FATHOM NICKEL INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE and SIX MONTHS ENDED

JUNE 30, 2024

(Expressed in Canadian Dollars)

Report Date – August 29, 2024

*The following Consolidated Management's Discussion and Analysis ("**MD&A**") dated August 29, 2024, is in respect of the three and six-month periods ended June 30, 2024, for Fathom Nickel Inc. ("**Fathom**" or the "**Company**"). It is management`s assessment of the results of operations and financial condition of the Company and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and six-month periods ended June 30, 2024 ("**Q2-24**"), together with the notes thereto. The Corporation's Q2 2024 unaudited condensed interim consolidated financial statements ("**Q2-24 interim financial statements**") have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All dollar amounts are in Canadian dollars, unless otherwise noted.*

*The "Qualified Person" under the guidelines of National Instrument 43-101 of the Canadian Securities Administrators ("**NI 43-101**") for Fathom's Albert Lake exploration project as described in the following discussion and analysis is Ian Fraser, CEO and Vice-President, Exploration of the Company and a Professional Geologist Registered in the Provinces of Alberta and Saskatchewan.*

This MD&A was approved by the board of directors of Fathom on August 29, 2024.

1. DESCRIPTION OF BUSINESS AND REPORTING ENTITY

The Company's wholly owned subsidiary, Fathom Minerals Ltd. ("FML") was incorporated pursuant to the Business Corporations Act (Alberta) as Cauca Gold Corp. on April 27, 2012 and changed its name to Fathom Minerals Ltd. on April 23, 2015. On January 22, 2021, Fathom acquired 100% of the issued and outstanding capital stock of FML in a share-for-share transaction. Based on the requirements of IFRS 2, the acquirer was determined to be FML and the transaction was accounted for as a reverse takeover ("RTO"). This MD&A is in respect of all entities in which FNI has a controlling interest and the consolidated entity is referred to as (the "**Company**", "**Fathom**" or "**FNI**").

Since inception, the Company has been engaged in identifying, acquiring and exploring for base and precious metals in Canada. The Company's current focus is the exploration and development of its Albert Lake and Gochager Lake Projects. Both projects, located in Saskatchewan, Canada are deemed to be highly prospective for the existence of base and precious metals including, notably, nickel, copper, cobalt and platinum group elements.

The Company is in the process of exploring for mineral deposits and has not yet fully determined whether its mineral property interests contain ore reserves that are economically recoverable. Accordingly, as is common with junior exploration companies, the Company is dependent upon obtaining necessary equity financing from time to time to finance its on-going and planned exploration activities and to cover administrative costs. The recoverability of amounts recorded as exploration and evaluation asset ("E&E asset") is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, and the future profitable production from the property or realizing proceeds from its disposition.

Fathom has not conducted any significant revenue generating operations to date. As at June 30, 2024, the Company had working capital of $1,227,377 (including cash of $346,945) and E&E assets of $17,095,126.

The Company's shares are listed for trading on:

- the Canadian Securities Exchange ("CSE") under the trading symbol ***FNI.***
- the Frankfurt Stock Exchange ("FSE") under the trading symbol ***6Q5***.
- the OTCQB under the trading symbol ***FNICF***.

2. HIGHLIGHTS OF THE QUARTER

Significant events occurring during the quarter ended June 30, 2024 included:

a) During the quarter the Company completed the drill and BHEM survey programs at Gochager Lake which commenced in the previous quarter.

The Gochager Lake drill program amounted to seven drillholes (GL24012 – GL24018) and 2,650 meters of drilling. The program utilized a consistent drilling azimuth (NW to SE) to get a better understanding of lithological and mineralization controls within the host gabbroic intrusive. All drillholes intersected broad zones of gabbro-hosted disseminated interstitial mineralization, and all drillholes yielded off-hole BHEM anomalies indicative of zones of elevated conductivity away from the drillholes. Four of the seven drillholes intersected semi-massive to massive sulphide mineralization in new areas and at depth within the historic deposit. Importantly, semi-massive to massive sulphide mineralization was intersected at depth; >400m below surface, and this mineralization remains open to depth and along strike. The drill program covered 230m of strike, a vertical extent that is now >400m and the historic deposit remains open for expansion in multiple directions. Results of BHEM surveying further confirms this fact. During the program some additional TDEM surveying was performed which has highlighted additional zones of conductivity outside of the area of Fathom 2023-2024 drilling. A first-ever gravity profile(s) was performed over the historic Gochager Lake deposit. Results of the Gochager Lake winter drill program were released in a Press Release dated May 28, 2024.

b) A surface field program amounting to soil and rock geochemistry sampling along with geological mapping was executed in June 2024.

During the period June 12 – 30, 2024, the Company executed a surface field program at the Gochager Lake project. Field crews collected 1,757 B-horizon soil samples from a grid centred over the historic Gochager Lake deposit area. Concurrent with the soil geochemistry program field crews mapped and sampled outcrops in the vicinity of the deposit area. Fifty (50) rock samples were submitted for assay and geochemical analyses and 554 chip samples were collected from outcrop and were geochemically analyzed using a handheld pXRF. Furthermore, Company management joined our lead consultants to review Gochager Lake drill core drilled 2023 and 2024. This exercise proved invaluable as it was the first time collectively management and consultants had the opportunity to reconcile assay results with drill core. Importantly, it was an opportunity to gain insight and a better understanding of the disseminated to semi-massive to massive style of mineralization occurring withing what is now referred to as the host, variable-textured gabbro; the "container rock". Results of the surface rock and soil geochemistry programs were released in a Press Release dated August 26, 2024. Rock assay and pXRF results of outcrop chip samples has expanded the variable-textured gabbro "container rock" footprint approximately 12.5 times in the immediate deposit area. This same geochemical footprint is recognized in the soil geochemistry results as well and has thus expanded this recognized footprint 25 times the size of the historic Gochager Lake deposit. The combined favourable rock and soil geochemistry footprint covers an area of 1.7 km^2 over a strike length that measures approximately 4.6 km and is open in both directions to the northeast and to the southwest.

3. RESOURCE PROPERTIES

3.A Albert Lake Project (Formerly Rottenstone Property)

The Albert Lake Project comprises 31 mineral claims covering an aggregate area of 90,460 hectares located in the La Ronge Mining District of Saskatchewan, approximately 135km north-northeast of the town of La Ronge. The project consists of a past producer (Rottenstone Mine) of nickel-copper-platinum group elements (Ni, Cu, PGE) and is defined as a modern exploration project. The center of the property is located at 104° 49' 33'' longitude west and 56° 20'39'' latitude north.

Geological Setting and History

The Albert Lake property lies within the Rottenstone Domain of the Proterozoic Trans-Hudson orogenic belt. The Trans-Hudson Orogen is a major orogenic belt that stretches from the United States through Canada and extends to Greenland and defines the boundary between the Hearne and Superior cratons. The Rottenstone Domain is a broad belt of early to late syntectonic, northeast trending arcuate tonalite to granite intrusive rocks with associated injection migmatites.

The Albert Lake Project geology is dominated by a northeast striking, northwest dipping meta-tonalite-trondhjemite-pelitic migmatite complex of Paleoproterozoic age. MacLachlan (2003, 2005) divided the immediate Albert Lake property area into granitoids and supracrustal rocks. The supracrustal rocks; the oldest rocks occurring on the Albert Lake property, include pelite, psammite, migmatitic, psammitic to pelitic metasedimentary rocks, layered calc-silicate, melanocratic biotite-hornblende-plagioclase rich metasedimentary/metavolcanic rocks, along with amphibolite. The ultramafic intrusions, host to the Rottenstone deposit and other known ultramafic occurrences occur within metasedimentary rocks (the supracrustal rocks).

The Rottenstone deposit would appear to be typical of a deep-rooted, mantle derived, magmatic Ni-Cu+PGE ultramafic hosted, sulphidic type of mineral deposit. The Rottenstone deposit hosts rich concentrations of PGE's, among the richest of any deposit of its type mined in Canada. It has been suggested that up to 50% of the host ultramafic intrusion consisted of sulphides and that the intrusion is the result of a significant magma chamber at depth within the vicinity of the Rottenstone deposit.

Exploration at the Albert Lake Project dates back to 1929, when the original Rottenstone outcrop was discovered on the shores of Rottenstone Lake. There was very intermittent exploration from 1929 through the early 1960s. The Rottenstone Mine was put into production based on a non-compliant resource estimate of 45,000 tons of 2% Ni, 1% Cu and 5.5 g/t Pt-Pd. Approximately 26,000 tonnes of material was mined at reported grades of 3.28% nickel, 1.83% copper and 9.63 g/t platinum-palladium + gold[1]. From 1970 to 2015 limited exploration was undertaken by various exploration companies.

Acquisition by Fathom

Rights to the Albert Lake Project were acquired by Fathom in June 2015 through two separate Purchase and Sale Agreements. Each Purchase and Sale Agreement contained a provision for net smelter return royalty ("NSR"). In January 2022 (subsequent to year end), Fathom acquired one of NSR's for a cash payment of $175,000 (See Notes 7 and 15 of the 2021 audited consolidated financial statements). The second NSR remains in place. It provides a 1% NSR royalty over 2 claims totaling 856 Ha (<1% of the project area). This NSR can be purchased in its entirety at Fathom's option for $500,000.

From 2016 through 2021 the Company acquired additional mineral dispositions through staking directly with the Government of Saskatchewan's Department of Energy and, in one circumstance, through a 3rd party claim holder. At year end, and at the date of this MD&A, the Company held 31 contiguous claims totaling 90,460 hectares.

Between 2015 and 2019 as a privately held company with limited operating and exploration budgets, Fathom focused on compiling the historic database, data interpretation, updating geological models, obtaining exploration permits, and completing limited drill programs. These initiatives led to the identification of numerous exploration targets within a fully permitted project in place for when the company became publicly listed and financing was available.

2022 Winter Exploration Program

Fathom conducted a winter drilling program on the Albert Lake Property between mid-January and March 2022 consisting of:

- 21 drillholes were completed (AL21039 – AL21057), amounting to 3,900m drilled.
- 15 drillholes were focused in the newly defined Bay Area Conductive Corridor (developed from the Island Showing Area discovery and subsequently renamed to the Bay-Island Trend).

Significant results include[2]:

- Magmatic nickel mineralization occurs within the Bay-Island Trend, located 450m west/northwest of the high-grade, historic Rottenstone deposit. The significance of this new discovery is proof that the high-grade Rottenstone deposit does not occur in isolation and both mineralized ultramafic intrusive(s) originated from a larger source.
- The Bay-Island Trend exceeds 300m in strike and remains open in both directions.
- 15 drill holes were drilled within the Bay-Island Trend and each drill hole intersected nickel, grading up to 3.07% NiEq.

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1 Source: Saskatchewan Mineral Deposit Index #0958. The reliability of the historical data and resource estimate presented here cannot be confirmed by the authors, nor can the assumptions, parameters and methods used to prepare the estimates. The estimate is not considered NI 43-101 Compliant by the definition of a "mineral resource" and further work is required to verify the historical estimate as a current mineral resource. Furthermore, records suggest (Saskatchewan Mineral Deposit Index #0958) that some of this historical resource has been exploited making a delineation of this mineral resource impossible. Fathom Nickel is not treating the historical estimate as a current mineral resource.

2 Note where nickel equivalent is used in this section (NiEq% = Ni%+ Cu% x $4.50/$11.00 + Co% x $30.00/$11.00 + Pt [g/t]/31.103 x $1,050/$11.00/22.04 + Pd [g/t]/31.103 x $2400/$11.00/22.04 + Au [g/t]/31.103 x $1,900/$11.00/22.04) and assumes 100% metal recovery.

- Eight of the drillholes from the program intersected significant nickel and nickel equivalent values over drilled intervals up to 13.27m.
- Drill hole AL22052 displayed the best overall results to date with 3.54m at 1.68% NiEq (1.09% Ni, 0.42% Cu, 0.068% Co and 0.75g/t Pt, Pd & Au) within a 13.27m zone at 1.00% NiEq (0.62% Ni, 0.29% Cu, 0.039% Co and 0.62g/t Pt, Pd & Au).
- Three drill holes visually match the net-texture mineralization of the "Rottenstone style" mineralogy. These results, plus other magmatic nickel textures recognized within the mineralized trend could potentially define the outer edges of a Rottenstone-like deposit (the original Rottenstone mine was contained in a mineralized body measuring only 50mx40mx10m yet yielded some of the highest grades of Ni-Cu + PGE ever mined in Canada).
- Additionally, both near surface and deeper high-priority borehole electromagnetic ("BHEM") targets within and outside the mineralized trend remain as high priority drill target areas.

2022 Summer Exploration Program

In early August 2022 Fathom completed its 2022 Summer exploration program. The program consisted of:

- Diamond drilling of 15 drillholes with total meterage drilled of approximately 1,700 meters;

- Completion of a 2,447 l-km heliborne AirTEM geophysical survey;

The summer drill program was designed to extend the conductivity zone and associated ultramafic Ni-Cu-Co+PGE mineralization south of drillhole AL22057 identified during the winter drill campaign (the "Winter Program"). Highlights of the program include:

- Approximately 1,700 meters of drilling will have been completed on a trend south of drillhole AL22057 resulting in the discovery of the Bay-Island Trend.
- Several drillholes intersected mineralized ultramafic and magmatic sulphide textures similar to the magmatic textures recognized in the Winter Program and at the historic Rottenstone Mine.
- Magmatic nickel mineralization occurring in ultramafic, pegmatite and sediments in favourable stratigraphy has been recognized in drillhole intervals of up to 16 meters.
- This type of favourable mineralized stratigraphy has now been recognized 140 meters south of drillhole AL22057, thus confirming that the Bay-Island Trend extends for more than 300 meters along strike and remains open along strike both north and south.
- Ongoing modeling of mineralized intercepts along with conductive plates determined by BHEM surveys demonstrates continuous conductivity along the ultramafic mineralized trend as well as localized areas of increased conductivity.

Assay results were released on September 28, 2022. The Company confirmed that zones of identified favourable conductivity aligned with soil geochemical anomalies (historic and those defined by Fathom in 2018 and 2021), and with favourable MAG anomalies as defined by the gradient MAG survey conducted in the spring of 2021.

Balch Exploration Consulting Inc. completed a heliborne transient electromagnetic survey ("AirTEM") over three individual grid areas totaling 2,447 l-km;

- A detailed grid at 50m line spacing was flown over the Bay-Island Trend Area and Rottenstone Mine area.

- A detailed grid (50m line spacing) was flown over the recently acquired Tremblay Olson area.
- A third grid (100m line spacing) was flown east/southeast of the historic Rottenstone Mine to compliment existing soil geochemistry and gradient MAG survey results.

2022 Fall Exploration Program

In October 2022 Fathom completed its 2022 fall exploration program at the Tremblay-Olson Claims area. The program included soil and rock sampling, mapping and prospecting. Assay results were released on January 17, 2023.

2023 Winter Exploration Program

The Company completed a short winter drill program in March 2023 at the Albert Lake property. Work consisted of a gravity survey over the Tremblay-Olson Claims area as well as the drilling of two diamond drillholes to test the highly anomalous metals-in-soil trend discovered during the soil sampling campaign in October 2022. The results of the drilling were released on May 5, 2023. While the assays and pXRF data detected anomalous nickel and pathfinder elements, the results did not explain the robust soil assays overlaying the drill target areas. However, the BHEM probe data from both holes did indicate the existence of potentially significant off-hole conductors within the target area. Unfortunately, due to budget constraints, the Company ended the program after only two of a planned five-hole program.

2023 Summer Geophysical Program

A surface time domain electromagnetic survey (TDEM) was completed within the Tremblay-Olson Claims area and specifically overtop of the northern part of the robust multi-element-in-soil anomaly. TDEM coverage was performed along 100m spaced lines with measurements taken at 50-meter intervals. In total the survey amounted to approximately 20 line-kilometers of coverage. Interpreted data was merged with other TDEM data collected at the Albert Lake property. A very strong EM conductor was detected coincident with the eastern side of the robust geochemical anomaly and also coincident with favorable stratigraphy the Company recognizes. A modeled, flat lying conductor measuring 450m x 150m at an estimated depth of 300 meters below surface occurs coincident with gravity inversion models at the same estimated depth. Some other, smaller, and shallower conductivity responses were detected by the survey. Results of this survey were released on August 14, 2023. The deep, very strong EM conductor detected was targeted by drilling in Q1-2024.

2024 Winter Exploration Program

Exploration crews were mobilized to the Albert Lake Camp the week of January 29th. Geophysical crews commenced detailed follow-up time domain electromagnetic surveys (TDEM) in select anomalous areas as defined by results from the 2023 surface program. Some infill Gravity survey was performed as well. Drilling commenced the first week of February and was completed March 3, 2024. In all, seven drillholes were completed amounting to 1,386 meters of drilling. Results of the drill program were released in an April 16, 2024, Press Release. In summary, drillhole AL24075 designed to test a coincident TDEM conductor, Gravity feature, at a depth >300 meters below surface, and on the eastern flank of the very robust soil geochemistry anomaly, proved to be the result of significant build up of barren (non-nickel bearing) sulphides within sedimentary rocks from 295-348.5 meters downhole. All drillholes except for AL24075 (blockage in hole prohibited survey) were surveyed by BHEM and all drillholes returned off-hole conductors and several <100 meters below surface. The most notable result of the drill program was the intersection of ultramafic hosted nickel mineralization; 0.42% Ni, 0.06% Cu, 0.01% Co, 0.18 g/t 3E / 2.01 m from 25.44 meters downhole. The significance of this intercept is the very high associated nickel tenor (>10%) which is comparable to historic Rottenstone nickel tenors and the Company feels a very positive indication of the potential for Rottenstone-like mineralization occurring within the vicinity of drillhole AL24077.

3.B Gochager Lake Project

On September 19, 2022, Fathom announced that it entered into a mineral property option agreement with the sole owner of the Gochager Lake Property ("Gochager"). The Option Agreement provides Fathom with the exclusive right and option to earn, subject to the reservation of a 2% net smelter return royalty, up to a 100% title and interest to nine mineral claims covering approximately 4,696 hectares located in north-central Saskatchewan. The Property is approximately 60 km southwest from the Company's flagship Albert Lake Property in north-central Saskatchewan.

The Gochager Lake property is approximately 75 km north of the town of La Ronge and in close proximity to the Company's flagship Albert Lake Project. Gochager has had an estimated 149+ historic drillholes completed on the project totaling approximately 27,200 meters drilled. Historical resource estimates that do not meet the standards of National Instrument 43-101 were generated in 1968 and 1990 and are reported in the Saskatchewan Mineral Deposit Index [SMDI #0880].

The 1968 non-compliant resource for the Gochager estimated 4.3 million tons grading 0.295% Ni and 0.081% Cu[3]. A 1990 report reported that vertical and longitudinal sections were constructed from the existing data and an orebody with reasonably well-defined limits was defined containing 1.8 million tons at 0.735% nickel equivalent. Historically, previous operators were inconsistent when assaying for cobalt and there is very limited data with respect to palladium and platinum analyses. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves, and the Company is not treating the historical estimate as current mineral resources or mineral reserves. However, the historical resources do point to the potential of the project hosting a nickel-copper-cobalt mineral deposit.

Fathom believes the Property has significant exploration upside as there has been no significant drilling activity at the project since 1989-1990, with the exception of two drillholes drilled in 2018. A 2008 VTEM survey defined numerous quality conductors that, to date, have not been ground-assessed nor tested by drilling. No borehole EM (BHEM) surveys have ever been conducted within the historic resource area. BHEM surveys, in conjunction with drilling

[3] *The Saskatchewan Mineral Deposit Index (SMID#0880) reports drill indicated reserves of 4,262,400 tons grading 0.295% Ni and 0.081% Cu mineable by open pit. Fathom cannot confirm the resource estimate, nor the parameters and methods used to prepare the reserve estimate. The estimate is not considered NI43-101 compliant and further work is required to verify this historical drill indicated reserve.*

at the Company's Albert Lake Project, has been a key exploration tool in defining nickel mineralization over the 300+ meter Bay-Island Trend, situated within 500 meters of the historic Rottenstone mine.

The Company initiated the permitting process for Gochager in Q-4 2022 and was granted an Exploration Permit on January 23, 2023. On the assumption of being granted an Exploration Permit, Fathom initiated exploration plans for a winter 2023 drill program at Gochager in addition to a winter drill program at the Albert Lake Project.

2023 Winter Exploration Program

The Company completed a drill program at the Gochager Lake property; two drillholes 725 meters. BHEM surveys were performed on both drillholes along with three historic drillholes occurring at the property. Drill results were reported in a Company News Release April 12, 2023. Of significance, the Company intersected 1.49% Ni, 0.38% Cu, 0.11% Co / 58.2 meters in the first drillhole. The second drillhole was drilled across the historic Gochager Lake deposit area and provided a platform for BHEM surveys. Results of the BHEM surveys in all holes probed defined multiple, complex, and very strong zones of off-hole conductivity along strike and to depth below the boundaries of the historic deposit.

As discussed in section 2, above, on March 22, 2023, the Company announced the strategic acquisition of the Watts Lake Mineral Claims ("**Watts Lake**") pursuant to an agreement with SKRR Exploration Inc. ("**SKRR**"), dated March 21, 2023 (the "**Acquisition Agreement**"). Watts Lake consists of twenty-four (24) mineral claims totalling 13,708 hectares that are entirely contiguous with Fathom's Gochager Lake Property. The addition of Watts Lake brought Fathom's total land package at the Gochager Lake nickel project to 18,569 hectares. The acquisition of the Watts Lake mineral claims was strategic in that it includes greater coverage of a 2008 VTEM survey; flown in the Gochager Lake property area, and the acquisition also makes the Mal Lake nickel occurrence; 10 km southeast of the Gochager Lake deposit contiguous. Subsequent staking by the Company increased the contiguous Gochager Lake property to 22,620 hectares.

2023 Summer Exploration Program

To better define and gain a better understanding of the orientation of multiple off-hole anomalies detected in two drilled and historical drillholes probed in the Winter drill program; a second round of BHEM surveying was performed. The survey utilized two different in-hole probes and two surface loops. Only one loop was utilized during round one of BHEM surveying. The multiple loop configuration was designed for better coupling purposes such that more accurate conductivity plate models can be generated. The multiple off-hole responses and modeling of these responses has resulted in a least four, distinct, very complex zones of conductivity which Winter drilling confirmed to be the result of semi-massive to massive sulphide mineralization. Importantly a zone of very strong off-hole conductivity was detected at depth and outside the boundaries of the historic Gochager Lake nickel deposit. This area of conductivity plus off-hole extensions associated with significant nickel mineralization associated with semi-massive to massive sulphide mineralization intersected in the Winter drill program provided the Company with high-priority drill targets for follow-up diamond drilling.

In addition to the BHEM survey, a surface TDEM survey was performed over top of the historic deposit at 100-meter line spacing and has confirmed a conductive signal associated with the deposit but importantly, the TDEM survey demonstrates conductivity continues along strike northeast and southwest of the deposit. Other areas of conductivity were also detected distal to the Gochager Lake deposit. Results of the summer geophysics program were released on July 25, 2023.

2023 Fall Exploration Program

In September the Company drilled seven drillholes, 2,168 meters, to better define the orientation and geometry of the high-grade mineralization intersected in drillhole GL23003. In addition, a single drillhole tested a zone of BHEM conductivity occurring at depth and outside the boundaries of the historic Gochager Lake deposit. Along with the drilling, BHEM surveys were performed on all but one drillhole drilled and some additional TDEM surveying was performed.

Results of the fall drill program better defined the very steep orientation and strike of the mineralization intersected in GL23003. The strike was determined to be north-northeast – south-southwest. The mineralization is "chute" like, and additional steeply oriented chutes were identified by the drill program. Some massive sulphide mineralization in vein form was intersected in drillhole GL23008, which coincident with buildup of conductivity to depth is suggestive of a possible massive sulphide feeder at depth within the deposit area. Drillhole GL23010 was drilled sub-perpendicular to GL23003 and provided additional insight to orientation and possible true width of the mineralization intersected in GL23003. Multiple zones of semi-massive to massive mineralization that exceed >1% nickel was intersected with the drillhole. Drillhole GL23009, a follow-up to off-hole conductivity detected in historic drillhole GL18002, intersected semi-massive nickel sulphide mineralization at a depth >300 meters below surface. This intersection determined the depth potential of the Gochager Lake deposit to be wide open, and importantly below the depth boundary of the historic Gochager Lake deposit and historic mineral resource. Multiple off-hole BHEM anomalies were generated that were not tested by drilling and the final drillhole drilled GL23011, drilled >400 meters to the northeast intersected mineralized gabbro and the BHEM survey of this hole suggest a minimum of three discrete off-hole conductivity anomalies. Results of the September drill program were released on November 21, 2023.

2024 Winter Exploration Program

Exploration at the Gochager Lake project commenced the week of February 11, 2024, with geophysical crews extending the existing time domain electromagnetic (TDEM) to the southwest and also completing first-time gravity profiles over the historic Gochager Lake deposit. Drilling commenced on March 12, 2024, and was completed on April 8, 2024. In all, seven drillholes were completed (GL24012-GL24018) amounting to 2,656 meters of drilling. All drillholes were probed by BHEM. Results of drilling and BHEM surveys were reported in a Company News Release May 28, 2024. Highlights of the program:

- **GL24016:**
  - 7.39m @ 1.43% Ni, 0.38% Cu, 0.11% Co (1.80% NiEq) from 182.05m downhole; including:
  - 2.94m @ 2.43% Ni, 0.55% Cu, 0.19% Co (3.00% NiEq) from 186.50m downhole; within:
  - 48.54m @ 0.64% Ni, 0.19% Cu, 0.05% Co (0.82% NiEq) from 172.00m downhole; within:
  - 185.49m @ 0.31% Ni, 0.09% Cu, 0.03% Co (0.40% NiEq) from 101.70m downhole.

The results of drillhole GL24016 demonstrate the extent of mineralization contained within a mineralized gabbro unit the Company defined over a strike of 230 meters in the 2024 Winter drill program. Within the broadly mineralized gabbro unit occur localized zones of higher-grade nickel mineralization. Importantly the higher-grade zones coincide with zones of high conductivity defined by BHEM and the Winter drill program has defined multiple zones of high BHEM conductivity that remain untested by drilling.

A surface field program of soil and rock geochemistry sampling along with geological mapping was executed in June 2024.

During the period June 12 – 30, 2024, the Company executed a surface field program at the Gochager Lake project. Field crews collected 1,757 B-horizon soil samples from a grid centred over the historic Gochager Lake deposit area. Concurrent with the soil geochemistry program field crews mapped and sampled outcrops in the vicinity of the deposit area. Fifty (50) rock samples were submitted for assay and geochemical analyses and 554 chip samples were collected from outcrop and were geochemically analyzed using a handheld pXRF. Furthermore, Company management joined our lead consultants to review Gochager Lake drill core drilled 2023 and 2024. This exercise proved invaluable as it was the first time collectively management and consultants had the opportunity to reconcile assay results with drill core. Importantly, it was an opportunity to gain insight and a better understanding of the disseminated to semi-massive to massive style of mineralization occurring withing what is now referred to as the host, variable-textured gabbro; the "container rock". Rock assay and pXRF results of outcrop chip samples has expanded the variable-textured gabbro "container rock" footprint approximately 12.5 times in the immediate deposit area. This same geochemical footprint is recognized in the soil geochemistry results as well and has thus expanded this recognized footprint to 25 times the size of the historic Gochager Lake deposit. The combined favourable rock and soil geochemistry footprint covers an area of 1.7 km^2 over a strike length that measures approximately 4.6 km and is open in both directions to the northeast and to the southwest. Results of the surface rock and soil geochemistry programs were released in a Press Release dated August 26, 2024.

Construction of a 20-25-person camp at the Gochager Lake project commenced on August 6 and was completed on the 23rd, 2024. Concurrent with the camp construction the Company completed a 367.2 line-kilometer Drone MAG survey centred over the historic Gochager Lake deposit and covering the area of the soil geochemistry survey.

4. EXPLORATION & EVALUATION ASSETS DETAILS

Following is a breakdown of the Company's change in E&E assets from December 31, 2023 through June 30, 2024.

	Albert Lake	Gochager Lake	Total E & E Assets
Balance, December 31, 2023	$ 11,359,784	$ 2,842,172	$ 14,201,956
Acquisition cost and leases	(53,655)	4,875	(48,780)
Exploration, net of TMEI incentive payment	1,260,560	1,681,390.00	2,941,950
Divestitures and adjustments	-	-	-
Balance, March 31, 2024	**$ 12,566,689**	**$ 4,528,437**	**$ 17,095,126**

5. RESULTS OF OPERATIONS

	Six Months Ended June 30	
	2024	2023
Expenses		
Share based compensation	**$ 63,000**	$ 82,288
External consultants	**357,259**	558,077
Administrative consulting	**90,000**	90,000
Legal and accounting	**104,563**	90,226
Insurance	**31,617**	44,109
Market making services	**42,000**	35,000
Depreciation	**1,963**	24,058
Advertising and promotion	**111,918**	125,689
Commission, exchange and communication	**21,940**	26,087
Shareholder communications	**11,557**	11,947
Telecommunications	**12,581**	14,718
Travel & entertainment	**49,863**	44,766
Interest on lease liability	**-**	4,792
Dues and subscriptions	**33,572**	4,876
Office	**2,473**	3,360
Rent	**4,725**	27,326
Part XII.6 tax on Flow Through Shares	**-**	22,679
Bank charges	**1,069**	2,801
Operating loss	**940,100**	1,212,799

Analysis of Key, Material Variances

Fathom's operations for the six months ended June 30, 2024 in an operating loss of $940,100 versus an operating loss of $1,212,799 for the six-month period ended June 30, 2023 ("H2-23").

The decrease in the loss in H1-24 compared to H1-23 of approximately $270,000 is primarily the result of the following specific material variances include:

- *External consultants.* The Company experienced a sharp decrease of approximately $200,000 in this category in H1-24 vis-à-vis the same period of 2023. During H1-24 the Company had scaled-back certain of its IR spend.

6. QUARTERLY FINANCIAL INFORMATION

The following selected financial data for the past eight quarters has been prepared in accordance with IFRS and should be read in conjunction with the Corporation's audited annual financial statements:

	Quarter ended 30-Jun-24	Quarter ended 31-Mar-24	Quarter ended 31-Dec-23	Quarter ended 30-Sep-23	Quarter ended 30-Jun-23	Quarter ended 31-Mar-23	Quarter ended 31-Dec-22	Quarter ended 30-Sep-22
Operations								
Operating expenses	$ 465,710	$ 411,390	$ 458,624	$ 419,449	$ 578,168	$ 552,343	$ 404,057	$ 642,202
Share based compensation	31,500	31,500	310,462	8,800	27,784	54,504	79,552	80,425
Interest income	(2,173)	(21,348)	(19,105)	(9,186)	-	(11,614)	(13,471)	(13,599)
(Gains)/losses	-	-	(41,389)	-	-	-	-	-
Flow through premium renounced	(464,000)	-	-	-	(274,000)	-	-	(72,566)
Net and (income)/comprehensive loss	31,037	421,542	708,592	419,063	331,952	595,233	470,138	636,462
Per share	$ 0.00	$ 0.00	$ 0.01	$ 0.00	$ 0.00	$ 0.01	$ 0.01	$ 0.01
Balance Sheet								
Cash and equivalents	$ 346,945	$ 1,442,162	$ 3,295,508	$ 759,351	$ 2,469,051	$ 524,211	$ 2,956,035	$ 1,933,692
Exploration and evaluation assets	$ 17,095,126	$ 16,209,992	$ 14,201,956	$ 13,432,702	$ 12,551,898	$ 12,207,749	$ 10,239,334	$ 9,864,205

7. LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2024, the Company had a cash position of $346,945 (Q2-23, $2,469,051) and net working capital of $1,227,377 (Q2-23, $2,590,325). The decrease in cash position and net working capital in the quarter relative to the same period of 2023 is a result of the completion of the a financing completed in two tranches in December 2023 and February 2024.

At this stage in its business model Fathom is wholly dependent on equity financing to complete the exploration, evaluation and development of its Albert Lake and Gochager Lake Properties, fund its general and administrative expenses and to assess other potential mineral projects in Saskatchewan and elsewhere. See also "Risk Factors". Fathom has not generated any revenue from operations and does not expect to generate any such revenue in its current or next fiscal year. As at the date of this MD&A, Management is confident that the Company will be sufficiently capitalized to fund the balance of its 2024 exploration initiatives and general operating expenses.

An investment in Fathom's securities is speculative, see "Risk Factors".

Fathom had no off-balance sheet arrangements as at June 30, 2024.

8. OUTLOOK

Fathom is currently in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. These risks include but are not limited to: challenges of securing adequate capital in view of exploration, development and operational risks inherent in the mining and mineral exploration industries, changes in the global economic environment, and fluctuations in base and precious metals market pricing. There is no assurance that Fathom's funding initiatives will continue to be successful to fund its planned exploration activities, which are currently focused on its Albert Lake and Gochager Lake Projects.

Working capital from Fathom's treasury, as available from time to time, may also be used to acquire and explore other properties either alone or in concert with others as opportunities and finances permit.

9. CRITICAL ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGEMENTS

Fathom's interim financial statements for the period ended June 30, 2024 have been prepared using IFRS applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business. However, Fathom is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. As a result of these circumstances, there would ordinarily be some doubt as to the appropriateness of the going concern presumption. However, due to a net working capital of $1,227,377 (see Section 7, above), Management is confident that the going concern presumption is appropriate as at the date of this MD&A. However, there is no assurance that Fathom's funding initiatives will continue to be successful in the future and these financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the going concern assumption is no longer deemed to be appropriate. These adjustments could be material.

The preparation of Fathom's Q2-24 interim financial statements for the period ended June 30, 2024 required management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The Q2-24 interim financial statements include estimates, which by their nature are uncertain. The impacts of such estimates are pervasive throughout the Q2-24 interim financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

- The recoverability of exploration and evaluation expenditures incurred,
- The fair value of stock options issued in conjunction with the issuance of the Company's common shares and the fair value of stock options using the Black Scholes option pricing model,
- Management's assumption of no material restoration, rehabilitation and environmental costs, based on the facts and circumstances that existed during the period,

- The recoverability of deferred tax assets and liabilities,
- The going concern assumption and judgement in evaluating the existence of material uncertainties and any significant doubt regarding the Company's ability to continue as a going concern; and
- The fair value of the liability component of debt that has conversion feature or is non-arm's length.

Critical accounting judgments:
The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assumptions made by management.

10. SIGNIFICANT ACCOUNTING POLICIES

The Q2-24 interim financial statements have been prepared on the basis of IFRS standards that were in effect at June 30, 2024 and these accounting policies have been applied consistently to all periods presented in the Q2-24 interim financial statements. The policies described below, and estimates related to them, have the most significant effect in preparation and presentation of Fathom's financial statements.

Exploration and Evaluation Asset

i) Pre-exploration costs

Pre-exploration costs are expensed in the year in which they were incurred. Pre-exploration costs are those incurred prior to obtaining the legal right to explore.

ii) Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation ("E&E") expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs and share based payments to employees and consultants, are expensed in the period in which they occur.

The acquisitions of mineral property interests are initially measured at cost. Mineral property acquisition costs and development expenditures incurred subsequent to the determination of the feasibility of mining operations and approval of development by the Company are capitalized until the property to which they relate is placed into production, sold or allowed to lapse.

Mineral property acquisition costs include the cash consideration and the fair market value of shares issued for mineral property interests pursuant to the terms of the relevant agreements. These costs will be amortized over the estimated life of the property following commencement of commercial production, or written off if the property is sold, allowed to lapse, or when an impairment of value has been determined to have occurred.

iii) Developed and producing properties

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as property, plant and equipment. Once commercial production has commenced, these costs are amortized using the units-of-production method based on proven and probable reserves. Production facilities and equipment are stated at cost and will be depreciated using the units-of-production method at rates sufficient to depreciate the assets over their estimated useful lives, not to exceed the life of the mine to which the assets relate.

Government incentives

The Company is entitled to the refundable Saskatchewan Targeted Mineral Exploration Incentive ("TMEI") grant as a result of incurring qualifying mineral exploration expenses in Saskatchewan. These amounts are recognized when the amount to be received can be reasonably estimated and collection is reasonably assured. Once recovered, these amounts are treated as a reduction to the carrying value of E&E properties.

11. ACCOUNTING ISSUES

Management of Capital Risk

The objective when managing capital is to safeguard Fathom's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders, benefits to other stakeholders and to have sufficient funds on hand to meet its exploration and development plans to ensure the ongoing growth of the business.

Fathom considers its shareholders equity and cash and equivalents as capital. Fathom manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust capital structure, Fathom may issue new shares through private placements, repurchase shares, sell assets, incur debt, or return capital to shareholders. Fathom's working capital at June 30, 2024 was $1,227,377 (Q2-23, $2,590,325). Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activities. Due to the cyclical nature of the industry, there is no guarantee that when Fathom needs to raise capital, there will be access to funds at that time.

Management of Financial Risk

Fathom is exposed to various financial instrument risks assesses the impact and likelihood of this exposure. These risks include fair value of financial instruments and commodity price risk. Where material, these risks are reviewed and monitored by the Board of Directors and they are more fully described in Note 5 to Fathom's audited annual financial statements for the year ended December 31, 2023.

12. CHANGES TO SIGNIFICANT ACCOUNTING POLICIES

There have been no significant changes in accounting policies applicable for the current period.

Future accounting changes

There are currently no proposed changes in accounting policy that are expected to have a material impact on the Company's reporting.

13. OUTSTANDING SHARE DATA

Authorized: Unlimited number of common shares without a value

		Period ended June 30, 2024		Year ended Dec 31, 2023
Authorized and issued		Number of common shares		
Balance, beginning of the year		**129,527,003**		**82,873,060**
Issued for property acquisition (Note 4) (i), (ii)		**-**		**2,210,000**
Issued for cash upon exercise of broker warrants (iv)		**-**		**15,680**
Issued for cash pursuant to flow-though financings (iii)		**-**		**36,374,168**
Issued for cash pursuant to non flow-through financing (iii),(v),(vi)		**10,808,974**		**8,054,095**
Balance, end of the year		**140,335,977**		**129,527,003**
Balance, beginning of the year	**$**	**23,745,542**	$	18,131,836
Issued for property acquisition (Note 4)		**-**		235,050
Issued for cash upon exercise of broker warrants (iv)		**-**		941
Issued for cash pursuant to flow-though financings (iii)		**-**		5,029,213
Issued for cash pursuant to non flow-through financing (iii),(v),(vi)		**1,116,189**		953,511
Flow-through share premium		**-**		(464,000)
Fair value of broker warrants		**(45,391)**		(141,009)
Balance, end of the year	**$**	**24,816,340**	$	23,745,542

(i) Upon execution of Gochager Option on September 16, 2022, FNI issued 150,000 common shares at the market price of $0.09 per share to the Optionor of Gochager. Under the terms of the Gochager Option the first anniversary payment and share issuance was amended as follows: the cash payment was reduced to $5,000 and the share issuance was increased accordingly by 40,000 at an agreed upon price of $0.25 per share, for a total of issuance of 210,000 shares. (See Note 4).

(ii) Upon execution of Watts Lake Agreement on March 21, 2023, FNI issued 2,000,000 common shares at the market price of $0.09 to SKRR Exploration Inc. See Note 6.

(iii) On May 30, 2023, FNI completed a non-brokered private placement of 5,266,000 flow through units ("**FT Unit**")at a price $0.155 per unit for gross proceeds of $816,230. Each FT Unit consisted of one common share of the Company and one-half common share purchase warrant ("**FT warrant**"). Each whole FT warrant is exercisable into a common share of the Company at a price of $0.23 for a period of two years from the date of issue.

On May 30, 2023, FNI completed a non-brokered private placement of 4,742,000 non flow-through units ("**Hard Dollar Unit**") at a price $0.135 per unit for gross proceeds of $640,170. Each Hard Dollar Unit consisted of one common share of the Company and one common share purchase warrant ("**Hard Dollar warrant**"). Each Hard Dollar warrant is exercisable into a common share of the Company at a price of $0.20 for a period of two years from the date of issue.

On June 12, 2023, FNI completed a non-brokered private placement of 7,894,737 special flow-through units ("**Special FT Unit**") at a price $0.19 per unit for gross proceeds of $1,500,000. Each Special FT Unit consisted of one common share of the Company and one common share purchase warrant ("**Special FT warrant**"). Each Special FT warrant is exercisable into a common share of the Company at a price of $0.20 for a period of two years from the date of issue.

The FT Units and the Special FT Units were bifurcated into its separate components. The fair value of the units were first allocated to the shares, based on the trading price on the date of issuance, then to warrants using a Black Scholes model, with the balance, if any, allocated to the flow through liability premium. No flow though premium was recognized.

In connection with the issuance of the flow through shares the Company paid $63,945 in fees. The agents were also granted 439,800 broker warrants, exercisable at a price of $0.155 per broker warrant into one common share of FNI for a period of two years from the date of the closing of the respective financings.

The fair value of the broker warrants issued were estimated at the date of grant using the Black-Scholes model with the following weighted average assumptions: (I) dividend yield of 0%; (II) expected volatility of 110%; (III) a risk-free interest rate of 3%; (IV) an expected life of 2 years and (V) a broker warrant price of $0.155. Expected volatility was based on comparable companies. This resulted in a fair value of $0.09 per broker warrant for a total of $40,431.

The total share issuance costs for the issuance of the flow through shares amounted to $100,910, inclusive of the agent's $63,945 as noted above.

(iv) During the year, 15,680 broker warrants were exercised for a cash price of $0.06 per warrant resulting in total proceeds of $941.

(v) On December 22, 2023, FNI completed a non-brokered private placement of 23,213,431 flow through units ("**FT Unit**")at a price $0.13 per unit for gross proceeds of $3,017,746. Each FT Unit consisted of one common share of the Company and one common share purchase warrant ("**FT warrant**"). Each whole FT warrant is exercisable into a common share of the Company at a price of $0.20 for a period of two years from the date of issue.

On December 22, 2023, FNI completed a non-brokered private placement of 3,312,095 non flow-through units ("**Hard Dollar Unit**") at a price $0.11 per unit for gross proceeds of $364,330. Each Hard Dollar Unit consisted of one common share of the Company and one common share purchase warrant ("**Hard Dollar warrant**"). Each Hard Dollar warrant is exercisable into a common share of the Company at a price of $0.20 for a period of two years from the date of issue.

The flow-through premium liability associated with the issuance of the flow-through shares was calculated at $0.02 per FT Unit, based on the difference between the selling price of

$0.13 and the Company's closing market price on the date of issuance ($0.11). This resulted in a flow-through premium liability of $464,000.

In connection with the issuance of the flow through shares the Company paid $224,563 in fees. The agents were also granted 1,571,879 broker warrants, exercisable at a price of $0.13 per broker warrant into one common share of FNI for a period of two years from the date of the closing of the respective financings.

The fair value of the broker warrants issued were estimated at the date of grant using the Black-Scholes model with the following weighted average assumptions: (I) dividend yield of 0%; (II) expected volatility of 120%; (III) a risk-free interest rate of 4.755%; (IV) an expected life of 2 years and (V) a broker warrant price of $0.13. Expected volatility was based on comparable companies. This resulted in a fair value of $0.064 per broker warrant for a total of $100,578.

The total share issuance costs for the issuance of the flow-through and non flow-through shares amounted to $255,771, inclusive of the agent's $224,563 as noted above.

(vi) On February 16, 2024, FNI completed a non-brokered private placement of 10,808,974 non flow-through units ("**Hard Dollar Unit**") at a price $0.11 per unit for gross proceeds of $1,188,987. Each Hard Dollar Unit consisted of one common share of the Company and one common share purchase warrant ("**Hard Dollar warrant**"). Each Hard Dollar warrant is exercisable into a common share of the Company at a price of $0.20 for a period of two years from the date of issue.

In connection with the issuance of the flow through shares the Company paid $51,794 in fees. The agents were also granted 661,342 broker warrants, exercisable at a price of $0.13 per broker warrant into one common share of FNI for a period of two years from the date of the closing of the respective financings.

The fair value of the broker warrants issued were estimated at the date of grant using the Black-Scholes model with the following weighted average assumptions: (I) dividend yield of 0%; (II) expected volatility of 120%; (III) a risk-free interest rate of 4.755%; (IV) an expected life of 2 years and (V) a broker warrant price of $0.13. Expected volatility was based on comparable companies. This resulted in a fair value of $0.068 per broker warrant for a total of $45,391.

The total share issuance costs for the issuance of the flow-through and non flow-through shares amounted to $72,875, inclusive of the agent's fees of $51,794 as noted above.

Stock option plan

The Company has a stock option plan to provide employees, directors, officers and consultants with options to purchase common shares of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock on the day of grant and the maximum term of option is four years. Options vest immediately upon issuance. The maximum number of shares which may be issued under the program shall not exceed 10% of the issued and outstanding shares. The following summarizes the employees, directors, officers and consultants stock options that have been granted, exercised, expired, vested or cancelled during the period ended December, 2022 and December 2021:

	Number of Options Issued/(Cancelled)	Number of Options Vested	Weighted Average Exercise Price
Balance, December 31, 2021	3,000,000	1,020,000	$ 0.70
Granted	1,200,000	-	0.22
Vested	-	3,180,000	
Cancelled	(975,000)	(975,000)	0.22
Balance, December 31, 2022	3,225,000	3,225,000	$ 0.52
Granted	5,000,000	-	0.09
Granted	535,000	178,333	0.27
Vested	-	1,666,667	
Cancelled	(2,300,000)	(2,300,000)	0.70
Balance, December 31, 2023	6,460,000	2,770,000	0.13
Balance, June 30, 2024	6,460,000	2,770,000	0.13

The fair value of the options issued in 2022 were estimated at the date of grant using the Black-Scholes model with the following weighted average assumptions: (I) dividend yield of 0%; (II) expected volatility of 110%; (III) a risk-free interest rate of 1%; (IV) an expected life of 5 years and (V) a common share price of $0.22. Expected volatility was based on comparable companies. This resulted in a fair value of $0.16 per options for a total of $205,515. The options vest 100% at the grant date.

The fair value of the options issued in 2023 were estimated at the date of grant using the Black-Scholes model with the following weighted average assumptions: (I) dividend yield of 0%; (II) expected volatility of 110%; (III) a risk-free interest rate of 1%; (IV) an expected life of 5 years and (V) a common share price of $0.09. Expected volatility was based on comparable companies. This resulted in a fair value of $0.067 per option for a total of $498,226. The options vest 1/3 at the grant date and 1/3 on each of the first and second anniversaries of the grant date. $401,550 in share based compensation was expensed the year ended December 31, 2023 based on options that vested during the year.

Warrants

Share Purchase Warrants

	June 30, 2024		Dec. 31, 2023	
	Number of warrants	**Weighted average exercise price**	Number of warrants	Weighted average exercise price
Balance beginning of period	**41,795,263**	**-**	-	-
Issued	**10,808,974**	**$ 0.20**	**41,795,263**	**$ 0.20**
Exercised	**-**	**-**	-	-
Expired	**-**	**-**		
Balance end of year	**52,604,237**	**$ 0.20**	**41,795,263**	**$ 0.20**

At June 30, 2024, the following warrants were outstanding:

Number of warrants	Exercise price	Expiry date
2,633,000	**$ 0.23 -**	May 30, 2025-
4,742,000	**$ 0.20**	May 30, 2025-
7,894,737	**$ 0.20**	June 9, 2025-
26,525,526	**$ 0.20**	December 21, 2025
10,808,974	**$ 0.20**	February 16, 2024
52,604,237	**$ 0.20**	-

14. OTHER INFORMATION

Contractual Commitments

At June 30, 2024 Fathom had the following commitments for material exploration expenditures:

Related Party Transactions

The following related party transactions occurred and were charged in the financial statements during the quarter ended June 30, 2024 and 2023 as follows:

	June 30, 2024	June 30, 2023
Administrative and exploration-related consulting fees:		
Administrative consulting fees were charged by officers for corporate administrative and financial management services	**$ 45,000**	$ 45,000
Consulting fees were charged by officers for geological management of the Company's exploration and evaluation asset	**$ 21,000**	$ 21,000
Legal fees charged by a law firm of which a director of the Company is a partner	**$ 7,316**	$ 53,575

Amounts accrued and paid as administrative consulting fees are expensed disclosed in the Statement of Loss as administrative consulting fees. Amounts accrued and paid as geological consulting fees are capitalized to the exploration and evaluation asset account. Legal fees associated with equity financings are disclosed as a share issuance cost and recorded as a reduction to share capital. Legal fees on account of general corporate and other non-financing matters are expensed in the Statement of Loss as legal and accounting fees.

At the period end, the Company owed the respective holding companies owned by officers of the Company for administrative and geological consulting fees $nil (June 30, 2023 - $ Nil). At June 30, 2024, the Company had a recorded liability of $11,967 owing to the law firm of which a director of the Company is a partner (June 30, 2023 $58,878).

[1] Included in administrative consulting fees is the monthly fees charged by Doug Porter in his role as CFO. Mr. Porter contracts his services through his 100%-owned holding company, Porter Valuations & Financial Consulting Inc. ("PV&FC"). Through a contract between the Company and PV&FC executed in May 2021, PV&FC charges the Company a monthly fee of $11,000. The CFO fee is allocated 100% to administrative consulting.

[2] Included in geological management is the monthly fees charged by Ian Fraser in his role as Vice President, Exploration and, since September 2022, CEO. Mr. Fraser contracts his services through his 100%-owned holding company, IF Consulting Inc. ("IFC"). Through a contract between the Company and IFC executed in

May 2021, IFC charges the Company a monthly fee of $11,000. Unless circumstances dictate otherwise, his fee is allocated as follows: $7,000 to geological consulting ($3,500 each to Gochager Lake and Albert Lake) and $4,000 to Administrative Consulting.

[3] McLeod Law LLP provides various legal services to the Company included, but not limited to securities, corporate-commercial and general corporate legal services. Eugene Chen, a partner of McLeod Law LLP is also a member of the board of Fathom.

Risk Factors

Fathom is in the exploration stage and is subject to the risks and challenges similar to other companies at a comparable stage. Other than the risks relating to reliance on future financings as previously discussed, as well as those discussed elsewhere in this MD&A, the Fathom's risks include, but are not limited to its limited operating history, the speculative nature of mineral exploration and development activities, operating hazards and risks, mining risks and insurance, no current mineral resources or reserves, environmental and other regulatory requirements, competition, stage of development, fluctuations in commodity prices, conflicts of interest, reliance on key individuals, enforcement of civil liabilities as discussed further below.

Limited Operating History - An investment in Fathom should be considered highly speculative due to the nature of Fathom's business. Fathom has no history of earnings, it has not paid any dividends and it is unlikely to enjoy earnings or be paying dividends in the immediate or foreseeable future.

Speculative Nature of Mineral Exploration and Development Activities - Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by Fathom may be affected by numerous factors which are beyond the control of Fathom and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, commodity markets and 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 combination of which factors may result in Fathom not receiving an adequate return of investment capital.

Substantial expenditures are required to establish mineral reserves through drilling, to develop processes to extract and process and refine the minerals and, in the case of new properties to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineral deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that the funds required for development can be obtained on a timely basis. Estimates of mineral reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the quality and quantity of minerals ultimately mined may differ from that indicated by drilling results.

Fathom's Albert Lake and Gochager Lake Projects are in the exploration stage only and are without known bodies of a mineral resource. The exploration programs proposed by Fathom are exploratory searches for commercial mineral deposits only. Development of any of Fathom's current or future mineral properties will only follow upon obtaining satisfactory exploration results.

Few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish mineral resources and reserves, develop metallurgical processes and construct mining and processing facilities at a particular site. There is no assurance that Fathom's mineral exploration activities will result in any discoveries of commercially minable ore bodies. Also, no assurance can be given that any or all of Fathom's properties will not be subject to prior unregistered agreements or interests or undetected claims which could be materially adverse to Fathom.

No Mineral Resource or Reserves - All of the Fathom properties are considered to be in the exploration stage only and do not contain a known mineral resource. Mineral resources and reserves are estimates and no assurance can be given that the anticipated mineral grades, and tonnages will be achieved or that the indicated level of recovery will be realized. Resource and reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of base and precious minerals, as well as increased production costs or reduced recovery rates may render reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of resources and/or reserves.

Conflicts of Interest - Certain of the Directors and Officers of Fathom are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such Directors and Officers of Fathom may become subject to conflicts of interest. Canadian corporate laws provide that in the event that a Director has an interest in a contract or proposed contract or agreement, the Director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under those laws. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the applicable Canadian corporate laws.

Operating Hazards and Risks - Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Fathom's operations will be subject to all the hazards and risks normally incidental to exploration, development and production of minerals, such as unusual or unexpected formations, cave-ins or pollution, all of which could result in work stoppages, damage to property and possible environmental damage.

Mining Risks and Insurance - The business of exploring for and mining base and precious minerals is generally subject to a number of risks and hazards including environmental hazards, industrial accidents, labour disputes, unusual or unexpected geological conditions, pressures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, blizzards and earthquakes. No assurance can be given that such insurance will continue to be available or that it will be available at economically feasible premiums. Mining operations will be subject to risks normally encountered in the mining business.

Environmental and Other Regulatory Requirements – Fathom's activities are subject to environmental regulations promulgated by government agencies from time to time.

Environmental legislation generally provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental

pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner, which means stricter standards and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and Directors, Officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

The exploration operations of Fathom and development and commencement of production on its properties require permits from various federal and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. Fathom believes it is in substantial compliance with all material laws and regulations, which currently apply to its activities.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, 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 for violations of applicable laws or regulations and, in particular, environmental laws.

Competition - Significant and increasing competition exists for the limited number of minerals exploration acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than Fathom, Fathom may be unable to acquire additional attractive mineral properties on terms it considers acceptable. Accordingly, there can be no assurance that Fathom's exploration and acquisition programs will yield any resources or reserves or result in any commercial mining operation.

Stage of Development - Fathom is in the business of exploring for, with the ultimate goal of extracting and refining minerals from its mineral exploration property. Fathom's Albert Lake Property has not commenced commercial production and Fathom has no history of earnings or cash flow from its operations. As a result of the foregoing, there can be no assurance that Fathom will be able to develop any of its current or future properties profitably or that its activities will generate positive cash flow.

Fathom has not paid any dividends and it is unlikely to enjoy earnings or paying dividends in the immediate or foreseeable future. Fathom has not sufficiently diversified such that it can mitigate the risks associated with its planned activities.

A prospective investor in Fathom must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of Fathom's management in all aspects of the development and implementation of Fathom's business activities.

Fluctuations in Commodity Prices - The profitability, if any, in any mining operation in which Fathom has an interest is significantly affected by changes in the market price of nickel, copper, platinum and palladium, and other base and precious metals, which fluctuate on a short-term basis and are affected by numerous factors beyond Fathom's control.

Reliance on Key Individuals – Fathom's success depends to a certain degree upon certain key members of the management. These individuals are a significant factor in Fathom's growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on Fathom.

Corporate Governance
Fathom's Board of Directors follows corporate governance policies to ensure transparency and accountability to shareholders.

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15. FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking statements with respect to Fathom's expectations, estimates and projections regarding its business and the economic environment in which it operates. These forward-looking statements, by their nature, involve risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", and "believe", used by any of the Company's management, are intended to identify forward-looking statements. Such statements reflect the Company's forecasts, estimates and expectations, as they relate to the Company's views with respect to future events and are subject to certain risks, uncertainties, and assumptions. Many factors could cause the Company's performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. Except as required by securities law, the Company does not intend and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events, or developments.

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