BEYOND LITHIUM INC.
(FORMERLY “BEYOND MINERALS INC.”)

INTERIM MANAGEMENT’S DISCUSSION AND ANALYSIS
– QUARTERLY HIGHLIGHTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

Prepared by:

BEYOND LITHIUM INC.

30th Floor – 360 Main Street,
Winnipeg, Manitoba, R3C 4G1

Discussion dated November 29, 2024

Introduction

The following Interim Management's Discussion & Analysis ("MD&A") of Beyond Lithium Inc. (formerly "Beyond Minerals Inc.") ("Beyond" or the "Company") for the three and nine months ended September 30, 2024, has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2023. This MD&A does not provide a general update to the Annual MD&A, nor reflect any non-material events since the date of the Annual MD&A. The primary office of Beyond is located at 30th Floor – 360 Main Street, Winnipeg, Manitoba, R3C 4G1.

This MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual financial statements for the years ended December 31, 2023 and 2022, together with the notes thereto, and unaudited condensed interim financial statements for the three and nine months ended September 30, 2024, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of November 29, 2024, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Beyond common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on SEDAR+ at **www.sedarplus.ca**.

Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. Such forward-looking statements includes, without limitation, statements with respect to the Company's expectations, strategies and plans for the Eastchester-Fabie-Trudeau Property, including the Company's planned exploration; the results of future exploration, estimated completion dates for certain milestones and the Company's plans with respect to the Eastchester Fabie-Trudeau Property; the costs and timing of future exploration and development; future financial or operating performance and condition of the Company and its business, operations and properties, including expectations regarding liquidity and capital structure; the intended use of the net proceeds of the initial public Offering (“IPO”); and the adequacy of funds from the IPO to support the Company’s business objectives, including with respect to its exploration, development and production activities.

Forward-looking statements are not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management’s experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this MD&A or as of the date specified in such statement including, without limitation, assumptions about: favourable equity and debt capital markets; the ability to raise any necessary additional capital on reasonable terms to advance the exploration and development of the Company’s properties and assets; the timing and results of exploration and development programs; the geology of the Eastchester-Fabie-Trudeau Property being as described in the Technical Report; the accuracy of budgeted exploration, development, operational and administrative costs and expenditures; operating conditions being favourable such that the Company is able to operate in a safe, efficient and effective manner; political and regulatory stability; the receipt of governmental, regulatory and third party approvals, licenses and permits on favourable terms; obtaining required renewals for existing approvals; requirements under applicable laws; sustained labour stability; stability in financial and capital goods markets; and the Company’s ability to acquire and retain key personnel.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance, or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. Such risks include, without limitation: natural disasters, geopolitical instability or other unforeseen events; mineral prices are volatile and may be lower than expected; mining operations are risky; resource exploration and development is a speculative business; the successful operation of exploration activities at the Company’s mineral properties depend on the skills of the Company’s management and teams; operations during mining cycle peaks are more expensive; title to the Eastchester-Fabie-Trudeau Property may be disputed; Aboriginal title claims may impact the Company’s interest in the Eastchester-Fabie-Trudeau Property; the Company may fail to comply with the law or may fail to obtain or renew necessary permits and licenses; compliance with environmental regulations can be costly; social and environmental activism can negatively impact exploration, development and mining activities; the mining industry is intensely competitive; inadequate infrastructure may constrain mining operations; the Company may incur losses and experience negative operating cash flow for the foreseeable future; the Company may be subject to costly legal proceedings; the Company will incur increased costs as a result of complying with the reporting requirements, rules and regulations affecting public issuers; the Eastchester-Fabie-Trudeau Property is located in an underdeveloped rural area; the Company may not use the proceeds from the IPO as described in this MD&A; the Company may not be able to obtain sufficient capital to pursue all of its intended exploration activities or continue on a going concern basis; and the Company may be negatively impacted by changes to mining laws and regulations.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company’s ability to predict or control. Please also refer to those risk factors referenced in the “Risks and Uncertainties” section below and the “Risk Factors” section of the final long form prospectus in respect of the IPO (the “Prospectus”) filed and dated February 23, 2022. Readers are cautioned that the above does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether because of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company was incorporated on October 8, 2019, under the laws of Canada. The Company is a natural resource company engaged in the acquisition and exploration of mineral properties in Canada. To date, the Company has not generated significant revenues from operations.

The Company has no revenues, so its ability to ensure continuing operations is dependent on the discovery of economically recoverable reserves, confirmation of its interest in the underlying mineral claims, and its ability to obtain necessary financing to complete the exploration activities, development, if they are proven successful, and future profitable production.

Beyond's goal is to deliver superior returns to shareholders by concentrating on the acquisition and exploration of mining properties. The Company currently plans to focus on its current property interests, as set out below under "Mineral Property Interests".

The Company will continue to attempt to raise capital to meet its ongoing operating activities.

Outlook and Economic Conditions

The Company is a Canadian base and precious metal exploration company, focused on exploring its current property interests, and on acquisitions of other mineral exploration properties, should such acquisitions be consistent with its objectives and acquisition criteria. The Company currently has operations in the Province of Ontario and Quebec, Canada. The Company's financial success will be dependent upon the extent to which it can make discoveries and on the economic viability of any such discoveries. The development of such assets may take years to complete and the resulting income, if any, is difficult to determine with any certainty. To date, the Company has not produced any revenues. The sales value of any minerals discovered by the Company is largely dependent upon factors beyond its control, such as the market value of the commodities produced.

There are significant uncertainties regarding the prices of base and precious metal and the availability of equity financing for the purposes of exploration and evaluation. The future performance of the Company is largely tied to the successful exploration, discovery and eventual development of its property interests, if they are proven successful, and other prospective business opportunities and the overall financial markets. Financial markets are likely to be volatile, reflecting ongoing concerns about the stability of the global economy. However, recently, equity markets in Canada have showed signs of improvement, with equities increasing significantly during this period. Strong equity markets are favourable conditions for completing a financing, public merger or acquisition transaction.

Management regularly monitors economic conditions, estimates their impact on the Company's operations, and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Highlights

- On January 9, 2024, the Company entered into a mineral property purchase agreement (the "Purchase Agreement") with Patriot Lithium Limited ("Patriot"), an Australian based mineral exploration company listed on the Australian Stock Exchange (ASX:PAT), pursuant to which the Company will transfer to Patriot an undivided 100% interest in the 61 mining claims comprising the Company's Borland East and Borland North projects located approximately 60 km northwest of Frontier Lithium's PAK project in Northwest Ontario (the "Borland Claims").

  As consideration for the Borland Claims, Patriot will issue to Beyond Lithium on closing, 1,100,000 fully paid ordinary shares in the capital of Patriot, subject to certain contractual escrow requirements (the "Purchase Price Shares"). Additionally, Patriot shall pay Beyond Lithium a cash payment of $2,500,000 for an initial mineral resource estimate filed or announced by Patriot declaring any JORC, NI 43-101, or SK-1300 compliant, as applicable, deposits or orebodies contained exclusively in any part of the Borland Claims exceeding 20 million metric tonnes of contained Li_2O with an average grade equal to 1.0% Li_2O or greater.

- On February 25, 2024, the Company announced that it has agreed to settle debts relating to certain consulting fees owed to two arm's length parties by issuing an aggregate of 171,554 common shares of the Company at a deemed price of $0.185 per share, representing an aggregate value of $31,737 (the "Debt Settlement").

- On March 31, 2024, the Company entered into a letter of intent (the "LOI") to amend the terms of the Greenfield Lithium properties Option Agreements and the Victory Projects option agreement. Pursuant to the LOI, option cash payments totaling $481,400 will be converted into promissory notes bearing interest at 6% per annum and maturing on August 31, 2024. As consideration for deferring the cash payments, the Company issued to the vendors a total of 200,000 common shares of the Company at a price of $0.14 per share on May 3, 2024.

- On April 24, 2024, the Company and its exploration team was awarded the prestigious 2023 Bernie Schnieders Discovery of the Year Award, presented by the Northwestern Ontario Prospectors Association, for the spodumene discovery at its Victory Project in Ontario, Canada.

- On April 26, the Company issued 1,010,300 common shares of the Company at a price of $0.15 per share as the first anniversary share issuance in accordance with the March 30, 2023 option agreements.

- On May 24, 2024, the Company closed a private placement of 2,500,000 flow-through shares of the Company at a price of $0.20 per share for gross proceeds of $500,000. In connection with the Offering, the Company paid an eligible third party finder dealing at arm's length with the Company: (i) cash commissions totalling $34,300; and (ii) an aggregate of 171,500 broker warrants, each exercisable to acquire one common share of the Company for 2 years at an exercise price of $0.20 per share.

- During the nine months ended September 30, 2024, 140,000 stock options were exercised at a price of $0.15 per share for total proceeds of $21,000.

- During the nine months ended September 30, 2024, 2,441,277 warrants were exercised at a price of $0.10 - $0.15 per share for total proceeds of $246,242.

- During the nine months ended September 30, 2024, 500,000 RSUs were converted at a price of $0.315 - $0.33 per share.

Events Subsequent to September 30, 2024

- Subsequent to the period ended September 30, 2024, the Company announced a proposed non-brokered private placement of up to 10 million units of the Company (the "Units") at a price of $0.05 per Unit for gross proceeds of up to $500,000 (the "Offering"). Each Unit consists of one common share of the Company (a "Share") and one half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to purchase one additional Share at a price of $0.10 per Share for a period of 24 months from the closing date. The Company may pay finders' fees in connection with the Offering in cash, shares, warrants or a combination thereof.

- Subsequent to the period ended September 30, 2024, the Company entered into debt settlement agreements (the "Settlement Agreements") with certain creditors of the Company (the "Creditors") pursuant to which the Company agreed to issue to the Creditors, and the Creditors agreed to accept, an aggregate of (i) 4,982,021 Units at a price of $0.05 per Unit in full and final settlement of accrued and outstanding indebtedness in the aggregate amount of $249,101 (the "Debt Settlement").

- Subsequent to the period ended September 30, 2024, the Company has entered into a binding letter of intent (the "LOI") with Bounty Gold Corp. and Last Resources Ltd. (collectively, the "Optionors") to further amend the terms of the Company's existing mineral property option agreements with the Optionors (the "Option Agreements"). Pursuant to the terms of the LOI, among other terms: (i) all cash payments under the Option Agreements will be deferred until an option in respect of a particular optioned property is fully exercised, prior to the expiry of the applicable option term; (ii) certain outstanding cash payments payable to the Optionors totaling $215,650 will be settled by an issuance of common shares at a deemed price of $0.05 per share; and (iii) of the currently outstanding cash payments in the amount of $246,500 under the Option Agreement in respect of the Company's Victory project (the "Victory Option Agreement") $155,250 will be paid in cash (from the proceeds of the Offering) and $91,250 will be deferred until the option in respect of the Victory project is fully exercised, prior to the expiry of the option term (collectively, the "Amendments"). Completion of the Amendments remains subject to a number of closing conditions, including, the parties entering into definitive documentation setting forth the detailed terms and conditions of the Amendments and completion of the Offering on or prior to October 18, 2024 (or such other date as the parties may agree upon) and standard closing conditions for transactions of this nature.

Overall Objective

The primary business objective of Beyond is the acquisition, exploration and evaluation of mineral properties in Canada. In furtherance of this objective, the Company established the following business strategy:

- Develop and implement a discretionary exploration budget on its property interests with a view to establishing a viable mineral deposit; and
- Capitalize on management's technical expertise and ability to identify, evaluate, and acquire exploration properties.

See "Risks and Uncertainties" below.

Trends

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Strong equity markets are favorable conditions for completing a public merger, financing, or acquisition transaction. Apart from these and the risk factors noted under the heading "Risks and Uncertainties", and "Outlook and Economic Conditions", management is not aware of any other trends, commitments, events, or uncertainties that would have a material effect on the Company's business, financial condition, or results of operations.

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity, capital expenditures and capital resources that would be material to investors.

Mineral Property Interests

On March 4, 2024, the Company announces the 2024 strategic plan following careful planning by the senior staff of Beyond Lithium, including our partners at Bounty Gold Corp. ("Bounty Gold") and Last Resorts Resources Ltd. ("Last Resort"). The 2024 strategic plan outlines as follows:

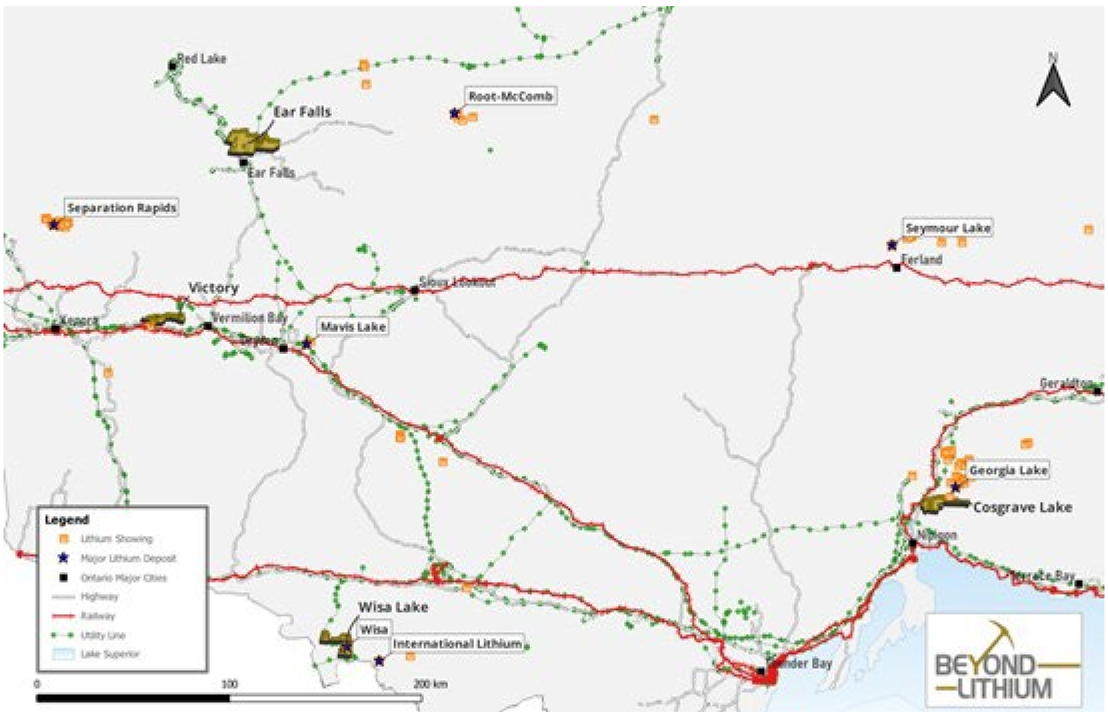
- Plan to advance the four primary projects, the Ear Falls Spodumene, the Victory Spodumene, the Cosgrave Lake, and the Wisa Lake Projects with diamond drilling and advanced mapping and sampling programs to delineate more targets for mechanical stripping and further diamond drilling.
- Permitting activities include the submission of the exploration permits for the Ear Falls and the Victory Projects which exploration permit applications have now entered the public review and comment period of 30 days.
- Further Joint Venture and Option discussions with other interested parties for other promising lithium projects outlined by 2023 exploration data.

On April 1, 2024, the Company finalizes the make up of lithium exploration portfolio in Ontario for the 2024 exploration season and outlines the following:

- No option cash payments due until August 31st, 2024.
- The four primary projects are: the Victory Spodumene, the Ear Falls Spodumene, the Cosgrave Lake, and the Wisa Lake Projects where the exploration priorities will include advanced mapping and sampling programs to delineate more targets for mechanical stripping as well as diamond drilling.
- Beyond Lithium's 2024 portfolio will consist of a total of 27 projects totalling over 119,000 hectares each either meriting further exploration or are part of joint venture and option discussions with interested parties.
    - Four primary projects.
    - Additional 23 projects located within well-known districts with significant LCT pegmatites discoveries and deposits.
- Continue to engage and consult with the Ontario Ministry of Mines and the Aboriginal Communities as part of its current Exploration Permit applications for the Ear Falls Spodumene and the Victory Spodumene Projects.

Name	**Area (ha)**
Victory Spodumene	16,682
Ear Falls Spodumene	20,623
Cosgrave Lake	8,993
Wisa	6,666

Details of the Four Primary Projects



Beyond's Four Primary Projects Map in relation to Existing Infrastructure

Beyond Lithium is in the process of obtaining the exploration permits for the Victory and Ear Falls Spodumene Projects. Each application is for a multiple of drilling sites and stripping locations. Each drill site is designed to drill multiple holes. The stripping locations are focused on each project's main exploration corridors. Both permit applications have entered the public review and comment period. Beyond continues to engage and to consult with the Ministry and Aboriginal communities throughout this process.

On May 1, 2024, the Company announces the ramp up the 2024 exploration program and prioritises on the following objectives:

(i) uncover additional or extent known spodumene mineralization at the Victory Spodumene Project and the Ear Falls Spodumene Project along their well-defined exploration corridors,

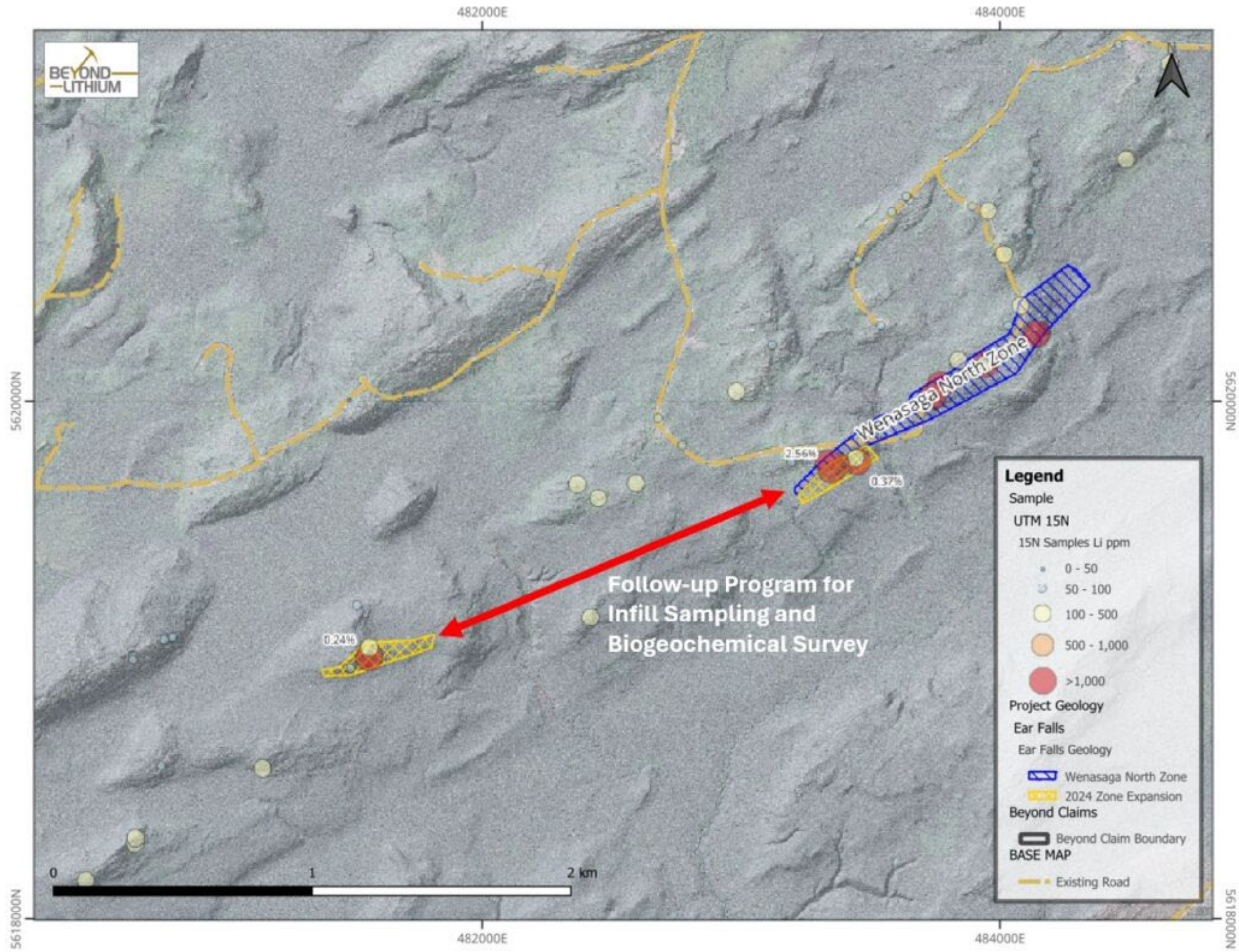
(ii) to discover new lithium-bearing or spodumene-bearing pegmatites at Cosgrave Lake and Wisa Lake, For first part of the 2024 exploration program, the geological field teams will spend more field time at the four primary projects to carry out systematic sampling and mapping programs to focus on the narrowed down exploration targets to explore for potential new and additional spodumene-bearing mineralization. Potentially with the more defined zones outlined by geochemistry, geology, and mineralogy established from the 2023 program, the goal is to further expand mineralization at the four primary projects.

On October 1, 2024, the Company provides an exploration update for the Cosgrave, the Ear Falls, and the Victory Projects. From the 2024 field season, the field team has collected 380 grab samples from the four primary projects. In addition, two biogeochemical surveys were completed at the Ear Falls and the Victory Projects. The XRD (X-ray diffraction) and the TIMA (Quantitative Evaluation of Materials by Scanning Electron Microscopy) have been finalized for the Ear Falls Project.

Ear Falls Spodumene Project

Ear Falls Spodumene Project Confirms Spodumene as the Dominant Lithium-bearing Mineral And >96% Spodumene Liberation and Expanded the Wenasaga North Zone

- Initial mineralogical work completed at the Wenasaga North Zone's spodumene-bearing pegmatites established a baseline of the characterization of the lithium pegmatite at Ear Falls:
    - XRD (X-ray diffraction) study for modal mineralogy confirming the main mineralogy of the spodumene-bearing pegmatites are quartz, feldspar (albite, microcline), muscovite, and spodumene with accessory minerals (total <2%) include chlorite, beryl, fluorapatite, biotite
    - TIMA (Quantitative Evaluation of Materials by Scanning Electron Microscopy) study outlines >96% spodumene liberation.
    - This baseline study provides a fundamental viability of recovering or extracting spodumene at Ear Falls
- 2024 Field Program extends and widens the trend of the Wenasaga North Zone
    - Outlined obvious area for infill sampling program and biogeochemical survey to follow up
- Completed a trial biogeochemical survey (assays pending) at the Wenasaga North Zone that can potentially be another exploration tool to uncover buried lithium mineralized pegmatites



Ear Falls 2024 Program Expansion and Extension of the Wenasaga North Zone – Only Samples >1,000ppm Li from the 2024 Exploration Program are Labelled

Cosgrave Project

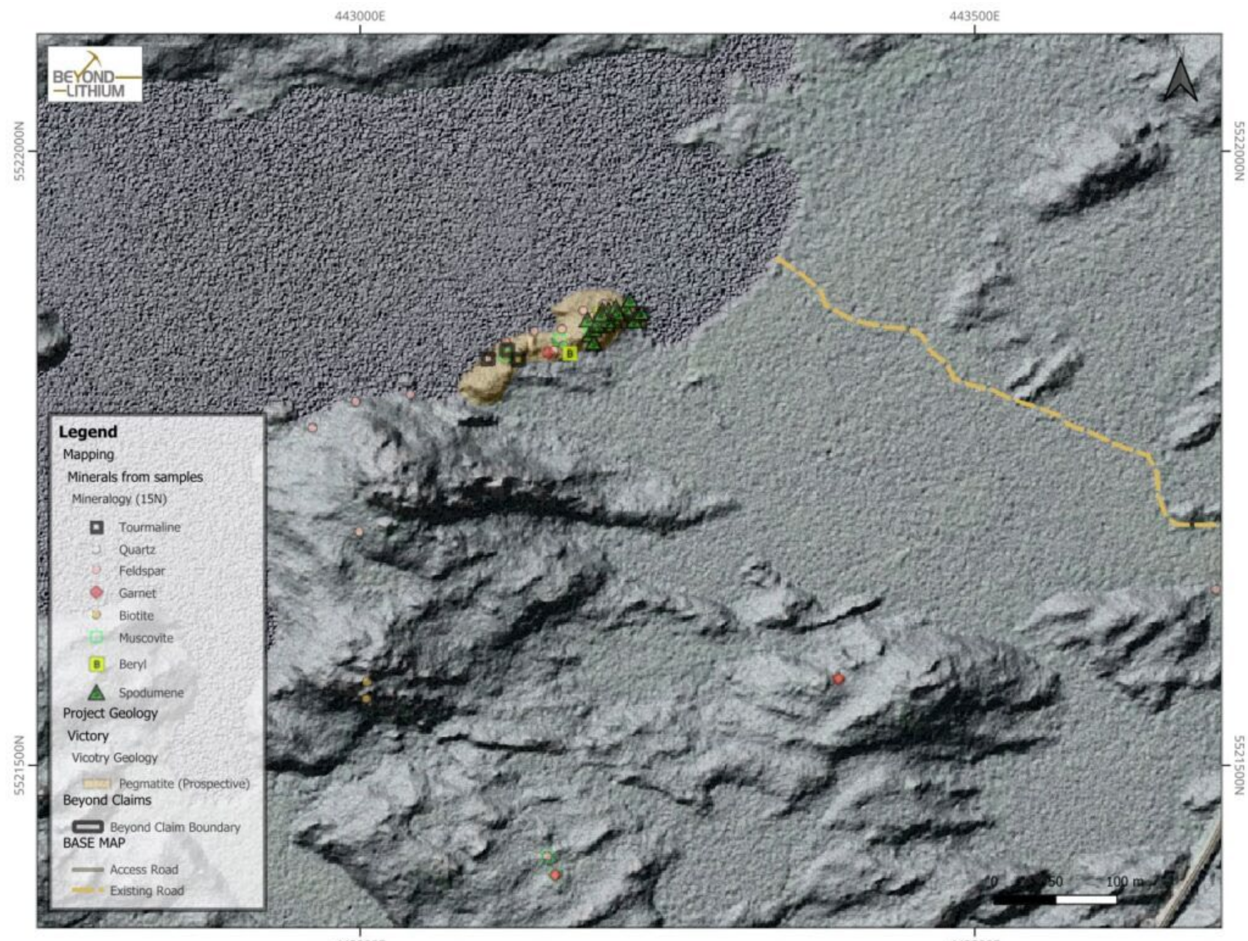
Cosgrave Project Confirms Lithium Mineralization with Channel Samples Assayed up to 0.62% Li2O over 1.00m within a Wider Interval of 0.23% Li2O over 6.90m

- Channel sampled a seven meters wide pegmatite
    - Further stripping may widen the true width of the pegmatite
    - Returned with 0.23% Li_2O and 235ppm Cs over 6.90m
        - including 0.38% Li_2O and 272ppm Cs over 3.10m
        - and 0.62% Li2O and 227ppm Cs over 1.0m
- Highly fractionated pegmatite with an average K/Rb ratio of 15 across the pegmatite
- Pegmatite is hosted in metasediment and is composed of feldspar, quartz, muscovite, and alluaudite
- XRD work in progress to identify the lithium mineral associated with the lithium mineralization from the highly fractionated pegmatite
- Submitted the exploration plan to the Ministry of Mines of Ontario for a stripping program to further expose the lithium-bearing pegmatite

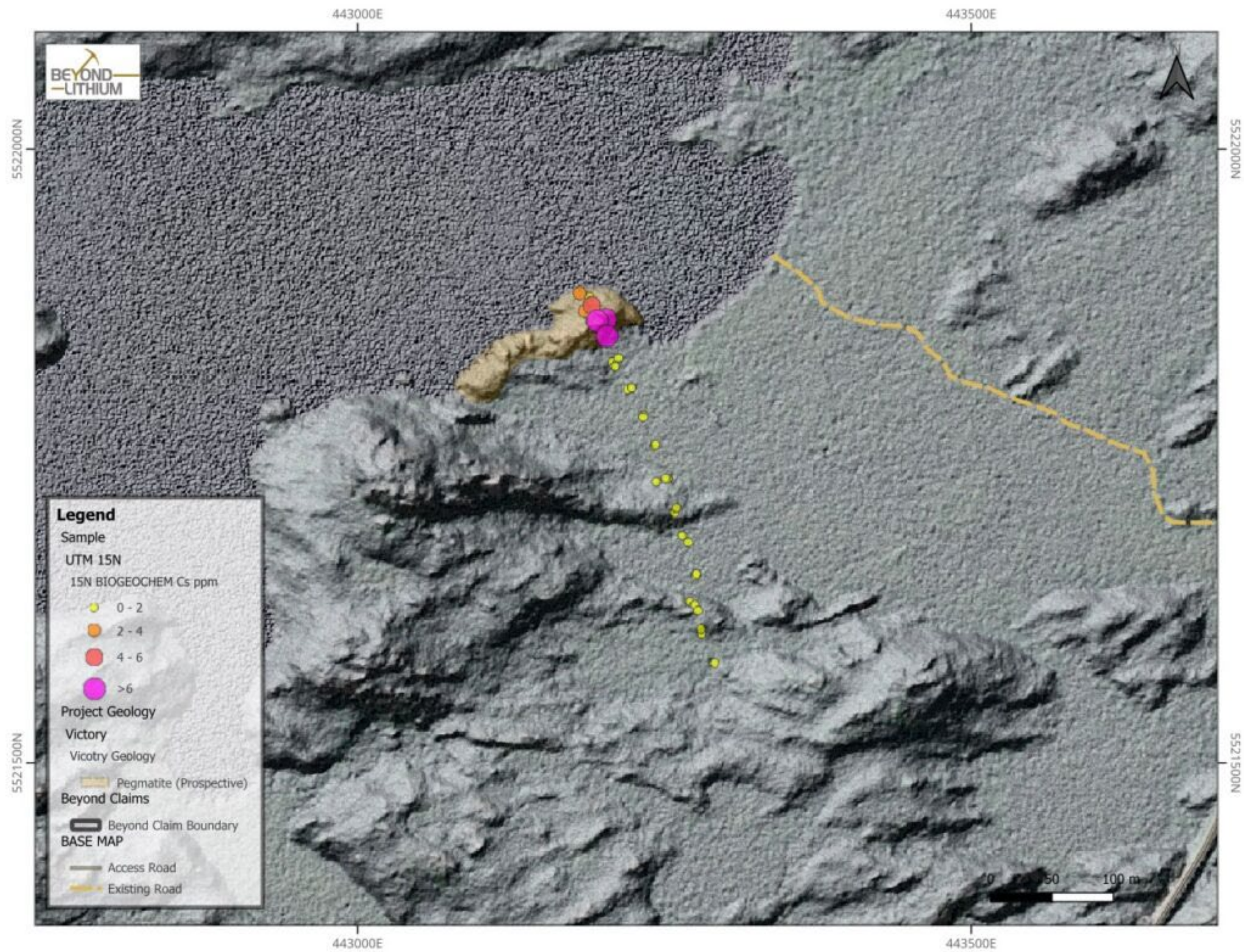
Victory Spodumene Project

Victory Spodumene Project Identifies Key Indicators for Exploring Lithium Mineralization

- LiDAR survey delineated a larger footprint of the Last Resort and the Bounty Gold spodumene-bearing pegmatites (Figure 4)
- Identified key and indicator minerals for pegmatites associated with lithium mineralization to narrow down exploration priority targets
    - Quartz (quartz core), feldspar, muscovite, beryl, garnet, and tourmaline
    - Distinguished two generations of pegmatites in the area to optimize exploration in the field
- Identified a larger footprint of the Medicine Lake pluton based on field mapping, LiDAR survey, and airborne magnetic survey
    - the Medicine Lake pluton is interpretated as the fluid source of the pegmatites and the lithium mineralization in the area
- Biogeochemical Tree Bark Survey shows promising results as an efficient exploration tool to explore for buried lithium mineralization



Larger Footprint of the Last Resort Pegmatite Delineated from LiDAR Survey



Biogeochemical Tree Bark Survey at the Last Resort Pegmatite Outlines the Spodumene Mineralization with Elevated Cs Across the Last Resort Pegmatite – the biogeochemical tree park survey is an efficient exploration tool to explore for buried lithium mineralization at the Victory Spodumene Project

Financial Highlights

Financial Performance

Three Months Ended September 30, 2024, Compared with Three Months Ended September 30, 2023

Beyond's net loss totaled $345,733 for the three months ended September 30, 2024, with basic and diluted loss per share of $0.01. This compares with a net loss of $1,319,649 with basic and diluted loss per share of $0.05 for the three months ended September 30, 2023. The decrease of $973,916 was principally because:

- Exploration and evaluation expenditures decreased to $125,642 (2023 - $787,373) mainly due to the acquisition of various lithium properties in Ontario in the prior year.
- Marketing decreased to $51,760 (2023 - $95,363) due to decreased advertising and promotion.

- Share-based compensation decreased to $5,145 (2023 - $157,129). Share-based compensation will vary from period to period depending upon the number of options, warrants, SARs and RSUs granted and vested during a period and the fair value of the options calculated as at the grant date.

- Flow-through share liability recovery increased to $53,397 (2023 - $nil) due to reduction of flow-through liability through eligible expenditures incurred during the current period.

Nine Months Ended September 30, 2024, Compared with Nine Months Ended September 30, 2023

Beyond's net loss totaled $1,479,166 for the nine months ended September 30, 2024, with basic and diluted loss per share of $0.04. This compares with a net loss of $4,655,894 with basic and diluted loss per share of $0.19 for the nine months ended September 30, 2023. The decrease of $3,176,728 was principally because:

- Exploration and evaluation expenditures decreased to $630,867 (2023 - $3,049,365) mainly due to the acquisition of various lithium properties in Ontario in the prior year.

- Marketing decreased to $155,501 (2023 - $330,824) due to decreased advertising and promotion.

- Professional fees decreased to $146,503 (2023 - $259,230) due to decreased audit, and legal fees.

- Share-based compensation decreased to $231,145 (2023 - $547,940). Share-based compensation will vary from period to period depending upon the number of options, warrants, SARs and RSUs granted and vested during a period and the fair value of the options calculated as at the grant date.

- Gain on sale of mineral property increased to $227,309 (2023 - $nil) due to the sale of the Borland Claims to Patriot Lithium Limited and the sale of the Fabie Gold project to Extreme Exploration Inc. during the current period. There was no sale of mineral properties in the prior period.

- Unrealized loss on marketable securities increased to $142,718 (2023 - $nil) due to the decrease in fair value of the common shares of Patriot Lithium Limited held by the Company.

- Flow-through share liability recovery increased to $106,391 (2023 - $nil) due to reduction of flow-through liability through eligible expenditures incurred during the current period.

Cash Flow

On September 30, 2024, the Company had cash of $85,800 (December 31, 2023 - $76,288). The increase in cash of $9,512 was a result of cash inflow from financing activities of $806,036, partially offset by cash outflow in operating activities of $796,524.

Operating activities were affected by net loss of $1,479,166, adjusted by non-cash adjustments of $220,898 and non-cash working capital items of $461,744. Non-cash adjustments mainly consisted of share-based compensation of $231,145, shares issued for mineral properties of $179,545, unrealized loss on marketable securities of $142,718, partially offset by a gain on sale of mineral property of $227,309 and flow-through share liability recovery of $106,391. Non-cash working capital items consisted of an increase in accounts payable and accrued liabilities of $180,356, a decrease in sales tax recoverable of $56,069, and a decrease in prepaid expenses of $225,319.

Financing activities were affected by proceeds from private placement of $500,000, proceeds from sale of mineral property interests of $50,000, proceeds from promissory notes of $40,000, stock options exercised of $21,000, warrants exercised of $246,242, and partially offset by share issue costs of $51,206.

Liquidity and Financial Position

The activities of the Company, principally the acquisition, exploration, and evaluation of mineral properties, are financed through equity offerings and the exercise of warrants or options. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The Company has no operating revenues and therefore must utilize its current cash reserves and other financing transactions to maintain its capacity to meet ongoing discretionary and committed exploration and operating activities.

On September 30, 2024, the Company had a working capital deficit of $201,898 (December 31, 2023 – working capital surplus of $221,765).

On September 30, 2024, the Company has no debt other than promissory notes payable of $42,532 and flow-through share liability of $106,109. Its credit and interest rate risk are minimal and amounts payable and other liabilities are short term and non-interest bearing. The promissory notes bear interest at 10% per annum payable on or before the maturity date of December 31, 2024.

The Company's use of cash at present, and in the future will occur, principally in two areas, namely, funding of its general and administrative expenditures and funding of its exploration on its mineral properties.

The Company intends to use the net proceeds from the IPO (i) to fund exploration and development activities on the Eastchester-Fabie-Trudeau Property; (ii) to complete Phase I of the work program recommended pursuant to the Technical Report (see "Recommendations" section of the Technical Report); and (iii) to complete Phase II of the work program recommended pursuant to the Technical Report in the event that the results of the Phase I exploration program warrant conducting same (see "Recommendations" section of the Technical Report), as indicated in the following table:

Principal Purposes	**Funds to be Used** (1)	**Spent as at September 30, 2024**	**Difference**
Completing Phase I of the work program recommended pursuant to the Technical Report (2)	$155,320	$64,396	$90,924
Completing Phase II of the work program recommended pursuant to the Technical Report (2)(3)	$230,079	$98,165	$131,914
Total	**$385,399**	**$162,561**	**$222,838**

Notes:

(1) The Company intends to spend the funds available to it as stated in this MD&A. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary.

(2) See "Material Property - Recommendations" section of the Prospectus for a summary of the work to be undertaken and a breakdown of the estimated costs.

(3) The Phase II work program is contingent upon positive results being obtained from the Phase I work program on the Eastchester-Fabie-Trudeau Property.

The Company intends to use the net proceeds from the private placement closed on February 2023 (the "Offering") (i) for acquisitions of lithium assets; (ii) to fund exploration and development activities on various Ontario lithium properties (the "New Properties"); (iii) and for general and working capital purposes. As at September 30, 2024, the Company had spent $872,800 cash payment for the acquisition of various properties.

The Company intends to use the gross proceeds from the private placement closed on May 2023 (the "2023 Flow-Through Offering") to incur eligible "Canadian exploration expenses" that will qualify as "flow-through critical mineral mining expenditures" as such terms are defined in the *Income Tax Act* (Canada) related to the Company's projects in Ontario. As at September 30, 2024, the Company had spent $1,382,300 as part of the flow-through funding agreements for shares issued on May 12, 2023 and met its expenditure commitments.

The Company intends to use the gross proceeds from the private placement closed on May 2024 (the "2024 Flow-Through Offering") to incur eligible "Canadian exploration expenses" that will qualify as "flow-through critical mineral mining expenditures" as such terms are defined in the *Income Tax Act* (Canada) related to the Company's projects in Ontario. As at September 30, 2024, the Company had spent $250,332 as part of the flow-through funding agreements for shares issued on May 24, 2024. As at September 30, 2024, the Company must incur $249,668 in eligible exploration expenditures on or before December 31, 2024.

The Company's anticipated general and administrative costs for the twelve months ended December 31, 2024, are outlined in the table below.

General and Administrative Costs	Budgeted costs December 31, 2024	Spent as at September 30, 2024	Difference
Exploration budget [(4)]	$nil	$630,867	($630,867)
Consulting fees	$108,000	$422,133	($314,133)
Insurance	$15,000	$12,327	$2,673
Marketing	$50,000	$155,501	($105,501)
Office and administration	$182,000	$27,248	$154,752
Professional fees	$120,000	$146,503	($26,503)
Stock exchange, authorities and communication	$25,000	$39,697	($14,697)
Total	**$500,000**	**$1,434,276**	**($934,276)**

Notes:
(4) The Company will develop an exploration budget when further financing is sourced.

Unutilized net proceeds of the IPO, Offering, Flow-Through Offering and Unit Offering (together, the "Offerings"), if any, will be invested by the Company in an interest-bearing account with a major Canadian bank and used for working capital requirements. While the Company intends to spend the net proceeds from the Offerings as stated above, there may be circumstances where, for sound business reasons, funds may be re-allocated at the discretion of the Board or management. Upon the completion of the Offerings, the Company's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months.

The Company is an exploration stage company and has not generated cash flow from operations. As of September 30, 2024, the Company had negative cash flow from operating activities. The Company expects to continue to incur negative operating cash flow and losses for the foreseeable future. To the extent that the Company has negative operating cash flow in future periods, it will need to allocate a portion of its cash (including proceeds from the Offerings) to fund such negative cash flow. If the Company experiences future negative cash flow, the Company may also be required to raise additional funds through the issuance of equity or debt securities. See "Risks and Uncertainties" section below.

Related Party Transactions

Key management personnel include those people who have authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers, excluding the Chief Financial Officer ("CFO") and the Corporate Secretary. Beyond was a party to the following transactions with related parties:

Consulting fees	Three Months Ended September 30, 2024 $	Three Months Ended September 30, 2023 $	Nine Months Ended September 30, 2024 $	Nine Months Ended September 30, 2023 $
Allan Frame (1)	32,500	52,333	89,919	72,333
Craig Gibson (2)	Nil	Nil	Nil	5,396
Total	**32,500**	**52,333**	**89,919**	**77,729**

Professional fees	Three Months Ended September 30, 2024 $	Three Months Ended September 30, 2023 $	Nine Months Ended September 30, 2024 $	Nine Months Ended September 30, 2023 $
Marrelli Support Services Inc. (3)	11,234	11,108	46,064	46,443
MLT Aikins LLP (4)	6,506	46,220	64,885	188,089
Total	**17,740**	**57,328**	**110,949**	**234,532**

Stock exchange, authorities and communication	Three Months Ended September 30, 2024 $	Three Months Ended September 30, 2023 $	Nine Months Ended September 30, 2024 $	Nine Months Ended September 30, 2023 $
DSA Filing Services Ltd. (3)	1,110	975	4,065	5,810
Total	**1,110**	**975**	**4,065**	**5,810**

Share Issue Costs	Three Months Ended September 30, 2024 $	Three Months Ended September 30, 2023 $	Nine Months Ended September 30, 2024 $	Nine Months Ended September 30, 2023 $
MLT Aikins LLP (4)	Nil	Nil	16,906	63,606
Total	**Nil**	**Nil**	**16,906**	**63,606**

Share-based compensation (5)	**Three Months Ended September 30, 2024 $**	**Three Months Ended September 30, 2023 $**	**Nine Months Ended September 30, 2024 $**	**Nine Months Ended September 30, 2023 $**
Allan Frame	Nil	51,791	101,059	218,351
Michelle DeCecco	Nil	Nil	Nil	35,397
Total	**Nil**	**51,791**	**101,059**	**253,748**

(1) During the three and nine months ended September 30, 2024, the Company incurred expenditures of $32,500 and $89,919, respectively (three and nine months ended September 30, 2023 - $52,333 and $72,333, respectively) to the Chief Executive Officer ("CEO") of the Company and a corporation controlled by the CEO of the Company for consulting services. Included in the September 30, 2024 accounts payable and accrued liabilities is $97,000 (December 31, 2023 - $2,581) due to a corporation controlled by the CEO of the Company.

(2) During the three and nine months ended September 30, 2024, the Company incurred expenditures of $nil (three and nine months ended September 30, 2023 - $nil and $5,396, respectively) to the former CEO of the Company for consulting services.

(3) During the three and nine months ended September 30, 2024, the Company paid professional fees of $11,234 and $46,064, respectively (three and nine months ended September 30, 2023 - $11,108 and $46,443, respectively) and stock exchange, authorities and communication expense of $1,110 and $4,065, respectively (three and nine months ended September 30, 2023 - $975 and $5,810) to corporations controlled by Carmelo Marrelli. Mr. Marrelli is the CFO of the Company. These services were incurred in the normal course of operations for general accounting and financial reporting matters, including disbursements. Included in the September 30, 2024 accounts payable and accrued liabilities is $11,339 (December 31, 2023 - $13,501) due to corporations controlled by the CFO of the Company.

(4) During the three and nine months ended September 30, 2024, the Company incurred expenditures of $6,506 and $81,791, respectively (three and nine months ended September 30, 2023 - $46,220 and $251,695, respectively) to MLT Aikins LLP for legal services, including disbursements, of which $6,506 and $64,885, respectively (three and nine months ended September 30, 2023 - $46,220 and $188,089, respectively) was recorded in profit or loss, and $nil and $16,906, respectively (three and nine months ended September 30, 2023 - $nil and $63,606, respectively) was recorded as a reduction to share capital. Tom Provost is a lawyer at MLT Aikins LLP and is the Company's legal counsel, Corporate Secretary and a director. Included in the September 30, 2024 accounts payable and accrued liabilities is $32,989 (December 31, 2023 - $17,734) due to MLT Aikins LLP.

(5) During the three and nine months ended September 30, 2024, the Company recorded share-based compensation expense of $nil and $101,059, respectively three and nine months ended September 30, 2023 - $51,791 and $253,748, respectively) related to the vesting of stock options and SARs granted to directors and officers of the Company.

Proposed Transactions

There is no imminent decision by the Board of Directors of the Company with respect to any transactions beyond what is contemplated in this document. The Company continues to evaluate properties and corporate opportunities to advance its exploration, development and objectives.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Only investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment should undertake such investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks and Uncertainties" in the Company's Annual MD&A for the fiscal year ended December 31, 2023, available on SEDAR+ at **www.sedarplus.ca**.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with the issuer's GAAP (IFRS). The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.