

FORTY PILLARS MINING CORP.**Management's Discussion and Analysis****For the Three Months Ended May 31, 2024**

This management's discussion and analysis ("MD&A") of the financial position and results of operations of Forty Pillars Mining Corp. (the "Company") is prepared as at July 25, 2024 and should be read in conjunction with the unaudited condensed interim financial statements for the three months ended May 31, 2024 and the audited financial statements for the year ended February 29, 2024, and the notes to those financial statements. The following disclosure and associated financial statements are presented in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Except as otherwise disclosed, all amounts are expressed in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR+ at www.sedarplus.ca.

FORWARD LOOKING STATEMENTS

The Company's condensed interim financial statements for the three months ended May 31, 2024 and this accompanying MD&A contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102. Continuous Disclosure Obligations of the Canadian Securities Administrators.

It is important to note that, unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of July 25, 2024.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, "forward-looking statements." These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words "believes", "expects", "anticipates", "estimates", "intends", "plans", "forecasts", or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve certain risks, uncertainties and assumptions. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements.

All of the Company's public disclosure filings may be accessed via www.sedarplus.ca and readers are urged to review these materials.

DESCRIPTION OF THE BUSINESS

Forty Pillars Mining Corp. was incorporated under the Business Corporations Act (British Columbia) ("BCBCA") on February 4, 2021. The address of its head office is located at Suite 488-625 Howe Street, Vancouver, British Columbia, Canada V6C 2T6. The Company's registered and records office is 400 – 725 Granville Street, Vancouver, British Columbia, Canada, V7Y 1G5.

FORTY PILLARS MINING CORP.**Management's Discussion and Analysis****For the Three Months Ended May 31, 2024**

The Company was created to facilitate an Arrangement Agreement dated April 1, 2021 ("Arrangement Agreement") with Origen Resources Inc. ("Origen"). In accordance with the Arrangement Agreement, the Company was incorporated as a wholly-owned subsidiary of Origen. Origen transferred its mineral exploration business and other assets to the Company in exchange for 3,242,589 common shares. The common shares were then distributed to Origen and the shareholders of Origen. The exchange in shares for the exploration business and other assets has been recorded as a capital transaction at the fair value of the net assets received.

The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses.

On May 31, 2021, the Company was listed on the Canadian Securities Exchange ("CSE") under the symbol PLLR.

OVERALL PERFORMANCE

Highlights:

- On March 12, 2024, the Company acquired the Element 92 Uranium Property, comprised of a single Saskatchewan mineral claim for \$10,000 in cash, and issued 2,000,000 common shares at a deemed price of \$0.07 per common share to Oberon Uranium Corp. On May 29, 2024, the Company announced that it is no longer proceeding with the Element 92 Uranium Project and wrote off all associated costs.
- On July 12, 2024, the Company closed a private placement for gross proceeds of \$285,000 through the sale of 5,700,000 units at a price of \$0.05 per unit. Each unit consists of one common share and one transferable common share purchase warrant of the Company. Each warrant entitles the holder to purchase one additional common share at a price of \$0.065 per share for a 60-month period.

The ability of the Company to continue as a going concern is dependent on its ability to obtain additional equity financing and achieve future profitable operations. As at May 31, 2024, the Company had a working capital deficit of \$336,098, had not yet achieved profitable operations and had an accumulated deficit of \$3,294,294 since its inception. The Company expects to incur further losses in the development of its business. All of these circumstances comprise a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. If the going concern assumption were not appropriate for the financial statements, it could be necessary to restate the Company's assets and liabilities on a liquidation basis.

FORTY PILLARS MINING CORP.
Management's Discussion and Analysis
For the Three Months Ended May 31, 2024

Exploration and Evaluation Assets

As at May 31, 2024, and February 29, 2024, the Company has capitalized the following acquisition, exploration and evaluation costs on its mineral properties:

	Silver Dollar	Beatrice	Wishbone	Element 92	Total
	\$	\$	\$	Uranium	\$
				\$	
Acquisition Costs					
Balance, February 28, 2023	434,040	17,880	3,205,089	-	3,657,009
Impairment	-	-	(1,308,442)	-	(1,308,442)
Disposal	-	-	(1,896,647)	-	(1,896,647)
Balance, February 29, 2024	434,040	17,880	-	-	451,920
Additions:					
Cash acquisition costs	-	-	-	10,000	10,000
Share acquisition costs	-	-	-	140,000	140,000
Impairment	-	-	-	(150,000)	(150,000)
Balance, May 31, 2024	434,040	17,880	-	-	451,920
Exploration and Evaluation Costs					
Balance, February 28, 2023	84,906	52	3,875	-	88,833
Reporting and other	-	53	-	-	53
Impairment	-	-	(3,875)	-	(3,875)
Balance, February 29, 2024	84,906	105	-	-	85,011
Reporting and other	-	52	-	-	52
Balance, May 31, 2024	84,906	157	-	-	85,063
Balance, February 29, 2024	518,946	17,985	-	-	536,931
Balance, May 31, 2024	518,946	18,037	-	-	536,983

Below is a description of the material mineral projects and the underlying agreements:

Silver Dollar Property, British Columbia

On May 21, 2021, the Company acquired the Silver Dollar Property as part of the Arrangement Agreement.

The Company owns a 100% interest in the Silver Dollar Property, located in the Revelstoke Mining District of British Columbia, subject to an existing 1.0% net smelter return ("NSR") royalty held by Happy Creek Minerals Ltd., beginning upon commencement of commercial production on the property.

Beatrice Mineral Property, British Columbia

The Company acquired 100% of the Beatrice Mineral Property as part of the Arrangement Agreement. The Beatrice Property is located to the south of the Silver Dollar Property.

FORTY PILLARS MINING CORP.

Management's Discussion and Analysis For the Three Months Ended May 31, 2024

Wishbone Property

On October 4, 2021, the Company entered into a Sale and Assignment Agreement (the "Agreement") with Origen to acquire an option to acquire 100% interest to 10 mineral claims located in the Liard Mining Division in British Columbia (the "Wishbone Property"). The Wishbone Property is subject to a 1% NSR Royalty. The Company also granted a 1% NSR to Origen. Half of the NSR (0.5%) could have been purchased prior to commercial production for \$1,000,000.

The Company had the option to acquire the property by:

- Paying total cash consideration of \$3,000,000, of which \$1,000,000 was paid in cash and \$2,000,000 was paid in the form of a promissory note with a 3-year term, bearing interest at 5% per annum, with interest payable monthly;
- Reimbursing Origen \$140,089 for airborne survey costs incurred (paid); and
- Making the remaining share issuances and cash payments under the original property agreement, being:
 - 66,667 common shares (issued and valued at \$15,000) and \$50,000 cash (paid) by May 29, 2022; and
 - 66,667 common shares and \$50,000 cash by May 29, 2023; and
 - Advance royalty payments of \$10,000 cash commencing May 29, 2024, until the commencement of commercial production.

On June 28, 2023, the Company entered into an agreement whereby Origen repurchased the rights to the Wishbone Property in exchange for extinguishment of the promissory note. During the year ended February 29, 2024, an impairment of \$1,312,317 was recorded for the Wishbone Property. The impairment recognized is due to the difference between the carrying value of the Wishbone Property and the promissory note.

Element 92 Uranium Property

On March 1, 2024, the Company entered into a property purchase agreement with an arm's length party, Oberon Uranium Corp. ("Oberon"), pursuant to which the Company agreed to acquire the Element 92 Uranium Property, comprised of a single Saskatchewan mineral claim number covering 5,961 hectares located in northern Saskatchewan, Canada on the southern end of the Athabasca region.

The Company acquired the property by:

- Paying total cash consideration of \$10,000 (paid) on March 12, 2024.
- Issuing 2,000,000 common shares (issued and valued at \$140,000) at a deemed price of \$0.07 on March 12, 2024.

On May 29, 2024, the Company announced that it will no longer be proceeding with the Element 92 Uranium Property in order to focus on the Silver Dollar Property and elected to allow the mineral claim to lapse. During the three months ended May 31, 2024, an impairment of \$150,000 was recorded for the Element 92 Uranium Property.

FORTY PILLARS MINING CORP.**Management's Discussion and Analysis****For the Three Months Ended May 31, 2024****RESULTS OF OPERATIONS****Three months ended May 31, 2024 and 2023**

The Company recorded a loss of \$306,914 for the three months ended May 31, 2024 (2023 – \$90,259). The Company had no revenue and paid no dividends during the period ended May 31, 2024.

Expenses during the period consisted primarily of:

- Management and director fees of \$24,000 (2023 - \$22,500) consist of fees paid to the CEO and a director.
- Professional fees of \$43,651 (2023 - \$6,000) consist mainly of accounting and legal fees.
- Interest expense of \$nil (2023 - \$47,164) is due to interest incurred for the promissory note with Origen. The decrease in the current period is due to the extinguishment of the promissory note during the year ended February 29, 2024.
- Unrealized loss on fair value of investments of \$nil (2023 - \$9,163) is due to the mark-to-market revaluation of the Company's investments.

Summary of Quarterly Results

	Three Months Ended			
	May 31, 2024	February 29, 2024	November 30, 2023	August 31, 2023
	\$	\$	\$	\$
Revenue	Nil	Nil	Nil	Nil
Loss	(306,914)	(89,773)	(65,306)	(1,370,020)
Basic and diluted loss per share	(0.03)	(0.01)	(0.01)	(0.28)
Dividends per share	Nil	Nil	Nil	Nil
Total assets	575,618	605,098	542,658	542,199
Total long-term liabilities	-	-	-	-
Working capital (deficit)	(336,098)	(244,377)	(420,352)	(355,046)
	Three Months Ended			
	May 31, 2023	February 28, 2023	November 30, 2022	August 31, 2022
	\$	\$	\$	\$
Revenue	Nil	Nil	Nil	Nil
Loss	(90,259)	(166,808)	(135,319)	(151,303)
Basic and diluted loss per share	(0.02)	(0.03)	(0.03)	(0.03)
Dividends per share	Nil	Nil	Nil	Nil
Total assets	3,794,991	3,804,659	3,808,032	3,964,656
Total long-term liabilities	1,881,550	1,834,386	1,775,360	1,858,760
Working capital (deficit)	(312,439)	(269,292)	(210,349)	8,370

FORTY PILLARS MINING CORP.
Management's Discussion and Analysis
For the Three Months Ended May 31, 2024

LIQUIDITY AND CAPITAL RESOURCES

As at May 31, 2024, the Company had a working capital deficit of \$336,098. The increase in working capital deficit compared to February 29, 2024 is mainly due to an increase in accounts payable and accrued liabilities.

During the three months ended May 31, 2024, the Company used cash of \$70,285 in operating activities, due to operating expenses and changes in non-cash working capital items.

The Company's principal assets are at an exploration stage and as a result the Company has no current source of operating cash flows. The Company relies on its ability to obtain equity financing to fund administration expenses and future exploration programs. The ability of the Company to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities when due is dependent on the successful completion of a financing or by monetizing assets. There is no certainty that these and other strategies will be successful.

FINANCING ACTIVITIES AND CAPITAL EXPENDITURES

The Company's authorized capital consists of an unlimited number of common shares without nominal or par value. As of the date of this MD&A, the Company has 17,287,530 issued and outstanding common shares.

During the three months ended May 31, 2024, the Company had the following share issuance:

- On March 12, 2024, 2,000,000 common shares were issued to purchase the Element 92 Uranium Property. The fair value of the common shares was \$140,000.

RELATED PARTY TRANSACTIONS

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 certain of the members of the Board of Directors. Transactions with related parties are made in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Summary of key management personnel compensation is as follows:

	Three months ended	
	2024	May 31, 2023
	\$	\$
Management and director fees ¹	24,000	22,500
Professional fees ²	8,400	6,000
Total	32,400	28,500

¹Management fees consist of fees paid or accrued to the CEO and a director.

²Professional fees include amounts paid or accrued to a company in which the CFO acted as management.

FORTY PILLARS MINING CORP.**Management's Discussion and Analysis****For the Three Months Ended May 31, 2024**

Accounts payable and accrued liabilities May 31, 2024, includes \$118,596 (February 29, 2024 - \$84,525) owing to directors, officers, or to companies significantly controlled by common directors for unpaid fees and expense reimbursements. All amounts owing are non-interest bearing and incurred in the normal course of business.

During the year ended February 29, 2024, the Company settled \$67,500 of trades payable owing to the CEO and a company in which the CFO acted as management through the issuance of 675,000 common shares valued at \$47,250.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not engaged in any off-balance sheet arrangements during the three months ended May 31, 2024.

PROPOSED TRANSACTIONS

As of the date of this MD&A, there are no proposed transactions.

MATERIAL ACCOUNTING POLICY INFORMATION AND ESTIMATES

The details of the Company's accounting policies are presented in Note 3 of the financial statements for the year ended February 29, 2024.

CAPITAL MANAGEMENT

The Company does not have any externally imposed regulatory capital requirements for managing capital. The Company has defined its capital as items within shareholders' equity, as determined at each reporting date.

The Company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares, or engage in debt financing.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support for its projects.

FORTY PILLARS MINING CORP.

Management's Discussion and Analysis
For the Three Months Ended May 31, 2024

FINANCIAL INSTRUMENTS**Categories of financial assets and financial liabilities**

Financial instruments are classified into one of the following categories: FVTPL; amortized cost; and FVTOCI. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category	May 31, 2024	February 29, 2024
		\$	\$
Cash	Amortized cost	17,838	58,175
Accounts payable and accrued liabilities	Amortized cost	(374,733)	(312,544)

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

- Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.
- Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market-place.
- Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The recorded amounts for cash and accounts payable and accrued liabilities, approximate their fair value due to their short-term nature.

RISK FACTORS

The business and operations of the Company are subject to numerous risks, many of which are beyond the Company's control. The Company considers the risks set out below to be some of the most significant to potential investors in the Company, but not all of the risks are associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Company is currently unaware or which it considers to be material in relation to the Company's business actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. Management believes that the credit risk concentration with respect to financial instruments is remote.

FORTY PILLARS MINING CORP.

Management's Discussion and Analysis

For the Three Months Ended May 31, 2024

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. As at May 31, 2024, the Company had a cash balance of \$17,838 to settle current liabilities of \$374,733 and is subject to liquidity risk.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity prices. These fluctuations may be significant.

- **Interest rate risk**

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does not believe it is currently subject to any significant interest rate risk.

- **Price risk**

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, and the stock market to determine the appropriate course of action to be taken by the Company.

Financing risk

The Company is dependent upon share issuances to provide the funding necessary to meet its general operating expenses and will require additional financing to continue to explore its mineral properties. Issuances of additional securities will result in dilution of the equity interests of the Company's shareholders. The Company may issue additional common shares in the future as further capital is required and on the exercise of outstanding options or other convertible securities issued from time to time. Sales or issuances of substantial amounts of additional securities, or the availability of such securities for sale, could adversely affect the market prices for the Company's securities. A decline in the market prices of securities of the Company could impair the Company's ability to raise additional capital through the sale of new common shares should it desire to do so. In addition, if additional common shares or securities convertible into common shares are sold or issued, such sales or issuances

Commodity risk

The profitability of the Company's operations, if ever established, will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable. The prices of these commodities are affected by numerous factors beyond the Company's control.

FORTY PILLARS MINING CORP.**Management's Discussion and Analysis****For the Three Months Ended May 31, 2024**

Permits and licenses

The Company will require licenses and permits from various governmental and non-governmental authorities for its operations. The Company has obtained, or plans to obtain, all necessary licenses and permits required to carry on the activities it is currently conducting or which it proposes to conduct under applicable laws and regulations. However, such licenses and permits are subject to change in regulations and in various operating circumstances. The Company provides no assurance that it will obtain all necessary licenses and permits required to carry out exploration, development and mining operations.

Political regulatory risk

Any changes in government policy may result in changes to laws affecting ownership of assets, mining policies, monetary policies, taxation, rates of exchange, environmental regulations, and labour relations, repatriation of income and return of capital. This may affect both the Company's ability to undertake exploration and development activities in respect of the properties in the manner currently contemplated, as well as its ability to continue to explore, develop and operate the properties. The possibility that future governments may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out.

Currency risk

Currency fluctuations may affect the cash flow which the Company may realize from its operations, since most mineral commodities are sold in a world market in United States dollars. The Company's costs are incurred primarily in Canadian dollars.

Dependence on key individuals

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company. In addition, the Company will be highly dependent upon contractors and third parties in the performance of its exploration and development activities. The Company provides no guarantee that such contractors and third parties will be available to carry out such activities on behalf of the Company or be available upon commercially acceptable terms.

OUTSTANDING SHARE DATA

The following table summarizes the outstanding share capital as of the date of the MD&A:

	Number	Exercise Price	Expiry Date
Common Shares	17,287,530	-	-
Stock Options	33,334	\$0.66	May 31, 2026
Restricted Share Units	1,075,000	-	-
Warrants	2,500,000	\$0.72	October 28, 2024
Warrants	2,440,000	\$0.06	January 16, 2029
Warrants	5,700,000	\$0.065	July 12, 2029

FORTY PILLARS MINING CORP.

Management's Discussion and Analysis
For the Three Months Ended May 31, 2024

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements for three months ended May 31, 2024, and this accompanying MD&A (together, the "Interim Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR+ at www.sedarplus.ca.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

Information provided in the MD&A and the financial statements is the responsibility of management. In the preparation of the financial statements, estimates are sometimes necessary to make a determination of the carrying value for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements. Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

ADDITIONAL INFORMATION IN RELATION TO THE COMPANY

Additional information relating to the Company is available at on SEDAR+ at www.sedarplus.ca under Forty Pillars Mining Corp.