



Management Discussion and Analysis For the Years Ended May 31, 2024

This Management Discussion and Analysis (“MD&A”) of Granite Creek Copper Ltd. (the “Company” or “Granite Creek”) is for the year ended May 31, 2024 and covers information up to the date of this MD&A. This MD&A is dated September 27, 2024.

This MD&A was prepared to conform to National Instrument 52-102F1 and was approved by the Board of Directors (the “Board”) prior to its release. This analysis should be read in conjunction with the Company’s audited consolidated financial statements for the year ended May 31, 2024, and the accompanying notes, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

All dollar amounts herein are expressed in Canadian Dollars unless stated otherwise.

All of the Company’s public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedarplus.ca and readers are urged to review these materials, including the technical reports filed with respect to the Company’s mineral properties.

NATURE OF BUSINESS

Granite Creek is a growth stage exploration company, focused on the acquisition and development of exploration properties that host, or have the potential to host, precious base or battery metals. Granite Creek was originally incorporated on June 23, 2010 under the British Columbia Business Corporations Act. The Company’s flagship asset is the Carmacks and Carmacks North (Carmacks North was previously known as the Stu project) copper-gold-silver project (the “Carmacks Property”) in the high-grade Minto copper district in Yukon Territory, Canada. The project is located south and within 35km of Minto Metals’ Minto mine. The Company has also recently acquired the Star property and entered into an agreement to acquire the LS Moly property. The Company is a reporting issuer and trades on the TSX Venture Exchange (“TSX-V”) in Canada under the symbol “GCX”, in the United States on the OTC Markets under the symbol “GCXXF” and the Frankfurt Stock Exchange under the symbol “A2PFE0”.

The Company’s principal business is the acquisition, exploration and development of mineral properties with the goal of establishing a mineable mineral resource. To date the Company has not generated any significant revenues.

Granite Creek is a member of the Metallic Group of Companies, a collaboration of three precious and/or base metals exploration companies, with a portfolio of large, brownfield assets in established mining districts adjacent to some of the industry’s highest-grade producers of silver, platinum group metals and copper. The Metallic Group includes highly successful explorationists, formerly with leading explorer/developers including NovaGold Resources Inc., Trilogity Metals Inc., Wellgreen Platinum Ltd. (now Nickel Creek Platinum Corp.) and others, as well as larger producers including Placer Dome Inc. (now Barrick Gold Corporation), Goldfields Limited, Ivanhoe Mines and Stillwater Mining Company (now Sibanye-Stillwater).

Member companies include Metallic Minerals Corp. (TSX-V: MMG) in the high-grade Keno Hill silver district and La Plata silver and gold district, Stillwater Critical Minerals Corp. (formerly Group Ten Metals Inc.) (TSX-V: PGE) in the Stillwater PGM-Ni-Cu district of Montana, and Granite Creek. Each of the Metallic Group companies has a dedicated, highly experienced management team and board of directors with a track record of exploration and project development success. The companies share back-office, corporate support and geological staff for cost efficiency.

HIGHLIGHTS AND KEY DEVELOPMENTS

- On August 19, 2024, the Company announced that drill crews and equipment have been mobilized to commence drilling at its wholly owned Carmacks copper-gold-silver project located in central Yukon, Canada. The program will consist of approximately 1,800 meters of core drilling designed to test compelling new targets adjacent to existing high-grade, pit-constrained resources, namely the Gap, Sourtoe and Zone 4 target areas.
- On May 28, 2024, the Company announced exploration plans for the Company's wholly owned Carmacks copper-gold project located in central Yukon, Canada, within the traditional territory of the Little Salmon/Carmacks First Nation. The 2024 field program is expected to include up to 1800 meters of diamond drilling focused on new targets within 1 kilometre of the proposed pits identified by the 2021 Preliminary Economic Assessment.
- On March 25, 2024, the Company closed a non-brokered private placement for aggregate gross proceeds of \$1,500,000 by issuing a total of 37,500,000 units at a price of \$0.04 per unit. Each unit consisted of one common share of the Company and one share purchase warrant, entitling the holder to acquire one common share of the Company at an exercise price of \$0.07 for a period of 24 months following the closing date of the private placement.
- On March 7, 2024, the Company announced a non-brokered private placement of up to 37,500,000 units at a price of \$0.04 per unit for gross proceeds of up to \$1,500,000.
- On January 17, 2024, the Company announced that a significant increase in the recovery of copper from oxide material at its Carmacks project was achieved through metallurgical studies conducted by Kemetco Research. The study showed that copper recovery of over 88% from copper oxide ores is possible through a combination of initial flotation followed by treatment of tailings to produce the total recovery. Additional work is required including design and costing of the tailings treatment circuit. The results have the potential to significantly improve the economics of the project considering the PEA identified \$180M of Net Present Value by increasing Life of Mine (LOM) recovery from 64% to 77% and sulfide ore recovery sits at 93.5% and oxide ore sits at 88%.
- On August 23, 2023, the Company announced positive preliminary results of metallurgical testing designed to increase overall copper recovery at its Carmacks project. The work is an important first step in realizing an additional \$180M of Net Present Value that is identified in the Preliminary Economic Assessment ("PEA") study as potential in a combined sulphide-oxide recovery system, with total copper recovery increasing by 20% from the current projected 64% to 77% total copper recovery.
- On June 13, 2023, the Company closed the second tranche of a private placement for aggregate gross proceeds of \$548,425 by issuing a total of 3,749,667 flow-through ("FT") units at a price of \$0.075 per unit and 4,453,333 non-FT units at a price of \$0.06 per unit.

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CARMACKS and CARMACKS NORTH (Carmacks North previously known as the Stu Project)

The Carmacks and Carmacks North Project is located in the Minto Copper Belt, an area of well-known copper-gold-silver mineralization in Canada's Yukon Territory. Situated approximately 47 kilometers ("km") northeast of the village of Carmacks, and approximately 210 km northwest of Whitehorse, the capital city of the Yukon Territory, the project is within 20km of grid power, 34 km of paved highway and is accessed by an all-weather road maintained by the Yukon government. The combined projects cover approximately 17,700 hectares (177 square km) and are on trend with the formerly producing Minto copper-gold-silver mine approximately 35 km north of the center of the project.

Carmacks North Target Area (previously known as the Stu Project)

In January 2019, the Company acquired an undivided 100% interest in the Stu Property in consideration for an aggregate of 3,000,000 units (each, a "Transaction Unit") at \$0.075 per Transaction Unit valued at \$225,000 and a 3% net smelter return royalty to the vendors on any future production on the Stu Property (the "Royalty"). Granite Creek has the option to purchase up to two-thirds of the Royalty from the vendors. The Company will also make annual advance Royalty payments of \$30,000 to the vendors beginning in May 2022, and in each subsequent year thereafter until the commencement of any commercial production on the Stu Property.

Carmacks Project

The Company acquired 100% of the Carmacks Project, a copper, gold, and silver deposit located in Yukon, Canada, through its acquisition of Copper North.

As at May 31, 2024, \$2.1 million has been paid in advance royalty payments. The Company is required to make an advance royalty payment of \$100,000 in any year in which the average daily copper price reported by the London Metal Exchange is US\$1.10 per pound or greater. Any production from the Carmacks Project is subject to either a 15% net profits interest or a 3% net smelter return royalty, at the Company's election. If the Company elects to pay the net smelter return royalty, it has the right to purchase the royalty for \$2.5 million, less any advance royalty payments made to that date.

Star Property

The Company acquired a 100% interest in the Star project located in the Omineca region of northern British Columbia in August of 2022. The Star project consists of 4,484 ha of ultramafic geology, highly prospective for copper, nickel, cobalt and platinum group metals. The Company began compiling historic data and completed an initial geological sampling and mapping program in the fall of 2022 that included confirmation of the location and tenure of multiple historical showings on the property.

LS (formerly Lucky Ship) Molybdenum Property

The Company entered into an agreement to acquire a 100% interest in the LS (formerly Lucky Ship) molybdenum property. Under the terms of the agreement the Company has the option to acquire the 100% interest by issuing 3,750,000 common shares over a three-year period and completing exploration work equivalent to two years' worth of assessment credit during the first two years of the agreement and four years' worth of assessment credit in the third year of the agreement.



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FINANCIAL CONDITION

The net assets of the Company increased from \$7,298,457 at May 31, 2023, to \$8,119,861 at May 31, 2024, a increase of \$821,404.

The most significant assets at May 31, 2024 were exploration and evaluation assets of \$8,679,435 (2023: \$8,579,435) and due from a related party of \$91,482 (2023: \$nil).

Of the due from a related party classified as current assets, the total consisted of a net receivable balance with TruePoint Exploration Inc. ("TruePoint"). TruePoint is a privately held exploration service company that provides exploration and administrative services to the Company and other companies. Charges from TruePoint are for exploration, management and office administration expenses. The amount owing from TruePoint consisted of advances made by the Company offset with invoiced costs.

The exploration and evaluation assets of \$8,679,435 at May 31, 2024 mainly consist of the Carmacks property.

The liabilities at May 31, 2024 were accounts payable and accrued liabilities of \$330,685 (2023: \$341,588), due to related parties of \$100,012 (2023: \$853,271) and flow-through share premium liability of \$88,457 (2023: \$46,381). Upon acquisition of Copper North, the Company had a long-term severance liability which was further accreted to \$796,907 at May 31, 2024 (2023: \$724,272). The Company also has long-term due to related party balances of \$395,033 (2023: \$377,119).

The flow-through share premium was a result of the Company completing two tranches of FT private placement in May and June 2023. On issuance of FT units, the Company allocates the proceeds into i) share capital, ii) warrants, and iii) flow-through share premium, if any, using the residual value method. If there is a premium for the FT feature, it is recognized as a liability. Upon incurring qualifying expenditures, the Company reduces the liability and recognizes a deferred tax recovery in income for the amount of tax reduction renounced to the shareholders. At the end of a period, the flow-through share premium liability consists of the portion of the premium on FT shares that corresponds to the portion of qualifying exploration expenditures that have not yet been incurred.

During the year ended May 31, 2024, the Company incurred \$137,690 of qualifying expenditures, resulting a flow-through share premium liability recovery of \$19,192. As at May 31, 2024 there is \$476,285 of qualifying expenditures remaining to be completed prior to December 31, 2024.

RESULTS OF OPERATIONS

The net loss for the year ended May 31, 2024 was \$879,776 (2023: \$2,145,294). The decrease in net loss was due to a significant decrease in exploration expenditures and share-based payments expense.

The majority of expenses for the year ended May 31, 2024 consisted of consulting and management fees \$291,000 (2023: \$276,334) corporate advisory fees of \$90,725 (2023: \$121,080), professional fees of \$142,194 (2023: \$87,099), share-based payments expense of \$69,638 (2023: \$240,434), and investor relations of \$81,099 (2023: \$120,270).

The share-based payments expense of \$69,638 was a result of the vesting of newly granted 5,095,000 options and previously granted stock options. The Company applies the fair value method of accounting for all awards of stock options by using the Black-Scholes option pricing model. Variations in share-based payments expense is based on a number of factors including, but not limited to, the size and occurrence of grants during a particular period, the

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Company's share price at the time of an option grant and the timing of recording share-based payments expense based on vesting schedules.

FOURTH QUARTER

The Company had a net loss of \$307,388 (2023: \$286,205) for the quarter ended May 31, 2024. The most significant expenses in Q4 2024 were consulting and management fees of \$116,589 (2023: \$88,603), professional fees of \$78,069 (2023: \$21,149) and share-based payment expense of \$12,312 (2023: \$43,058).

CASH FLOWS
Years ended May 31, 2024 and 2023

During the year ended May 31, 2024, cash decreased by \$7,822 from \$886,989 at May 31, 2023 to \$879,167 at May 31, 2024. The decrease was a result of \$1,600,632 used in operating activities and \$100,000 used in investing activities, offset by \$1,692,810 net proceeds of the private placements.

The cash of \$1,600,632 used in operating activities consisted of the net loss of \$879,776 and a net change of \$844,562 in non-cash working capital items, partially offset by non-cash items.

The cash of \$100,000 used in investing activity relates to the annual advanced royalty payment for the Carmacks project.

The cash of \$1,692,810 provided by financing activities consisted of \$1,768,450 of proceeds from private placement less cash share issuance costs of \$75,640.

SELECTED ANNUAL INFORMATION

	2024	2023	2022
	\$	\$	\$
Other Items	(61,694)	224,140	308,761
Expenses	(818,082)	(2,369,434)	(4,936,206)
Net loss for the year	(879,776)	(2,145,294)	(4,627,445)
Basic and diluted loss per share	(0.01)	(0.02)	(0.04)
Total assets	9,830,955	9,641,088	9,690,104
Total non-current liabilities	1,191,940	1,101,391	658,429
Cash dividends declared	-	-	-

As noted in 'Results of Operations' on Page 4, the decrease in the Company's net loss the compared to last fiscal year was due to a significant decrease in exploration expenditures.



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SUMMARY OF QUARTERLY RESULTS

Selected quarterly information for each of the eight most recently completed financial periods is set out below.

	Q4, 2024	Q3, 2024	Q2, 2024	Q1, 2024
Net loss for the period	(307,388)	(198,638)	(179,488)	(194,262)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.01)
	Q4, 2023	Q3, 2023	Q2, 2023	Q1, 2023
Net loss for the period	(286,205)	(302,687)	(590,304)	(966,098)
Basic and diluted loss per share	(0.01)	(0.00)	(0.00)	(0.01)

LIQUIDITY AND CAPITAL RESOURCES

As at May 31, 2024, the Company had current assets totaling \$1,071,220 comprised of cash, receivables, due from a related party and prepaid expenses and deposits. At May 31, 2024, the Company had working capital of \$552,066 (2023: working capital deficiency of \$259,887).

During the year ended May 31, 2024, the Company closed the second tranche of a private placement for aggregate gross proceeds of \$548,425 by issuing a total of 3,749,667 FT units at a price of \$0.075 per unit and 4,453,333 non-FT units at a price of \$0.06 per unit.

During the year ended May 31, 2024, the Company closed another private placement for aggregate gross proceeds of \$1,500,000 by issuing a total of 37,500,000 units at a price of \$0.04 per unit. Each unit consisted of one common share of the Company and one share purchase warrant, entitling the holder to acquire one common share of the Company at an exercise price of \$0.07 for a period of 24 months following the closing date of the private placement.

As the Company has no revenues, its ability to fund operations is dependent upon its ability to secure financing through the sale of equity or assets, or to obtain loans. While the Company has been successful in obtaining the necessary financing through the issuance of common shares and loans from related parties in the past, there is no assurance it will be able to raise funds in this manner in the future and there remain material uncertainties that may cast significant doubt as to the Company’s ability to continue as a going concern. The Company’s trade and other payables are due in the short term.



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OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

CONTRACTUAL OBLIGATIONS

As a result of the issuance of FT shares the Company had a commitment to incur \$613,975 on qualifying Canadian exploration expenditures prior to December 31, 2024. At May 31, 2024, the Company has incurred \$137,690 of those qualifying expenditures.

RELATED PARTY TRANSACTIONS

Key management are the persons responsible for the planning, directing, and controlling the activities of the Company. They include both executive officers and directors, and entities associated and controlled by such persons including the following:

- TruePoint Exploration Inc. (“TruePoint”) is a privately held exploration service company that provides exploration and administrative services to the Company as well as to other exploration companies. Costs covered by TruePoint include exploration expenditures (technical work on the project such as drilling, sampling and geophysics), consulting, investor relations and corporate development costs and other admin costs. Timothy Johnson, President and CEO of the Company, and Michael Rowley, a director of the Company, are minority shareholders of TruePoint;
- 1111040 BC Ltd., a private company controlled by the President and CEO of the Company; and
- MVR Consulting Inc., a private company controlled by Michael Rowley, Director.

The amounts paid by the Company for the services provided by key management have been determined by negotiation among the parties and are reviewed and approved by the Company’s Board. These transactions are in the normal course of operations and are measured at their exchange amount, which is the amount agreed upon by the transacting parties.

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a) Compensation

Compensation paid or payable to key management for the for the years ended May 31, 2024 and 2023 were as follows:

	<u>2024</u>	<u>2023</u>
	\$	\$
Consulting and management fees ⁽¹⁾	199,187	233,340
Share-based payments ⁽²⁾	9,392	44,441
Exploration and administrative support costs ⁽³⁾	448,550	1,383,452
	<u>657,129</u>	<u>1,661,233</u>

¹ Consulting fees for the years ended May 31, 2024 and 2023 consisted of fees earned by key management personnel including the CEO and CFO.

² Share-based payments expense is a non-cash item that consisted exclusively of the fair value of stock options that were granted to key management personnel.

³ Transactions with TruePoint for the year ended May 31, 2024 consisted of exploration expenditures (\$301,065), investor relations and corporate development fees (\$119,463) and other/office fees (\$28,022).

b) Balances

The Company's balances due from and owing to key management consistent of the following:

	<u>May 31, 2024</u>	<u>May 31, 2023</u>
	\$	\$
Current assets – Due to a related party		
TruePoint, net ⁽¹⁾	91,482	-
	<u>91,482</u>	<u>-</u>
Current liabilities – Due to related parties	\$	\$
TruePoint, net ⁽¹⁾	-	689,885
Tim Johnson	19,204	62,053
Michael Rowley	4,725	-
1111040 BC Ltd	58,750	84,000
Loy Chunpongtong (Director) ⁽²⁾	17,333	17,333
	<u>100,012</u>	<u>853,271</u>

¹ This amount was the net of cash advances made to TruePoint, for future exploration offset by charges from TruePoint

² This amount is related to director fees payable by Copper North Mining Corp. for the time Mr. Chunpongtong served as a Copper North Mining Corp. director prior to its acquisition by the Company.

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Current amounts due to and due from key management are unsecured, non-interest-bearing, and have no formal terms of repayment.

	May 31, 2024	May 31, 2023
Long-term liabilities – Due to a related party	\$	\$
TruePoint, Promissory note	395,033	377,119
	395,033	377,119

PROPOSED TRANSACTIONS

As of the date of this report, there were no proposed transactions that have not been disclosed elsewhere in this MD&A.

FINANCIAL AND OTHER INSTRUMENTS
Categories of Financial Instruments

The Company’s financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities and due to related parties. Cash, accounts receivable, accounts payable and accrued liabilities and due to related parties are classified as amortized cost.

As at May 31, 2024 the Company believes the carrying values of cash, receivables, accounts payable and accrued liabilities, due to related parties and short-term loans approximate their fair values due to the short period to maturity.

Financial Risk Management

The Company’s financial instruments are exposed to certain financial risks, including liquidity risk, currency risk, interest rate risk, credit risk, and other price risk.

The Company’s exposure to these risks and its methods of managing the risks are summarized as follows:

i) Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet financial obligations as they fall due. The Company’s approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due by forecasting cash flows for operations, anticipated investing and financing activities and through management of its capital structure.

As at May 31, 2024, all of the Company’s financial liabilities had contractual maturities of less than 90 days, except for the severance liability which is due and payable in June 2025 and certain loans due to related parties. The Company may not have sufficient cash to meet requirements for administrative overhead, maintaining its mineral interests and continuing with its exploration program in the following twelve months. The Company may be required to raise additional capital in the future to fund its operations.

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ii) Currency Risk

The Company is exposed to currency risk to the extent expenditures incurred or funds received and balances maintained by the Company are denominated in currencies other than the Canadian dollar. The Company does not manage currency risks through hedging or other currency management tools and considers the risks related to foreign currency are not significant at this time. The Company is not exposed to material currency risk.

iii) Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Based on the current cash balances and expected future interest rates, the Company is not exposed to material interest rate risk.

iv) Credit Risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge its contractual obligations. The Company is exposed to credit risk mainly in respect to managing its cash. The Company's mitigates such credit risk by risk management policies that require significant cash deposits or any short-term investments be invested with Canadian chartered banks rated BBB or better. All investments must be less than one year in duration.

v) Other Price Risk

Other price risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

DISCLOSURE OF OUTSTANDING SHARE DATA

As of the date of this report, there were 199,017,748 common shares, 56,819,208 share purchase warrants and 19,210,000 stock options outstanding.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. 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 consolidated financial statements for the year ended May 31, 2024 and this accompanying MD&A (together, the "Annual Filings").

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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 and Annual Filings on SEDAR at www.sedarplus.ca.

RISK FACTORS AND UNCERTAINTIES

The principal business of the Company is the acquisition, exploration and development of silver, gold, copper and critical mineral properties. Given the nature of the mineral exploration business, the limited extent of the Company's assets and the present stage of development, the following risk factors, among others, should be considered:

Exploration Stage Operations

The Company's operations are subject to all of the risks normally associated with the exploration for and the development of mineral properties. The Company is at the resource definition stage and does not hold any known mineral reserves that have been proven economic. . The Company's success will depend largely upon its ability to locate and grow its resource base and to be able to advance those resources towards feasibility. Mineral exploration involves a high degree of uncertainty and risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. There is no assurance that exploration efforts will be successful and results will be dependent on a number of factors, including the quality of management, the level of geological and technical expertise, and the geologic nature of the properties being explored, in addition there are important factors beyond the control of the Company such as metal prices, economic conditions and political considerations.

Once mineralization is discovered, it may take several years in the initial phases of drilling until mineral resources have been delineated. Following the definition of resources, substantial expenditures and time are required to establish proven and probable reserves through drilling and bulk sampling, to determine the optimal metallurgical process to extract the metals from the host rocks and to determine the operating and capital costs of a potential processing facility. Even following completion of successful feasibility work, the permitting and community engagement process followed by construction may take several additional years of time.

During the time period above the economic requirements for feasible mineral production may change. Due to these uncertainties, no assurance can be given that commercial quantities of ore will be developed on the Company's properties. There is also no assurance that even if commercial quantities of ore are discovered, that the properties will be brought into commercial production or that the funds required to develop mineral reserves and resources discovered by the Company will be obtained on a timely basis.

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Availability of Financial Resources

The Company is dependent on additional financing to provide the funding necessary to meet its general operating expenses and exploration activities. To further fund the Company's business plans, additional funds will be required. The sources of this required funding may be the sale of additional equity capital, the sale of a future metal stream or production royalty from a property, the entering into of a metal or concentrate off-take type agreement, the entering into a loan agreement, the sale or leasing of the Company's interest in a property, or the entering into of a joint venture arrangement or other strategic alliance in which the funding source could become entitled to an interest in one of the assets of the Company. The Company's capital resources are largely determined by the strength of the junior resource market and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. There is no assurance that the Company will be successful in raising additional funds in the future. If the Company does not have the necessary capital it may need to scale back or reduce its exploration plans or may have to forfeit its interest in properties or prospects earned or assumed under its contractual obligations. In addition, if the Company does not have sufficient funds to pursue its exploration and development programs and other plans, the viability of the Company could be jeopardized.

Commodity Price Risk

The economic viability and market value of a mineral resource or deposit is dependent upon the market price of its contained metals and the relevant costs to potentially develop it. Precious and base metals prices fluctuate widely and are affected by numerous factors beyond the control of the Company. These include the level of interest rates, the rate of inflation, world supply and demand for mineral commodities, consumption patterns, sales by central banks, forward sales by producers, government policies, speculative activities and the stability of exchange rates can all cause significant fluctuations in prices. 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 make future commercial production impracticable. The Company's costs to carry out exploration could also be affected by the prices of other commodities such as fuel and other consumable items. The prices of these commodities are affected by numerous factors beyond the Company's control.

Price Volatility and Liquidity

Securities markets in Canada and elsewhere continue to experience a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market patterns and that the value of such securities may be affected accordingly. If market interest in the resource sector declines, the liquidity of investments may be limited, and the market price of such securities may decline below an investor's original purchase price.

Uncertainty of Resource Estimates

The Company has announced resource estimates on its Carmacks project. The statements of mineral resources disclosed are estimates only and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Mineral resources are not mineral reserves and do not have demonstrated economic viability until the completion of a feasibility study which requires additional confirmatory exploration and engineering work. Mineral resource and reserve estimates are based on sampling from drilling, underground sampling or bulk samples, and inherently carry the uncertainty that samples may not be representative.

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Such estimates necessarily include presumptions of continuity of mineralization which may not actually be present. Mineral reserve and resource estimates may require revision (either upward or downward) based on additional exploration or actual production experience. Market fluctuations in the price of metals, as well as increased production costs or reduced recovery rates, may render certain mineral resources uneconomic. Additional exploration and engineering work would be required to support future feasibility studies to determine whether a project is likely to be economic, but such studies remain subject to the same estimation risks and uncertainties.

Government Regulations, Permits, and Environmental Risks and Hazards

Mineral exploration and development in Canada are subject to various federal and provincial and local laws and regulations relating to the protection of the environment. These laws impose high standards on the mineral industry to monitor and report the results to regulatory authorities, to reduce or eliminate certain effects on land, water or air, to rehabilitate temporary disturbance from exploration activities, and to reduce the risk of worker accidents. A violation of these laws may result in the imposition of fines and other penalties. There can be no assurance that the Company will be able to meet all the regulatory requirements in a timely manner or without significant expense or that the regulatory requirements will not change to prohibit the Company from proceeding with certain exploration activities. The Company requires licenses and permits from various governmental authorities to carry out exploration activities on its projects. Obtaining permits can be a complex, time-consuming process. There can be no assurance that the Company will be able to obtain the necessary licences and permits on acceptable terms, in a timely manner or at all.

Exploration activities are also subject to various laws and regulations relating to the protection of historical and archaeological sites and endangered and protected species of plants and animals. The Company has adopted environmental practices designed to ensure that it continues to comply with environmental regulations currently applicable to it. All of the Company's activities are in compliance in all material respects with applicable legislation. Regulatory legislation is becoming increasingly stringent, and costs and expenses of compliance are increasing. The impact of new and future legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the resource property interests, the potential for production on the property may be diminished or negated.

Environmental hazards may exist on the Company's properties, which may have been caused by previous or existing owners or operators of the properties. The Company is not aware of any existing environmental hazards related to any of its current property interests that may result in material liability to the Company.

Communities and Stakeholders

Our ongoing success depends on developing and maintaining productive relationships with the communities and other stakeholders surrounding our mineral projects, including local indigenous people who may have rights or may assert rights to our properties or surrounding areas. Local communities or stakeholders may become dissatisfied with our activities or the level of benefits provided, which may result in legal or administrative proceedings, protests, direct action or campaigns against the Company. Any such occurrence could materially and adversely affect our business, ability to attract partners, financial condition or results of operations, as well as our ability to commence or continue our exploration activities. The Company is committed to responsible and sustainable resource development including working collaboratively with Canadian First Nation groups, and local communities to support successful exploration at our projects.

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Dependence on Key Personnel

The Company is dependent on a relatively small number of key directors, officers, and senior personnel. Loss of any one of those persons could have an adverse effect on the Company. The Company does not currently maintain “key-person” insurance in respect of any of its management. The Company may be subject to changing labour markets, a changing workforce, shortage of experienced personnel to manage its operations, and a lack of continuity in its workforce. In addition, the Company’s workforce may be hired and/or engaged by other exploration companies or companies in the broader mining sectors, thereby causing the Company to incur increases in labour costs to hire, retain and/or maintain continuity of its workforce.

Title to Property

Acquisition of rights to the mineral properties is a very detailed and time consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has exercised the usual due diligence with respect to title to properties in which it has a material interest, there is no guarantee that title to the properties will not be challenged or impugned. The Company’s mineral property interest may be subject to prior unregistered agreements or transfers, aboriginal land claims, government expropriation and title may be affected by undetected defects. In addition, certain mining claims in which the Company has an interest are not recorded in the name of the Company and cannot be recorded until certain steps are taken by other parties. Portions of the Company’s properties are subject to option or lease agreements requiring share or cash payments. If the Company fails to make these payments, the Company may lose its right to the applicable portion of the property and forfeit any funds previously expended to acquire such interest.

Competition

The resource industry is intensively competitive in all its phases, and the Company competes with many other companies possessing much greater financial and technical resources. Competition is particularly intense with respect to the acquisition of desirable undeveloped properties. The principal competitive factors in the acquisition of prospective properties include the staff and data necessary to identify and investigate such properties, and the financial resources necessary to acquire and develop the projects. Competition could adversely affect the Company’s ability to acquire suitable prospects for exploration.

Uninsurable Risks

The Company maintains liability, property and other insurance, where reasonably available, in such amounts it considers prudent. The Company may become subject to liability for hazards against which it is not insured or which it may have elected not to insure against because of high premium costs or other reasons. During exploration and development of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions, fires, flooding, earthquakes and other environmental occurrences, may occur. It is not always possible to fully insure against such risks and the Company may not have insurance against such risks because of high premiums or other reasons. Should such liabilities arise, they could result in increasing costs and a decline in the value of the securities of the Company.

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Litigation Risk

Companies in all industries, including the mining industry, are subject to legal claims from time to time, some of which have merit and others of which do not. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company may become subject could have a material effect on the Company's financial position, results of operations or the Company's property development.

FORWARD-LOOKING INFORMATION

This MD&A includes certain statements that may be deemed "forward-looking statements" concerning the future performance of the Company's business, its operations, its financial performance and condition, as well as management's objectives, strategies, beliefs and intentions. Forward-looking statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. Forward-looking statements are based on the current opinions and expectations of management. All statements in this discussion, other than statements of historical facts, that address exploration drilling, exploitation activities and events or developments that the Company expects are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that may cause actual results to vary from forward looking statements include, but are not limited to, the Company's ability to access capital, the speculative nature of mineral exploration and development, fluctuating commodity prices, competitive risks and reliance on key personnel, as described in more detail in this document under "Risk Factors and Uncertainties". Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedarplus.ca and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.



**Management Discussion and Analysis
For the Years Ended May 31, 2024**

Corporate Information

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Michael Rowley, Director
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Geordan Clark, Director
Robert Sennott, Director
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Susan Henderson, Corporate Secretary

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