

**STEADRIGHT CRITICAL MINERALS INC.**

**Management's Discussion & Analysis**

**For the years ended March 31, 2024 and 2023**

**Dated August 27, 2024**

**Management's Discussion and Analysis**  
**For the years ended March 31, 2024 and 2023**  
(in Canadian dollars unless otherwise noted)

**Forward-Looking Statements**

This Management's Discussion and Analysis ("MD&A") contains certain statements that may be deemed "forward-looking statements," within the meaning of certain securities laws. Forward-looking statements relate to management's expectations or beliefs about future performance, events, or circumstances that include, but are not limited to, reserve or resource potential, exploration and operational activities, and events or developments that the Company expects or targets. Forward-looking statements can usually be identified by words such as: "future", "plans", "scheduled", "expects", "intends", "estimates", "forecasts", "will", "may", "could", "would", and variations thereof. Although the Company believes that these statements are based on reasonable assumptions, all forward-looking statements involve known and unknown risks and uncertainties that may cause the actual performance, events, or circumstances of the Company to be materially different than anticipated. The forward-looking information in this MD&A describes the Company's expectations as of the date of this MD&A.

The results or events anticipated or predicted in such forward-looking information may differ materially from actual results or events. The Company and its operations are also subject to a large number of risks, including: the Company's liquidity and financing capability, fluctuations in gold prices, market conditions, results of current exploration activities, the possibility of a labor stoppage or shortage, delays in obtaining government permits and approvals and such other risks as discussed herein and in other publicly filed disclosure documents. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in such forward-looking statements, there may be other factors that cause performance, events, or circumstances to differ materially from those described in forward-looking statements. There can be no assurance that forward-looking statements will prove to be accurate. Accordingly, readers should not try to place undue reliance on forward-looking statements contained in this MD&A.

The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also been assumed that the material factors referred to in the previous paragraph will not cause such forward-looking information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

Forward-looking statements are based on management's current plans, estimates, projections, beliefs, and opinions and Steadright does not undertake any obligation to update forward-looking statements should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by law.

## **Recent Developments, Exploration Properties, Outlook and Strategy**

### **RECENT DEVELOPMENTS**

#### **Financings:**

On January 12, 2024, the Company executed the consolidation of the outstanding common shares on the basis of two existing common shares for one new common share. This resulted in a reduction of outstanding shares from 16,653,117 to 8,326,557.

#### Private Placements:

There has been no financing for the year ending March 31, 2024.

#### Settlement of debt:

During the year ending March 31, 2024, the Company settled total debts of \$17,241 by issuing 246,292 shares.

#### Shares issued for properties:

During the year ending March 31, 2024, the Company issued 250,000 shares to Contigo as part of the Option agreement and 1,050,000 shares to purchase 94 additional claims. The Company issued a total of 1,300,000 shares with a value of \$169,000 in connection with the purchase of its interest in the RAM Project.

#### Warrants Exercised:

During the year ending March 31, 2024, the Company issued 7,500 common shares pursuant to exercise of warrants for total gross proceeds of \$2,250.

### **Mineral Properties**

#### **Contigo Agreement:**

On July 31, 2021, the Company entered into an Option Agreement with Contigo Resources Ltd. ("Contigo") whereby Contigo has agreed to grant the Company an exclusive option to acquire a one hundred percent (100%) undivided right, title, ownership and beneficial interest in and to the property, free and clear of any encumbrance (the "Option"); (the "RAM Project").

Under the terms of the definitive agreement, the Company will have an option to acquire a 100% undivided interest in the RAM Project by completing the following:

Total cash payments of \$165,000 payable as follows:

- \$80,000 (paid) due on or prior to 90 days from signing of the agreement ("Effective Date");
- \$35,000 (paid) due on or prior to 12 months from the date that the common shares of the Company become listed for trading on a Canadian stock exchange October 6, 2022 ("Listing Date"); and
- \$50,000 due on or prior to 24 months from October 6, 2022.

Issuing common shares as follows:

- 250,000 common shares on or before November 1, 2021 (issued);
- 250,000 common shares on or prior to the second day following October 6, 2022 (issued);
- 250,000 common shares on or prior to 12 months following October 6, 2022 (issued); and
- 875,000 common shares on or prior to 24 months following October 6, 2022.

**Management's Discussion and Analysis**  
**For the years ended March 31, 2024 and 2023**  
(in Canadian dollars unless otherwise noted)

Issuing to Contigo a 2% net smelter return royalty ("NSR") subject to the Company retaining an option to acquire 1% of the NSR for a cash payment of \$1,500,000 for a period of five years after commencement of commercial production.

During September 2023, the Company purchased 94 additional claims, which are contiguous to the RAM Project in consideration of a payment to the seller of 1,050,000 common shares of the Company and also the payment to the seller of \$11,000 in staking costs.

**Bergeron Agreement:**

On December 20, 2021, the Company entered into an Option Agreement with Bergeron whereby Bergeron has agreed to grant the Company an exclusive option to acquire a one hundred percent (100%) undivided right, title, ownership and beneficial interest in and to the property, free and clear of any encumbrance (the "B2 Project").

In May 2023, The Company sold the Bergeron Option Agreement to Critical Foundation Metals Inc. ("CFM"), which is a private Ontario company, for compensation of 6,200,000 common shares of CFM and cash payment of \$10,000. CFM. was reclassified as assets held for sale and discontinued operations as at March 31, 2024.

**PROPERTIES**

**Ram Property**

Current events

During the year ending March 31, 2024, the Company purchased 94 additional claims, which are contiguous to the RAM Project.

During the year ended March 31, 2024, the Company expensed \$263,424 on the RAM Project.

Summary

The Property is roughly 29 km southwest of Port-Cartier, Québec, Canada within NTS Map Sheet 22G14, with the following coordinates 637014mE / 5539084mN. Port-Cartier is a city in the Côte-Nord region of Québec. It is located on the north shore of the Saint Lawrence River at the mouth of the Aux-Rochers River, 63 km southwest of Sept-Îles, Québec.

The Property can be accessed by driving 18 km south of Port-Cartier along Route 138 (Rte. Jacques Cartier) and then turning northwest onto a series of logging roads and driving an additional 11 km to reach the Property. These logging roads provide access to the central portion of the Property. Port-Cartier has a variety of services, lodging and transportation. Sept-Îles has an airport located 89 km to the northeast of the Property.

Baie-Comeau, Québec was used as a jumping off point for the author's site visit. It is 128 km southwest of the Property through Route 138.

Exploration activities over the Property area have been carried out intermittently since the 1970s, and work has consisted of prospecting, geochemical sampling, mapping, trenching, drilling, and geophysical surveys.

Historical drilling carried out over the Ram Property has, reportedly, intersected consistent Ni-Cu-Co mineralization, including 35 DDH from the early 2000s which returned core assays of up to 0.15% Co, 2.2% Ni, and 1.2% Cu; surface samples which returned assays of up to 0.3% Co, 3.3% Ni, and 1.1% Cu; and trench samples which returned assays of up to 0.27% Co, 1.1% Ni, and 1.2% Cu.

**B2 Optioned Mineral Claims**

Current events

During the year ended March 31, 2024, the Company expensed \$15,398 on the B2 property.

**Management's Discussion and Analysis**  
**For the years ended March 31, 2024 and 2023**  
(in Canadian dollars unless otherwise noted)

**OUTLOOK AND STRATEGY**

Steadright is focused on discovering quality critical minerals and expanding and converting its projects, all of which are located in Quebec. Steadright will use its systematic scientific and phase-based exploration program to advance all of its projects over the next few three month periods subject to obtaining the necessary permits. For the early projects, Steadright will take a first pass at target definition work consisting of soil and rock samples, mapping and some geophysics.

**Summarized Financial Results**

**RESULTS OF OPERATIONS**

**Expenses**

**For the years ended March 31, 2024 and 2023:**

Expenses of \$569,466 for the year ended March 31, 2024, decreased in comparison with the expenses of \$585,838 for the year ended March 31, 2023. During the previous the year, the Company primarily incurred consulting and professional fees as it brought together a land package and began exploration activities at its RAM Property.

- Exploration and evaluation expenditures increased from \$132,207 for the year ended March 31, 2023 to \$278,822 for the year ended March 31, 2024. The increase is due to the partial completion of exploration work on the Company's RAM Property.
- Consulting fees increased from \$122,872 for the year ended March 31, 2023 to \$142,718 for the year ended March 31, 2024. The increase is due to consulting fees relating to corporate management and operations as the Company increased its activity.
- Office and general expenses decreased to \$63,954 for the year ended March 31, 2024 from \$68,220 for the year ended March 31, 2023. The decrease is due to the decreased office and administrative work at the corporate head office.
- Professional fees decreased to \$42,704 for the year ended March 31, 2024 from \$123,524 for the year ended March 31, 2023. The decrease is due to decreased activity in corporate and legal as the listing requirements have been completed.
- Promotion and travel expenses increased from \$32,410 for the year ended March 31, 2023 to \$40,268 for the year ended March 31, 2024. The increase is mainly in relation to an increase in travel to sites as well as corporate head office increased travel and marketing expense.

**SELECTED FINANCIAL INFORMATION**

The information below should be read in conjunction with the financial statements and related notes and other financial information. The following is for the year ended:

	<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Loss from continuing operations	\$ (549,542)	\$ (585,838)	\$ (326,666)
Loss from discontinued operations	\$ (114,931)	-	-
Basic loss per share from continuing operations	\$ (0.07)	\$ (0.09)	\$ (0.15)
Total assets at end of year	\$ 63,304	\$ 281,580	\$ 330,725

**Management's Discussion and Analysis**  
**For the years ended March 31, 2024 and 2023**  
(in Canadian dollars unless otherwise noted)

**SUMMARY OF QUARTERLY RESULTS**

The following tables set forth selected financial information for each of the Company's eight most recently completed quarters:

	Q4 2024	Q3 2023	Q2 2023	Q1 2023
Expenses	\$ (74,251)	\$ (64,697)	\$ (345,824)	\$ (84,694)
Net income (loss)	\$ (803,598)	\$ (64,549)	\$ 287,913	\$ (84,239)
Basic income (loss) per share	\$ 0.11	\$ (0.01)	\$ 0.04	\$ (0.01)

	Q4 2023	Q3 2022	Q2 2022	Q1 2022
Expenses	\$ (260,853)	\$ (232,884)	\$ (77,577)	\$ (73,407)
Net income (loss)	\$ (260,853)	\$ (232,884)	\$ (77,577)	\$ (73,407)
Basic income (loss) per share	\$ (0.04)	\$ (0.04)	\$ (0.01)	\$ (0.01)

The Company was incorporated in 2019 and had limited activity until 2020 when the Company commenced financing activities and arranging its land package, incurring consulting and professional fees related to these activities and began exploration activities during the year ended March 31, 2021.

**Disclosure of Outstanding Share Data as of August 27, 2024**

	Authorized	Outstanding
Voting or equity securities issued and outstanding	Unlimited	8,326,557 common shares
Securities convertible or exercisable into voting or equity shares		a) 450,000 Options to acquire up to 450,000 common shares b) 622,640 Warrants exercisable to acquire common shares of the Company

**After year end the following share capital was issued;**

Common shares - 15,000,000 common shares were issued

**Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

**Financial Instruments and Other Instruments**

The Company's financial instruments consist of cash and cash equivalents, and accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair values of these financial instruments approximate their carrying values.

**Dividends**

The Company has neither declared nor paid any dividends on its common shares. The Company intends to retain its earnings, if any, to finance growth and expand its operation and does not anticipate paying any dividends on its common shares in the foreseeable future.

**Management's Discussion and Analysis**  
**For the years ended March 31, 2024 and 2023**  
(in Canadian dollars unless otherwise noted)

## **LIQUIDITY AND CASH FLOWS**

The Company ended the year ended March 31, 2024 with cash of \$18,745, compared to \$218,608 as at March 31, 2023.

The decrease in cash for the year ended March 31, 2024 included cash used in operating activities of \$226,168 (2023 – 363,114), cash used in operating activities of discontinued operations of \$17,192 (2023 - \$nil), for a total cash used in operating activities of \$243,360. Cash flows used by operating activities decreased during the year end compared to the March 31, 2023 year end, mainly due to an decrease of administration and office expense activities on its listing procedure.

Cash flows provided by investing activities from continuing operations was \$1,372 (2023 - \$nil), cash flows provided by investing activities from discontinued operations was \$22,500 (2023 - \$nil), for a total cash provided by investing activities of \$23,872.

Cash flows provided by financing activities were \$20,000 for the year ended March 31, 2024, compared to \$276,170 for the year ended March 31, 2023.

It is not possible to predict if or when the Company will achieve profitable levels of operations. The Company had a working capital (current assets – current liabilities) deficiency of \$122,872 as at March 31, 2024 compared to a working capital of \$212,829 as at March 31, 2023.

### **Cash flow used in Operating Activities**

Significant changes in cash used in operating activities are outlined as follows:

- The Company incurred a net loss from continuing operations of \$549,542 during the year-ended March 31, 2024 compared to \$585,838 in 2023. The net loss included, among other things, write-off of accounts receivable of \$6,359 (2023 - \$nil), gain on debt settlement of \$12,314 (2023 - \$nil) and share issued for property of \$169,000 (2023- \$100,000).
- The change in cash used in operating activities from discontinued operations include loss from discontinued operation of \$114,931, non-cash exploration and evaluation expenditures of \$100,000 (2023 - \$nil) and trade payable and accrued liabilities of \$2,261 (2023 - \$nil) resulting in cash used in operating activities from discontinued operations of \$17,192.

The following non-cash items further adjusted the loss for the year-ended March 31, 2024:

- Increase in prepaid expenses of \$7,950 (2023 - \$2,000), a decrease in deferred transaction cost of \$nil (2023 - \$7,000), a decrease in HST receivable of \$27,763 (2023 – increase of \$42,799) and increase in accounts payable and accrued liabilities of \$153,288 (2023 - \$57,194).

### **Cash provided by Investing Activities**

- During the year-ended March 31, 2024, the change in cash provided by investing activities from continuing operations relates primarily to cash received from Critical Foundation Metals Inc., of \$1,372 (2023 - \$nil).
- The change in cash provided by investing activities from discontinued operations include the non-controlling interest of \$22,500 (2023 - \$nil).

### **Cash flows from Financing Activities**

- During the year-ended March 31, 2024, the change in cash flow from financing activities relates primarily to share subscriptions received in advance of \$20,000 (2023 - \$(56,300)).

## Management's Discussion and Analysis

### For the years ended March 31, 2024 and 2023

(in Canadian dollars unless otherwise noted)

The financial statements have been prepared on a going concern basis. The going concern basis assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company incurred a net loss during the year ended March 31, 2024 of \$664,473 and an accumulated deficit of \$1,477,425.

The Company's ability to continue as a going concern is dependent upon attaining profitable operations, and, if required, the ability to raise funds through public equity financings to meet expenditure commitments. There is no assurance that these activities will be successful. The combination of the circumstances set out above represents a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern. However, the Company is confident that it will have adequate resources to continue in operational existence for the foreseeable future. For this reason, the Company continues to adopt the going concern basis in preparing its financial statements. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications used that would be necessary if the going concern assumptions were not appropriate. These adjustments would be material to the financial statements.

#### TRANSACTIONS WITH RELATED PARTIES

##### Compensation of Key Management Personnel of the Company

Key management personnel, including companies controlled by them, are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key executives is determined by the compensation committee.

The remuneration of directors and other members of key management personnel during years March 31, 2024 and 2023 as follows:

	Years Ended	
	March 31,	
	2024	2023
Management and consulting fees	\$ 131,875	\$ 115,660
Share-based payments	-	103,329
Total	<u>\$ 131,875</u>	<u>\$ 218,989</u>

As at March 31, 2024, an amount of \$87,138 (March 31, 2023 - \$20,672) due to key management personnel, was included in accounts payable and accrued liabilities. This amount is unsecured, non-interest bearing and without fixed terms of repayment.

During the year ended March 31, 2024, the Company sold the Bergeron Agreement to Critical Foundation Metals Inc., a related company through common directors.



**Management's Discussion and Analysis**  
**For the years ended March 31, 2024 and 2023**  
(in Canadian dollars unless otherwise noted)

**RISK FACTORS**

The Company's Board of Directors has overall responsibility for the oversight of the Company's risk management policies. In carrying on its business, the Company is exposed to a variety of risks, including the risks described elsewhere in this MD&A. The Company can neither predict nor identify all such risks nor can it accurately predict the impact, if any, of such risks on its business, operations or the extent to which one or more risks or events may materially change future results of financial position from those reported or projected in any forward-looking statements. Accordingly, the Company cautions the reader not to rely on reported financial information and forward-looking statements to predict actual future results. The Company has policies and practices mandated by the Board of Directors to manage the Company's risks which include the risks described elsewhere in this MD&A and below.

The Company's business, being the acquisition, exploration, and development of mineral properties in Canada, is speculative and involves a high degree of risk. The risk factors listed on the annual report could materially affect the Company's financial condition and/or future operating results and could cause actual events to differ materially from those described in forward-looking statements made by or relating to the Company.

**FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

Financial assets and financial liabilities as at March 31, 2024 and March 31, 2023:

**As at March 31, 2024**

	Assets at fair value through profit of loss		Amortized costs	Other financial liabilities	Total
Cash	\$	-	\$ 18,745	\$ -	\$ 18,745
Accounts payable and accrued liabilities		-	-	186,176	186,176
	\$	-	\$ 18,745	\$ 186,176	\$ 204,921

**As at March 31, 2023**

	Assets at fair value through profit of loss		Amortized costs	Other financial liabilities	Total
Cash	\$	-	\$ 218,608	\$ -	\$ 218,608
Accounts payable and accrued liabilities		-	-	68,751	68,751
	\$	-	\$ 218,608	\$ 68,751	\$ 287,359

The Company classifies financial instruments in accordance with a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The carrying value of cash, and accounts payable and accrued liabilities approximate fair value because of the limited terms of these instruments.

**Management's Discussion and Analysis**  
**For the years ended March 31, 2024 and 2023**  
(in Canadian dollars unless otherwise noted)

**SUBSEQUENT EVENTS**

On April 24, 2024, the Company closed private placements at \$0.05 per unit for gross proceeds of \$150,000, of which \$20,000 was received in advance prior to the year-end, and issued 3,000,000 units. Each unit consists of one (1) common share and one (1) common share purchase warrant. Each warrant is exercisable at \$0.085 for a period of 12 months from the date of issuance.

On June 18, 2024, the Company closed an arm's length share exchange agreement (the "Agreement") with 1302990 B.C. Ltd. ("BCCo") and the shareholders of BCCo (collectively, the "Vendors"), pursuant to which the Company has acquired all of the issued and outstanding shares in the capital of BCCo (the "Vendor Shares") from the Vendors (the "Acquisition"). BCCo is a private company incorporated pursuant to the laws of the Province of British Columbia and owns a 100% undivided interest in the Saint Gabriel Project (the "Property"), which is comprised of Silica based claims in the Bas-Saint – Laurent Region Quebec, Canada. As consideration for the Acquisition, the Company issued the Vendors an aggregate of 5,500,000 common shares in the capital of the Company at a deemed price of \$0.05 per common share.

On July 12, 2024, the Company closed an arm's length share agreement with Thomas Lynch (the "Vendor"), pursuant to which the Company has acquired 100% undivided interest in the Trout Lake Silica Claims ("Claims Acquisition"). As consideration for the Claims Acquisition, the Company issued the Vendor an aggregate of 6,500,000 common shares in the capital of the Company at a deemed price of \$0.05 per common share.

In June and July of 2024, the Company sold all the shares of CFM at \$0.01 per share.

**MANAGEMENT'S RESPONSIBILITY**

Management is responsible for all information contained in this report. The financial statements have been prepared in accordance with International Financial Reporting Standards and include amounts based on management's informed judgments and estimates. The financial and operating information included in this report is consistent with that contained in the financial statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Audit Committee has reviewed the financial statements with management. The Board of Directors has approved the financial statements on the recommendation of the Audit Committee.