GOLDHAVEN RESOURCES CORP.
(An Exploration Stage Company)

Management's Discussion and Analysis

For the Year ended
July 31, 2024

Corporate Head Office
#2288 – 1177 West Hastings Street
Vancouver, BC
V6E 2K3

INTRODUCTION

This Management Discussion & Analysis ("MD&A") for GoldHaven Resources Corp. (the "Company" or "GoldHaven") for the year ended July 31, 2024, has been prepared by management, in accordance with the requirements of National Instrument 51-102, as of November 22, 2024, and compares its financial results for the year ended July 31, 2023. This MD&A provides a detailed analysis of the business of GoldHaven and should be read in conjunction with the Company's audited consolidated financial statements and accompanying notes for the year ended July 31, 2024.

The Company's reporting currency is the Canadian dollar, and all monetary amounts in this MD&A are expressed in Canadian dollars unless otherwise stated. References to "US$" are to United States dollars. The Company is presently a "venture issuer" as defined in NI 51-102.

On October 2, 2024, the Company common shares were consolidated on a basis of one post-consolidated common share for every four pre-consolidated common shares. The number of shares, options, warrants and per share amounts presented have been retrospectively adjusted to reflect the impact of the share consolidation.

Caution Regarding Forward Looking Statements

This MD&A contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and US securities legislation, including the United States *Private Securities Litigation Reform Act of 1995*. Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the Company's strategies and objectives, both generally and in respect of its specific mineral properties; the timing and cost of planned exploration programs of the Company; the duration thereof and the timing of the receipt of results therefrom; the Company's future cash requirements; general business and economic conditions; the potential for the Company to secure rights to, or to earn an interest in, additional mineral properties; the proposed use of the proceeds of the private placements completed by the Company; and the Company's expectation that it will be able to enter into agreements to acquire interests in additional mineral projects, particularly with respect to projects prospective for gold. All statements, other than statements of historical fact are forward-looking statements. Information concerning mineral resource estimates also may be deemed to be forward-looking statements in that it reflects a prediction of the mineralization that would be encountered if a mineral deposit were developed and mined. Forward-looking statements are typically identified by words such as: "believe", "expect", "anticipate", "intend", "estimate", "plan", "forecast" and similar expressions, or which by their nature refer to future events. By their very nature forward-looking statements involve 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 the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities and the Company's inability to identify one or more economic deposits on its properties; future prices of mineral resources; accidents; dependence on key personnel; labour pool constraints; labour disputes; availability of infrastructure required for the development of mining projects; delays or inability to obtain governmental and regulatory approvals for mining operations, financing or for the completion of development or construction activities; the performance, or lack thereof, of third parties; and other risks identified herein under "Risk Factors".

The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results are likely to differ, and may differ materially and adversely, from those expressed or implied by forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove incorrect, including, but not limited to, assumptions as to: the availability of financing for the Company's exploration and development activities; operating and exploration costs; the Company's ability to retain and attract skilled staff; timing of the receipt of regulatory and governmental approvals for exploration projects and other operations; market competition; the level and volatility of the prices for precious and base metals, including gold, silver and copper; the ability of the Company to negotiate suitable access agreements with the holders of surface rights to the Company's optioned mineral properties, including with respect to the timing and costs thereof; and general business and economic conditions.

These forward-looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation, to update these forward-looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

Cautionary Note to US Investors

Information concerning mineral properties in this MDA has been prepared in accordance with Canadian disclosure standards under applicable Canadian securities laws, which are not comparable in all respects to United States disclosure standards. The terms "mineral resource", "measured resource", "indicated resource" and "inferred resource" (and similar expressions) used in this MDA are Canadian mining terms as defined in accordance with National Instrument 43-101 under guidelines set out in the standards set by the Canadian Institute of Mining, Metallurgy and Petroleum.

While the terms "mineral resource", "measured resource", "indicated resource" and "inferred resource" are recognized and required by Canadian regulations, they are not defined terms under the standards of the U.S. Securities and Exchange Commission ("SEC"). As such, certain information contained or incorporated by reference in this MDA concerning descriptions of mineralization and resources under Canadian standards is not comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC. An "inferred resource" has a great amount of uncertainty as to its existence and as to its economic and legal feasibility. It cannot be assumed that all or any part of an "inferred resource" will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred resources may not form the basis of feasibility or other economic studies. Investors are cautioned not to assume that all or any part of measured, indicated or inferred resources will ever be converted into Mineral Reserves. Investors are also cautioned not to assume that all or any part of an "inferred resource" exists, or is economically or legally mineable.

Caution Regarding Adjacent or Similar Exploration and Evaluation Assets

This MD&A contains information with respect to adjacent or similar mineral properties in respect of which the Company has no interest or rights to explore or mine. The Company advises US investors that the mining guidelines of the US Securities and Exchange Commission (the “SEC”) set forth in the SEC’s Industry Guide 7 (“SEC Industry Guide 7”) strictly prohibit information of this type in documents filed with the SEC.

All readers are cautioned that the Company has no interest in or rights to acquire any interest in any such properties, and that mineral deposits on adjacent or similar properties, and any production therefrom or economics with respect thereto, are not indicative of mineral deposits on the Company’s properties or the potential production from, or cost or economics of, any future mining of any of the Company’s mineral properties.

Caution Regarding Historical Results

Historical results of operations and trends that may be inferred from the discussion and analysis in this MD&A may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant reductions in the price of the Company’s securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations, thus resulting in the Company losing its rights to some or all of its mineral properties. See “Risk Factors”.

All of the Company's public disclosure filings, including its most recent material change reports, press releases and other information, may be accessed via www.sedar.com and readers are urged to review these materials, including the technical reports filed with respect to the Company’s exploration and evaluation assets.

BUSINESS OF THE COMPANY

The Company is a mineral exploration and development company. Its principal activities consist of evaluating, acquiring, exploring and developing mining properties.

Mineral exploration and development of mining properties are expected to constitute the principal business of the Company for the coming periods. In the course of realizing its objectives, it is expected that the Company will enter into various agreements specific to the mining industry, such as option agreements for mining concessions, joint venture agreements, project acquisition or financing agreements.

Outlook
The Company's immediate priority is to complete its planned exploration programs for its Canada projects, while evaluating GoldHaven's other opportunities.

Corporate Structure
GoldHaven Resources Corp. was incorporated on February 20, 2019 under the laws of British Columbia under the name Altum Resource Corp., the name change being effective June 24, 2021.

GoldHaven's head office is located at Suite 1570 – 200 Burrard Street, Vancouver, BC, Canada V6C 3L6 and its registered and records office is located at Suite 1570 – 200 Burrard Street, Vancouver, BC, Canada V6C 3L6.

On September 15, 2021, the Company acquired all of the common shares of 1243461 B.C. Ltd. ("3461"), a private, B.C. incorporated company. 3461 owns an unilateral option to purchase the Apolo Project properties - see "Mineral Projects/Chile Projects".

On September 11, 2021, the Company incorporated GoldHaven Resources Chile SpA, a wholly-owned subsidiary of the Company, to hold its Chilean projects – see "Mineral Projects/Chile Projects".

On June 9, 2023, the Company announced that it has ceased all negotiations with Oro Atacama SpA. After several months of negotiations, no deal was reached with respect to the near-production properties Los Sapos, India Coya, and Pepita. During the year ended July 31, 2023, the Company decided to refocus its efforts on its Canadian Properties and has written down all its Chilean Properties and notified all Optionors by terminating its Option Agreements.

On April 16, 2024, the Company announced that it entered into an Option Agreement to acquire a 100% interest in the Powerline Uranium Project with Ameranium Resources Corp. dated April 15, 2024, for a 100-per-cent legal and beneficial interest in and to 630 lode claims in Grand county, Utah, covering 13,008 acres. The Powerline option agreement sets out that Goldhaven may acquire a 100-per-cent interest in and to the property by exercising two separate options (first option and second option), whereas the first option shall expire by July 1, 2024, and the second option expires by Dec. 31, 2025. By exercising the first option, Goldhaven may acquire an undivided interest in and to 40 lode claims encompassing approximately 800 acres of the property in consideration of 8.8 million common shares of Goldhaven. Goldhaven may acquire the remaining 590 lode claims in the property encompassing approximately 12,208 acres by exercising the second option and in consideration of 17.6 million common shares for the remainder of the property. In the event that Goldhaven does not exercise the first option and the second option by such foregoing deadline dates, such option or options shall expire and be of no force or effect. Further, if the first option is not exercised by its deadline being July 1, 2024, the second option shall automatically expire on July 2, 2024, and be of no force or effect (Refer to the Company's April 16, 2024, and May 7, 2024, News Releases). On May 28, 2024, the Company decided not to move forward with the option agreement with Ameranium pursuant to the Powerline Uranium Project, Arizona, and has provided a termination notice making the termination effective June 26, 2024.

On October 31, 2024, the Company entered into a definitive securities exchange agreement with Copper Peak Metals Inc., pursuant to which the Company has agreed to acquire all of the issued and outstanding shares of Copper Peak from the Copper Peak shareholders in exchange for:

- 3.99 million common shares of the company at a deemed price of nine cents per consideration share for total deemed consideration of $359,100 (Issued on November 8, 2024);

- 500,000 common share purchase warrants, each exercisable at 10 cents per warrant to acquire one common share of the company until September 16, 2027;
- 500,000 common share purchase warrants, each exercisable at 10 cents per warrant to acquire one common share of the company until August 22, 2027.

Copper Peak has an acquisition agreement for the acquisition of a 100-per-cent interest in the Magno property. The future obligations under this acquisition agreement include the payment of $93,334 to the underlying property optionor, Gerry Diakow, by January 29, 2025. In connection with the closing of the transaction, it is expected that Mr. Diakow will be appointed to the board of directors of Goldhaven. The closing is expected to occur on November 8, 2024, or such other date upon which the company and Copper Peak mutually agree, which closing is subject to customary closing conditions, including filings with the Canadian Securities Exchange, satisfactory due diligence investigations and no material adverse change happening with respect to either party prior to the closing date. Out of the 3.99 million consideration shares, 2.99 million consideration shares shall be subject to a pooling arrangement, where 10 per cent of such shares shall be released on closing and the balance shall be released in six tranches of 15 per cent every six months.

Following is a visual presentation of the Company's corporate organization:

Personnel
In addition to its staff located in Vancouver, the Company also engages consultants, when necessary, to provide geological, metallurgical, and other corporate and technical consulting services.

Management
As of the MDA Date, the Company's Officers are Bonn Smith (CEO), Sead Hamzagic (CFO and Corporate Secretary).

On November 8, 2024, the Company reported that the board of directors have appointed to the board Stephen Gerald Diakow.

On August 19, 2024, the Company reported that the board of directors have appointed Michael Stier and Chris Cooper to the board, effective immediately and has accepted the resignations of David Smith and W. Scott Dunbar as directors.

On April 6, 2023, Bonn Smith was appointed CEO after the March 22, 2023, resignation of Justin Canivet.
On November 10, 2022, Bertram T. von Plettenberg joined the Company's board of directors and became a strategic adviser to the management team. On June 8, 2023, Mr. von Plettenberg resigned to pursue other ventures.

At the Company's August 25, 2022, Annual General Meeting, the Company's shareholders elected Patrick Burns, Gordon L. Ellis, Scott Dunbar and David Smith as directors of the Company. On May 31, 2023 Mr. Burns resigned to pursue other ventures.

Qualified Person:
Daniel MacNeil, P.Geo, was the historical Qualified Person as defined by National Instrument 43-101 Standards of Disclosure for the historical Mineral Projects.

EXPLORATION AND EVALUATION ASSETS

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all its exploration and evaluation assets and, to the best of its knowledge, title to all its properties are in good standing on the Company's current properties retained.

	CANADA		CHILE				Total
	Smoke Mountain BC	Pat's Pond & O'Neill Nfld	Coya	Coya 6	Rio Loa	Apolo	
			Maricunga Gold Belt				
Balance July 31, 2022	**$ 628,652**	**$3,103,359**	**$ 551,411**	**$ -**	**$ 1**	**$ 4,356,230**	**$ 8,639,653**
Acquisition costs:							
Cash	68,750	-	40,893	-	82,361	67,500	259,504
Shares	169,755	111,333	-	80,000	-	-	361,088
Acquisition costs for the year	**238,505**	**111,333**	**40,893**	**80,000**	**82,361**	**67,500**	**620,592**
Deferred exploration costs:							
Consulting	-	-	31,605	-	-	-	31,605
Field exploration	800,246	41,214	1,820	-	-	15,814	859,094
Field exploration (recoveries)	-	(72,902)	-	-	-	-	(72,902)
Exploration costs for the year	**800,246**	**(31,688)**	**33,425**	**-**	**-**	**15,814**	**817,797**
Total for the year	**1,038,751**	**79,645**	**74,318**	**80,000**	**82,361**	**83,314**	**1,438,389**
Write-off of exploration costs	**-**	**(3,183,003)**	**(625,729)**	**(80,000)**	**(82,362)**	**(4,439,544)**	**(8,410,638)**
Balance July 31, 2023	**1,667,403**	**1**	**-**	**-**	**-**	**-**	**1,667,404**
Acquisition costs:							
Cash	-	-	-	-	-	-	-
Shares	70,577	-	-	-	-	-	70,577
Acquisition costs for the year	**70,577**	**-**	**-**	**-**	**-**	**-**	**70,577**
Deferred exploration costs:							
Consulting	35,000	-	-	-	-	-	35,000
Field exploration (recovery)	(101,762)	-	-	-	-	-	(101,762)
Reports	4,556	-	-	-	-	-	4,556
Travel	4,519	-	-	-	-	-	4,519
Exploration costs for the year	**(57,687)**	**-**	**-**	**-**	**-**	**-**	**(57,687)**
Write-off of exploration costs	(1,680,293)	(1)	-	-	-	-	(1,680,294)
Balance July 31, 2024	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**

MINERAL PROJECTS - CANADA

References to other mines and deposits made below provide context for the Smoke Mountain and Pat's Pond/O'Neill projects which occur in similar geologic settings. These projects do not necessarily host similar grades and tonnages of mineralization.

Smoke Mountain Project – B.C., Canada

On May 15, 2021, the Company entered into an earn-in agreement expiring May 15, 2024 (extended), under which the Company may earn a 100% interest in the 4 claims consisting of 4,190 hectare (42 km^2) Smoke Mountain copper-gold property located in central British Columbia approximately 60 kilometers southwest of Houston and 23 km north-northwest of Imperial Metals Corporation's Huckleberry copper-molybdenum-silver Mine. The property is accessible via a series of gravel forest service roads off Highway 16.

The Smoke Mountain Project was considered to be a strategic land position within an 85-kilometer-long belt of copper, gold and silver endowed magmatic-hydrothermal mines, deposits and occurrences in west central British Columbia. Historic work at Smoke Mountain includes mapping and sampling which highlights the presence of high-grade gold mineralization, in addition to a significant surface area with mineralized veins and alteration footprints. The Smoke Mountain land position is road accessible.

In consideration of the granting of the Option and to maintain the Option, the Company is required to make cash payments to the optionors in the amount of $375,000 and issue to the optionors an aggregate of $450,000 of equivalent GoldHaven Shares during the Option Period, as follows:

Payment Period	Consideration in Cash	Cash	Consideration value in Shares	Number of Shares issued
On May 15, 2021	$ 25,000	Paid	$ 112,500	10,653 shares issued
On or before July 15, 2022	50,000	Paid	112,500	10,654 shares issued
On or before July 15, 2023	100,000	(1)	112,500	10,653 shares issued
On or before July 15, 2024	200,000	-	112,500	10,653 shares issued
Totals	**$ 375,000**		**$ 450,000**	

Footnotes:

(1) The optionors have agreed to postpone the Cash payment of $100,000 (Amended Agreement) until June 3, 2024. The Company issued 53,572 shares with a fair value of $20,357 for the amending agreement for the amending agreement.

(2) The Company and optionors entered a second amending agreement to further postpone the cash payment of $100,000 until June 3, 2024. During the year ended July 31, 2024, the Company issued 53,572 shares with a fair value of $15,000 for the second amending agreement (Note 7).

(3) Number of shares to be issued is determined as the consideration value divided by the 30-day average trading price of the Company's common shares subject to a minimum of $10.56 per common share.

On September 8, 2022, the Company entered into an additional option agreement and extended its Smoke Mountain land position from 4,190 hectares to 8,645 hectares (3 additional claims). The consideration payable for granting the Option and to maintain the Option, GoldHaven shall during the Option Period issue to the Optionors an aggregate of $337,500 in GoldHaven Shares and make cash payments to the Optionors in the amount of $281,250 over the next 3 years as follows:

Payment Period	Consideration in Cash	Cash	Consideration value in Shares	Number of Shares issued
On September 8, 2022	$ 18,750	Paid	$ 84,375	25,112 shares issued (2)
On September 8, 2023	37,500	(1)	84,375	25,111 shares issued (2)
On September 8, 2024	75,000	-	84,375	25,111 shares issued (2)
On September 8, 2025	150,000	-	84,375	25,112 shares issued (2)
Totals	**$ 281,250**		**$ 337,500**	

Footnotes:

(1) The Company and optionors entered an amending agreement to postpone the September 8, 2023 cash payment of $37,500 until March 8, 2024. During the year ended July 31, 2024, the Company issued 20,089 shares with a fair value of $7,634 for the amending agreement.

(2) The Company and optionors entered a second amending agreement to further postpone the September 8, 2023 cash payment of $37,500 until June 3, 2024. The During the year ended July 31, 2024, the Company issued 20,089 shares with a fair value of $5,625 for the second amending agreement.

The Optionors retain a 2.5% NSR royalty (buyable down to 2% at the option of the Company) and there are no work commitments applicable to this Option.

During the year ended July 31, 2024, the property Optionors terminated the Company's options on the Smoke Mountain 1-4 claims and the Smoke Mountain 5-7 claims, aaccordingly, the Company wrote-off $1,680,293.

Pat's Pond and O'Neill Projects (Newfoundland)

On July 15, 2021, the Company entered into the following series of agreements:

a) The Pat's Pond Property Assignment and Assumption Agreement between 1299886 B.C. Ltd. (the "Assignor"), the Company and Shane Stares (the "Optionor") pursuant to which the Assignor assigned all of its rights to the Pat's Pond Claims as well as an obligation to pay a 2% Net Smelter Return Royalty (the "Pat's Pond NSR"; one-half of which can be purchased from the owners for $1 Million), which it obtained pursuant to a June 10, 2021 option agreement (the "PP Agreement") with the Optionor, to the Company. The Pat's Pond claim package consists of 327 claims (the "Pat's Pond Claims"), which are located in the southern portion of the west side of Newfoundland.

b) The O'Neill Property Assignment and Assumption Agreement between 1299886 B.C. Ltd. (the "Assignor"), the Company and Shane Stares (the "Optionor") pursuant to which the Assignor assigned all of its rights to the O'Neill Claims as well as an obligation to pay a 2% Net Smelter Return Royalty (the "O'Neill NSR"; one-half of which can be purchased from the owners for $1 Million), which it obtained pursuant to a April 28, 2021 option agreement (the "ON Agreement") with the Optionor, to the Company. The O'Neill claim package consists of 525 claims covering (the "O'Neill Claims") and is located in the northern portion of central Newfoundland.

c) A Letter Agreement between the Assignor and the Company pursuant to which the Assignor assigned all of its interests in the Pat's Pond and O'Neill Project claims, the PP Agreement and the ON Agreement.

On May 18, 2022, the Company returned the O'Neil Property back to the Assignor.

As consideration for the Company obtaining the above-noted agreements, the Company agreed to issue the following shares (the "Payment Shares") to the Assignor and Optionor:

Payment Period	Recipient	Consideration in Shares (1)	Shares issued
On or before July 20, 2021	Assignor	187,500	August 31, 2021
	Optionor	36,111	August 31, 2021
On or before July 15, 2022	Optionor	50,000	September 21, 2022
On or before July 15, 2023	Optionor	33,333	July 17, 2023
Total		306,944	

Foot notes:

(1) All share issuances are subject to the approval of the CSE.

The Pat's Pond claim package currently consists of 282 claims covering 7,050 hectares (the "Pat's Pond Claims"), which are located in the southern portion of the west side of Newfoundland.

During the year ended July 31, 2023, the Company decided not to continue further exploration on the Pat's Pond and O'Neill Project claims, an indicator of impairment, leading to a test of the claims' recoverable amount. A value in use calculation is not applicable as the Company does not have any expected cash flows from using the claims at this stage of operations. In estimating the fair value less costs of disposal, management did not have observable or unobservable inputs to estimate the recoverable amount greater than $1 while the claims are in good standing and therefore recorded an impairment provision of $3,183,003 in accordance with level 3 of the fair value hierarchy.

MINERAL PROJECTS – CHILE

References to other mines and deposits made below provide context for the Rio Loa, Coya and Apolo projects which occur in similar geologic settings. These projects do not necessarily host similar grades and tonnages of mineralization.

Rio Loa and Coya Projects (Maricunga Gold Belt)

On June 8, 2023, the Company announced that it has ceased all negotiations with respect to the near-production properties; Los Sapos, India Coya, Pepita. GoldHaven Management and Directors negotiated various deal structures in good faith in an attempt to secure a mutually beneficial partnership, to no avail. The Company does not intend to seek or carry out negotiations with other Chilean-based entities.

The Company has notified all optionors and terminated all the option agreements and has moved its focus to its Canadian Critical Minerals Exploration Properties as noted in the Company's news release of June 8, 2023.

On April 8, 2020, the Company entered into an assignment and assumption agreement with 3461, whereby 3461 assigned to the Company all of its rights under two letters of intent with third party vendors. Pursuant to the letters of intent, the Company is expected to enter into definitive agreements with the third party vendors whereby it will be assigned or granted an option to acquire a 100% interest in and to:

a) certain mining concessions comprising approximately 1,000 hectares located in the Diego de Almagro province of the Atacama region, Chile (the "**Rio Loa Project**"); and
b) certain mining concessions comprising approximately 1,600 hectares located in the Diego de Almagro and Copiapo provinces of the Atacama region, Chile (the "**Coya Project**"),

In consideration for the assignment and at the closing of the assignment, the Company issued an aggregate of 166,667 common shares with a fair value of $400,000 on June 1, 2020.

On September 15, 2020, the Company acquired all of the ownership shares of 3461.

Rio Loa Project

On February 26, 2021, the Company initially entered into a formal assignment of a unilateral option agreement to acquire a 100% interest in the Rio Loa Project, subject to a 2% net smelter returns royalty, of which the Company can purchase 1% by paying USD $3,000,000. On May 27, 2021, the Company and the parties revised their earlier agreements.

Rio Loa, the most northern project, is located 25 km south of the Gold Fields Salares Norte project, and is comprised of 4 concessions referenced as Rio Loa 1, Rio Loa 2, Rio Loa 3 and Rio Loa 4, totaling ~1000 hectares.

As consideration for the assignment of the option agreement and to exercise the option (the "**Rio Loa Option**") for the Rio Loa Project in full, the Company must complete the following:

(a) make aggregate payments of USD $1,255,000 and complete an expenditure program as follows:

Date	Option Consideration in Cash (USD)	Assignment Consideration in Cash (USD)	Paid	Expenditure Commitments	Completion
Upon execution of the Letter of intent	$ 65,000	$ -	Paid	-	-
On or before April 12, 2020	130,000	20,000	Paid	-	-
On or before November 30, 2020	-	30,000	Paid	-	-
On or before April 12, 2021	30,000	-	Paid	1,500-meter drill program	Completed
On or before April 16, 2021	50,000	-	Paid	-	-
On or before January 21, 2022	-	40,000		-	-
On or before April 12, 2022	-	50,000		-	-
On or before July 12, 2022	40,000	-	Paid	-	-
On or before April 12, 2023	-	60,000	-	-	-
On or before July 12, 2023	740,000	-		-	-
Totals	**$ 1,055,000**	$ 200,000			

(b) pay a royalty of 2% of the net smelter return proceeds that the Company receives from the sale of mineralized rock from Rio Loa. At the Company's option, one-half the 2% royalty for USD $3 million;

(c) pay a discovery bonus (up to a maximum of USD $5 million) to the vendors in amounts ranging from USD $2/oz to USD $5/oz on NI 43-101 compliant measured and indicated gold mineral resources discovered on the Rio Loa Project;

(d) make cash payments in the aggregate amount of USD $10,000 per annum on April 12th of each year until the first payment is made in respect of the Additional Discovery Bonus; and

(e) during the term of the Rio Loa Option, the Company will be responsible for maintaining the concessions in good standing and paying all fees and assessments in connection with the Project.

(f) At July 31, 2022 and to date, the Company has not made the required payments and accordingly impaired $1,506,297 and during the period ended April 30, 2023, a further $82,361.

(g) During the year ended July 31, 2023, the Company, the Optionors and the Assignors could not agree in their renegotiations, and the Company has not made the required payments and accordingly impaired an additional $82,362 the Rio Loa Property and gave Termination Notice to the Optionors and Assignors.

Coya Project

Pursuant to the April 8, 2020 letter of intent (as amended) with respect to the Coya Project, on February 26, 2021, the Company entered into assignment and assumption agreements, whereby the Company was assigned all of the vendors' rights, title, benefit and interest under two option agreements to acquire a 100% interest in the Coya Project (the "**Coya Option Agreement**"); subject to a 2% net smelter returns royalty on production, of which the Company can purchase 1% by paying USD $6,000,000. On May 27, 2021, the Company and the parties revised their earlier agreements.

The Coya Project is located 10 km east of the Kinross La Coipa open pit mine. Coya is comprised of 10 concessions referenced as Coya, Coya 2, Coya 3, Coya 4, Coya 5, Coya 6, Atlético Madrid III, Atlético Madrid IV, Atlético Madrid V, and Atlético Madrid VI, totaling ~1900 hectares.

In consideration for the Option Price and the assignment of the Coya Option Agreements, the Company must complete the following:

(a) make aggregate payments of $4,534,000 for the Option and for the Assignment of the Option, and to issue 41,667 shares of the Company for a Mining Concessions Purchase agreement with a third party vendor to acquire the Coya 6 concessions of which shares would be available for sale, as follows:

Date	Option Price in Cash (USD)	Assignment of Option in Cash (USD)	Coya 6 Consideration Paid in shares	Paid/Issued
Prior to July 31, 2020	$ 60,000	$ 94,000	-	Paid
On or before March 15, 2021	-	60,000	-	Paid
On or before April 3, 2021	20,000	-	-	Paid
On or before March 3, 2022	10,000	-	-	Paid
On or before March 17, 2022	20,000	-	-	Paid
On or before July 11, 2022	-	30,000	-	Paid
On or before January 3, 2023	190,000	-	-	(c)
On or before April 3, 2023	150,000	-	-	(c)
On or before July 11, 2023	-	300,000	-	-
On or before July 11, 2024	-	300,000	-	-
On or before July 11, 2025	-	3,300,000	-	-
Available for sale on closing	-	-	8,333	Issued
Available for sale 3 months from closing	-	-	8,333	Issued
Available for sale 6 months from closing	-	-	8,334	Issued
Available for sale 9 months from closing	-	-	8,333	Issued
Available for sale 12 months from closing	-	-	8,334	Issued
Totals	**$ 450,000**	**$ 4,084,000**	**41,667**	

(b) during the term of the option for the Coya Project, the Company was responsible for maintaining the concessions in good standing and paying all fees and assessments in connection with the Project.

As at July 31, 2023 and to date, the Company has not made the required payments and communicated with the Optionors that it would not be continuing with the Option Agreement, an indicator of impairment. The Company accordingly recognized an impairment provision of $625,729 in accordance with level 3 of the fair value hierarchy on the Coya Property during the year ended July 31, 2023,

The Company retained Coya 6, however, it does not intend to continue with a foreseeable exploration program and will allow the concession to laps, an indicator of impairment. The Company accordingly recognized an impairment provision of $80,000 in accordance with level 3 of the fair value hierarchy during the year ended July 31, 2023.

Apolo Project

On September 15, 2020, the Company issued 291,667 common shares with a fair value of $3,115,000 for the acquisition of 3461, a private, B.C. incorporated company which sole asset is a unilateral option to purchase certain mining concessions in Chile (the "Apolo Project"). For accounting purposes, the acquisition has been recorded as an asset acquisition as 3461 did not meet the definition of a business, as defined in IFRS 3.

On September 11, 2020, the Company incorporated GOH Chile, a wholly-owned subsidiary of the Company, to hold 3461's Apolo Project option as well as the Company's other Chile properties.

On October 28, 2020, the Company then executed an option agreement (the "Apolo Option") with Apolo Exploraciones SpA and IMT Exploraciones SpA , the owners of the Apolo Project mining concessions (known as Alicia, Roma, Condor, Jacqueline, and Valle). The five Apolo Project areas are located in the northern portion of the Maricunga.

On January 31, 2021, GOH Chile executed an option agreement (the "Apolo Option") with Apolo Exploraciones SpA ("Apolo Explor") and IMT Exploraciones SpA ("IMT"), the owners of the Apolo Project mining concessions.

The Apolo Project included 5 project areas referenced as:

- Alicia, comprising 12 exploration mining concession applications and 9 exploitation mining concessions;
- Condor, comprising 1 exploration mining concessions, 9 exploration mining concession applications;
- Jacqueline, comprising 13 exploitation mining concession applications;
- Roma, comprising 7 granted exploration mining concessions, 9 exploration mining concession applications and 7 exploitation mining concession applications;
- Valle, comprising 5 granted exploration mining concessions.

The five Apolo Project areas cover a total area of ~22,600 hectares or 226 sq. km located in the northern portion of the Maricunga, again in close proximity to the Gold Fields Salares Norte mine.

Pursuant to the Apolo Option, the Company must complete the following:

a) make fixed payments of USD $8,510,000 and meet certain minimum drilling commitments, as follows:

Date	Consideration in Cash (USD)	Paid	Expenditure Commitments	Completion
Prior to signing of the Apolo Option	$ 25,000	Paid	-	-
On or before December 28, 2020	20,000	Paid	-	-
4 monthly instalments of $10,000 beginning on or before December 28, 2020	40,000	Paid	-	-
On or before October 28, 2021	75,000	Paid	3,000-meter drill program	(1)
On or before October 28, 2022	10,000	Paid	Additional 5,000 meters	(1)
On or before December 31, 2022	10,000	Paid		
On or before October 28, 2023	330,000		Additional 5,000 meters	(1)
On or before October 28, 2024	2,000,000		-	-
On or before October 28, 2025	6,000,000		Additional 4th drill program or complete a PEA, either having a minimum cost of $1,300,000 at the Company's Option	(1)
Totals	**$ 8,510,000**		13,000-meter drill program	

Foot notes:
(1) The timing of the drilling commitments had been renegotiated.

b) pay a royalty of 2% of the net smelter return ("NSR") that the Company receives for the sale or disposal of the minerals extracted exclusively from the Apolo Project properties, though GOH Chile is entitled to repurchase from the NSR holder one-half (50%) of the NSR for the amount of USD $5,000,000. Once this right is exercised and payment made therefore, the NSR shall be reduced to 1% NSR; and

c) during the term of the Apolo option, the Company was responsible for maintaining the concessions in good standing and paying all fees and assessments in connection with the Project.

During the year ended July 31, 2023, the Company and the Optionors could not agree in their renegotiations and gave notice to the Optionor terminating the Option Agreement, an indicator of impairment. Accordingly, the Company accrued an additional $50,000 USD in maintenance costs it was responsible for up to the date of the termination notice and recognized an impairment provision of $4,439,544 on the Apolo Property during the year ended July 31, 2023.

Overall Performance
The Company is a mineral exploration company involved in the acquisition and assessment of mineral properties in Canada and Chile, with a focus on the discovery and development of gold resources.

Pursuant to the Company's March 2020 Initial Public Offering ("IPO"), the common shares of the Company commenced trading on the Canada Securities Exchange ("CSE") under the trading symbol ALTM. On June 24, 2020, the Company changed its name to Goldhaven Resources Corp. and on July 3, 2020, the Company's shares commenced trading on the CSE under the symbol GOH.

On September 9, 2020, the Company's shares commenced trading on the OTCQB under the symbol ATUMF, which was changed to GHVNF on December 7, 2021.
Activities and events of note for the current fiscal year are as follows:

- On September 8, 2022, the Company entered into an additional option agreement and extended its Smoke Mountain land position from 4,190 hectares to 8,645 hectares. The consideration payable for granting the Option and to maintain the Option, GoldHaven shall during the Option Period issue to the Optionors an aggregate of $337,500 in GoldHaven Shares and make cash payments to the Optionors in the amount of $281,250 over the next 3 years.
- During the year ended July 31, 2023, the Company wrote off all its Chilean Exploration and Evaluation Assets.
- During the year ended July 31, 2024, the Company wrote off all its Canadian Exploration and Evaluation Assets.
- The Company a Canadian junior metals exploration company is currently focused on acquiring and exploring new highly prospective land packages in North America.
- On October 31, 2024, the Company entered into a definitive securities exchange agreement with Copper Peak Metals Inc., pursuant to which the Company has agreed to acquire all of the issued and outstanding shares of Copper Peak from the Copper Peak. The closing occured on November 8, 2024, or such other date upon which the company and Copper Peak mutually agree, which closing is subject to customary closing conditions, including filings with the Canadian Securities Exchange, satisfactory due diligence investigations and no material adverse change happening with respect to either party prior to the closing date.

SHARE CAPITAL TRANSACTIONS

During the period ended July 31, 2024:

- On November 21, 2023, issued 12,937 shares with a fair value of $4,916 in consideration of the Smoke Mountain 5-7 payment requirement in shares that was due on September 8, 2023 and issued 20,089 shares with a fair value of $7,634 in consideration of the first extension amendment of the September 8, 2022, Agreement.
- On November 21, 2023, issued 53,572 shares with a fair value of $20,357 in consideration of the Smoke Mountain 1-4 first extension amendment of the May 15, 2021, Agreement.
- On February 5, 2024, issued 10,653 shares with a fair value of $2,983 in consideration of the Smoke Mountain 1-4 payment requirement in shares that was due on July 15, 2024 and issued 53,572 shares with a fair value of $15,000 in consideration for the second extension amendment of the May 15, 2021, Agreement.
- On February 5, 2024, issued 50,223 shares with a fair value of $14,062 in consideration of the Smoke Mountain 5-7 payment requirement in shares that were due on September 8, 2024 and September 8, 2025 and issued 20,089 shares with a fair value of $5,625 in consideration of the second extension amendment of the September 8, 2022, Agreement.

- On February 15, 2024, closed a non-brokered private placement for 1,095,344 units at a price of $0.24 per share for gross proceeds of $262,882. Each unit consists of one common share and one common share purchase warrant with each full warrant entitling the holder to purchase one additional common share for a period of three years at a price of $0.36 per share. The Company paid $2,100 and issued 8,750 broker warrants (valued at $1,911) as finders' fees. Each broker warrant is exercisable for one additional common share for a period of three years at a price of $0.36 per share.

Subsequent to July 31, 2024, to the date of this report:

- On September 6, 2024, the Company settled $206,648 in debts by issuing 1,033,240 common shares valued at $247,978 ($0.24 per share) on the date of issuance (deemed price on the date of agreement of $0.20 per share) resulting in a loss of $41,330 on settlement.
- On November 8, 2024, issued 3,999,000 shares with a fair value of $359,910 in consideration of the Copper Peak Metals Inc. acquisition. Out of the 3.99 million consideration shares, 2.99 million consideration shares shall be subject to a pooling arrangement, where 10 per cent of such shares shall be released on closing and the balance shall be released in six tranches of 15 per cent every six months.

SHARE BASED PAYMENTS

Stock Options

Subsequent to October 31, 2024, to the date of this report:

- On October 29, 2024, 452,500 incentive stock options to directors, officers and advisors of the Company at a price of $0.36 per share were cancelled.
- On November 14, 2024, granted incentive stock options to directors, officers, employees, and consultants of the Company to purchase up to 850,000 common shares in the capital stock of the Company. The options are exercisable on or before November 14, 2026, at a price of $0.065 per share.

SUMMARY OF ANNUAL INFORMATION

		July 31, 2024		**July 31, 2023**		**July 31, 2022**
Loss for the Year	$	(2,324,942)	$	(9,485,590)	$	(4,351,514)
Loss per share – Basic and Diluted		(0.61)		(3.08)		(1.56)
Exploration and evaluation assets		-		1,667,404		8,639,653
Total Assets		43,902		1,731,129		10,364,830
Cash Dividends Declared		-		-		-

SUMMARY OF QUARTERLY RESULTS

The table below sets out the quarterly results for the past eight quarters:

	Three month periods ended			
	July 31, 2024	**April 30, 2024**	**January 31, 2024**	**October 31, 2023**
Total assets	$ 43,902	$ 1,768,457	$ 1,720,376	$ 1,748,083
Exploration and evaluation assets	-	1,680,293	1,629,466	1,692,904
Working capital (deficit)	(419,923)	(254,766)	(351,096)	(371,820)
Shareholders' (deficit) equity	(419,923)	1,425,527	1,278,371	1,321,084
Net loss	(1,845,450)	(279,573)	(100,620)	(99,299)
Loss per share and diluted loss per share	(0.41)	(0.12)	(0.04)	(0.04)

	Three month periods ended			
	July 31, 2023	**April 30, 2023**	**January 31, 2023**	**October 31, 2022**
Total assets	$ 1,731,129	$ 2,295,372	$ 9,612,150	$ 10,205,795
Exploration and evaluation assets	1,667,404	2,089,091	9,269,694	9,505,514
Working capital	(247,021)	(80,323)	164,058	538,093
Shareholders' equity	1,420,383	2,010,279	9,459,358	10,067,689
Net loss	(634,308)	(7,546,275)	(850,626)	(454,381)
Loss per share and diluted loss per share	(0.20)	(2.40)	(0.48)	(0.24)

The variation seen over such quarters is primarily dependent upon the success of the Company's ongoing property evaluation program and the timing and results of the Company's exploration activities on its then current properties, none of which are possible to predict with any accuracy. There are no general trends regarding the Company's quarterly results, and the Company's business of mineral exploration is not seasonal, except to the extent that explorations work on certain properties may be restricted to certain portions of the year if prevailing weather conditions make such work prohibitively expensive or practically impossible to complete at other times. Quarterly results can vary significantly depending on whether the Company has granted any stock options or paid any employee bonuses, and these are factors that account for material variations in the Company's quarterly net losses, none of which are predictable. General operating costs other than the specific items noted above tend to be quite similar from period to period. The variation in income is related solely to the interest earned on funds held by the Company, which is dependent upon the success of the Company in raising the required financing for its activities which will vary with overall market conditions and is therefore difficult to predict.

SEGMENTED INFORMATION

The Company has two reportable geographical segments. Canada is the Company's principal operating business and the Canadian corporate office. The Company's reportable segments are based on management's property investments and strategic plans for the foreseeable future.

Loss for the periods and total assets by segments are as follows:

	Year ended July 31, 2024	Year ended July 31, 2023
Net loss		
Canada	$ 2,315,837	$ 4,193,016
Chile	9,105	5,292,574
	$ 2,324,942	$ 9,485,590
Total long-term assets		
Canada	$ -	$ 1,667,404
Chile	-	-
	$ -	$ 1,667,404

RESULTS OF OPERATIONS

<u>Three months ended July 31, 2024, compared with three months ended July 31, 2023</u>

During the three months ended July 31, 2024, the Company incurred a loss of $1,845,450 (2023 – $634,308). An explanation of some of the significant differences between the current and prior periods is as follows:

- Amortization recovery of $Nil (2023 recovery - $6,518) was adjusted in the prior period based on the termination of lease commitments capitalized on the office lease.
- Consulting of $36,000 (2023 - $36,000) remained consistent during the period.
- Investor relations of $2,192 (2023 - $26,129) decreased by $23,937 during the current period mainly due to a reduction in services required compared to the prior period as the Company seeks new exploration properties.
- Office and administration of $18,686 (2023 - $17,625) remained fairly consistent during the period.
- Professional fees of $59,761 (2023 - $62,723) decreased by $2,962 mainly due to legal fees and audit fee accruals in the comparative period.
- Regulatory fees of $8,880 (2023 - $15,272) decreased by $7,092 mainly due to reduction of services required during the period.
- Rent of $2,750 (2023 - $12,575) decreased by $10,007 due to the termination of lease commitments capitalized and allocations to Rights-of-Use asset Amortization.
- Share-based compensation of $Nil (2023 – $43,202) decreased by $43,202 during the current period as a result of timing and the quantity and value of stock options granted during the period compared to the comparative period.
- Foreign exchange gain of $412 (2023 - $1045) decreased by $633 during the current period due to foreign exchange balances in foreign currencies and changes to exchange rates.
- Gain on lease termination of $Nil (2023 - $8,217) was due to the termination of the office lease in the comparative period.
- Gain on debt settlement of $Nil (2023 - $8,123) was due to the settlement of $60,000 USD in debts by issuing 270,767 common shares valued at $89,353 ($0.355 per share) on the date of issuance (deemed price on the date of the agreement $0.30 per share) resulting in a loss of $16,619 on settlement during the comparative period.
- Write-off of exploration and evaluation assets of $1,680,293 (2023 - $444,503) increased by $1,235,790 due to the write-down of the Smoke Mountain Property in the current period and impairment in the comparative period of the Chilean Properties Rio Loa, Apolo and Coya as the Company had terminated the option agreements and a fair value impairment on the Pats Pond/Oneill Property which were written down as the Company decided not to continue further exploration on the Pat's Pond and O'Neill Project claims.

Twelve months ended July 31, 2024, compared with twelve months ended July 31, 2023

During the twelve months ended July 31, 2024, the Company incurred a loss of $2,324,942 (2023 - $9,485,590). An explanation of some of the significant differences between the current and prior periods is as follows:

- Amortization recovery of $Nil (2023 - $7,684) decreased by $7,684 due to the termination of lease commitments capitalized on the office lease.
- Consulting of $144,000 (2023 - $181,487) decreased by $37,487 during the current period as a result of decreased management staffing and corporate development activities required in the prior period.
- Investor relations of $28,914 (2023 - $206,091) decreased by $177,177 during the current period mainly due to a reduction in services required compared to the prior period as the Company seeks new exploration properties.
- Office and administration of $74,431 (2023 - $110,315) decreased by $35,884 in the current period mainly due to a reduction in associated costs due to the reduction in office space (see Rent) compared to the prior period.
- Professional fees of $159,361 (2023 - $262,811) decreased by $103,450 mainly due to legal fees and professional fees due to Chilean exploration and evaluation properties and audit fee accruals in the comparative period.
- Regulatory fees of $36,353 (2023 - $41,792) decreased by $5,439 mainly due to reduction of services required during the period.
- Rent of $12,234 (2023 - $15,468) decreased by $3,234 due to the termination of lease commitments capitalized and allocations to Rights-of-Use asset Amortization.
- Share-based compensation of $153,276 (2023 – $246,210) decreased by $92,934 during the current period as a result of timing and the quantity and value of stock options granted during the period compared to the comparative period.
- Travel of $265 (2023 - $13,927) decreased by $13,662 during the current period to a reduction in attendance of events.
- Foreign exchange gain of $2,186 (2023 - $11,112) decreased by $8,926 during the current period due to foreign exchange balances in foreign currencies and changes to exchange rates.
- Gain on lease termination of $Nil (2023 - $8,217) was due to the termination of the office lease in the comparative period.
- Loss on debt settlement of $Nil (2023 - $8,496) decreased by $8,946 due to the settlement of $60,000 USD in debts by issuing 270,767 common shares valued at $89,353 ($0.355 per share) on the date of issuance (deemed price on the date of the agreement $0.30 per share) resulting in a loss of $8,496 on settlement during the comparative period.
- Write-off of exploration and evaluation assets of $1,680,294 (2023 - $8,410,638) decreased by $6,730,344 due to the write-down of the Smoke Mountain Property impairment in the comparative period of the Chilean Properties Rio Loa, Apolo and Coya as the Company had terminated the option agreements and a fair value impairment on the Pats Pond/Oneill Property which were written down as the Company decided not to continue further exploration on the Pat's Pond and O'Neill Project claims.

LIQUIDITY AND CAPITAL RESOURCES

At July 31, 2024, the Company has a deficit of $19,128,827 (July 31, 2023 - $17,670,847) and working capital deficit of $419,923 (July 31, 2023 –$247,021).

During the year ended July 31, 2024 compared to July 31, 2023, the Company had the following cash flows:

i) Cash flows used in operating activities of $285,788 (2023 - $413,816). Operating cash flows are due to day-to-day operations as detailed on the statement of financial position, adjusted for non-cash items and changes in non-cash working capital items.

ii) Cash provided by investing activities of $11,172 (used in 2023 - $1,200,450). The Company spent $108,348 in Exploration and evaluation assets (2023 - $1,189,861), recovered $119,520 (2023 - $Nil), and $Nil in occupancy lease payments (2023 - $10,589).

iii) Cash provided by financing activities of $270,283 (2023 - $104,760). These cash inflows were a result of net proceeds from share issuances on private placements of $260,783 (2023 - $104,760) and net loan proceeds of $9,500 (2023 - $Nil).

The Company has no revenue generating operations from which it can internally generate funds. To date, the Company's ongoing operations have been predominantly financed by the sale of its equity securities by way of private placements and the subsequent exercise of share purchase warrants and broker warrants issued in connection with such private placements. However, the exercise of warrants/options is dependent primarily on the market price and overall market liquidity of the Company's securities at or near the expiry date of such warrants/options (over which the Company has no control) and therefore there can be no guarantee that any existing warrants/options will be exercised. The Company can also raise funds, on a temporary basis, through short term loans, however, such loans typically have a term of one year or less and so, while providing temporary funding, will require repayment with funds which must be raised in other ways. In addition, the Company can raise funds through the sale of interests in its mineral properties. This situation is unlikely to change until such time as the Company can develop a bankable feasibility study on one of its mineral properties.

When acquiring an interest in mineral properties through purchase or option, the Company will sometimes issue common shares to the vendor or optionor of the property as partial or full consideration for the property interest in order to conserve its cash.

Due to economic conditions, globally, there is uncertainty in capital markets and the Company anticipates that it and others in the mineral resource sector will have limited access to capital. Although the business and assets of the Company have not changed, investors have increased their risk premium and their overall equity investment has diminished. The Company continually monitors its financing alternatives and expects to continue to finance its general and administration overhead, property option payments and exploration expenditures through private placements.

The amount of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. There can be no assurance that such funds will be available on favorable terms, or at all.

RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and directors. The transactions with related parties were in the normal course of operations and were measured at the fair value.

The amounts due to the related parties are as follows:

		July 31, 2024		July 31, 2023
Included in accounts payable and accrued liabilities:				
Due to former Director	$	14,085	$	13,441
Due to the CEO		63,364		25,146
Due to the CFO		50,295		28,675
Due to the Corporate Secretary		16,629		-
	$	**144,373**	**$**	**67,262**

The amounts owing above are unsecured, non-interest bearing and have no fixed term for repayment.

Key management personnel compensation during the years ended July 31, 2024, and 2023 was as follows:

		July 31, 2024		July 31, 2023
Included in consulting fees:				
Consulting fees paid or accrued to Bonn Smith, the current CEO.	$	144,000	$	48,500
Consulting fees paid or accrued to Justin Canivet, the former CEO.		-		100,000
Included in exploration and evaluation (consulting fees):				
Consulting fees paid or accrued to a Pat Burns, a director.		-		31,604
Included in Office and administration:				
Corporate Secretary services paid to a corporation controlled by Marla Ritchie.		36,000		36,000
Included in Professional fees:				
Professional fees for accounting services paid to a corporation controlled by Sead Hamzagic for CFO duties.		72,400		73,187
Included in Rent:				
Occupancy costs for under a sub-lease to a corporation controlled by Marla Ritchie.		12,234		26,058
Included in Stock-based compensation:				
Stock-based compensation – Stock Options		138,880		245,915
	$	**403,514**	**$**	**561,264**

The transactions with related parties were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the parties.

On May 26, 2023, the closed on an offering of unsecured convertible debentures and 41,667 detachable share purchase warrants with Directors and Officers raising $60,000. The debentures matured on the date that is the earlier of (i) receipt of financing to retire the debentures, or (ii) the first anniversary of the date of issuance of the debentures. The debentures were convertible at the conversion rate of $1.44 per common share until the maturity date. The debentures bear an interest rate of 10 per cent per annum, calculated annually and not in advance. Interest shall be due and payable on the earlier of the maturity date or the date that the company may at its discretion redeem the debentures. The detachable share purchase warrants shall be exercisable at the price of$2.16 per share during a term of one year. The debentures were repaid in full on July 20, 2023.

The debentures were determined to be a compound financial instrument comprising an equity classified conversion feature and equity classified warrants with a host debt component. However, given the short-term nature of the debentures there was no bifurcation of the equity components as the amounts allocated under the residual value method would be minimal. Thus, no value has been assigned to the equity components.

During the year, the Related Parties loaned $44,500 to the Company at a 14% annual rate of interest and repaid $35,000 plus $539 in interest. The remaining balance of $9,754 includes principal of $9,500 and accrued interest of $254.

CRITICAL ACCOUNTING ESTIMATES

This MDA is based on the financial statements which have been prepared in accordance with IFRS. The preparation of the financial statements requires that certain estimates and judgments are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances.

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The accounting estimates for share-based payments is based on the Black-Scholes option valuation model which was developed for use in estimating the fair value of traded options which were fully tradable with no vesting restrictions. This option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Since the Company's stock options have characteristics significantly different from those of traded options and since changes in the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include the assessment of the Company's ability to continue as a going concern.

CHANGES IN ACCOUNITNG POLICIES INCLUDING INITIAL ADOPTION

There were no changes in the Company's significant accounting policies during the year ended July 31, 2024, that had a material effect on its consolidated financial statements. The Company's significant accounting policies are disclosed in Note 2 to its financial statements for the year ended July 31, 2024.

Financial Risk Factors

(a) Financial risk exposure and risk management

The Company's activities expose it to a variety of financial risks, which include credit, liquidity, market, foreign exchange, interest rate, and commodity price risks.

Financial risk management is carried out by the Company's management team with oversight from the Company's Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

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

Credit risk
Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivables. Management believes that the credit risk concentration with respect to financial instruments included in receivables is remote and has deposited cash in high credit-quality financial institutions.

Liquidity risk
At July 31, 2024, the Company had a cash balance of $3,932 (July 31, 2023 - $8,255) to settle current liabilities of $463,825 (July 31, 2023 - $310,746). The Company is exposed to liquidity risk.

Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk
The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade demand investments issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Foreign currency risk
The Company is exposed to foreign currency risk on fluctuations related to assets and liabilities that are denominated in foreign currency. The Company's property option payments and exploration expenditures on the Chilean properties are in US Dollars and a change in foreign exchange rates will have an effect on profit and loss.

Price risk
The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's profit or loss due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on profit or loss and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in value may be significant.

Fair value of financial instruments

IFRS 7 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair values as follows:

- Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – valuation techniques based on inputs that are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices); and
- Level 3 – valuation techniques with unobservable market inputs (involves assumptions and estimates by management of how market participants would price the assets or liabilities).

In evaluating fair value information, considerable judgment is required to interpret the market data used to develop the estimates. The use of different market assumptions and valuation techniques may have a material effect on the estimated fair value amounts.

The fair values of cash, trade and other receivables and trade and other payables approximate carrying value because of their short-term nature.

As at July 31, 2024, the Company had no financial instruments that would be categorized as Level 2 in the fair value hierarchy above.

CAPITAL MANAGEMENT

The Company defines capital that it manages as the aggregate of share capital, reserve and deficit.

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the acquisition and exploration of exploration and evaluation assets. 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 relies on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is enough economic potential and if it has adequate financial resources to do so. 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 is not subject to externally imposed capital restrictions. There were no changes to the Company's approach to capital management during the year.

RISK FACTORS

In addition to the Going Concern assumption/risk and the Financial Risk Factors noted above, the Company's Qualitative Risk Factors are as follows:

Potential investors in the Company should be aware that investing in its securities involves a high degree of risk. The risk factors outlined in this section and elsewhere in this MDA should be carefully considered by investors when evaluating an investment in the Company. These risk factors list some, but not all, of the risks and uncertainties that may have a material adverse effect on the Company's securities. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial may also impair the Company's business operations. If the Company is unable to prevent events that have a negative effect from occurring, then its business, results of operations and financial condition and the market price of its securities could be materially and adversely affected.

Requirement for Additional Funds

The Company will require additional funds to fund ongoing administrative activities and working capital requirements for future exploration and development. The Company has no source of operating cash flow and has no assurance that additional funding will be available to the Company to carry out the completion of exploration or for property acquisitions. There can be no assurance that the Company will be able to obtain adequate additional financing or that the terms of such financing will be favourable.

Exploration, Development and Operating Risks

Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration of gold, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in drilling and removal of material, any of which could result in damage to, or destruction of, facilities, damage to life or property, environmental damage and possible legal liability.

The exploration for and development of mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines and no assurance can be given that minerals will be discovered in sufficient quantities or having sufficient grade to justify commercial operations or that funds required for development can be obtained on a timely basis. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Company will results in a profitable commercial mining program. The economics of developing gold and other mineral properties are affected by many factors including the cost of operations, variations of the grade of ore mined, fluctuations in the price of gold or other minerals produced, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

There is no certainty that the expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Environmental Risks and Other Regulatory Requirements

The current or future operations of the Company, including exploration and development activities and the commencement of production on any mineral properties in which it might acquire an interest require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land and water use, environmental protection, mine safety and other matters.

In Canada and Chile, exploration permits are, as a practical matter, subject to the discretion of government authorities and there can be no assurance that the Company will be successful in maintaining such permits for future projects. There can be no assurance that all permits which the Company may require for future exploration activities or any construction of mining facilities or conduct of mining operations will be obtainable on reasonable terms or at all, or that the terms of such permits or applicable laws and regulations will not have an adverse effect on any exploration or mining 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 mining operations may be required to compensate those suffering loss or damage by reason of the mining 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 operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new mining properties.

Potential Political, Social and Economic Instability in Canada

The Company's mineral property development efforts are being focused within Canada. Consequently, the Company is subject to various risks associated with operating with various land stakeholders including possible political or economic instability and governmental policies which may result in the impairment or loss of mineral concessions or other mineral rights or otherwise adversely affect the Company.

The Company's interests and operations may be affected by government regulations with respect to restrictions on property access, permitting, price controls, export controls, foreign exchange controls, income taxes, foreign investment, expropriation of property, environmental legislation and mine safety. There is also a risk of other adverse developments, such as labour unrest, widespread civil unrest or rebellion, which may adversely affect the Company.

The Company's activities and results of operations may also be adversely affected by economic uncertainty associated with operating in a developing country.

There can be no assurance that any governmental action will be taken to control inflationary or deflationary situations or that any such action will be effective. Future governmental action may trigger inflationary or deflationary cycles or otherwise contribute to economic uncertainty. Additionally, changes in inflation or deflation rates and governmental actions taken in response to such changes may affect currency values. Any such events or changes could have a material adverse effect on the Company's results of operations and financial condition.

In addition, labour in Canada includes risks that labour unrest or wage agreements may adversely impact the Company's operations. These and other uncertainties associated with the Company's mineral property interests being located in a developing country may make it more difficult for the Company and any future joint venture partners to obtain any required financing for exploration and development of mineral projects in Canada.

Potential Profitability Depends Upon Factors Which Are Beyond the Control of the Company
Even if the Company is able to define mineral reserves and bring a mineral project to commercial production, the potential profitability of any such producing mineral properties would be dependent upon many factors beyond the Company's control. For instance, world prices of and markets for gold and other minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of mined ore may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, water environmental compliance or other production inputs. Such costs fluctuate in ways that cannot be predicted, or controlled, impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of the Company.

Key Personnel
The Company's future success depends, in significant part, upon the continued service and performance of its senior management. The experience and ability of these individuals will be a factor contributing to the Company's success and growth. The loss of the services of one or more of these individuals could have a material adverse effect on the Company's business prospects. The Company has not obtained key man insurance with respect to any of its senior management.

Title Matters, Surface Rights and Access Rights
When the Company has performed its own due diligence with respect to title of present or future concessions, this should not be construed as a guarantee of title. Projects may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of any mining or property interests derived from or in replacement or conversion of or in connection with claims formally obtained by the Company.

Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mineral exploration and development activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are local populations or land owners, it is necessary, as a practical matter, to negotiate surface access. 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 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 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.

Governmental Permits and Licensing
In the ordinary course of business, the Company and any other entities through which the Company may obtain an interest in mineral properties will be required to obtain and renew governmental permits and licenses for the operation and expansion of existing operations or for the commencement of new operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process, which will also involve local communities. The duration and success of the efforts to obtain and renew permits and licenses are contingent upon many variables not within the control of the Company including the interpretation of applicable requirements implemented by the permitting or licensing authority. Permits and licenses or the renewals thereof that are necessary to the operations in which the Company has an interest, or the cost to obtain or renew permits and licenses, may exceed what the Company expects. Any unexpected delays or costs associated with the permitting and licensing process could delay the development or impede the operation of projects in which the Company acquires an interest.

Infrastructure
Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. In addition, unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect operations on the Company's operations, financial condition and results of operations.

Market Financial Conditions
Current financial markets have been subject to increased volatility. Such factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the value and the price of the shares of the Company could be adversely affected.

Currency Fluctuation
The Company's current exploration and property acquisition commitments are denominated primarily in Canada and United States Dollars. If the Company receives, it expects that most of any such revenues will be in Canada and United States Dollars. This Company may in the future be exposed to foreign currency fluctuations which may materially affect its financial position and operating results.

Uninsurable Risks
In the course of exploration, development and production of mineral properties involves numerous risks, including from unexpected or unusual geological or operating conditions, may occur. It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Such risks may result in liabilities that reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of the Company.

The Company is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate their available funds or could exceed the funds available to pay such liabilities and result in bankruptcy. Should the Company be unable to fund fully the remedial cost of an environmental problem it might be required to enter into interim compliance measures pending completion of the required remedy.

Operating Hazards and Risks
In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes, may occur. It is not always possible to fully insure against such risks and the Company may decide not to insure

against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Conflicts of Interest
Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company, and the Company's interests may be adversely affected.

No History of Earnings
The Company has no history of earnings, and there is no assurance that any other mineral properties in which it might acquire an interest will generate earnings, operate profitably or provide a return on investment in the future. The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future. The future dividend policy of the Company will be determined by its directors.

Negative Operating Cash Flow
Since commencing its operations during the financial year ended July 31, 2024, the Company has had negative operating cash flow and incurred losses. The negative operating cash flow and losses are expected to continue for the foreseeable future. The Company may never achieve positive operating cash flow.

Acquisition of Additional Mineral Properties
If the Company abandons or loses its interests in its mineral projects or the subsidiaries that hold those interests, there is no certainty that the Company’s continued listing would be approved by the CSE or applicable regulatory authorities. There is also no guarantee that the CSE will approve the acquisition of any additional mineral property interests by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional property interests.

Competition
Significant and increasing competition exists for mining opportunities internationally. As a result of this competition, much of which is with large established mining companies with substantial capabilities and far greater financial and technical resources than the Company, the Company may be unable to acquire employees, additional attractive mining properties or financing on terms it considers acceptable. There is no assurance that the Company will be able to acquire another mineral property of merit or that such an acquisition would become a feasible and viable development project. The Company also competes with other mining companies in the recruitment and retention of qualified personnel.

Ordinary course business proceedings
The Company at times may be subject to various legal proceedings and claims that arise in the ordinary course of business. Management is of the opinion that such claims will not have a material adverse effect on the Company’s future operations or financial position.

OFF-BALANCE SHEET ARRANGEMENTS

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

ACCOUNTING POLICIES AND FUTURE ACCOUNTING POLICIES

Please refer to the July 31, 2024 consolidated financial statements for details on accounting policies adopted in the period as well as future accounting policies.

PROPOSED TRANSACTIONS

The Company is continually involved in the review and evaluation of mineral projects. However, no agreements with respect to the acquisition of any such mineral projects has yet been entered into, and there can be no assurance that the Company will, in fact, be successful in entering into any such agreements or acquiring interests in any additional mineral properties, even if a formal letter of intent to proceed with formal negotiations is executed.

As at the date of this MD&A, there are no proposed transactions where the Board of Directors, or senior management who believe that confirmation of the decision by the board is probable, have decided to proceed with that have not been publicly disseminated.

DISCLOSURE OF OUTSTANDING SHARE DATA (as at November 22, 2024)

Authorized and Issued Capital Stock:

Authorized	Issued
An unlimited number of common shares without par value	14,950,113

Incentive Stock Options Outstanding Exercisable for Common Shares:

Issued	Exercisable
850,000	850,000

Warrants Outstanding Exercisable for Common Shares:

Issued	Exercisable
2,160,844	2,160,844

RSU's with a vested share price of $1.00:

Issued	Exercisable
Nil	Nil

ADDITIONAL SOURCES OF INFORMATION

Additional disclosures pertaining to the Company, including its most recent interim unaudited and audited financial statements, management information circular, material change reports, press releases and other information, are available on the SEDAR website at www.sedarplus.com or on the Company's website at www.goldhavenresources.com.