

**ALERIO GOLD CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND
RESULTS OF OPERATIONS
FOR THE NINE MONTHS ENDED MAY 31, 2024**

The following is management's discussion and analysis ("MD&A") of the financial condition and results of operations of Alerio Gold Corp. (formerly Project One Resources Ltd., the "Company") for the nine months ended May 31, 2024. This MD&A should be read in conjunction with the Company's condensed interim financial statements for the nine months ended May 31, 2024, and the audited financial statements for the year ended August 31, 2023 and the related notes. The financial statements summarize the financial impact of the Company's financings, investments, and operations. The accompanying Financial Statements and related notes are presented in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Please refer to the *Cautionary Notices Regarding Forward Looking Statements* in this MD&A, especially regarding forward looking statements. All figures are in Canadian dollars unless otherwise stated.

This MD&A has been reviewed by the Company's Audit Committee and approved and authorized for issue by the Company's Board of Directors on July 30, 2024. The information contained within this MD&A is current to the same date.

Cautionary Notices Regarding Forward Looking Statements

While the Company believes that the assumptions underlying any forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this document. The Company disclaims any intention or obligation to update or revise any forward-looking statement, whether it should be revised because of new information, future events or otherwise, unless required to do so by the applicable securities laws.

OVERVIEW

The Company was incorporated on March 22, 2018 in the Province of British Columbia, Canada by registration of its Incorporation Application and Notice of Articles pursuant to the BC Act. The Company's business and registered office address is currently located at Suite 1000-409 Granville Street, Vancouver, British Columbia, V6C 1T2.

The Company's common shares trade on the Canadian Stock Exchange ("CSE") under the symbol ALE. On November 22, 2021, the Company was accepted for listing and commenced trading on the Frankfurt Stock Exchange under the symbol "3FRO" with a WKN number of A3C6XZ.

The Company's primary business to date has been to identify, explore and develop opportunities in the resource sector through acquisition or joint venture. In fiscal 2022, the Company was focused on concluding an acquisition in Guyana, South America which consists of two gold mining properties, the Tassawini and Harpy properties. The acquisition closed on October 28, 2021 at which time the Company's name was changed to Alerio Gold Corp. and the Company's common shares resumed trading on November 2, 2021 under a new symbol "ALE". The Company's current property focus is the Tassawini gold property ("Tassawinni" or the "Property"). The objective is to start up all current facilities and assets at the Tassawini site and commence further property exploration activities. The property has been issued a mining permit.

The Company will continue with its principal business of acquisition, exploration and evaluation of resource properties with its main focus in Guyana, South America.

History and Description of the Company

Prior to the recent transaction, the Company undertook steps to develop its business, including recruiting directors and officers with the skills required to operate a public company. During 2018, the Company entered into a Mineral Property Purchase Agreement to acquire an initial property (the Aura property") for shares, raised sufficient capital to commence initial exploration on that property and engaged an agent to assist in obtaining a listing on the CSE.

On August 28, 2018, the Company raised \$174,500 through the issuance of 3,290,000 common shares at \$0.05 per share.

Prior to the public listing of its common shares on the CSE, the Company completed an exploration program on the Aura property consisting of airborne magnetic and radiometric surveys, satellite image analysis and digital elevation modelling and a systematic evaluation of available stream, soil, and rock geochemical data for the Aura project area.

On June 12, 2019, the Company closed a public offering and raised \$400,000 in gross proceeds through the issuance of 4,000,000 common shares at a price of \$0.10 per share. At the same time, the Company's common shares began trading on the CSE under the symbol PJO.

After the closing of the public offering, the Company continued to undertake exploration activities at the Aura property throughout 2019 and 2020.

The latest exploration activities indicated that IP surveys and drilling would be warranted, however the costs of these programs could not be estimated at that stage. It was determined that his type of follow up work would require permitting through the Ministry of Mines and consultation with affected First Nations.

Due to required permitting and additional extensive financing needed for any ongoing major exploration work on the Aura property, the Company attempted to identify other project opportunities, both mineral properties and other business entities that could be acquired. In December 2020, the contract geologist filed an updated property plan for the Aura project with the BC Department of Mines.

In 2021, the Company decided to pursue projects in Guyana, South America.

On October 28, 2021, the following board of directors were appointed, Jonathan Challis, Geoff Balderson, Greg Smith, Lee Graber and Allan Fabbro. Jonathan Challis was also appointed CEO and Geoff Balderson was appointed corporate secretary and CFO. On December 16, 2022, Jonathan Challis stepped down as CEO and remained as a director of the Company and Allan Fabbro assumed the position of CEO.

Mineral projects

Tassawini Gold Project

The Tassawini Gold Project totals 3,413 acres (or 1,381 hectares) in size and is located approximately 175 kilometres to the northwest of the capital city of Georgetown, in Guyana, South America. Significant previous work has been performed on the Property since 2004 by previous owners that includes 47,509 meters of drilling in 1,279 core and reverse circulation drill holes; extensive trenching; metallurgical testing; geophysics and mapping.

The previous work completed on the Property resulted in an historical indicated resource containing 10,766,000 tonnes grading 1.3 grams per tonne gold (or 437,000 ounces (oz) gold) and an additional historical inferred resource of 614,000 tonnes grading 1.7 grams per tonne gold (or 62,000 oz gold) that was estimated by SRK in a mineral resource estimation dated July 21, 2008, and revised on Feb. 10, 2010. The resource appears to be open in multiple directions and at depth. The historical mineral resource practices for the Tassawini and Sonne deposits at a cut-off grade of 0.5 grams of gold per tonne (g/t) were in accordance with CIM Estimation of Mineral Resource and Mineral Reserve Best Practice Guidelines (November 29, 2019), and followed CIM Definition Standards for Mineral Resources and Mineral Reserves (May 10, 2014), that are incorporated by reference into National Instrument 43-101 ("NI 43-101") prepared by Timothy Strong, MIMMM, QP. The data and procedures employed by SRK and the historical resource is

considered reliable and it was a valid resource estimation in 2010. The historic resource estimate used geological interpretation to prepare wireframes, data validation, and statistical analyses including variograms. Composites were capped for gold grades, block size was determined by drill spacing, and grades were estimated into the block model using ordinary kriging. Mineral resource classification was carried out using a combination of drillhole spacing, geological and wireframe confidence. Pit optimization studies were conducted to determine the depth to which resource estimates were reported. Since 2010, a qualified person has not done sufficient work to classify the historical estimation as current mineral resources and the Company is not treating the historical resource estimation as a current mineral resource. Additional confirmation drilling and updated topographic surveying is required to update the historic resource estimate. The historical estimate should not be relied upon. Further information on the Property and additional details for the historical resource estimate are included in the current technical report titled "Technical Report on the Tassawini Gold Project, Co-operative Republic of Guyana", with an effective date of September 7, 2021, prepared by Kangari Consulting in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* and available under Alerio's SEDAR+ profile at www.sedarplus.ca.

The extensive exploration which has been done on the Property, has outlined excellent potential to expand the previously defined gold mineralization. The Property has significant exploration potential that includes the Sonne zone with a previously defined gold-in-soil anomaly similar in size to the historic resource area and is located only 400 metres to the west. In addition, there are approximately 15 other gold and/or geophysical anomalies within the Property that need further exploration.

The Property has established infrastructure in place that includes a 120-person camp and facilities, a commercial airstrip, and river docking capacity for 1,000-tonne barge access. The Property was issued a mining permit allowing for medium scale production in 2018. The mining permit is renewable in 5-year cycles.

The Tassawini Gold Project is the Company's principal asset.

On October 5, 2021, the Company entered into an agreement to acquire 100% of the right, title and interest to two gold properties in Guyana known as the Tassawini and Harpy properties with each property holding four mining permits. As consideration, the Company paid \$636,889 (US\$500,000) and issued 50,000,000 common shares with a fair value of \$12,500,000. The Company also capitalized \$199,218 in legal costs incurred in connection with this acquisition. Goldeneye Capital Ltd. will retain a 3% royalty over the Tassawini property, and the Company has an option to repurchase up to one-half of the 3% royalty for US\$3,000,000 per percentage point.

The transaction required CSE and shareholder approval which were both received on or before November 2, 2021. A Form 2 Listing Statement was filed on the CSE website and on Sedar. The transaction also involved the Company changing its name to "Alerio Gold Corp." and changing its CSE trading symbol to ALE.

On December 7, 2022, Alerio Gold announced results of a Remote Sensing Survey completed on the Tassawini Gold Property by Auracle Geospatial Science Inc ("Auracle") which included an updated topographic map as well as structural interpretation of the Property. The results of the work generated several high priority Targets outside of the Tassawini Historical Resource area. The remote sensing work conducted by Auracle, focused on locating and identifying sub surface features within the Property and the completion of an updated topographic surface with the preparation of a new Digital Elevation Model ("DEM"). The DEM is a vital component to the anticipated updated Mineral Resource Estimate and to future exploration and drill programmes.

The Company expects to perform the following activities on Tassawini Gold project in 2024/2025:

- Update Tassawini Deposit Model:

The current Tassawini deposit model, originally completed in 2008, requires updating using current inputs. This can be achieved using the existing database, with an estimated cost of \$10,000 to \$12,000 and a projected duration of two months in 2024. It is recommended that the updated Tassawini deposit model be completed before the commencement of field activities. The updates will include significant changes to several key

inputs, such as gold price, mining costs, and processing costs. This work will be carried out by qualified personnel.

- Re-establish access, Camp, and Field Presence / Community Relations:

The first phase at Tassawini must involve re-establishing access, upgrading the camp, and establishing a continued presence. Additionally, it is essential to complete required community relations and any necessary meetings with local inhabitants and stakeholders. The estimated cost for this phase is \$35,000 per month, totaling \$105,000, with a duration of three months. Before initiating field activities, ensure all legal and permitting requirements are in place for the commencement of exploration activities on the Tassawini Gold Project. It is crucial to complete consultations and meetings with local communities prior to starting field activities. Furthermore, hire a Guyana-based geologist and initiate a regular rotation to commence field activities on the project.

- Drone /Remote Sensing Survey (subject to availability):

A drone or remote sensing-based survey is planned to provide updated topographical data, photos, and detailed surveying. This will include identifying locations of any previous exploration activities, such as trenches and drill holes, as well as the current extent and location of small-scale mining operations. The estimated cost for this survey ranges from \$55,000 to \$75,000, with a duration of 1.5 months, to be conducted concurrently with the second phase.

- Surface Sampling, relocation of previous drill holes, etc:

Once the geologists are on site, a priority will be to relocate and sample all available mineralized outcrops exposed by the small-scale mining activity. This will be guided by the control provided by the orthophoto from the drone survey. The process may also include the completion of selected trenches. The estimated cost for this phase is between \$65,000 and \$85,000, with a projected duration of four months.

- Phase 1 Drill Program:

Phase 1 Diamond Drilling on the Tassawini Gold Project will focus on testing the historical resource area. This phase will include twinning some previous drill holes with the goal of upgrading the resource to NI 43-101 compliance. Additional drilling will aim to further define the continuity of previous gold-silver mineralization intersected in past drilling. The estimated cost for this phase is between \$300,000 and \$350,000, with a duration of six months.

The Company is currently operating with limited cash reserves but is optimistic about raising the necessary funds once the cease trade order is lifted. Once funds are raised, the above-mentioned exploration activities will commence.

Purini Properties, Guyana

On June 28, 2022, the Company entered into an asset purchase agreement with Purini Partnership to acquire 100% interest in five prospecting permits located near the Purini River in the Mazaruni Mining District No. 3, Guyana. As consideration, the Company paid \$300,000 and issued 27,000,000 common shares with a fair value of \$2,430,000. In connection with the asset purchase, the Company issued 1,000,000 common shares with a fair value of \$100,000 to RSJ Consulting Inc. to facilitate the transaction. The Company also capitalized \$39,843 in legal costs incurred in connection with this asset purchase. The transaction with Purini Partnership was arms-length.

OVERALL PERFORMANCE

Summary of Quarterly Reports

A summary of results for the most recent eight quarters are as follows:

For the three-month period ending	May 31, 2024	February 29, 2024	November 30, 2023	August 31, 2023
Revenue	\$nil	\$nil	\$nil	\$nil
Net loss and comprehensive loss	\$(90,915)	\$(63,284)	\$(43,695)	\$(581,428)
Basic and diluted loss per share	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.01)

For the three-month period ending	May 31, 2023	February 28, 2023	November 30, 2022	August 31, 2022
Revenue	\$nil	\$nil	\$nil	\$nil
Net loss and comprehensive loss	\$(52,482)	\$(135,411)	\$(153,813)	\$(370,932)
Basic and diluted loss per share	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)

Fourth Quarter

N/A

Results of Operations

The Company anticipates that, for the foreseeable future, quarterly results of any mineral exploration operations will primarily be impacted by several factors, including the timing of exploration and the efforts and timing of expenditures related to the development of the Company. Due to fluctuations in these factors, the Company believes that the period-to-period comparisons of mineral exploration operating results are not a good indication of its future performance.

During the three months ended May 31, 2024:

The Company has no producing properties, and consequently no sales or revenues during the three months ended May 31, 2024 and incurred a net loss and comprehensive loss of \$90,915 as compared to the net loss of \$52,482 for the comparable three months ended May 31, 2023.

Total expenses for the three months ended May 31, 2024, amounted to \$90,915 as compared to \$72,684 for the comparable quarter, an increase of approximately \$18,000.

The main increase can be attributed to the following:

Consulting fees have increased to \$38,484 as compared to \$24,000 for the comparable quarter. This increase is due to the Company engaging Sunshrine Capital Corp, a company controlled by the VP of Corporate Development, for consulting services aimed at developing policies and strategic plans for the Company.

During the current quarter, filing and transfer agent fees increased to \$17,685 from \$3,290 for the comparable quarter. This increase was due to the penalty the Company paid for late filing of the annual statements for the year ended August 31, 2023, as well as the Q1 and Q2 statements for the year ending August 31, 2024.

All other costs are consistent with maintaining the Company's reporting issuer status. The Company is planning to raise additional working capital through equity financing to maintain operations.

During the nine months ended May 31, 2024:

The Company has no producing properties, and consequently no sales or revenues during the nine months ended May 31, 2024, and incurred a net loss and comprehensive loss of \$197,894 as compared to the net loss and comprehensive loss of \$341,706 for the comparable nine months ended May 31, 2023.

Total expenses for the nine months ended May 31, 2024, amounted to \$197,894 as compared to \$362,088 for the comparable period, a decrease of approximately \$164,000.

The main decrease can be attributed to the decrease in consulting fees and financing cost.

Consulting fees have decreased to \$67,884 as compared to \$202,833 for the comparable period, as the Company had reduced the number of consultants in the current period due to cash constraints.

During the current period, the Company did not incur any financing costs as compared to the \$21,700 incurred in the comparable period pursuant to a loan agreement.

All other costs are consistent with maintaining the Company's reporting issuer status. The Company is planning to raise additional working capital through equity financing to maintain operations.

Liquidity and Capital Resources

As at May 31, 2024, the Company had a working capital deficiency of \$1,248,603 (August 31, 2023 – working capital deficiency of \$1,042,178).

The Company's budget is its working capital and believes that the current capital resources is not sufficient to pay overhead expenses and exploration program for the next twelve months and continues to raise additional funding to fund its future exploration program, marketing and general working capital and towards potential mineral projects, if such opportunities arise. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

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

On December 15, 2023, the Company issued a promissory note for proceeds of \$57,700 to a lender conducted at arm's length. The promissory note is unsecured, non-interest bearing and is payable on demand. The Company used the \$57,700 towards reducing the payables and supporting general working capital which is consistent with the intended purpose when the note was entered.

On April 25, 2024, the Company issued a promissory note for proceeds of \$35,000 to a director of the Company. The promissory note is unsecured, non-interest bearing and is payable on or before August 1, 2024. The Company used the \$35,000 towards reducing the payables and supporting general working capital which is consistent with the intended purpose when the note was entered.

On April 26, 2024, the Company issued a promissory note for proceeds of \$35,000 to a lender conducted at arm's length. The promissory note is unsecured, non-interest bearing and is payable on or before August 1, 2024. The Company used the \$35,000 towards reducing the payables and supporting general working capital which is consistent with the intended purpose when the note was entered.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

N/A

Subsequent Events

N/A

Significant Accounting Policies and Estimates

The preparation of financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amounts of assets, liabilities revenues and expenses. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances and require judgment on matters which are inherently uncertain. Details of the Company's significant accounting policies can be found in the notes of the financial statements.

New Accounting Standards

The Company is aware of certain new accounting standards which are reasonably expected to have an impact on disclosures, financial position or performance when applied at a future date. Details of these changes can be found in the notes of the financial statements.

Outstanding Share Data

Below is the summary of the Company's share capital as at May 31, 2024 and as of the date of this report:

Security description	As at	
	May 31, 2024	MD&A
Common shares – issued and outstanding	101,230,827	101,230,827
Warrants issued in private placements	3,000,000	3,000,000
Common shares – fully diluted	104,230,827	104,230,827

Related Party Transactions

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

Related Party	Relationship to Company as at May 31, 2024	Business Purpose of Transaction	Amount and Measurement Basis	Ongoing Commitments
Harmony Corporate Services Ltd.	Company controlled by the CFO	Consulting services	May 31, 2024 - \$28,350 May 31, 2023 - \$27,000	\$37,800 payable annually
Sunshrine Capital Corp.	Company controlled by the VP of Corporate Development	Consulting services	May 31, 2024 - \$35,500 May 31, 2023 - \$Nil	\$5,000 per month and issuance of 500,000 stock options

Included in accounts payable and accrued liabilities for May 31, 2024 are:

- (a) \$21,140 (August 31, 2023 - \$5,700) owed to a company controlled by the CFO;
- (b) \$35,500 (August 31, 2023 - \$Nil) owed to a company controlled by the VP of Corporate Development; and
- (c) \$9,975 (August 31, 2023 - \$9,975) owed to a company controlled by the COO advanced to the Company for working capital purposes.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, to support its activities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital and cash.

The Company will continue to assess new sources of financing available and to manage its expenditures to reflect current financial resources in the interest of sustaining long term viability. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's capital management objectives, policies and processes have not changed over the period presented. The Company is not subject to any externally imposed capital requirements.

Adoption of New and Amended IFRS Pronouncements

The Company has consistently applied the accounting policies and the significant judgments, estimates and assumptions set out in Notes 3 and 4 of the Company's year-end audited financial statements.

Risks

The Company is subject to risks inherent in the mineral exploration business and all other potential business activities as well as general economic and business conditions. For more information on the Company, readers should review the Company's disclosure that is available on the Company's website at www.aleriogold.com as well as at <http://www.sedarplus.ca/>

Currency Risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk as it does not have any liabilities with variable rates.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk, the Company would intend to place its cash these instruments with a high-quality financial institution.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when due.

As at May 31, 2024, the Company had a working capital deficiency of \$1,248,603 (August 31, 2023 – working capital deficiency of \$1,042,178). The Company plans to raise financing from private placements to meet its current and

future obligations. The Company intends to conduct a private placement once the Company has been reinstated for trading. The Company has been in discussions with several potential sources of financing. However, no definitive agreements have been reached at this time. The Company does not anticipate securing any definitive financing commitments until trading has been reinstated, as investors need to see the Company's cease trade order (CTO) revoked before committing to an investment.

Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

Exploration Stage Mineral Exploration Risks

Exploration stage mineral exploration companies face a variety of risks with very few exploration projects successfully achieving development stage due to factors that cannot be predicted or anticipated. Even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed.

Foreign Operations Risks

Engaging in foreign operations, particularly in Guyana, presents several unique risks for the Company with mineral properties in the region. One significant risk is the potential for geopolitical instability, which can impact the operational environment and lead to uncertainties in regulatory and legal frameworks. Additionally, navigating the local business climate may involve challenges related to cultural differences, legal compliance, and corruption. Fluctuations in the local currency and economic conditions can also affect financial performance. Environmental regulations and community relations in Guyana may pose additional operational hurdles, potentially impacting project timelines and costs.

Financing Risks

The Company has no history of earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its securities. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the properties owned by the Company.

While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of the Property, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to existing shareholders. At present it is impossible to determine what amounts of additional funds, if any, may be required.