pursuant to the exercise of warrants for gross proceeds of $458,190 ($0.50 per share).

- 3,100,000 common shares with a fair value of $2,480,000 ($0.80 per share) in connection with the acquisition of the Miranda Claims.

Issuances of stock options:

On January 11, 2023, the Company granted 800,000 stock options to Directors and consultants. The stock options are exercisable at a price of $0.20 per share for a period that is three years from the date of grant, expiring January 11, 2026, and vested immediately.

On February 6, 2023, the Company granted 200,000 stock options to a consultant. The stock options are exercisable at a price of $0.30 per share for a period that is three years from the date of grant, expiring February 6, 2026, and vested immediately.

The Company had recorded the fair value of all options granted using the Black-Scholes option pricing model. Share- based payment expense was calculated using the following weighted average assumptions: expected life of options – 3.00 years, expected stock price volatility – 120%, no dividend yield, and a risk-free interest rate yield – 3.93%. Using these assumptions, the weighted average fair value of options granted during the year ended December 31, 2023 was $0.16 per option, for a total of $158,073.

On January 26, 2022, the Company granted 1,000,000 stock options to Directors, Officers, and consultants. The stock options are exercisable at $0.69 per share for a period of three years from the date of grant, expiring January 26, 2025, and vested immediately.

On October 12, 2022, the Company granted 300,000 stock options to a Director and consultants. The stock options are exercisable at $0.23 per share for a period of two years from the date of grant, expiring October 12, 2024, and vested immediately.

On November 3, 2022, the Company granted 440,000 stock options to a consultant. The stock options are exercisable at $0.275 per share for a period of one year from the date of grant, expiring November 3, 2023, and vested immediately.

The Company had recorded the fair value of all options granted using the Black-Scholes option pricing model. Share-based payment expense was calculated using the following weighted average assumptions: expected life of options – 2.32 years, expected stock price volatility – 120%, no dividend yield, and a risk-free interest rate yield – 2.41%. Using these assumptions, the weighted average fair value of options granted during the year ended December 31, 2022 was $0.34 per option, for a total of $586,344.

Cupz Claims

On July 12, 2017, the Company entered into a purchase agreement with Curellie LLC (“Curellie”) of Elko Nevada to acquire a 100% undivided interest in the Cupz unpatented lode claims (Cupz 1-14) located in Esmeralda County Nevada USA.

The terms of the agreement are an outright purchase of the property for $17,000 with a 3% net smelter return (“NSR”) royalty to Curellie.

At any time, the Company may reduce the royalty to 2% by paying $500,000 to Curellie or to 1% by paying $1,000,000.

As at December 31, 2023, the Company has a 100% ownership of 39 Cupz claims covering approximately 806 acres.

Clayton Valley Claims

On March 23, 2021, the Company entered into an agreement to acquire two lithium properties in the Clayton Valley, Nevada. The two projects, Highlands West and Macallan East, are centrally located in the highly prospective Clayton Valley district for lithium exploration and production.

The Highlands West project consists of 176 20-acre placer claims and is located nearby Albermarle's Silver Peak mine, in the Clayton Valley, Nevada, United States of America. During the year the Company completed a geophysics programs and a seismic program and also drilled one hole.

The Company's Macallan East property borders on Pure Energy Minerals Ltd Clayton Valley property. The Macallan East property consists of 157 20-acre claims and is located on the southeast side of the Clayton Valley.

The Company staked an additional 159 lode claims totalling approximately 3,180 acres to complement its existing placer claims and also staked an additional 54 contiguous placer claims based on surface work completed to date. Two drill holes over 1000 feet each were also completed during the year.

The combined claims in the Clayton Valley total 333 (or approximately 6,660 acres) The Company issued 3,000,000 common shares for all of the claims.

On March 31, 2021, the Company expanded the Highlands West claims located in Clayton Valley, Nevada (see above). The additional lithium claims added to the overall lithium exploration land package which is now extended North directly adjacent to Albemarle Corporation Silver Peak Mine. The Company issued 500,000 shares for these additional claims.

The Company's total land package in the Clayton Valley area of which it holds a 100% interest totals approximately 10,180 acres.

During the year the Company followed up on the 2022 drill program with a field program that included gravity, geophysics, seismic, drilling, assays, and property reports.

Miranda Claims

On February 2, 2022, the Company acquired 100% of the Miranda lithium claims in the Jackson Valley, Esmeralda County, Nevada. The Miranda project is located approximately 20 miles southeast of the famous Silver Peak lithium mine. The Miranda lithium project consists of 268 placer claims spanning across approximately 5,360 acres.

The terms of this transaction award the Company with 100% ownership of the Miranda lithium project in exchange for the issuance of 3,100,000 common shares (issued) of the Company and cash consideration of USD $120,000 (paid).

The Company completed a Hybrid-Source Audio-Magnetotellurics ("HSMAT") and a high quality seismic reflection survey on the property in 2022 which identified numerous drill targets. In 2023 the Company completed a surface sampling program which showed a correlation with the 2022 HSMAT results.

SELECTED ANNUAL INFORMATION

The following financial data prepared in accordance with IFRS stated in Canadian dollars is presented as at December 31, 2023, 2022, and 2021:

For the years ended		Year ended December 31, 2023		Year ended December 31, 2022		Year ended December 31, 2021
Total revenue	$	-	$	-	$	-
Net loss for the year	$	(1,010,182)	$	(3,803,522)	$	(2,046,272)
Total assets	$	9,202,044	$	10,597,104	$	10,284,197
Total liabilities	$	65,726	$	708,677	$	128,782
Cash dividends per share	$	-	$	-	$	-
Basic and diluted loss per share	$	0.02	$	0.08	$	0.08

The Company incurred a net loss and comprehensive loss of $1,010,182 during the year ended December 31, 2023, compared to a net loss and comprehensive loss of $3,803,522 for the year ended December 31, 2022.

The most significant differences in expenses incurred in the year ended December 31, 2023, and the year ended December 31, 2022, are discussed below:

- Advertising and marketing expenses decreased by $1,428,878, from $1,626,745 for the 2022 year end to $197,867 in 2023. The decrease was related to a 2022 campaign completed whereby the Company focused on informing the investing public of the new property acquisitions made by the Company and its new focus on lithium resources primarily in the Clayton Valley of the United States of America.

- Social media and other expenses decreased by $712,593, from $836,295 for the 2022 year end to $123,702 in 2023. The decrease was related to a 2022 campaign completed whereby the Company focused on informing the investing community of the new property acquisitions and the new Company's focus on lithium resources as its primary resource objective.

- Share-based payments decreased by $428,271, from $586,344 for the 2022 year end to $158,073 in 2023. The decrease was associated with a reduced level of stock options granted during the current year ended December 31, 2023 compared to 2022.

- Consulting fees decreased by $220,000, from $256,000 for the 2022 year end to $36,000 in 2023. The decrease was associated with 2022 costs incurred in relation to the Company retaining consultants familiar with lithium exploration and its markets during the prior year.

- Travel and related fees decreased by $17,930, from $53,810 for the 2022 year end to $35,880 in 2023. The reduction was associated with less travel completed to the Company's exploration projects and conferences in the current year.

All other expenses were generally consistent with the amounts incurred in the comparative year.

During the year ended December 31, 2023, the Company incurred $314,909 (2022 - $5,017,476) of exploration or evaluation expenditures on its Nevada properties (inclusive of fair value of shares issued).

Three Months Ended December 31, 2023

The Company incurred a net loss and comprehensive loss of $195,636 during the three-month period ended December 31, 2023, compared to a net loss and comprehensive loss of $681,114 for the comparative period ended December 31, 2022.

The overall decrease in net loss of $485,478 was predominantly associated with:

- A decrease in advertising and marketing expenses of $355,342, from $387,839 in 2022 to $32,497 in 2023;
- A decrease in share-based payments expense of $98,702, from $98,702 in 2022 to $Nil in 2023; and
- A decrease in consulting fees of $40,000, from $49,000 in 2022 to $9,000 in 2023.

The overall decrease in loss for the period was partially offset by an increase in social media and other costs of $41,104. All other expenses were generally consistent with the amounts incurred in the comparative period.

Summary of quarterly results

	2023				2022			
	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar
Revenues	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Loss before other items	$ 195,636	$ 205,950	$ 149,791	$ 458,805	$ 681,114	$ 381,177	$ 576,630	$ 2,164,601
Other items	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Net loss	$ 195,636	$ 205,950	$ 149,791	$ 458,805	$ 681,114	$ 381,177	$ 576,630	$ 2,164,601
Loss per share - basic and diluted	$ -	$ -	$ -	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.05)
Shares outstanding	45,729,318	47,428,364	46,178,364	46,178,364	46,178,364	46,178,364	46,178,364	46,178,364

LIQUIDITY AND CAPITAL RESOURCES

The Company is engaged in mineral exploration and has no cash flow from operations.

The Company must rely on equity financing, loans and/or advances to meet its administrative and overhead expenses and to pursue its objectives. At December 31, 2023, the Company held cash of $218,714 (December 31, 2022 - $1,845,510) and had receivables of $2,642 (December 31, 2022 – $90,708). The Company also had current liabilities of $65,726 (December 31, 2022 - $708,677).

At December 31, 2023, the Company had a working capital surplus of $171,353 (December 31, 2022 – $1,238,371).

The Company believes that the current capital resources are not sufficient to pay for continued mineral exploration and overhead expenses for the next twelve months and will need to seek additional funding or find joint venture partners on its project.

OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements to which the Company is committed.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions are in the normal course of operations and are measured at the amount of consideration established and agreed to by the related parties.

Key management personnel are the persons responsible for the planning, directing, and controlling the activities of the Company, and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

During the year ended December 31, 2022, the Company paid or accrued:

- $36,000 (2022 - $36,000) in Directors' fees to two independent Directors of the Company;
- $204,000 (2022 - $204,000) in management fees to companies controlled by two Officers and Directors of the Company;
- $14,765 (2022 - $138,865) in exploration-related geological expenditures to a company controlled by a Director;
- $31,200 (2022 - $31,100) in rent to a company controlled by two Directors; and
- $60,000 (2022 - $60,000) in administrative costs to a company controlled by the spouse of an Officer and Director.

As at December 31, 2023, $13,421 (December 31, 2022 - $48,917) is owing to Directors, Officers and/or companies controlled by Directors and/or Officers and included in accounts payable and accrued liabilities.

During the year ended December 31, 2023, 450,000 stock options were granted to key management personnel, having a fair value on issue of $64,652. During the year ended December 31, 2022, 600,000 stock options were granted to key management personnel, having a fair value on issue of $258,069.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

As at December 31, 2023, the Company’s financial instruments consist of cash, and accounts payable and accrued liabilities.

The carrying value of accounts payable and accrued liabilities approximates its fair value because of the short-term nature of this instrument.

RISK MANAGEMENT

The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include currency, credit, interest rate, liquidity, and commodity price risks. Where material, these risks are reviewed and monitored by the Board of Directors.

Credit risk
The Company is exposed to credit risk by holding cash. This risk is minimized by holding the funds in Canadian banks and credit unions or with Canadian governments. The Company has minimal receivables exposure as its refundable credits are due from the Canadian Government.

Interest rate risk
The Company is exposed to interest rate risk because of fluctuating interest rates. For the year ended December 31, 2023, every 1% fluctuation in interest rates up or down would have an insignificant impact on loss for the year.

Liquidity risk
Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they come due. The Company manages this risk by careful management of its working capital to ensure its expenditures will not exceed available resources.

Currency risk
Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the foreign exchange rates. Management does not believe the Company has a significant level of exposure to currency risk.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates

i. The determination of the fair value of stock options or compensatory warrants using stock pricing models requires the input of highly subjective variables, including expected price volatility. Wide fluctuations in the variables could materially affect the fair value estimate; therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company’s stock options and warrants.

Judgments

i. Recorded costs of mineral property interests and deferred exploration and evaluation costs are not intended to reflect present or future values of these properties. The recorded costs are subject to measurement uncertainty, and it is reasonably possible, based on existing knowledge, that change in future conditions could require a material change in the recognized amount. Management is required, at each reporting date, to review its mineral property interests for signs of impairment. This is a highly subjective process taking into consideration exploration results, metal prices, economics, financing prospects and sale or option prospects. Management makes these judgments based on information available, but there is no certainty that a property is or is not impaired.

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

ii. The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

iii. The financial statements are prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future (note 1). The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures and meet its liabilities for the ensuing year as they fall due, involves judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

If the going concern assumption were not appropriate for these financial statements, then adjustments would be necessary if the carrying value of the assets and liabilities, the reported expenses and the statement of financial position classifications used.

NEW ACCOUNTING STANDARDS

Certain pronouncements have been issued by the IASB or IFRIC that are effective for accounting periods beginning on or after January 1, 2023. The Company has reviewed these updates and determined that many of these updates are not applicable or consequential to the Company and have been excluded from discussion within these significant accounting policies.

EVENTS AFTER THE REPORTING PERIOD

On March 2, 2024. 450,000 stock options exercisable at $0.45 expired unexercised.

OTHER INFORMATION

Outstanding Share Data

a) Authorized

Unlimited common shares, without par value.
Unlimited preferred shares, without par value.

b) Issued

As at April 29, 2024, 47,428,364 common shares of the Company are issued and outstanding.

No preferred shares have been issued from incorporation to April 29, 2024.

Stock Options

As of April 29, 2024, Scotch Creek had the following outstanding stock options:

Options outstanding #	Options exercisable #	Exercise price $	Expiry date
300,000	300,000	0.23	October 12, 2024
550,000	550,000	0.69	January 26, 2025
800,000	800,000	0.20	January 11, 2026
200,000	200,000	0.30	February 6, 2026
1,850,000	**1,850,000**		

Warrants

As of April 29, 2024, Scotch Creek did not have any warrants outstanding.

RISKS AND UNCERTAINTIES

Limited Operating History

The Company is in the early stages of mineral property exploration and development. As a result, it is difficult to evaluate the Company's prospects, and its future success is more uncertain than if it had a longer or more proven history of operations.

History of Losses

The Company has incurred net losses every period since inception and as of December 31, 2023, had an accumulated deficit of $6,860,684.

No History of Dividends

Since incorporation, the Company has not paid any dividends and does not expect to pay such dividends in the foreseeable future, as all available funds will be invested primarily to finance its mineral exploration programs. The Company will need to achieve profitability prior to any dividends being declared.

Dilution

The Company does not generate any revenues from operating and does not have sufficient financial resources to undertake by itself all of its planned activities. The Company has limited financial resources and has financed its operations primarily through the sale of securities such as common shares. The Company will need to continue its reliance on the sale of such securities for future financing, resulting in dilution to the Company's existing shareholders.

Capital and Liquidity Risk

The amount of financial resources available to invest for the enhancement of shareholder value is dependent upon the size of the treasury, profitable operations, and a willingness to utilize debt and issue equity.

Due to the size of the Company, financial resources are limited and if the Company exceeds growth expectations or finds investment opportunities it may require debt or equity financing. There is no assurance that the Company will be able to obtain additional financial resources that may be required to successfully finance transactions or compete in its markets on favourable commercial terms.

Dependence on Key Personnel

Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and the competition for professionals is intense.

The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.